

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Commission at any place or places.

### ARTICLE III NO MEMBERS

The corporation shall have no members within the meaning of Section 5056 of the Law. Any action which otherwise would require approval of the members shall require approval only of the Commission.

### ARTICLE IV COMMISSIONERS

Section 1. Powers. Subject to the limitations of the corporation's Articles of Incorporation (the "Articles"), these Bylaws, and the Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. By convention, the directors of this corporation are referred to as Commissioners, and the board of directors is referred to as the Commission. For all purposes of the Law, "Commissioners" of this corporation shall have the same meaning as "Directors", as that term is used in the Law, and the "Commission" of this corporation shall have the same meaning as the "Board of Directors", as that term is used in the Law. The Commission may delegate the management of the activities of the corporation to any person or persons, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Commission. Subject to the same limitations, the Commission shall have all powers permitted to or conferred by Law on the board of directors of a nonprofit public benefit corporation.

Section 2. Number of Commissioners. The number of Commissioners shall consist of not less than twenty (20) nor more than forty (40) Commissioners, with the exact number of Commissioners to be fixed within such limits by resolution of the Commission as enacted from time to time.

Section 3. Composition of Commission. The composition of the Commission shall be adjusted from time to time to comply with the U.S. Department of Education Organizational and Administrative Requirements for Accreditation Agencies contained in 34 CFR § 602.14 et seq. (the "Regulations"). At all times subject to the requirements of the Regulations, the Commission shall have:

(a) A number of Commissioners which is at least 1/7 of the total number of Commissioners, or three Commissioners, whichever is greatest, who are "representatives of the public" as such term is defined in 34 CFR § 602.3 (also referred to herein as a "public member"); and

(b) A representative who is or has served on the Accrediting Commission For Community And Junior Colleges and a representative who is or has served on the Commission for Schools or persons who are or have been in an administrative or faculty position with institutions accredited by those bodies, preferably with accreditation experience; and

(c) Representation from the area served by the corporation in the Pacific Basin (Hawaii, the territories of Guam, American Samoa, Federated States of Micronesia, Republic of Palau, and the Commonwealth of the Northern Marianas Islands); and

(d) A number of commissioners which is at least a majority of the Commission who are representatives from institutions accredited by the Commission.

Commissioners who are chosen pursuant to (c) and (d) of this Section 3 are expected to have an administrative, faculty or other compensated position or emeritus status with an institution accredited by the Commission. Commissioners chosen pursuant to (c) or (d) of this Section 3 who lose their institutional affiliation for any reason shall be ineligible to serve beyond the end of the fiscal year in which that occurs.

The characteristics of the aggregate of the Commission shall represent a balance of public and private institutions and diversity in areas such as institutional mission, size, and geography and personal characteristics such as ethnicity and gender.

Section 4. Election and Term of Office. All candidates for election to the Commission shall be nominated by the Nominating Committee. Commissioners shall be elected annually by the presidents of the institutions accredited by this corporation (“Constituent Institutions”) under the procedures set forth in this Article. Each Commissioner shall hold office for a term of three (3) years ending on the last day of the corporation’s fiscal year. Commissioners may propose to succeed themselves in office for one additional term of three (3) years, with such election made to the Secretary of the corporation no later than the end of the second year of the Commissioners’ initial term, and subject to confirmation by the Commission. The allowable term of a Commissioner is automatically extended if that Commissioner is elected Chair for a term that ends later than what would otherwise be the allowed term as Commissioner, or if a Commissioner had been elected to complete the unexpired term, not to exceed one year, of a Commissioner who has died, resigned, or been removed, before completing his or her term.

(a) The Commission shall send a ballot by electronic transmission to each president of a Constituent Institution, which shall include the slate the Nominating Committee prepared in accordance with Section 8 of Article V, and any at-large candidates proposed as provided in that Section. Inclusion of at-large candidate(s) shall result in a block vote among the combined group of at-large candidates and those provided by the Nominating Committee with the candidates receiving the highest number of votes being elected to the available vacant positions, unless that would result in a failure to meet the Commission composition requirements of Article IV, Section 3 (a)-(d) or any special considerations set by the Executive Committee pertaining to the positions to be filled. In that case the candidates receiving the highest number of votes satisfying the composition requirements would be elected. To be considered, ballots must be returned to the office of the corporation within the time established by the Commission. Ballots received after that date will not be counted. Ballots shall be handled by the executive staff of the corporation in a

manner to preserve, insofar as practicable, the privacy of the person voting and the Constituent Institutions that they represent. Measures shall be taken by the executive staff of the corporation to assure the validity of all ballots. The executive staff shall be responsible for the preservation of the ballots and tally sheets for a period of 180 days after the election results are announced, absent a challenge to election results in which event the ballots shall be preserved until the challenge is resolved, but no later than the date of the first Commission meeting at which the new Commission members were intended to attend. Any challenge to the election results must be received by the Chair within 14 days after the announcement of the election results. The Chair shall refer the challenge to the Nominating Committee which will have the authority to take whatever steps it deems appropriate to finally decide the matter.

(b) Counting of the ballots shall take place at the office of the corporation and shall be conducted by the executive staff of the corporation. In the event of a tie between candidates in a block vote for one or more vacant positions such candidates shall take part in a runoff election to resolve the tie, unless that would result in a failure to meet the Commission composition requirements of Article IV, Section 3 (a)-(d) or any special considerations set by the Executive Committee pertaining to the positions to be filled, in which case the tie shall be resolved in favor of the candidate that best enables the Commission to remain composed in a manner that meets such requirements. The runoff shall be conducted by electronic transmission and shall be conducted according to time frames established by the Commission. The runoff election results shall be announced as soon as practical.

Section 5. Resignation. Any Commissioner may resign by giving written notice to the Chair, the Secretary, or the Commission, and must specify the effective date of such resignation in the written letter; however a Commissioner may not resign without permission of the Attorney General in a case where the corporation would be left without a duly elected Commissioner in charge of its affairs. If the resignation is effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

Section 6. Removal. Any Commissioner may be removed with or without cause by the affirmative vote of a majority of the Commissioners then in office.

Section 7. Vacancies. A vacancy or vacancies in the Commission shall be deemed to exist upon the expiration of a Commissioner's term in office, in case of the death, resignation, or removal of any Commissioner, or if the authorized number of Commissioners is increased. The Commission may declare vacant the office of a Commissioner who has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by a final order of judgment of any court to have breached a duty to the corporation arising under Chapter 2, Article 3, of the Law. Vacancies occurring prior to the expiration of a Commissioner's term in office may be filled prior to an election pursuant to Section 4 of Article IV by the affirmative vote of a majority of the Commissioners then in office.

Section 8. Interested Commissioners. Not more than 49% of the persons serving on the Commission at any time may be interested persons. An “interested person” is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Commissioner as Commissioner; and (2) any sibling, family member, offspring, spouse, and persons related by marriage of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 9. Place of Meeting. Regular or special meetings of the Commission shall be held at any place within or without the State of California which has been designated from time to time by the Commission. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 10. Regular Meetings. Regular meetings of the Commission shall be held without call or notice on such dates and at such times as may be fixed by the Commission. Such regular meetings shall include at least one annual meeting to conduct all necessary elections required of the Commission by these Bylaws, and to conduct all other business as may properly come before the Commission.

Section 11. Special Meetings. Special meetings of the Commission for any purpose or purposes may be called at any time by the Chair, the Secretary, or any two (2) Commissioners.

Special meetings of the Commission shall be held upon four days’ written notice by first-class mail or 48 hours’ notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by “electronic transmission by the corporation” (as defined below). Written notice shall be addressed or delivered to each Commissioner at his or her physical or email address, as applicable, as it is shown upon the records of the corporation, or as may have been given to the corporation by the Commissioner for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Commissioners are regularly held. “Electronic transmission by the corporation” means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the latter of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging

system.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any Commissioner who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Commissioner. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. A majority of the Commissioners then in office constitutes a quorum of the Commission for the transaction of business, except to adjourn as provided in Section 16 of this Article. All matters shall be decided by the vote of a majority of Commissioners present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Commission, unless a greater number is required by Law, the Articles or these Bylaws. Without limiting the foregoing, the actions listed in Article V Section 1(a) through 1(g) shall require the vote of a majority of all Commissioners then in office in order to be effective. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Commissioners, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Meetings by Conference Telephone. Commissioners may participate in any meeting through a video or telephone conference, so long as all Commissioners participating in the meeting can hear one another.

Section 15. Special Meetings by Electronic Mail. Meetings of the Commission may be conducted by electronic mail using the procedure described in this section. The notice given pursuant to Section 11 of a meeting to be conducted by electronic mail shall contain the proposed action to be taken at the meeting and may be accompanied by other material pertaining to the proposed action. Each Commissioner must consent to meetings conducted by electronic mail in advance. The notice shall include:

- (a) Instructions to the Commissioners to use the “Reply All” electronic mail function to ensure that each Commissioner participating in the meeting can communicate with all the other Commissioners concurrently;
- (b) Notice that each Commissioner may participate in all matters before the Commission, including without limitation the capacity to propose, or to object to, a specific action to be taken by the corporation; and
- (c) A deadline for conclusion of the period of discussion of any action proposed to be taken at the meeting, together with the deadline following that period before which all votes by Commissioners on that proposed action must be transmitted.

Following a meeting by electronic mail, the chair or his or her designee shall notify the Commission of the number of Commissioners who participated in the meeting (determined either by participation in the pre-vote discussion or by casting of a vote); that a quorum was thereby considered to be present; the number of votes cast in favor of the action; and the passage or failure

of each action item.

Section 16. Adjournment. A majority of the Commissioners present, whether or not a quorum is present, may adjourn any Commission meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Commissioners if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the Commissioners who were not present at the time of adjournment.

Section 17. Action Without Meeting. Any action required or permitted to be taken by the Commissioners may be taken without a meeting if all Commissioners shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Commissioners and shall be filed with the minutes of the proceedings of the Commission. Commissioners may consent, vote, or otherwise take action under this Section 17 by a signed document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair.

Section 18. Rights of Inspection. Subject to the corporation's conflict of interest policy, every Commissioner shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

## ARTICLE V COMMITTEES

Section 1. General Principles for Committees. The Commission may delegate to any standing or advisory committee any of the authority of the Commission except with respect to the following and as otherwise set forth herein:

- (a) The filling of vacancies on the Commission or in any committee;
- (b) The fixing of compensation of the Commissioners or staff for serving on the Commission or on any committee;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Commission which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Commission or the members thereof;
- (f) The approval of any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3) of such law;