

AMENDED AND RESTATED
BYLAWS OF
WASC SENIOR COLLEGE AND UNIVERSITY COMMISSION
A California Nonprofit Public Benefit Corporation

ARTICLE I CHARITABLE
PURPOSES

Section 1. General Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (the “Law”) for charitable and educational purposes.

This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

Section 2. Specific Purpose. The specific purposes of the corporation are to promote the welfare, interests and development of higher education through the continued improvement of educational institutions, close cooperation between colleges and universities within the territory it undertakes to serve, and effective working relationships with other educational organizations and accrediting agencies. The territory that this corporation undertakes to serve shall consist of the States of California and Hawaii, the territory of Guam, American Samoa, Federated States of Micronesia, Republic of the Marshall Islands, Republic of Palau, the Commonwealth of the Northern Marianas Islands and such other areas of the Pacific as may apply to it for service. Other jurisdictions may come within the territory served by the corporation as institutions or associations therein may make application and be approved by the corporation. The corporation shall serve as the regional accrediting agency for institutions that award bachelors or higher degrees. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and educational purposes.

ARTICLE II
OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of California as the Commission shall determine. By resolution, the Commission is granted full power and authority to change such principal office from one location to another.

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;

(g) The expenditure of corporate funds to support a nominee for Commissioner after there are more people nominated for Commissioner than can be elected.

Committee members, with the exception of the Nominating Committee, and committee chairs, with the exception of the chair of the Finance and Operations Committee, shall be nominated by the Chair of the Commission and appointed by the Commission. The Chair of the Commission may nominate, and the Commission may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Commission shall have the power to prescribe the manner in which proceedings of any Commission Committee shall be conducted. Unless the Commission or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these bylaws applicable to meetings and actions of the Commission. The Chair shall be a member of every committee other than the Audit Committee. Minutes shall be kept of each committee meeting.

Section 2. Advisory Committees. The Chair of the Commission may create one or more advisory committees to serve at the pleasure of the Commission. Each advisory committee shall have at least one (1) Commissioner as a member at all times. Other appointments to such advisory committees need not, but may, be Commissioners. The Chair of the Commission shall appoint and discharge advisory committee members and their chairs at will. All actions and recommendations of an advisory committee shall require ratification by the Commission before being given effect.

Section 3. Standing Committees. Standing Committees of the Commission, with such numbers and functions as are described below or as otherwise designated by resolution of the Commission, shall be the Executive Committee, Audit Committee, Compensation Committee, Finance and Operations Committee, Nominating Committee, Policy and Planning Committee, and Structural Change Committee. The Commission may establish additional standing committees each consisting of no less than two (2) Commissioners. Any such standing committee must be established by resolution adopted by a majority of the number of Commissioners then in office, and such committee may be designated by any name the Commission shall specify.

Section 4. Executive Committee. The Executive Committee shall consist of the Commission Chair and Vice-Chair, the Treasurer and the Secretary of the corporation, the chairs of the Audit, Finance, Policy and Structural Change Committees, and such additional members, all of whom shall be Commissioners, as shall be proposed by the Chair and approved by the Commission. The President of the Commission shall be a standing guest of the Executive Committee. The Executive Committee shall set the agenda for the Commission and nominate the Chair, Vice-Chair and President of the Commission. To the extent allowed by law and not otherwise restricted by resolution of the Commission from time to time, the Executive Committee shall have the full authority of the Commission. At all times, subject to the Regulations, the Executive Committee shall include one or more Commissioners, which is at least 1/7 of the total number of members of the Executive Committee, who is or are public members. The Executive Committee shall review all proposals to amend or revise the Bylaws and shall review all conflicts of interest statements filed by Commissioners.

Section 5. Audit Committee. The Audit Committee shall include no officers of the corporation. The Members of the Finance Committee may not comprise a majority of the Audit Committee. The Audit Committee shall oversee financial reporting, internal controls, and risk management functions.

(a) The Audit Committee shall be responsible for the retention and termination of the independent auditor and shall negotiate fees paid by the corporation to the independent auditor. The Audit Committee shall meet in executive session with the independent auditor to review the financial affairs of the corporation, and shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States, and shall approve performance of non-audit services by the auditing firm, if any. The Audit Committee is authorized to accept and to release the annual audited financial statements of the corporation.

(b) The Audit Committee shall evaluate internal controls of the corporation and shall ascertain whether recommendations received from the independent auditors and other consultants for improving internal controls have been adequately addressed by the corporation, and, where appropriate, properly implemented.

(c) In overseeing risk management by the corporation, the Audit Committee shall review the effectiveness of the corporation's system for monitoring compliance with laws and regulations. The Audit Committee shall maintain and monitor an independent complaint mechanism for Corporation employees, conduct periodic reviews of the corporation's policies and procedures regarding financial issues and risk management and shall meet with the corporation's legal counsel at least annually to review these items

Section 6. Compensation Committee. The Compensation Committee shall consist of the Commission Chair and Vice-Chair, the Treasurer, and one public member of the Commission to be appointed by the Commission Chair. The Compensation Committee shall perform performance reviews of executive-level personnel of the corporation, and shall review and make recommendations to the Commission with respect to compensation and benefits of such personnel.

Section 7. Finance and Operations Committee. The Treasurer shall be the Chair of the Finance and Operations Committee (also referred to herein as the "Finance Committee"). The Chair of the Audit Committee may not serve as a member of the Finance Committee. The Finance Committee shall consider and make recommendations on all financial aspects of the corporation other than risk management, but including investment and management of the corporation's assets.

Section 8. Nominating Committee. The Nominating Committee shall consist of eight members, to be selected annually by the Executive Committee. Four members of the Nominating Committee shall be current or former Commissioners and shall include a current or

former public member as well as the current Commission Chair and Vice-Chair. The remaining four members shall be appointed from among the presidents of the Constituent Institutions. The Nominating Committee shall utilize the following procedure to nominate candidates to become Commissioners of the Corporation:

(a) The Executive Committee shall notify the Nominating Committee of the number of candidates to be proposed by the Nominating Committee, and of any special considerations pertaining to the positions to be filled.

(b) In order to prepare a slate of candidates, the Nominating Committee shall write to all of the presidents of the Constituent Institutions, all Commissioners and the Executive Directors of the Accrediting Commission For Community And Junior Colleges (ACCJC) and the WASC Accrediting Commission for Schools, listing the number and nature of any positions to be filled and soliciting nominees for the projected vacancies. To be considered, nominations must be returned to the Nominating Committee by the date and time established by the committee. Members of the Nominating Committee are ineligible for nomination to the Commission while serving on the Nominating Committee. The Nominating Committee shall review the nominees' relative qualifications, and shall prepare a slate of candidates, with one candidate being recommended for each position. In preparing such a slate, the Nominating Committee must consider the requirements for composition of the Commission contained in Section 3 of Article IV as well as the recommendations of the Executive Committee as to candidate qualifications and expertise.

(c) The notice to the presidents of the Constituent Institutions informing them of the slate of the Nominating Committee shall also include a notice of the right of the presidents to nominate candidates on an at-large basis within the time frame established by the committee. To be added as an at-large candidate, a candidate must have the written endorsement of 10% or more of the presidents of Constituent Institutions.

Section 9. Policy and Planning Committee. The Policy and Planning Committee shall review and present to the Commission its recommendations for changes to Commission standards, review process and policies. It is empowered to take action on non-substantive administrative policy matters, which do not require Commission approval, and will endeavor to identify emerging areas for future policy development.

Section 10. Structural Change Committee. The Structural Change Committee shall review and recommend final action to the Commission on structural proposals forwarded by the Substantive Change Committee, and shall review standards with respect to changes in mission, changes in legal status or form of control, a first degree program at a new level, all subsequent doctoral programs, joint doctoral degrees, and other areas of structural change affecting Constituent Institutions and develop and recommend any changes to these standards for action by the Commission.

Section 12. Compensation. Commissioners and members of committees shall not receive any compensation for their services but, by resolution of the Commission, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Commission.

ARTICLE VI OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a Chair of the Commission, a Vice-Chair of the Commission, a President, a Secretary and a Treasurer, each of whom, other than the President, shall be Commissioners and each of whom shall be chosen by the Commission.

Section 2. Permitted Officers. The Commission may choose one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Commission may from time to time determine.

Section 3. Election of Officers. The officers shall be elected by the Commission at the annual meeting, or at any regular or special meeting of the Commission. The Chair shall be elected by the Commission for a term of three (3) years, and may serve only one term. All other officers of the Corporation, other than the President, shall be elected by the Commission for an initial term of one (1) year and, subject to reelection, may serve any number of consecutive one (1) year terms thereafter. The term of office of the President shall be determined by agreement. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Commission at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Commission.

Section 5. Chair of the Commission. The Chair may call meetings and shall preside at all meetings of the Commission. The Chair shall exercise and perform such other powers and duties as may from time to time be assigned by the Commission or prescribed by these Bylaws, the Articles of Incorporation or applicable law. The Chair shall be an ex officio voting member of all standing committees of the Commission except the Audit Committee.

Section 6. Vice-Chair of the Commission. The Vice-Chair shall perform the duties of the Chair when the Chair is unavailable to do so. The Vice-Chair shall exercise and perform such other powers and duties as may from time to time be assigned by the Commission or prescribed by these Bylaws, the Articles of Incorporation or applicable law.

Section 7. President. Subject to the discretion and control of the Commission, the President shall be the chief executive officer of the corporation and shall have general supervision, direction and control over the affairs and property of the Corporation and over its staff, and shall have the general powers, duties, authority and responsibility of administration and management usually vested in the office of chief executive officer of a corporation, including responsibility for managing the operations of the Corporation in a manner consistent with any

financial plan or operating budget promulgated by the Commission and consistent with applicable laws. Candidates to fill vacancies from time to time occurring in the office of President shall be nominated for approval by the Commission by a special committee established by the Chair of the Commission pursuant to Article V Section 1 for this purpose and shall have such other powers and perform such other duties as may be delegated by the Commission from time to time.

Section 8. Secretary. The Secretary shall be the custodian of the books, records, and files of the Corporation. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Commission may order, a minute book of all meetings of the Commission and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary may delegate such of its authority to one or more Assistant Secretaries as necessary to fulfill the duties of the Secretary hereunder. The Secretary shall give, or cause to be given, notice of all meetings of the Commission and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Commission.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the Commissioners of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositaries as may be designated by the Commission. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Commission, shall render to the President or the Commissioners, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Commission.

Section 10. Compensation. No Commissioner, including a Commissioner serving as an officer, shall receive compensation from the corporation. The Commission, or an authorized Commission Committee, shall review and approve the compensation, including benefits, of the President to assure that it is just and reasonable. This review and approval shall occur initially upon the hiring of the President, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the President's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

ARTICLE VII INDEMNIFICATION OF AGENTS OF THE CORPORATION: LIABILITY INSURANCE

Section 1. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney

General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that such person is or was an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the corporation, or that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent, against Expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 2: (i) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duties to the corporation, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 3. To the extent that an Agent of the corporation has been successful on the merits in defense of any Proceeding referred to in Section 1 or Section 2 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

Section 4. Except as provided in Section 3 hereof any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof by: (i) a majority vote of a quorum consisting of Commissioners who are not parties to such Proceeding; or (ii) the court in which such Proceeding is or was pending upon application made by the corporation, the Agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the corporation.

Section 5. Expenses incurred in defending any Proceeding may be advanced by the corporation prior to the final disposition of such Proceeding upon receipt of an undertaking by or

on behalf of the Agent to repay such amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VII.

Section 6. No indemnification or advance shall be made under this Article VII except as provided in Section 3 or clause (ii) of Section 4, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles of Incorporation of the corporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. The corporation shall purchase and maintain insurance, if available, on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the corporation would have the power to indemnify the Agent against such liability under the provisions of this Article VII; provided, however that the corporation shall have no power to purchase and maintain such insurance to indemnify any Agent for a violation of Section 5233 of the Law.

Section 8. For the purposes of this Article VII, (i) "Agent" means any person who is or was a Commissioner, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a Commissioner, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Commissioner, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or clause (ii) of Section 4; and (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE VIII REPORTS

No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall furnish to all of the Commissioners a report containing the following information in reasonable detail:

1. The assets and liabilities of the corporation as of the end of the preceding fiscal year.

2. The principal changes in assets and liabilities during the preceding fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the preceding fiscal year.
5. With respect to the preceding fiscal year, (a) any transaction(s) involving both (i) the corporation and either a Commissioner or officer of the corporation (or its parent or subsidiary) and (ii) more than \$50,000; or (b) any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Commissioner of the corporation.

The report required by this Article shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the corporation that such reports were prepared without audit from the books and records of the corporation.

ARTICLE IX OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the Commissioners and such other persons as required by law, at all reasonable times during office hours.

Section 2. Execution of Documents. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair or the President, and by the Secretary or any Assistant Secretary of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Commission, but, unless so authorized by the Commission, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Loans to Commissioners and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any Commissioner or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a Commissioner or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Commissioner or officer, provided that in the absence of such advance, such Commissioner or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary. The provisions of this Section 3 do not apply to (1) the payment of premiums in whole or in part by the corporation on a life insurance policy of a Commissioner or officer so long as repayment to the corporation of the

amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Commission, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state of California.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

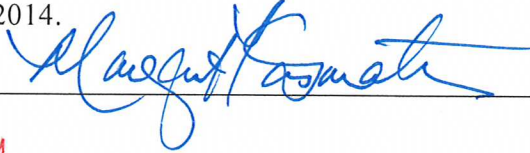
Section 5. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the number of Commissioners then in office.

Section 6. Meeting Procedures. Meetings of the Commission and Committees shall be conducted pursuant to rules contained in the current edition of Roberts Rules of Order Newly Revised where applicable and not inconsistent with these Bylaws or other procedural rules that may be adopted from time to time by the Commission.

CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY that I am the duly elected, qualified, and acting Secretary of WASC SENIOR COLLEGE AND UNIVERSITY COMMISSION and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation by the Commission on November 07, 2014.

Signature of Secretary: _____



Date: NOV 24 2014

Amendment Log	
Bylaws adopted	February 21, 2013
Revised to reflect new name	April 23, 2013
Amended to correct errors and to conform provisions re committees to Commission practice	November 8, 2013
Amended for typographical corrections, terminological consistency, clarifications regarding elections and terms of commissioners, and removal of unnecessary statements of past practice	November 7, 2014