

BYLAWS: THE COUNCIL FOR THE ACCREDITATION OF EDUCATOR PREPARATION, INCORPORATED

ARTICLE I - DESCRIPTION AND LOCATION

Section 1.01 Name. The name of the Corporation is The Council for the Accreditation of Educator Preparation, Incorporated. The Corporation may from time to time use the acronym “CAEP” as an alternate name.

Section 1.02 Mission. CAEP is a non-governmental, voluntary association of parties committed to the effective preparation of teachers and other P-12 professional educators. Its mission is to recognize, assure and promote the high quality of that preparation in colleges, universities and other organizations through its system of accreditation, for the ultimate purpose of advancing P-12 student learning.

Section 1.03 Powers. In furtherance of its objectives, CAEP shall have the following specific powers, in addition to the powers granted to it under law:

1. To develop and promulgate (a) CAEP standards, principles and processes for the pre-accreditation and accreditation of programs and/or units that prepare educators for state licensure in P-12 fields and (b) a choice of comparably rigorous procedures for reviewing, evaluating and pre-accrediting or accrediting those programs and/or units inside and outside the United States in accordance with those standards, principles and processes;

2. To perform those reviews and evaluations and grant those pre-accreditations or accreditations;

3. To publish those reviews, evaluations, pre-accreditations and accreditations;

4. To work with state and foreign agencies responsible for approval of P-12 professional educator preparation in the states, territories, District of Columbia and foreign countries, including providing those with which CAEP has partnership agreements with information requested for use in their own approval and recognition processes;

5. To support the work of its member scholarly societies in assuring and promoting the high quality of specialty preparation for P-12 professional educators;

6. To present the views of its Members to other organizations, institutions, agencies and the general public;

7. To collect and disseminate statistics and other information related to the preparation of P-12 professional educators;
8. To conduct, commission and assist in research and special projects on topics of interest;
9. To sponsor meetings, conferences, workshops and symposia;
10. To conduct promotional activities, including advertising and publicity;
11. To confer appropriate recognitions and awards; and
12. To engage in any other lawful activities to enhance and promote preparation programs for P-12 professional educators and apprise the public of its value, scope, and character.

Section 1.04 Offices. The principal office, and any additional offices, shall be located at such place as the Board of Directors of CAEP (the "Board") shall from time to time designate, provided that at all times CAEP shall maintain a registered office and a registered agent in the District of Columbia.

ARTICLE II - MEMBERS

Section 2.01 Members. The initial Members of CAEP shall be its founding organizations: the National Council for the Accreditation of Teacher Education ("NCATE") and The Teacher Education Accreditation Council ("TEAC"). Prior to the Consolidation (as defined below), additional Members of CAEP may be admitted by action of the Board.

Immediately upon the consolidation of NCATE and TEAC into CAEP ("Consolidation") as set forth in the Agreement and Plan of Merger among CAEP, NCATE and TEAC, dated October __, 2010, all members of NCATE and TEAC in good standing and all institutions accredited or pre-accredited by NCATE or in its candidate status as of the Date of Consolidation (as defined below) shall become Members of CAEP. On and after the Date of Consolidation (as defined below), other parties may become Members upon satisfaction of CAEP requirements of eligibility for accreditation, the grant of CAEP pre-accreditation or accreditation or their acceptance as Stakeholder Members by the Executive Committee.

Effective from the Date of Consolidation, the Members shall be divided into two classes: Institutional Members and Stakeholder Members. Institutional Members are those that have satisfied the requirements of eligibility for accreditation and those that have obtained accreditation by CAEP or, immediately prior to the Consolidation, held candidate, pre-accreditation, or accreditation status granted by NCATE or TEAC. Stakeholder Members are those members of NCATE, TEAC and CAEP in good

standing as of the Date of Consolidation that are not designated as Institutional Members pursuant to the preceding sentence and such other educational organizations, states and other agencies or parties that are committed to CAEP's goals and objectives, commit themselves to support them and have been accepted as Members by the Executive Committee. For purposes of these Bylaws, the "Date of Consolidation" shall mean the date and time at which (i) the Mayor (as defined in the District of Columbia Nonprofit Corporation Act) shall have issued a certificate of merger in respect of the articles of merger that are filed with the Corporations Division of the District of Columbia Department of Consumer and Regulatory Affairs, and (ii) a certificate of merger shall have been filed with the Delaware Secretary of State, as applicable.

Section 2.02 Terms of Membership. Membership terms for Institutional Members shall be for the terms of their candidate, accreditation or pre-accreditation status by CAEP, NCATE or TEAC, as applicable. Stakeholder Members hold renewable annual terms of membership.

Any membership may be terminated by the Board at any time for good cause, including failure to pay annual dues by June 30 of each year. Loss of candidate, accreditation and preaccreditation status shall automatically cause loss of membership in CAEP.

Section 2.03 Dues and Fees. The annual dues and any fees for Members and applicants for accreditation shall be established by the Board and shall be set forth in a schedule based on objective factors, such as number of program completers, number of programs, number of sites, program enrollment and size of visiting teams. Dues for Stakeholder Members may vary by Member and shall be determined by the Board.

Section 2.04 Meetings. A meeting of the Members shall be held annually for the discussion of topics of interest and for the transaction of such business as may properly come before the Members. The meeting shall be held on a date, time and place set by the Board. The Board may also call special meetings of the Members for these purposes at any time upon thirty (30) days written notice. Members may not call meetings.

Section 2.05 Registration Fees. The Board may authorize the President to set reasonable registration fees for attendance at meetings of the Members.

Section 2.06 Voting. The Members shall not have the right to vote on any matter.

Section 2.07 Notice. Except as otherwise provided in these Bylaws, whenever notice is required to be given to any Member, it may be given either personally or by sending a copy by first-class or express mail, postage pre-paid, e-mail, facsimile transmission or courier service, charges prepaid, to the address (or the e-mail address or facsimile number) appearing on CAEP's books. Notice shall be effective when sent or dispatched.

ARTICLE III - BOARD OF DIRECTORS

Section 3.01 Powers. The affairs, activities, and policies of CAEP shall be managed by or under the direction of its Board. In furtherance, but not in limitation, the Board shall

1. Make policy for CAEP;
2. Appoint the President, who shall serve at the pleasure of the Board;
3. Elect the Directors and Officers of the Board and appoint the members of its committees,
4. Review CAEP's accreditation and non-accreditation activities, standards, policies and procedures;
5. Review and approve the annual budget and, by consent agenda on the recommendation of the Executive Committee, establish budget procedures and provide for and review an annual certified, independent audit of CAEP's financial books and records;
6. By consent agenda, approve the Chair's recommendations for the agendas, times and places for the Board's meetings; and
7. Grant or withhold accreditation by consent agenda based on a Commission's accreditation recommendation and certify whether the Commission followed its policies and procedures in making its recommendations.
8. Periodically review the Commissions' accreditation recommendations to insure comparability of the accreditation options offered by the Commissions.

Section 3.02 Composition. The number of Directors on the founding CAEP Board shall be fixed at four (4), and shall be composed of the individuals set forth in the CAEP Articles of Incorporation. Immediately after execution and delivery of the Consolidation Agreement and until the Date of Consolidation, the number of Directors on the Board shall be fixed at fourteen (14) Directors, seven (7) of whom shall be appointed by the Board among individuals nominated by NCATE and seven (7) of whom shall be appointed by the Board among individuals nominated by TEAC.

On and after the Date of Consolidation, the number of Directors on the Board shall be fixed at twenty (20), consisting of the President, the NCATE and TEAC Commission Chairs *ex officio* and seventeen (17) additional Directors. To assure inclusion of all sectors of the profession and other interested parties in the governance of CAEP, the Directors, with the exception of the President, shall be affiliated with Members as follows (it being understood that each of the NCATE and TEAC Commission Chairs shall be designated by the Members as recommended from one of the following positions):

1. Eight (8) Directors, recommended by Members, designated by the Board as from the Postsecondary Expertise sector of the profession, distributed as follows: one (1) provost/chancellor/president, four (4) other teacher educators, two (2) from specialized professional associations, and one (1) from other scholarly societies.

2. Eight (8) Directors, recommended by Members, designated by the Board as from the P-12 Practitioner, Employer, or Policy Maker sector of the profession, distributed as follows: four (4) teachers, one (1) administrator, and three (3) chief state school officers/other state officials.

3. Three (3) Directors, recommended by Members, designated by the Board as from the Public and At Large sector.

Except as otherwise specifically provided by law or these Bylaws and to the extent reasonably practicable, the Board shall maintain this proportional representation in the selection of Officers of the Board and Board committees. For the Board, recommendations for certain seats shall be accepted only from the designated Stakeholder Member specified as follows:

- American Association of Colleges of Teacher Education: one (1) Postsecondary Expertise sector seat designated for other teacher educators, which may be one of its own officers;
- American Federation of Teachers: one (1) P-12 Practitioner, Employer or Policy Maker sector seat designated for teachers, which may be one of its own officers;
- Council of Chief State School Officers: three (3) P-12 Practitioner, Employer or Policy Maker sector seats designated for chief state school officers/other state officials, which may be its own officers; and
- National Education Association: two (2) P-12 Practitioner, Employer or Policy Maker sector seats designated for teachers, which may be its own officers.

Such organizations shall be entitled to recommend persons for the specified seat(s) only for so long as they shall be Stakeholder Members. The Nominating Committee shall determine how many names these organizations shall submit for each such seat.

Additional candidates for any seat may be nominated in writing by any three (3) Directors or twenty-five (25) Members, no less than thirty (30) days before the scheduled election date.

As long as CAEP chooses to be recognized by the U.S. Department of Education (the "DOE") and/or the Council for Higher Education Accreditation ("CHEA"), it shall comply with any other applicable requirements of CHEA and/or the DOE for composition of the Board, including the proportions of educators, practitioners, and members of the public required on its evaluative and decision-making bodies.

Section 3.03 Election and Term of Directors. On and after the Date of Consolidation, new Directors shall be appointed by action of such number of Directors constituting at least a majority of the total number of Directors provided by these Bylaws as of the relevant time, including seats that are vacant at such time (such number of Directors, a "Majority of the Board"). On and after the Date of Consolidation, the terms of office of the Directors (other than the President and Chairs of the Commissions) shall be divided as evenly as possible into three (3) Classes: Class I, Class II and Class III. The Class I Directors shall serve an initial term of one (1) year, the Class II Directors shall serve an initial term of two (2) years and the Class III Directors shall serve an initial term of three (3) years. At each annual meeting of the Board after the initial appointment of the new Directors, a Majority of the Board shall elect or re-elect Directors to succeed those Directors whose terms of office shall expire. Such successor Directors shall be so elected from a slate of candidates prepared by the Nominating Committee. Except for certain new Directors who shall serve initial terms of one (1) or (2) years to facilitate the classification of the Board, each Director other than the President and the Chairs of the Commissions shall hold office for a term of three (3) years and until the Director's successor has been elected and qualified or until earlier resignation or removal, except that a Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor. With the exception of the President and Chairs of the Commissions, no director may serve more than two (2) consecutive three-year terms (it being understood that an initial term of one (1) or two (2) years to facilitate the classification of the Board shall not be considered a three-year term for purposes of this provision). In the case of failure to hold an annual meeting to elect or re-elect Directors, the Directors whose terms of office shall expire shall hold over until their successors are elected and qualify.

Section 3.04 Vacancies. Any vacancy occurring in the Board, including by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of Directors then in office, although less than a quorum; provided, however, that prior to the Date of Consolidation, the vacancy of a seat designated for appointment by the Board among individuals nominated by NCATE or TEAC may only be filled by an individual nominated by NCATE or TEAC, respectively.

Section 3.05 Removal. A Director may be removed for cause at any time by action of the Majority of the Board.

Section 3.06 Resignations. A Director may resign at any time by written notice to the Board, President, or Secretary. The resignation shall be effective at the time specified in the notice or on receipt, if no time is specified. Acceptance of a resignation shall not be necessary to make it effective.

Section 3.07 Quorum and Votes Required for Action. Unless a greater proportion is otherwise required under these Bylaws or applicable law, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided, the act of a Majority of the Board shall be the act of the Board.

Section 3.08 Meetings. Regular meetings of the Board shall be held at such places and times as it may designate. There shall be at least one such regular meeting each year, which is referred to as the annual meeting. Special meetings of the Board may be called by or at the request of the Chair, the President or a majority of the Directors then in office. At least fifteen (15) days' notice of the place and time for any regular or special meeting shall be given to each Director by the Secretary.

Section 3.09 Notice. Except as otherwise provided in these bylaws, whenever notice is required to be given to any Director, it may be given either personally or by sending a copy by first-class or express mail, postage prepaid, e-mail, facsimile transmission or courier service, charges prepaid, to the Director's address (or to the Director's e-mail address or facsimile number) appearing on CAEP's books. Notice shall be effective when sent or dispatched.

Section 3.10 Waiver of Notice. Any Director may waive the right to receive timely notice of any meeting, either before or after the time for notice. A Director's attendance at any meeting shall constitute waiver of notice, excepting attendance to object at the beginning of the meeting to the transaction of business on the ground that the meeting was not lawfully called or convened. Except as otherwise specifically required by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver.

Section 3.11 Written Action by Directors; Meetings by Electronic Means. Any action by the Board may be taken without a meeting, if consent in writing, setting forth the action, shall be signed by all Directors. Such consent shall have the same force and effect as a unanimous vote. The signed documents setting forth such consent by all Directors shall be filed with the Board minutes. Except as otherwise specifically required by law or these Bylaws, Directors may participate in a meeting of the Board or any of its committees by electronic means, such as telephone and Internet conference, by which all persons participating in the meeting are able to communicate with each other, and such participation shall constitute presence in person at the meeting.

Section 3.12 Compensation of Directors. CAEP shall not pay any compensation to Directors for services rendered to CAEP in that capacity, except that Directors may be reimbursed, in reasonable amounts, for expenses incurred in the performance of their duties as Directors. Subject to Board approval, Directors may also perform services for CAEP in one or more other capacities and may receive compensation for their performance, if they are reasonable and necessary to carry out the CAEP's exempt purposes, and such compensation is reasonable.

Section 3.13 Honorary Board of Directors. The Board may elect or appoint any person to act in an honorary capacity and may create such honorary boards and appoint to them such persons as it deems appropriate. Persons serving in such honorary capacities shall be non-voting Directors and shall not have any of the powers granted to the Board in these Bylaws, or under applicable law.

Section 3.14 Annual Report. The Treasurer shall present at the annual meeting of the Board a written report of CAEP's financial activities for the preceding year. The report shall conform to accounting standards promulgated by the American Institute of Certified Public Accountants and shall include a statement of support, revenue and expenses and changes in fund balances, a statement of functional expenses and balance sheets for all funds. Each such annual report must be approved by the Executive Committee and by the Board by consent agenda. It shall then be filed with CAEP's records and duly noted in the minutes of the meeting.

Section 3.15 Financial Records. CAEP's annual reports relating to its financial activities shall be kept at its principal office for at least three (3) years following the close of each fiscal year and shall be available to the public for inspection and copying there during normal business hours.

Section 3.16 Committees. The Board shall appoint the membership of the standing committees listed below and their chairs. The terms of office of their members shall be divided as evenly as possible into three (3) equal groups of one (1), two (2) and three (3) years. Afterwards, the Board shall fill any vacancies annually by electing individuals for three (3) year terms, renewable once. Unless otherwise specified, each committee shall have at least one (1) Director and one (1) Commissioner from each Permanent Commission (as defined below) as a member. Each committee shall have the duties assigned by these Bylaws and the Board, but no such committee shall have any power or authority to amend any Bylaw. The designation and appointment of any committee and the delegation to it of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Director(s) by law. Any member of a committee may designate one or more persons as alternates, who may replace such member when absent from any meeting of the committee, in all cases subject to the approval of the chair of such committee; provided, however, that in no event shall any person other than another Director be designated as an alternate to serve on the Executive Committee. Unless otherwise provided, the Chair and President may attend all committee meetings.

Except as otherwise provided in these Bylaws, on and after the Date of Consolidation, the standing committees shall be:

A. Executive Committee: The Executive Committee shall consist of the Chair, the Vice-Chair, the Treasurer, the President, the Commission Chairs and the Chair of the Nominating Committee. The Executive Committee shall have the authority to make decisions on behalf of the Board for administrative matters and time-critical matters that arise between Board meetings. It shall also evaluate the performance and set the compensation of the President, oversee CAEP's financial operations and approve new Stakeholder Members. The President shall excuse himself or herself when his or her own performance and compensation is discussed by the Executive Committee, except when the Executive Committee wishes to discuss these matters with him or her. The Executive Committee shall be the only committee of the Board that shall have and exercise the authority of the Board in the management of CAEP.

B. Nominating Committee: The Nominating Committee shall consist of nine (9) persons. Annually and whenever else needed, it shall solicit recommendations from Members and present to the Board a slate for the election or re-election (whether at the annual meeting, to fill one or more vacancies, or otherwise) of Directors, Officers of the Board and committees other than itself. To the extent reasonably practicable, but subject to the requirements of Section 3.02, the Nominating Committee shall attempt to involve all Stakeholder Members actively in CAEP by supporting the service of at least one person recommended by each of them on the Board or one of its committees, unless such a person is already serving on a Commission. The Executive Committee shall, annually and whenever else needed, solicit recommendations from Members and present to the Board a slate for all vacancies on the Nominating Committee. The Chair and the President may attend meetings of the Nominating Committee, except when their own names are discussed. Members of the Nominating Committee shall similarly excuse themselves when their own names are discussed, unless the Nominating Committee wishes to discuss that matter with them.

C. Appeals Committee: The Appeals Committee shall consist of fifteen (15) members which shall include former members of the Commissions, the NCATE Unit Accreditation Board and/or the TEAC Accreditation Committee. No Appeals Committee member shall be a current Board member or member of the NCATE or TEAC Commissions. For each appeal of an accreditation decision by the Board, the President shall appoint an appeals panel of five (5) members drawn from the Appeals Committee, a majority of whom shall have formerly served on either the NCATE or TEAC Commission, and which shall include at least one representative of the public consistent with the DOE's regulations and interpretations. In no case shall an appeals panel member be appointed who was involved in the accreditation recommendation subject to appeal. The panel shall hear and finally decide the appeal pursuant to appeals procedures developed by CAEP.

D. State Partnership and Content Areas Committee: The State Partnership and Content Areas Committee shall consist of such number of individuals as may be determined by the Board. The Board shall also specify the number of individuals who shall be state education officials or from specialized professional organizations. The State Partnership and Content Areas Committee shall develop policies for CAEP's partnership agreements with the states, such as requirements for the participation of state representatives in CAEP site visits, which shall include all Commissions; review and approve such agreements on the basis of those policies; develop policies and procedures for reviewing specialty area studies, both in support of such reviews by member scholarly societies and directly, and generally develop and oversee CAEP's role in the review of such studies. The State Partnership and Content Areas Committee's actions will constitute recommendations to the Board, but, except for matters of general policy, they shall be reviewed by the Board by consent agenda.

E. Standards Committee: From and after the date of adoption of these Bylaws and until the Date of Consolidation, there shall be a Standards Committee which shall

consist of eight (8) individuals, four (4) of whom shall be among individuals who are recommended by the President of NCATE and four (4) of whom shall be among individuals who are recommended by the President of TEAC. On and after the Date of Consolidation, the Standards Committee shall consist of such number of individuals who are also Commissioners as may be determined by the Board, provided such individuals shall be in equal numbers from each Commission. The Standards Committee shall periodically review CAEP's standards and recommend to the Board any changes that such committee may consider appropriate.

F. Research Committee: The Research Committee shall consist of such number of individuals as may be determined by the Board. The Research Committee shall review and promote research on P-12 professional educator preparation and the effectiveness of CAEP in achieving its mission. The Committee shall review requests from outside researchers for access to CAEP's information for their research. It shall also conduct the Boards' periodic review of the Commissions' accreditation recommendations to insure comparability of the options offered by them. The Committee's recommendations shall be reviewed by the Board, which shall be by consent agenda, except for the last matter.

G. International Committee: The International Committee shall consist of such number of individuals as may be determined by the Board. The International Committee shall develop and propose to the Board policy for CAEP's activities outside the United States.

The Board may appoint other standing committees, *ad hoc* or special committees as it deems necessary.

The members of any committee may participate in a meeting of the committee by means of conference telephone, video conferencing, or similar technology by means of which all persons participating in the meeting can communicate with each other at the same time, and such participation shall constitute presence in person at the meeting.

ARTICLE IV - COMMISSIONS

Section 4.01 Purpose. At least two Commissions shall manage and conduct the accreditation functions of CAEP. One commission shall conduct its accreditation functions in accordance with the published requirements and policies of NCATE, as in effect at the time of the Consolidation, and be called the "NCATE Commission". Another commission shall conduct its accreditation functions in accordance with the published requirements and policies of TEAC, as in effect at the time of consolidation, and be called the "TEAC Commission" (and, together with the NCATE Commission, the "Permanent Commissions"). The Permanent Commissions may adopt alternative names upon approval of the CAEP Board.

Section 4.02. Number of Commissions. The Board may create, appoint and disband additional commissions (collectively with the Permanent Commissions, the “Commissions”), but there shall always be at least the NCATE and TEAC Commissions.

Section 4.03 Number of Commissioners and Assigned Staff and Terms of Commissioners. The number of Commissioners, CAEP staff and resources assigned to each Commission shall be sufficient to provide for the expected number of accreditation cases each year. Each Commission may determine the number of its Commissioners annually. Commissioners shall serve for a four year term, renewable once.

Section 4.04 Selection of Commissioners and Chairs. On and after the Date of Consolidation, the initial Commissioners and Chairs of the Permanent Commissions shall be the members and chair of the NCATE Unit Accreditation Board for the *NCATE* Commission and the members and director of the TEAC Accreditation Panel and the members of the Accreditation Committee for the *TEAC* Commission. Their terms as Commissioners will conclude with the completion of their then appointments to the NCATE or TEAC body. As vacancies occur, new Commissioners shall be appointed as needed by each Commission for terms of four (4) years, renewable once. They shall have completed training for their roles as Commissioners. They shall be selected by majority vote of the Commission from persons who have been nominated by Stakeholder Members and represent each of the three sectors for Members, provided that for each Commission at least one Commissioner shall be a representative of the public consistent with the DOE’s regulations and interpretations. Chairs of Commissions shall serve renewable two (2) year terms and shall be elected by each Commission from its Commissioners by majority vote.

Section 4.05 Modifications of Commission Practices. The Commissions may change their policies, procedures, number of options and practices, subject to a review and finding by the Board of continued comparability of the accreditation options offered by each Commission. A two-thirds vote of the Board is required for modification of any Commission’s policies, procedures, number of options or practices that was not proposed by that Commission.

Section 4.06 Commission Responsibilities. Each Commission shall formulate and keep up-to-date written statements of its procedures for accreditation recommendations. Each Commission shall have the responsibility to present to the Board its recommendations regarding the accreditation status of those institutions whose accreditation reviews it has conducted. As long as CAEP chooses to be recognized by the DOE and/or CHEA, the Commissions shall comply with any other applicable requirements imposed by such entities for such recognition. Each Commission may determine how to organize itself, by way of committees or otherwise, in order to carry out its responsibilities and shall also have jurisdiction of such other matters as pertain to those Institutional Members and applicants for accreditation that have selected the Commission, but which are not of concern to another Commission or to CAEP.

ARTICLE V - OFFICERS OF THE BOARD

Section 5.01 Officers. The Officers of the Board (“Officers”) shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, a Chair of the Nominating Committee and such other officers and assistant officers as may be determined by the Board.

Section 5.02 Election and Term of Office. Only Directors shall be eligible to serve as Officers. The Officers shall be elected by the Board for a term of two (2) years and until their successors have been elected and qualified, but the term may not exceed the Officer’s term as a Director. The number of consecutive terms which an Officer may serve is unlimited while serving on the Board. The election of an Officer shall not of itself create contract rights.

Section 5.03 Resignation. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at receipt or such other specified time, and, unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 5.04 Removal. Any Officer may be removed for cause at any time by action of a Majority of the Board; provided, however, that removal of an Officer shall be without prejudice to the Officer’s contract rights, if any.

Section 5.05 Vacancies. A vacancy in office may be filled for the unexpired portion of the term by the affirmative vote of a Majority of the Board.

Section 5.06 Powers and Duties of Officers. Subject to the control of the Board, all Officers as between themselves and CAEP shall have such authority and perform such duties in the management of the property and affairs of CAEP as may be provided in these Bylaws or by resolution of the Board not inconsistent with these Bylaws, and, to the extent not so provided, as generally pertain to their respective offices.

A. Chair. The Chair shall preside at all meetings of the Board, prepare, with the help of staff and including any items requested by the President, the agenda for Board meetings and perform all duties customary to the office of Chair when its holder is not also Chief Executive Officer. The first Chair shall be the current President of TEAC.

B. Vice-Chair. In the absence of the Chair or in the event of the Chair’s inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chair.

C. Secretary. The Secretary shall be responsible, with the assistance of staff, for keeping an accurate record of the proceedings of all meetings of the Board, shall see that all notices required by these Bylaws or by law are given and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have

custody of the corporate seal and shall have authority to affix it to any instrument; and, when so affixed, it may be attested by the Secretary's signature. The Board may authorize any other Officer or the President to affix the seal of CAEP and to attest the affixing by his or her signature. The Secretary shall also be the Secretary of CAEP.

D. Treasurer. The Treasurer, with the advice and approval of the Executive Committee and with the help of staff, shall have the custody of, and be responsible for, all funds and securities of CAEP, prepare and submit the annual budget to the Board, direct the financial affairs of CAEP and keep the Board fully informed about all matters involving CAEP's finances. Annually and whenever else required by the Board, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director. The Treasurer shall also be the Treasurer of CAEP.

ARTICLE VI - PRESIDENT

The President shall be Chief Executive Officer and shall have general supervision over the activities and operations of CAEP, subject to the control of the Board. The President may (a) execute and acknowledge, in the name and on behalf of CAEP, contracts or other instruments; (b) appoint members of advisory committees; (c) attend, or designate an Officer or staff member to attend, Commission meetings in a nonvoting capacity and (d) perform such other duties as are incident to the office of President, when such person is also Chief Executive Officer. The first President of CAEP shall be the current President of NCATE.

ARTICLE VII - STAFF

Section 7.01 Appointment. The President may appoint agents and employees who shall have such authority and titles and perform such duties as the President may prescribe. The President may remove any agent or employee at any time with or without cause. Removal shall be without prejudice to such person's contractual rights, if any. The appointment of such person as an agent or employee shall not itself create contractual rights. The initial CAEP staff assigned to assist the Commissions shall be appointed, respectively, by the Presidents of NCATE and TEAC.

Section 7.02 Compensation. CAEP may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be determined by the President, within the budget authority granted by the Board. Agents and employees may also be reimbursed for expenses incurred in the performance of their duties to CAEP, in reasonable amounts.

ARTICLE VIII – MISCELLANEOUS

Section 8.01 Fiscal Year. The fiscal year of CAEP shall start on the 1st day of July of each year, unless otherwise determined by the Board.

Section 8.02 Corporate Seal. The corporate seal shall be circular in form, shall have the full name of CAEP inscribed thereon and shall contain the words “Corporate Seal,” the state or district of incorporation and the year CAEP was formed in the center, in such form as may be approved from time to time by the Board.

Section 8.03 Contracts and Other Documents. The Board may, except as otherwise specifically required by law or these Bylaws, authorize any officer, employee or agent to enter into any contract or execute and deliver any instrument or document on behalf of CAEP. Such authority may be general or confined to specific instances.

Section 8.04 Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of CAEP shall be signed by such officer or agent and in such manner as shall be from time to time be determined by the Board. In the absence of such determination, such instruments shall be signed by the President and countersigned by the Treasurer.

Section 8.05 Books and Records. CAEP shall keep at its principal office (1) correct and complete books and records of account; (2) minutes of the proceedings of the Members, Board and any committee having the authority of the Board; and (3) a current list of the Members, Directors, and Officers and their addresses.

Section 8.06 Gifts, Grants and Bequests. CAEP shall have the authority to seek gifts, grants, and bequests.

Section 8.07 Funds. CAEP’s funds shall be deposited to its credit in such banks or other depositories as may be authorized by the Board.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation may be amended by a Majority of the Board, provided such amendment is in conformity with the purposes for which CAEP was established.

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a Majority of the Board. Notice of any proposed revision to the Bylaws shall be mailed to Director at least thirty (30) days prior to the meeting at which the revision is to be considered.

ARTICLE X - INDEMNIFICATION AND INSURANCE

CAEP shall, to the full extent permitted by law, indemnify any Director or Officer, any former Director or Officer and any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board, indemnify any employee or agent, against any and all expenses and liabilities actually and necessarily incurred by any such person or imposed on any such person in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which the person may be or is made a party by reason of being or having been such Director, Officer, person, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which such person shall be adjudged in such claim, action, suit, or proceeding to be liable (i) to CAEP, (ii) on the basis that personal benefit was improperly received by such person, whether or not the benefit resulted from an action taken in the person's official capacity, or (iii) for negligence or misconduct in the performance of a duty.

The Directors who are not parties to such action, suit, or proceeding (the "disinterested Directors") shall determine in each instance whether the conditions for indemnification specified in this section have been met, provided that a sufficient number of disinterested Directors are present to constitute a quorum of the whole Board. If no such quorum can be assembled, or at the option of the Board in the exercise of which all Directors shall be eligible to participate, the determination shall be made by independent counsel in a written opinion. No allegation in a complaint or similar claim and no settlement shall in itself create any presumption adverse to the person seeking indemnification.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, person, employee or agent. CAEP may advance expenses to, or where appropriate may itself at its expense, undertake the defense of, any such person; provided, however, that such person shall undertake to repay or to reimburse such expense if it should be ultimately determined that person is not entitled to indemnification under this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, Officer, person, agent or employee may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of CAEP to make any indemnification permitted by law.

The Board may authorize the purchase of insurance on behalf of any Director, Officer, employee, agent or person who may have served at CAEP's request as a director or officer of another corporation, whether for profit or not for profit, against any liability asserted against or incurred by such person which arises out of such person's status

with CAEP out of acts taken in such capacity, whether or not CAEP would have the power to indemnify the person against that liability under law.

In no case, however, shall CAEP indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, if at any time CAEP is deemed to be a private foundation within the meaning of section 509 of the Code no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

If any part of this article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI – DISSOLUTION OF THE CORPORATION

Unless otherwise specifically provided by law, CAEP may be dissolved at any time by the written consent of not less than a Majority of the Board. Subject to applicable law and the requirements set forth in Article VIII of CAEP's Articles of Incorporation, in the event of dissolution other than for purposes of reorganization of CAEP, whether voluntary or involuntary or by operation of law, the property of CAEP and any proceeds of that property shall be distributed to the Commissions in proportion to the number of Institutional Members that have elected accreditation by each Commission at the time of the dissolution vote, but only after payment of CAEP's debts and after return of assets requiring return upon dissolution, in accordance with applicable law.