

Constitution

Last Reviewed Date: February 2022

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Association for Biblical Higher Education In Canada and the United States

Article I – Name

The name of this organization shall be the Association for Biblical Higher Education (ABHE) in Canada and the United States.

Article II – Mission

ABHE exists to advance biblical higher education for Kingdom impact.

- 1.1 Articulating biblical higher education's distinctives and communicating the excellence and effectiveness of its members to internal and external stakeholders, including prospective students and parents, donors, students, alumni, faculty, the higher education community, the church, governmental and regulatory entities, and society.
- 1.2 Supporting the work of a separate and independent Commission on Accreditation (COA) to assure quality and integrity among biblical higher education institutions and programs through accreditation standards and peer review processes. (Hereafter in the Constitution and Bylaws, the term institution shall be understood to apply also to qualified educational units or programs where appropriate.
- 1.3 Providing professional resources and services that exemplify and stimulate excellence.
- 1.4 Serving as an amplifier and multiplier of member efforts and resources, seeking to foster growth and flourishing that emphasizes Bible engagement and spiritual development in community to help students to answer God's call to live life on mission with Him.

Article III – Tenets of Faith

We believe that there is one God, eternally existing in three persons: Father, Son, and Holy Spirit.

We believe the Bible to be the inspired, the only infallible, authoritative Word of God.

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious atonement through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal and visible return in power and glory.

We believe that man was created in the image of God, that he was tempted by Satan and fell, and that, because of the exceeding sinfulness of human nature, regeneration by the Holy Spirit is absolutely necessary for salvation.

We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life, and by whom the church is empowered to carry out Christ's Great Commission.

We believe in the bodily resurrection of both the saved and the lost; those who are saved unto the resurrection of life and those who are lost unto the resurrection of damnation.

Article IV – Association Membership

Membership in the Association is available subject to the categories and conditions enumerated below. Membership may be extended to:

- 1.1 Postsecondary institutions which are compatible with the Association's mission, conform to the Association's Tenets of Faith, and have been granted Accredited or Preaccredited (Candidate) status by the COA (c.f., Article VI).
- 1.2 Postsecondary institutions which are compatible with the Association's mission, conform to the Association's Tenets of Faith, and have one or more programs that have been granted Programmatic Accreditation by the COA (c.f., Article VI).
- 1.3 Postsecondary institutions which are compatible with the Association's mission, conform to the Association's Tenets of Faith, and are recognized by a Canadian provincial authority or accredited by a USDE- or CHEA-recognized accreditor.

Article V – Presidential Congress

The Association's Presidential Congress will be comprised of the president (i.e., chief executive officer) of each member institution, who serves as the sole institutional representative to this body without proxy. The Presidential Congress shall have the following prerogatives:

- 1.1 Board Member Election. Board members representing member institutions will be elected by a majority vote of eligible Presidential Congress members, in keeping with terms and conditions specified in Article VI below.
- 1.2 Constitution/Bylaws Amendments. Amendments to the Constitution and Bylaws will be undertaken by the Presidential Congress subject to provisions of this Constitution (Article IX) and Bylaws (Article VIII).
- 1.3 Member Institution Committee. The Presidential Congress will designate a membership committee of no less than five (5) of its members to review and act upon institutional applications from non-COA accredited institutions for Association membership. Membership will be granted to such institutions for five (5) years initially and, thereafter, for 10 years. Policies and procedures will ensure institutional compatibility with the Association's stated tenets of faith, purposes, and distinctives.

Article VI – Board of Directors

The Board of Directors shall be composed of ten (10) member institution representatives elected by association member presidents (c.f., Article IV), a majority of which must represent COA-accredited member institutions (c.f., Article IV, section 1.1), and up to eight (8) public members elected by the board. It shall be responsible to exercise fiduciary, strategic, and generative leadership in pursuit of the Association's mission; to lead in the advancement and resourcing of the Association's mission; and to establish policies, parameters, and plans to which the Association President is accountable. The board's composition shall reflect as fully as possible the Association's national, theological, ecclesiastical, enrollment, gender, and ethnic diversity.

Section 1. Officers

The Board of Directors shall designate from among its members the following officers: chair, vice chair, secretary, and treasurer. These officers, and any other members so designated by the Board of Directors, shall constitute the Executive Committee. In selecting the executive committee, the Board shall take care to provide for the continuity and stability of the Board and the Association.

Executive committee members are the designated officers of the corporation and serve as the Association's audit committee.

- 1.1 Chair. The chair will preside at Board of Directors and Executive Committee meetings. The chair exercises leadership in formulating the Board's agenda and working with the Association's chief executive officer to ensure integrity and effectiveness in achieving the Association's mission, implementing its policies, and serving its constituents.

- 1.2 Vice Chair. The vice chair will preside in the absence, incapacity, or recusal (i.e., due to conflict of interest) of the Chair and carry out such other responsibilities as may be delegated by the chair.
- 1.3 Secretary. The secretary shall ensure that minutes of the Board of Directors meetings are accurately recorded, properly approved, appropriately disseminated, and adequately secured.
- 1.4 Treasurer. The treasurer shall work with the Association's chief executive, auditor, and financial advisors to ensure the accuracy and integrity of the Association's financial activities and statements. The treasurer shall report annually to the Association's membership regarding the Association's audited financial statements.

Section 2. Terms of office

Members of the Board of Directors elected by member institution presidents shall serve a four-year term and may be elected to a successive four-year term, after which they may not be re-elected for at least 4 years. Board members shall be elected annually according to rotating classes for staggered four-year terms. Board members serving three years of an unexpired term will be deemed to have served a full term. Public members of the Board will be elected by the Board to four-year terms and may serve up to three consecutive terms after which they must rotate off the Board for at least one year.

Section 3. Vacancies

Any vacancies that may occur on the Board of Directors may be filled by vote of the remaining Board members until the next annual election.

Section 4. Qualifications

All members of the Board of Directors elected by member presidents (see above) shall be officially and actively connected with an Association member institution (see Article IV above). Elected Board members whose official connection with an Association member institution is severed may, at the discretion of the Board, continue to serve on the Board until a replacement is elected. Board-appointed public members may not be employed or otherwise unofficially or officially associated with Association member institutions and must otherwise conform to the Association's *Policy on Public Representatives*.

Article VII – Commission on Accreditation (COA)

Section 1. Nature and function

A separate and independent COA exercises authority over accreditation Standards, decisions, policies, procedures and peer review processes. Through its *Standards* and peer review

accreditation process, the Commission is responsible to ensure institutional quality and integrity and to serve as a catalyst toward excellence among institutions in accord with the Association's educational distinctives.

Section 2. Goals

To implement its purpose of accreditation, the COA seeks to fulfill the following goals:

- 1.1 To establish policies and procedures that safeguard the integrity and external recognition of accreditation's quality assurance peer review processes.
- 1.2 To promulgate to the COA Delegate Assembly accreditation Standards that induce an institution or program to achieve the following objectives:
 - 1.2.1 Provide evidence that it has established and documented the adequate and increasingly effective achievement of a soundly conceived educational mission that is clearly understood and supported, serves the cause of Christ, and is consonant with the distinctives of the Association;
 - 1.2.2 Provide evidence that it has established and documented the adequacy and increasing effectiveness of structures and procedures for governance and administration to achieve its mission;
 - 1.2.3 Provide evidence that its faculty, instructional, and facility resources are adequate and increasingly effective in achieving the institutional mission and producing student learning and development;
 - 1.2.4 Provide evidence that has established and documented the appropriateness and increasing effectiveness of curricular content and structures consonant with its mission its and corresponding student learning goals;
 - 1.2.5 Provide evidence that it has established and documented appropriate and increasingly effective programs for student admissions, development, and services consistent with its mission and corresponding student learning goals.
- 1.3 To establish a curriculum and develop a program and supporting resources for orienting and training Commissioners and peer evaluators in the implementation of the Commission's accreditation Standards, policies and procedures.

Article VIII – COA Delegate Assembly

Delegates of COA accredited and preaccredited (candidate) institutions constitute the COA Delegate Assembly which exercises autonomous oversight of all accreditation-related matters. The Bylaws stipulate delegate eligibility and member institution representation criteria.

Section 1. Regular meetings

Regular meetings of the COA Delegate Assembly shall be held annually, at a time and place to be determined by the COA. Public notification of all regular meetings shall be made at least 60 days in advance, by announcement at the prior annual meeting or publication in an official print or electronic instrument of the COA. The total of eligible and certified institutional delegates present at a regular meeting shall constitute a quorum.

Section 2. Special meetings

Special meetings may be called by the COA at any time, provided that the purpose of the meeting shall be stated in the notices calling the same. Such notices shall be disseminated at least one month before the date of such meeting. The right of initiative in calling a special session shall be granted each member of the COA. A petition for same, stating the reasons therefore, and signed by official representatives of at least twenty percent of the COA membership may be filed with the COA Chair at any time and shall be considered sufficient reason for such a call, whereupon the COA shall call the special session, setting the time and place.

Section 3. Purposes and Prerogatives

1.1 COA. The COA Delegate Assembly shall elect not less than twelve (12) or more than eighteen (18) COA members to serve 4-year terms of office on a rotating basis, in accordance with corresponding Bylaws.

1.2 Accreditation Standards. The COA Delegate Assembly shall ratify proposals of the COA to establish and/or amend accreditation Standards and related policies, in accordance with corresponding Bylaws.

Article IX – Amendments

Section 1. Substantive amendments

Amendments to this Constitution may be made at any specially called meeting of the Presidents Congress (see article V), provided that the proposed amendment(s) shall be disseminated among the membership 60 days prior to the meeting at which it is to be considered. A quorum shall be defined as member presidents present at a duly called special Presidents Congress meeting, provided that a majority shall represent COA-accredited member institutions. A two-thirds vote of all presidents present shall be necessary for adoption of Constitutional amendments. If COA-accredited institutions do not comprise a majority of a specially called Presidents Congress meeting, joint ratification of amendments by the Presidents Congress and COA Delegate Assembly will be required.

Section 2. Editorial amendments

Amendments to this Constitution may be made at any specially called meeting of the Presidents Congress (see article V), provided that the proposed amendment(s) shall be disseminated among the membership 60 days prior to the meeting at which it is to be considered. A quorum shall be defined as member presidents present at a duly called special Presidents Congress meeting, provided that a majority shall represent COA-accredited member institutions. A two-thirds vote of all presidents present shall be necessary for adoption of Constitutional amendments. If COA-accredited institutions do not comprise a majority of a specially called Presidents Congress meeting, joint ratification of amendments by the Presidents Congress and COA Delegate Assembly will be required.

Article IX – Dissolution

The Association for Biblical Higher Education exists as an extension of its member institutions and operates for their primary benefit. All assets of the Association are owned by its membership. In the event of dissolution, after satisfaction of all legal obligations, any remaining assets shall be liquidated and resulting monies distributed pro rata to the membership existent at that time upon the basis of the most recent membership assessment.

Bylaws

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Article I – Board of Directors

Section 1. Nomination and election

- 1.1 **Nomination.** A nominating committee shall be appointed by the Board of Directors and shall submit annually to the membership (c.f., Constitution, Article IV). The Nominating Committee shall actively solicit nominations from the membership and endeavor to ensure that the board's composition shall reflect as fully as possible the Association's national, theological, ecclesiastical, enrollment, gender, and ethnic diversity (c.f., Constitution, Article V).
- 1.2 **Election.** Each member institution (c.f., Constitution, Article IV) president shall have one vote. Nominees receiving a majority of votes from among all member institution presidents' ballots cast will be elected.

Section 2. Duties

- 2.1 The Board of Directors is charged with formulating and implementing policies and carrying out the purposes of the Association.
- 2.2 The Board of Directors shall have the right and authority to represent the Association in all matters.
- 2.3 The Board of Directors will, with the approval of the Association membership, engage a chief executive officer (president) to serve under its direction in promoting the affairs of the Association and the cause of biblical higher education generally.

Article II – President

Section 1. Selection

- 1.1 A President shall be engaged by the Board of Directors, subject to ratification by the Association membership, to serve as the Association's chief executive officer. When the position becomes vacant, the board shall appoint a search committee to develop and disseminate appropriate criteria, solicit and screen nominations, and recommend qualified candidates to the board, which shall, in turn, present one candidate to the Association's member institutions for ratification by two-thirds majority vote.

- 1.2 The Board-appointed search committee will develop and disseminate specific candidate criteria in the event of a presidential vacancy. General presidential qualifications shall include evidence of authentic Christian experience and agreement with the Association's Tenets of Faith, knowledge and experience with higher education and accreditation processes, evidence of executive leadership ability, and communication skills necessary to represent the Association well at public and governmental levels.

Section 2. Duties

- 2.1 The President shall serve under the direction of the Board of Directors in promoting the affairs of the Association and the cause of biblical higher education in general.
- 2.2 The President shall attend the meetings of the board on a nonvoting basis and shall consult with the Board chair and Executive Committee for guidance as necessary between meetings.
- 2.3 The Board of Directors shall establish and make available to Association member institutions a written position description describing the President's general and specific duties corresponding to the Association's mission and goals (c.f., Constitution, Article II).
- 2.4 The President shall be accountable to the board in terms of written standing policies that delineate executive parameters and priorities.
- 2.5 The President shall employ and ensure appropriate supervision of all Association staff; ensure appropriate coordination of the work of the Association with the COA; and cooperate with the Commission Director and staff to ensure that the COA maintains its "separate and independent" status in accordance with the requirements of Section 602.14(b) and (c) of U.S. Department of Education Title IV regulations. Specifically, the President is responsible to cooperate with the COA Director to ensure the integrity and independence of COA finances, resources, processes, decisions, and records.

Section 3. Term of Office

- 1.1 The President serves at the pleasure of the Board. For the sake of stability and continuity, however, the following terms of office are established: initial term – three years; subsequent terms – five years. The Board of Directors shall conduct a formal review of the President's performance, including solicitation of member feedback, one year prior to term expiration and at other times deemed necessary.

- 1.2 Any proposed resignation, non-renewal, or termination, either on the part of the board or the President, shall require six-month notice to the other party, except when the board undertakes measures for removal of the President for cause.
- 1.3 Removal for cause other than financial necessity may involve immediate suspension, with pay, pending the outcome of a fair and reasonable process. Causes for removal may include immorality, deviation from the Association's Tenets of Faith, incompetence, insubordination, malfeasance, or financial necessity. A fair and reasonable process shall consist of (1) written notice as to cause of suspension, (2) opportunity to confront any accusers and to provide supporting testimony, (3) opportunity for a hearing by an impartial body of not less than three persons appointed by the Board of Directors, and (4) adequate notice as to the time and place of hearing and adequate time to prepare a defense.
- 1.4 Temporary vacancies may be filled by an acting or interim chief executive officer at the discretion of the Board of Directors, subject to reporting and ratification by the membership.

Article III – Commission on Accreditation (COA)

Section 1. Nomination and Election

- 1.1 **Nomination.** A nominating committee shall be appointed by the COA and shall submit to the annual COA Delegate Assembly a slate of two or more names for each Commission elective position (excluding public members who are appointed by the Commission). In cases where an incumbent is eligible to serve an additional term, the nominating committee may choose to nominate only the incumbent. The nominating committee shall ensure that the Commission's national, theological, ecclesiastical, enrollment, gender, and ethnic diversity shall be in accord with the *Policy on Commission on Accreditation Composition*. Nominations of eligible and willing individuals may also be submitted from the COA Delegate Assembly meeting floor.
- 1.2 **Election.** Commissioners, except for public members, shall be elected by COA Delegate Assembly majority. Commission nominees, along with any other eligible persons nominated from the floor, shall be voted upon until a candidate receives a majority vote, which shall constitute an election.
- 1.3 **Terms of Office.** Elected commissioners will serve for four-year staggered terms and may succeed themselves for a second term after which they may not be re-elected for four years. Public members of the Commission will serve a four-year term and may succeed themselves for a second term after which they may not be re-appointed for four years.

- 1.4 **Vacancies.** Commissioners serving three years of an unexpired term will be deemed to have served a full term. Permanent or temporary vacancies shall be filled in accord with the *Policy on Commission Nominating Committee*.

Section 2. Composition

The COA will consist of not less than fourteen (14) or more than twenty-two (22) Commissioners, comprised as follows: twelve (12) to eighteen (18) elected from among COA accredited institutions, including representation among appropriately qualified administrators and appropriately qualified academicians; and two (2) to four (4) appointed public representatives, one of which may be a student representative from a COA accredited institution and the others not associated with a COA accredited, candidate, or applicant institution. Representatives of COA accredited institutions will constitute not less than 3/4 of total Commissioners. Public members will represent at least 1/7 of the Commission. The total number of Commissioners will be determined by Commission workload and appropriate representation.

Section 3. Organization

- 1.1 The COA will annually elect the following officers: Chair, Vice Chair, and Secretary. Incumbent Commission officers may be re-elected within the parameters of an individual's Commission tenure.
- 1.2 Each Commissioner will be assigned to one or more standing committees established by the Commission in order to facilitate efficient and thorough disposition of the Commission's ongoing monitoring, periodic review, and decision-making functions.
- 1.3 The Chair, in consultation with the Commission professional staff, will develop the Commission's agenda and will chair meetings of the Commission. The Vice Chair will preside in the absence, incapacity, or recusal (i.e., due to conflict of interest) of the Chair.
- 1.4 The Commission Chair will appoint the chairs and secretaries of the Commission's various standing committees.
- 1.5 The Commission Secretary will serve as secretary for all meetings of the Commission and will be responsible for placing in the custody of the Commission staff the final minutes for all committee and Commission deliberations.

Section 4. Responsibilities

- 1.1 The COA will have the authority to grant candidate and accredited status, and to reaffirm accreditation. It will also have authority to place institutions on warning or

probation, issue show-cause orders, and withdraw applicant, candidate, or accredited status.

- 1.2 The COA will establish its own budget independently of review or consultation with any other entity or organization. As part of this process, it will establish a schedule of fees related to its accreditation services. The Commission will pay fair market value for its proportionate share of personnel, services, equipment and facilities that it uses jointly with the ABHE membership Association.
- 1.3 The Commission, through a designated standing committee, will monitor the progress of applicant and candidate institutions and call for special reports and visits. The Commission will act as a whole with respect to any committee recommendations for withdrawal of status.
- 1.4 The Commission, through a designated standing committee, will study proposals for changes in or additions to the Conditions of Eligibility, Principle of Accreditation, Institutional Accreditation Standards, and Programmatic Accreditation Standards (including Essential Elements), and the Association's policies and procedures for accreditation. The committee's recommendations will be forwarded to the Commission as a whole, and then to COA Delegate Assembly for approval.
- 1.5 The Commission, through a designated standing committee, will monitor the progress of accredited institutions experiencing financial difficulties, call for focused reports and visits, and approve special financial reports. The Commission will act as a whole with respect to any recommendations of the committee for warning, probation, issuance of a show-cause order, or withdrawal of status.

Section 5. Meetings

The COA will meet at least annually. In order to facilitate circumstances where institutions are entitled to have representatives appear before the Commission, a Commission meeting will normally occur immediately prior to the Association Annual Meeting. Committees will normally meet just prior to the meeting of the entire Commission. If necessary, the Commission may also conduct additional electronic meetings in a year. The precise time and place of meetings will be determined by the Commission chair in consultation with the Commission professional staff. Public notification of all regular meetings shall be made at least 60 days in advance, by announcement at the prior annual meeting, or publication on the Association website.

Section 6. Appeals

Appeals concerning certain decisions of the COA may be made by an institution's chief executive. Such appeals will be processed in accord with the Commission's *Policy and Procedures for Appeals*.

Section 7. Director, Commission on Accreditation

The COA will be served by a Director who will exercise primary oversight of and responsibility for COA activities.

The Director's qualifications shall include extensive experience with higher education accreditation and peer review processes; evidence of authentic Christian experience and agreement with the Association's Tenets of Faith; evidence of executive administrative ability; evidence of supervisory skills; and written and oral communication skills necessary to formulate and promulgate Commission standards, policies, and procedures to internal and external publics and peer and governmental agencies which exercise a recognition function.

1.1 Duties

- 1.1.1 The Director is responsible to ensure compliance with COA directives and resource its separate and independent efforts to develop and implement accreditation standards and processes.
- 1.1.2 The COA, in consultation with the Association President, shall develop and make available to COA Delegate Assembly member institutions a written position description describing the Director's general and specific duties corresponding to the COA's purposes and goals (c.f., Constitution, Article VII).
- 1.1.3 The Director shall be accountable to the COA for diligently and consistently ensuring that staff, consultants, and peer evaluators conform to the Commission's Standards, policies, and publications for institutional and peer evaluator guidance.
- 1.1.4 The Director shall be responsible to employ and ensure appropriate supervision of all Commission staff; facilitate, resource, and coordinate the work of the COA; and maintain the integrity and independence of COA finances, resources, processes, decisions, and records.
- 1.1.5 The Director shall exercise leadership in working with the COA to develop and implement its annual budget in conformity with applicable Commission policy and procedures.
- 1.1.6 The COA Director is accountable to the Commission to ensure the Commission's separate and independent status in keeping with Section 602.14(b) and (c) of U.S. Department of Education regulations.

1.2 Term of office

- 1.2.1 The Director serves at the pleasure of the Association President and COA. For the sake of stability and continuity, however, the following terms of office are established: initial term—three years; subsequent terms—five years.
- 1.2.2 The COA will conduct a formal review of the Director's performance one year prior to term expiration and at other times deemed necessary. The Association President may make recommendations to the COA regarding the Director's renewal, non-renewal, or developmental goals.
- 1.2.3 For the sake of stability and continuity, other than for cause, resignation, non-renewal, or termination will normally require 120 days' notice on the part of either party.
- 1.2.4 Removal for cause other than financial necessity may involve immediate suspension, with pay, pending the outcome of a fair and reasonable process. Causes for removal may include immorality, deviation from the Association's Tenets of Faith, incompetence, insubordination, malfeasance, or financial necessity. A fair and reasonable process shall consist of (1) written notice as to cause of suspension, (2) opportunity to confront any accusers and to provide supporting testimony, (3) opportunity for a hearing by an impartial body of not less than three persons appointed by the Board of Directors, and (4) adequate notice as to the time and place of hearing and adequate time to prepare a defense.
- 1.2.5 Temporary vacancies may be filled by an acting or interim director at the discretion of the Commission Chair, in consultation with the Association President, subject to reporting and ratification at the next regular COA meeting.

Article IV – COA Delegate Assembly

Section 1. Delegates

- 1.1 COA accredited and preaccredited (candidate) institutions shall be entitled to representation at COA Delegate Assembly meetings on the following basis:
 - 1.1.1 One delegate for each institution holding COA programmatic accreditation.
 - 1.1.2 One delegate for each institution holding COA institutional accreditation or candidate status with student enrollment of 200 or less.
 - 1.1.3 Two delegates for each institution holding COA institutional accreditation or candidate status with student enrollment of 201 to 400.

- 1.1.4 Three delegates for each institution holding COA institutional accreditation or candidate status with student enrollment of more than 400.

Section 2. Voting Privileges

- 2.1 Each delegate shall have one vote. Proxy voting shall not be permitted.
- 2.2 Candidate institution delegates shall have the privilege of discussion from the floor and of voting by acclamation. They shall not exercise the privilege of nominating or voting on officers or of voting by ballot or on amendments to the Constitution or Bylaws.

Section 3. Quorum

Those delegates present at a duly called meeting of the COA Delegate Assembly shall be considered a quorum.

Section 4. Parliamentary Law

All business meetings of the COA Delegate Assembly shall be conducted according to the accepted rules of parliamentary procedure.

Article V – COA Accreditation Standards

Section 1.

Final authority for determining accreditation Standards shall reside in the COA Delegate Assembly.

Section 2.

Recommended changes or additions to the COA's Standards shall be acted upon by the COA Delegate Assembly upon recommendation of the COA.

Article VI – Indemnification

Section 1.

The corporation shall, to the full extent permitted under Section 108.75 of the Illinois General Not for Profit Corporation Act of 1986, indemnify each person who may serve or who has served at any time as an officer, director, commissioner, or appeal panel member of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in

which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. Indemnification shall extend to the limits of applicable Directors and Officers or Professional Liability insurance policies which the corporation shall secure and maintain.

Section 2.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4.

This Article constitutes a contract between the corporation and the indemnified officers, directors, or commissioners. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or commissioner under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article VII – Ethical Practices

A code of ethics relative to comity, relationships among member institutions, transfer of faculty members or students, advertising accuracy, adherence to catalog statements, and kindred subjects shall be adhered to by member institutions. The COA shall have power to impose sanctions up to and including withdrawal of accredited, preaccredited (candidate), or applicant status for infractions of the code of ethics.

Article VIII – Amendments

Section 1. Substantive amendments

Amendments to these Bylaws may be made by a two-thirds vote of member presidents provided that a majority of those voting shall represent COA-accredited member institutions.

Section 2. Editorial amendments

Editorial amendments, including but not limited to: nomenclature consistency and updates, compositional and grammatical corrections or modifications, clarification of ambiguities, and other amendments intended to ensure the accuracy and consistency of this Constitution without introducing substantive alterations, may be effected on an “act and inform” basis. Such editorial changes will be considered ratified when reported to the membership unless specific action is undertaken by the relevant governing body to declare the proposed amendments substantive, in which case they will be nullified pending membership approval by means of the normal amendment procedures specified above.