NEW ENGLAND ASSOCIATION OF SCHOOLS AND COLLEGES

Bylaws of the New England Association of Schools and Colleges, Inc.

Article I - Name and Offices

Section 1.1 Name

The name of the Corporation shall be the New England Association of Schools and Colleges, Inc. ("The Association").

Section 1.2 Business Office

The principal office of the Association shall be in the City of Lowell, County of Middlesex, Commonwealth of Massachusetts. The address of the principal office may be changed from time to time by the Board of Trustees subject to M.G.L. c. 180, §5.

Section 1.3 Registered Office

The duly appointed registered agent of the Association shall be located within the Commonwealth of Massachusetts. The registered agent may be changed from time to time.

Section 1.4 Purpose

The Association is organized exclusively for educational purposes under M.G.L. Chapter 180 and section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the purposes of the Association shall include: 1) advancing the cause of education for pre, elementary and high schools, colleges and programs in New England, in addition to other education institutions and programs in geographical areas designated from time to time by the Board of Trustees; 2) acting as a regional accrediting organization for the schools of New England, in addition to educational institutions in other geographical areas designated from time to time by the Board of Trustees; 3) developing cooperative relations, maintaining, and improving educational standards and promoting the interests common to schools, colleges, and programs; and 4) advancing the cause of education and the interests of entities and persons focused on assisting or promoting, directly or indirectly, the education and training of students, teachers, and educational administrators; and 5) receiving by gift, bequest, or otherwise monies and property to be devoted to the purposes of the Association and to accept and administer the same in the name of the Association in trust or otherwise.

Section 1.5 Prohibited Activities

The Association shall never be in any way, directly or indirectly, for the profit of its Members and no part

of the net earnings of the Corporation shall inure to the benefit of any Member, Trustee, Officer, employee, or individual. No Trustee, Officer, employee, or representative of this Association shall take action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code") or any corresponding provision of any future federal tax code. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article II – Members

Section 2.1 Membership

There shall be three classes of Members: accredited schools, programs, and other legal entities approved by the Board.

Section 2.2 Members

Entities and programs eligible for membership in the association shall be those entities and programs approved by the respective Commission or the Board as the case may be. The Board shall announce the names of newly approved Members at the next regular or special meeting of the Association. Delegates appointed by the chief administrative officer of each Member shall be eligible to vote at any meeting of the Association throughout the year after such appointment.

Article III - Board of Trustees

Section 3.1 General Powers

The Board has a fiduciary responsibility for the Association and the entire management and control of the property and affairs of the Association; all powers usually vested in a Board of a business corporation, and all powers possessed by the Association consistent with the laws of the Commonwealth of Massachusetts and these Bylaws, including but not limited to:

- furthering the financial health of the Association, including monitoring and oversight of key financial indicators.
- participating in the raising and management of funds necessary to support programs.
- final responsibility and jurisdiction over the actions of any officer, committee, commission, or employee of the Association.
- approving selection of an independent auditor to conduct an annual audit of the Association's accounts.
- reviewing and accepting the annual audit.
- requiring periodic reports from and action on the recommendations of committees and Commissions.
- appoint a President, who shall be responsible for the operations of the Association and who shall be under the direction of, and responsible to, the Board.

- annually evaluating the President and taking any employment action necessary

Section 3.2 Specific Powers

Section 3.2.1 Dues

The Board shall have the power to establish, assess and collect the annual dues from Members. The Board may, on a case-by-case basis, waive or accept a reduced payment from a Member for good cause shown as determined in the sole discretion of the Board of Trustees.

Section 3.2.2 Committee Appointments

The Board may establish, appoint, and terminate standing or special committees of the Association, such committees to be established to further and improve services rendered by the Association.

Section 3.2.3 Adverse Decisions Regarding Membership

The Board shall formulate and keep up to date a written statement prescribing due process for an applicant seeking Membership or a Member that receives an adverse decision regarding its membership or continued membership. For purposes of this section, an adverse decision means denial of candidacy for accreditation, denial of membership, placement of the Member on warning, probation, termination of membership or denial or termination of accreditation.

Section 3.2.4 Money and Property Management

The Board is authorized to accept and receive in the name of the Association all monies and property given in trust or otherwise in accordance with the provisions of Chapter 180 of the General Laws of Massachusetts.

Section 3.2.5 Preserving the Association's Tax-Exempt Status

The Board of Trustees will ensure that the Corporation does not engage in any activity that will jeopardize the Corporation's federal tax exemption. Specifically, the Corporation will not attempt to influence legislation except to the extent permitted by Section 501 or any succeeding or related section of the Internal Revenue Code or participate or intervene in any political campaign of any candidate for public office.

Section 3.3 Number and Qualifications of Trustees

The Board shall consist of the Officers, as set forth in Article IV, the Chair of each Commission or an alternate elected by the Commission, six members-at-large, as defined below, the immediate past chair and six representatives of the public interest of their respective New England states as specified below, except that the President of the Association shall serve ex-officio without vote and shall not be counted in determining a quorum.

Section 3.4 Members at Large

There shall be six members at large, with two coming from the constituency of each Commission. Members-at-Large of the Board shall be elected for three- year terms and may be elected to not more

than two consecutive terms of three years. The Members-at-Large shall be elected by the Board at a meeting each December and shall hold office until their successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified. The nominating committee of the Board shall bring forward a slate to be elected but there shall be opportunity for nominations from the floor for members at large.

Section 3.5 Public Members

A person from each of the six New England states who has not been an active, full-time educator for the previous year, and who is not currently employed full time with a Member shall be eligible for election to the Board as a representative of the public interest of his/her respective New England state. Each of six public representatives shall become a Trustee on election by the Board. Each person elected shall serve for three years as a voting member of the Board and may be elected to not more than two consecutive terms of three years. If any person representing the public interest as aforesaid shall die, resign, or otherwise be removed from office, the resulting vacancy shall be filled by the Board of Trustees by another person from the same New England state to serve for the remainder of such term.

Section 3.6 Meetings of the Board

The Board may establish a regular schedule of meetings. No notice of these meetings need be given.

Section 3.6.1 Membership Decisions

The agenda of each meeting of the Board shall provide for the presentation of affirmative and adverse candidacy and accreditation recommendations and actions by the Commissions.

Section 3.6.2 Special Meetings

Special meetings of the Board may be held at any time or place and may be called by the Chair, or in the absence of the Chair, the Chair-Elect, the President or any two members of the Board of Trustees.

Section 3.6.3 Notice of Meetings

Unless otherwise required by law or these Bylaws, no notice need be given of the date, time, place, purpose of or action(s) to be taken at any meeting of the Board.

Section 3.6.4 Quorum

At any meeting of the Board, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business.

Section 3.6.5 Manner of Acting

The act of the majority of the Trustees present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board unless the Act or these Bylaws requires a greater percentage. Should a quorum not be present, a lesser number may adjourn the meeting to reconvene at another time.

Section 3.6.6 Telephone Conference Meeting

Trustees may participate in a regular or special meeting by, or conduct the meeting using, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.6.7 Unanimous Written Consent

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all the Trustees sign a written consent describing the action taken, and the consents are filed with the records of the Association. Electronic signatures are acceptable. Action taken by unanimous written consent is effective when the last Trustee signs the consent unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

Section 3.7 Compensation

Trustees shall not receive any salaries for their services as Trustees but may be reimbursed for direct out of pocket expenses approved by the President or by such other person designated by the President.

Section 3.8 Resignation

Any Trustee may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance, upon a mailing postage prepaid, or hand delivered to the Association's Secretary.

Section 3.9 Conflict of Interest

A transaction in which a Trustee has a conflict of interest may be approved by the Board if the material facts of the transaction and the Trustee's interest are disclosed to the Board, and the Trustee with the conflict of interest does not engage in discussions or cast a vote with respect to the matter. For purposes of this Section, a Trustee has an interest in a transaction if he/she is a party to the transaction; or if another entity in which the Trustee has a material interest or in which the Trustee is a general partner is a party to the transaction; or if another entity of which the Trustee is a director, officer or trustee is a party to the transaction. The conflict-of-interest transaction must be approved by the affirmative vote of a majority of the Trustees on the Board who have no direct or indirect interest in the transaction. The Board may, from time to time, establish policy guidelines and disclosure requirements regarding conflicts of interest by Trustees. Nothing in this Section shall restrict the Board from adopting a conflict-of-interest policy which is stricter than this Section, and in that event, the policy shall control.

Section 3.10 Contracts

The Board may authorize any officer or agent of the Association, in addition to the President and other officers so authorized by these Bylaws, to enter any contract or execute and deliver any instrument in

the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

Article IV – Officers

Section 4.1 Number of Officers

The Officers of the Association shall be a Chair, Chair- Elect or Past Chair, a Secretary, and a Treasurer each of whom has previously served on the Board of Trustees, or is currently on the Board of Trustees, and a President.

Section 4.2 Duties of Officers

The duties and powers of the officers of the Association shall be as follows and as shall hereafter be set by resolution of the Board.

Section 4.2.1 Chair

A. The Chair shall preside at all meetings of the Board.
B. The Chair shall be elected for a two-year term and shall automatically serve as a Trustee for one-year immediately following the expiration of the two-year term.
C. The Chair shall cause regular and special meetings of the Board to be called in accordance with the requirements of the statutes and these Bylaws.
D. The Chair shall enforce these Bylaws and perform all duties incident to the office, and which are required by law, or these Bylaws.
E. If there is a vacancy in the office of Chair, the Chair-Elect or in the absence of a Chair-Elect the immediate Past Chair, shall succeed to the office of Chair.

Section 4.2.2 Chair Elect

A. A Chair-Elect shall be elected to serve a one-year term coterminous with the second year of the Chair's two-year term.
B. The Chair-Elect or the immediate Past Chair shall succeed to the office of Chair in the event of a vacancy or act as Chair in the event of an absence.

Section 4.2.3 Treasurer

A. The Treasurer shall have general charge of the financial affairs of the Association, keep accurate books of account, have custody of all funds, securities, and valuable documents of the Association, and shall perform such other duties as the Board shall from time to time designate.
B. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association and shall deposit such funds and securities in the name of the Association in such banks or safe deposit companies as the Board may designate.
C. The Treasurer shall render a report of the condition of the finances of the Association at each regular meeting of the Board and at such other times as shall be required.
D. The Treasurer shall be elected for a one-year term and may not be elected to serve more than five consecutive terms of office.
E. The same person may hold the offices of Secretary and Treasurer.

Section 4.2.4 Secretary

A. If the Secretary is a resident of the Commonwealth of Massachusetts, he or she may be appointed by the Board as the resident agent for the purpose of service of process.

B. The Secretary shall maintain the book or books of the Association within the Commonwealth of Massachusetts at the principal office of the Association or the resident agent, which shall be open at all reasonable times to the inspection of any Member and shall contain the original or attested copies of the Articles of Organization, Bylaws, and records of the meetings of the Members of the Association.

C. The Secretary shall keep a record of the meetings of the Association and a record of the names and addresses of all Members.

D. The Secretary shall be elected for a one-year term and may not be elected to serve more than five successive terms of office.

E. The same person may hold the offices of Secretary and Treasurer.

F. The Secretary shall record all votes and proceedings of the Trustees and Executive Committee.

G. The Secretary shall perform the duties incident to the office of the Secretary of the Association as specifically delegated from time to time by the Board of Trustees and as may be required by the laws of the Commonwealth of Massachusetts.

Section 4.2.5 President

A. The President shall be the chief executive officer of the Association.

B. The President shall be a full-time employee of the Association and shall be responsible to the Board for the administration and operations of the Association.

C. The President shall have the authority to employ, discharge, assign and reassign all employees of the Association.

D. The President shall manage the affairs of the Association, subject to, and in accordance with, the directions of the Board.

E. The President shall present at each meeting of the Board a report of the condition of the business of the Association, and shall, from time to time, make reports of the work and affairs of the Association to the Board.

F. The President shall fix the compensation of employees in accordance with the budget approved by the Board.

G. The President or at the direction of the President, the Treasurer, is authorized to open bank accounts in the name of the Association and to sign checks, drafts and other papers requiring the payment of money, sign and execute contracts in the name of the Association, subject to, and in accordance with, the directions of the Board.

H. The President shall cause all books, reports, statements and certificates to be properly kept and filed as required by law.

I. The President shall be an ex-officio member of any committees.

J. The President shall prepare budgets in consultation with and reviewed by the Finance and Audit Committee for the approval of the Board.

K. The President shall develop and annually update the strategic plan for the Association, including goals, objectives, and priorities.

L. The President shall implement and monitor approved policies, protocols, and Association

programs.

M. The President shall assure that all expenditures are consistent with the approved budget.
N. The President shall insure the proper application of Board-approved personnel policies.
O. The President shall seek new and diversified sources of income.
P. The President shall engage in short-range planning for Board action
Q. The President shall strive to maintain good relations with the Board, including open communications and sharing of information.
R. The President shall provide leadership to Association Members, Board, and staff.

Section 4.3 Election

The Officers shall be elected by the Board at a meeting each December and shall hold office until their successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified. The nominating committee of the Board shall bring forward a slate to be elected but there shall be opportunity for nominations from the floor for Officers.

Section 4.4 Removal

Any Trustee/Officer/Commission Member may be removed from office by the Board at any time, with or without cause, by a vote of a majority of the Trustees. In event the removed Trustee is a Commission Chair or elected alternate representative, the Commission may not re-elect the removed Trustee. Any Trustee/Officer/Commission Member may be suspended by the Board's Executive Committee at any time, with or without cause, by a majority vote of such committee. Such removal/suspension shall be without prejudice to the contract rights, if any, of the person so removed/suspended. Appointment as an officer or agent shall not of itself create contract rights.

Section 4.5 Vacancies

Any vacancy in the office of Chair-Elect, Secretary or Treasurer, or Member-at-Large of the Board after the election shall be filled by vote of the Board.

Article V – Committees

Section 5.1 Standing Committees

There shall be an Executive Committee, a Nominating and Governance Committee, a Finance and Audit Committee, a Business Development Committee, and a Personnel Committee. Members of the standing committees shall be nominated by the Chair after consultation with the President and approved by the Board. Except for the Executive Committee, committees may have non-Board members so long as Board members are in the majority.

Section 5.1.1 Nominating and Governance Committee

The Nominating Committee shall have the following duties:

A. To solicit suggestions from each Commission for nominees for Members- at- Large of the Board of Trustees.

B. To submit a slate of nominees to the Board for Officers and Members- at-Large.
C. To submit to the Board of Trustees a slate of nominees to fill any pending vacancies of public interest members to sit on the Board.

Section 5.1.2 Finance and Audit Committee

The Finance and Audit Committee shall oversee all financial, budgetary and audit matters of the Association.

Section 5.1.3 Personnel Committee

The Personnel Committee shall oversee personnel policies, salary increases and benefits for Association employees.

Section 5.1.4 Business Development Committee

The Business Development Committee shall oversee new market and new service initiatives.

Section 5.1.5 Executive Committee

The Executive Committee shall have and may exercise the authority of the Board in the interim between meetings of the Board, to the extent permitted by law and these Bylaws. All members of the Executive Committee shall be members of the Board. The Executive Committee shall include the Chair, Chair- Elect or immediate past Chair, Secretary, Treasurer, and no more than two other directors nominated by the officers. Appointments to the Executive Committee other than of the officers shall require an affirmative vote of a majority of all Trustees in office when the action is taken. The President shall attend all Executive Committee meetings but without a vote.

Section 5.2 Ad Hoc Committees

The Board may create such other ad hoc committees as it may from time to time determine necessary and appropriate, and may appoint members to serve on them, no more than three (3) of whom need be Trustees. Such committees shall have a written charge and a defined duration.

Section 5.3 Required Procedures for all Committees

The sections of these Bylaws that govern meetings, notice and waiver of notice, action without meetings, quorum and voting requirements of the Board apply to the Executive Committee and all other committees of the Board. Except as otherwise provided by law or these Bylaws, the act of a majority of the committee members present at a meeting shall be the act of the committee, provided a quorum is present.

Section 5.4 Authority

All committees shall act within the purview and in furtherance of the mission and vision of the Association, and neither the Executive nor any other committee may:

A. approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Association's assets

B. elect, appoint, or remove Trustees or fill vacancies on the Board or on any of its committees
C. adopt, amend, or repeal the Articles of Incorporation or these Bylaws

Article VI – Commissions

Section 6.1 Names of Commissions

There shall be a:

A. Commission on Independent Schools
B. Commission on Public Schools
C. Commission on International Education

The Board shall have the authority to add or dissolve Commissions.

Section 6.2 Membership

The membership of each Commission shall be drawn from and be representative of the following groups:

A. Administrators from Members
B. Teaching personnel from Members
C. Other Individuals approved by the Board of Trustees pursuant to Section 6.2.3

Section 6.2.1 Specific Membership Requirements

The Commission on Independent Schools and Commission on Public Schools shall have at least one Member from each of the six New England states, but the Commission on International Education shall have six members representing the New England states in general proportion to the Association's membership. The membership of each Commission shall include, but not be limited to, professional educators representing the constituencies of the Commission. In addition, each Commission shall have at least one public member who has not been an active full-time educator for the previous one year and who is not currently employed full-time with a Member.

Section 6.2.2 Number and Terms

Each Commission shall determine the number of its members and their terms of office subject to the approval of the Board and also subject to the following restrictions:

A. No person may serve more than six consecutive years as a Commission member. This restriction may be waived for up to a maximum of four years for Commissioners serving as chair, vice chair or past chair of a Commission.
B. In any year in which more than 40% of a Commission membership has terms expiring the Commission shall create varying terms in such a way as to restore a rotation system in which no more than 40% of the terms expire in one year.

Section 6.2.3 Nomination and Elections

Each Commission shall present a slate of nominees to the Board of Trustees for election by the Board of Trustees. In compiling its slate of nominees each Commission shall solicit suggestions from its Members.

Section 6.2.4 Vacancies

A vacancy on a Commission may be filled by the Commission concerned, subject to the approval of the Board. A successor filling such a vacancy shall serve a three-year term from the date of Board approval and shall be eligible for an additional three-year term.

Section 6.2.5 Commission Officers

Each Commission shall elect its own Chair and may elect a Vice Chair and Secretary from among its membership, subject to the term limitations in Section 6.2.2.

Section 6.2.6 Scope, Standards, and Procedures

Each Commission shall adopt a statement describing its scope of accreditation. Such scope statement and any revisions thereto shall be subject to approval of the Board. Subject to Board approval, each Commission shall formulate and modify its statements of standards, protocols, procedures for candidacy for accreditation, and for initial accreditation of institutions within its own group, and to reflect policies and directives of the Board.

Section 6.2.7 Accreditation

Each Commission, designated Commission Sub-committee, or Board Committee established to make accreditation decisions, shall have the responsibility and duty to make decisions regarding the affiliation of candidates for accreditation and the election to initial accreditation of institutions within its own group, subject to final approval by the Board of Trustees. Each Commission shall have the responsibility and duty to make decisions that are adverse to an institution's accreditation status, (herein "adverse decision") including denial of candidacy for accreditation, denial of accreditation, placement of an institution on warning, probation or termination of accreditation, subject to final approval by the Board of Trustees. All recommendations and decisions of the Commissions shall be referred to the Board for final approval.

Section 6.2.8 Due Process

Each Commission shall comply with the applicable provisions of the due process statement then in effect as provided in Section 3.2.3 of these Bylaws.

Section 6.2.9 Subcommittees

Subcommittees may be appointed to deal with any phase of a Commission's work.

Article VII - Association Meetings

Section 7.1 Meetings

The Board of Trustees may (but shall not be obligated to) call meetings of the Members of the Association, the time and place to be determined by the Board of Trustees. Notice of every meeting of the Association shall be given by the Secretary or Treasurer or by the person or persons calling the meeting to each Member and each certified official delegate either electronically or by mail at least seven days before the time of such meeting except when greater notice is otherwise required by law or these Bylaws. Such notice shall state the time and place of the meeting and, where these Bylaws or the laws of the Commonwealth of Massachusetts require it, the business to be transacted.

Section 7.2 Quorum

Representatives from twenty-five of the current Members of the Corporation shall constitute a quorum. A smaller number may adjourn to a particular day by a majority vote of those present, and no further notice shall be required as to the meeting so adjourned. When a quorum is present at any meeting, a majority of the votes properly cast by Members duly represented by certified delegates or by proxy shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

Section 7.3 Voting and Proxies

At all meetings of the Association each delegate formally certified by the Member that the delegate represents in accordance with the procedures of the Association shall be entitled to one vote, either in person or by proxy in writing which shall be filed with the Secretary before being voted. Unless otherwise specially limited by its terms, any proxy shall entitle the holder thereof to vote at any adjournment of the meeting for which given, but the proxy shall terminate after the final adjournment of such meeting.

Section 7.4 Telephone Conference Meeting

Members may participate in a meeting by, or conduct the meeting using, any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7.5 Written Consent

Any action required or permitted to be taken by the Members at a meeting may be taken without a meeting if the same number of Members that would be required to approve such action at a meeting sign a written consent describing the action taken, and the consents are filed with the records of the Association. Electronic signatures are acceptable. Action taken by written consent is effective when the last required Member signs the consent unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document

Article VIII – Indemnification

Section 8.1 Indemnification

The Association, to the extent legally permissible, shall indemnify each of the members of the Board of Trustees, Officers, the Chief Executive Officer, Members of the several Commissions, Members of Visiting Committees, Association employees and agents, including their respective heirs, executors, and administrators, ("Indemnitees") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceeds, as fines or penalties and counsel fees, reasonably incurred by him or her in connection with the defense or disposition or any action, suit or other proceedings, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or employment or an assignment or thereafter, by reason of his or her being or having been such a Member of the Board of Trustees, Officer, Member or representative of a Commission, Member of a Visiting Committee, Employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association; provided, however, that as to any matter disposed of by a compromise payment by such Indemnitee, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses, except interim payment of counsel fees subject to recovery as provided in an undertaking of such person as required below, shall be provided unless such compromise shall be approved as in the best interests of the Association by a majority of the Board at a regular or special meeting which has been duly called.

Section 8.2 Payment of Expenses

Expenses including counsel fees, reasonably incurred by any Indemnitee in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of a statement of intention by the Indemnitee to repay the amounts so paid to the Association if it is ultimately determined that indemnification for such expenses is not authorized under this Article. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Indemnitee may be entitled. The Association may purchase and maintain insurance on behalf of any person who may be indemnified under this Article against any liability incurred by him or her in any such capacity or arising out of his or her status as such Member of the Board of Trustees, Officer, Member or representative of a Commission, Member of a Visiting Committee, Employee or Agent whether or not the Association would have the power to indemnify him or her against such liability hereunder. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than a Member of the Board of Trustees, Officer, the Chief Executive Officer, Member or representative of a Commission, Member of a Visiting Committee, Employee or Agent may be entitled by contract or otherwise by law.

Section 8.3 No Liability to the Association

The officers of this Corporation, its Board of Trustees, and such other members of the Corporation with powers typically vested in members of a Board of Trustees shall not be held personally liable to this

Corporation or its members for monetary damages, for breach of fiduciary duty as an officer or trustee, notwithstanding any provision of law imposing such liability, except as shall be provided in the Acts of 1986, Chapter 644.

Article IX - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act, the Articles of Organization, or the Bylaws of the Association, the waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X – Amendments

Any of these Bylaws may be amended by a two-thirds vote at any regular meeting of the Board of Trustees, seven days previous written notice of the proposed amendments having been given to all Trustees.

Article XI – Dissolution

A vote of both the Members and the Board of Trustees shall be required to approve a dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Association's assets. In the event that the Association is dissolved or annulled, all property of the Association, or the proceeds thereof, after payment of the debts due from the Association shall not be distributed to the Members or divided among them, but shall be distributed and paid over to such non-profit educational institutions or organizations within the six New England states as are exempt from Federal Tax under Section 501 (c) of the Internal Revenue Code of 1954, or the corresponding provisions of any successor act, as the Board, upon such dissolution or annulment of the Association, shall designate as the beneficiary or beneficiaries for such purpose.

Effective Date: The Bylaw revisions contained herein shall be effective upon adoption by the Board of Trustees, except that the revisions contained in Section 6.2.7 shall be effective on January 1, 2025.