

BYLAWS OF THE ACCREDITING BUREAU OF HEALTH EDUCATION SCHOOLS, INC.

ARTICLE I. GENERAL PROVISIONS

Section 1.1. Name. The name of the corporation is the Accrediting Bureau of Health Education Schools, Inc. (hereinafter referred to as "ABHES" or the "Corporation"), a nonprofit corporation incorporated under the Virginia Non-stock Corporation Act.

Section 1.2. Principal and Other Offices. The principal office of ABHES shall be located in Virginia. ABHES may have such other office or offices, at such suitable place or places within or outside of Virginia as the ABHES Board of Trustees (hereinafter referred to as the "Commission") may from time to time determine as necessary or desirable.

Section 1.3. Registered Office and Agent. ABHES shall have and continuously maintain a registered office in Virginia (which may be synonymous with the principal office), and a registered agent whose office is synonymous with the registered office.

Section 1.4. Employed Personnel. The Commission shall designate an Executive Director who shall be the chief executive officer of ABHES. The Executive Director may employ such other personnel as may be necessary to carry out the work of the Commission.

Section 1.5. Organization. ABHES is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

Section 1.6. Purposes. The specific purposes for which ABHES is formed are those set forth in the Articles of Incorporation

Section 1.7. Mission The mission of the Accrediting Bureau of Health Education Schools (ABHES) is to serve as a nationally recognized accrediting agency of institutions predominantly providing health education and programmatic accreditation in specific health and/or allied health education disciplines.

Section 1.8. Nondiscrimination Policy ABHES shall not discriminate on the basis of race, religion, national origin, gender, age, color, pregnancy, childbirth or related medical conditions, disability or sexual orientation in the hiring and/or other employment practices of the corporation. The Corporation shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of Virginia non-stock corporations.

ARTICLE II. MEMBERSHIP

Section 2.1. Members. Every institution or program accredited by ABHES shall be a member of ABHES. Membership is conditioned upon maintenance of accreditation and compliance with these Bylaws and with the requirements stated in the *ABHES Accreditation Manual*.

Section 2.2. Transfer of Membership. Membership in ABHES is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. Annual Meetings. The Commission shall designate a time and place to hold the annual membership meeting for the members for the transaction of such business as may properly come before the members.

Section 3.2. Special Meetings. The Chair of the Commission, the Commission, or no fewer than one-fourth of the members may call a special meeting of the members.

Section 3.3. Quorum. At any regular or special meeting of the members, one-fourth of the members shall constitute a quorum. Members may be represented in person, by proxy, electronically or by mail.

Section 3.4. Place and Time of Meeting. Meetings of members may be held at such place, either within or without the Commonwealth of Virginia, and at such hour as may be fixed in the meeting notice.

Section 3.5. Notice of Meeting. Written or printed notice stating the date, time, and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of any membership meeting may be given in accordance with Article IX of these Bylaws.

Section 3.6. Waivers of Notice. Whenever any notice is required to be given to any member under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the member entitled to such notice and delivered to ABHES, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting without objection to the lack of notice of such meeting also shall constitute a waiver of notice by such member, unless he or she is present for the purpose of objecting to holding the meeting or to transacting business at the meeting.

ARTICLE IV. BOARD OF TRUSTEES

Section 4.1. General Powers. ABHES shall have a Board of Trustees, referred to herein as the Commission, which shall have the following responsibilities:

- (a) hire, evaluate, compensate and dismiss a chief executive officer to manage the operation of ABHES, whose title shall be Executive Director;
- (b) oversee revenues, expenditures, investments, budget development, and internal financial controls;
- (c) promulgate, after notice to and comment from the members of the Corporation, standards of accreditation;
- (d) adopt and apply standards, policies, and procedures for accreditation;
- (e) consider and act on applications for accreditation;
- (f) publish a list of accredited institutions and programs;
- (g) monitor compliance with the standards of accreditation of institutions and programs;
- (h) conduct an annual meeting of the membership of ABHES;
- (i) support communication and coordination among the commissioners;
- (j) assure canons of ethical business operations and personal conduct;
- (k) assess the effectiveness of ABHES in fulfilling its mission and meeting its goals and objectives;
- (l) amend the Bylaws.

Section 4.2. Chair of the Commission. The Chair of the Commission shall preside at all Commission meetings and at all meetings of the membership; serve as Chair of the Executive Committee;

call special meetings of the Commission; and call meetings of the Executive Committee. In addition, the Chair shall communicate to the Commission, whenever he or she deems proper, such matters and suggestions as may promote the Commission's welfare and, in general, perform all duties incident to the office of the Chair. The Chair serves by virtue of election as President of ABHES in accordance with Section 5.2 of these Bylaws.

Section 4.3. Vice Chair of the Commission. In the Chair's absence, or in the event the Chair cannot act, the Vice Chair shall perform the Chair's duties and, when so acting, have all the power of and be subject to all the restrictions upon the Chair.

Section 4.3.1. Past Chair of the Commission. A Chair whose term on the Commission continues after his or her term as Chair expires assumes the position of "Past Chair." Only the most recent former Chair still serving as a commissioner shall be designated "Past Chair." In absence of both the Chair and Vice Chair, or in the event that both the Chair and Vice Chair cannot act, the Past Chair shall perform the Chair's duties and, when so acting, have all the power of and be subject to all the restrictions upon the Chair.

Section 4.4. Composition. The Commission shall be composed of a minimum of nine (9) and a maximum of seventeen (17) commissioners. The majority of commissioners shall be nominated and elected by the members in accordance with Section 4.5.3 of these bylaws. The remaining commissioners shall be appointed by the Commission in accordance with Sections 4.6.2 of these bylaws.

In order to assure that the Commission is well-qualified to effectively carry out the mission of ABHES, the Commission may expand the number of commissioners representing a specific category provided that the majority of commissioners is elected, the total number of commissioners does not exceed 17, at least two (2) commissioners are owner representatives, and at least one-seventh (1/7) of the commissioners represent the public. A decrease in the number of commissioners shall not have the effect of shortening the term of any incumbent commissioner.

No more than one sitting commissioner may be employed by or otherwise closely connected to any institution, or group of institutions commonly owned. Such relationship with a sitting commissioner shall disqualify an individual for nomination for an elected or appointed position on the Commission. The Commissioner Nominating Committee shall not nominate two individuals having such relationship for consideration at the same election.

Section 4.5. Elected Commissioners.

Section 4.5.1. Categories and Qualifications of Elected Commissioners. Unless stated otherwise within these bylaws, there must be at least one representative for each of the following:

(a) **Academic in a Healthcare related area.** Requires at least five (5) years of academic experience on site at a member institution or program, including active participation in an academic capacity in the day-to-day operations of a member institution or program during the three (3) years immediately preceding election (those three (3) years may count toward the five-year experience requirement).

(b) **Administrator in a Healthcare related area.** Requires at least five (5) years of administrative experience in a member institution or program, including active participation in an administrative capacity in the day-to-day operations of a member institution or program during the three (3) years immediately preceding election (those three (3) years may count toward the five-year experience requirement).

(c) **Ownership Representative (at least two (2)).** Requires current status as: (i) a sole or majority owner; corporate officer, chief executive officer or president of a member institution holding institutional accreditation, (ii) a member of the board of directors, a trustee, or an officer of a member institution or sponsoring institution holding programmatic accreditation owned or operated by a nonprofit entity; (iii) a person who owns a sufficient interest in a member institution or sponsoring institution holding programmatic accreditation that functions as a partnership or privately held corporation; OR (iv) an officer of a publicly held corporation that owns a member institution holding institutional accreditation.

(d) **Educator in Specialty Area.** Must be currently or recently directly engaged in a significant manner in an academic position at a postsecondary institution accredited by an agency recognized by the Secretary of the U.S. Department of Education in a health-care related field for which ABHES is recognized as a programmatic accreditor by the Secretary of the U.S. Department of Education.

(e) **Commissioner-at-Large**

Section 4.5.2. Eligibility to Vote. Only institutions and programs accredited by ABHES are eligible to vote for elected commissioners. The number of votes that may be cast is as follows:

(a) **Accredited Institutions.** Each main campus or non-main campus receives two (2) votes.

(b) **Accredited Programs.** Each address identified on records as having one or more accredited programs receives one (1) vote.

Section 4.5.3. Procedures for Election by the Members. The Commission will set the time, date, and place for an election. At least sixty (60) days before the date of election, the Executive Director shall provide to all members a Notice of Election, which shall state: (a) the date, time, place and method of election; (b) the number and required qualifications of commissioners to be elected; and (c) who is eligible to vote. The Notice of Election will identify specific qualifications or experience necessary for ABHES to effectively carry out its responsibilities in discrete program disciplines.

Upon receipt of the Notice of Election, members may submit nominations to the Executive Director, for the consideration of the Commissioner Nominating Committee, established in accordance with Section 6.2.2 of these bylaws. Nominations must be in writing, state the individual's name, employment, and qualifications for office and attest that the candidate has consented to the nomination. An individual may nominate him or herself.

At least ten (10) days before the date of election, the Executive Director shall provide a ballot to each member in accordance with Article IX of these bylaws. At the same time, the Executive Director will notify any nominee who was not selected by the Commissioner Nominating Committee.

Section 4.6. Appointed Commissioners. Commissioners shall be appointed following the procedures set forth in Section 4.6.2.

Section 4.6.1. Categories and Qualifications of Appointed Commissioners. Unless stated otherwise within these bylaws, there must be at least one representative for each of the following:

(a) **Practitioner in Specialty Area.** Must be currently or recently directly engaged in a significant manner as a health-care related specialist in a field for which ABHES is recognized as a programmatic accreditor by the Secretary of the U.S. Department of Education.

(b) **Higher Education Specialist.** Must have a graduate degree at the master's level and at least seven (7) years employment at institutions of higher education that awards degrees at the graduate level and are accredited by an agency recognized by the United States Secretary of Education. This employment must be as (i) an instructor of courses that apply toward the baccalaureate degree or higher credential, (ii) an administrator whose responsibilities include one or more academic programs that offer the baccalaureate degree or higher credential or (iii) a combination of such teaching and administrative work.

(c) **Distance Education Specialist.** Requires at least three (3) years of experience in an academic position designing or developing, teaching and/or evaluating distance education courses at a postsecondary institution accredited by an agency recognized by the Secretary of the U.S. Department of Education.

(d) **Public Member.** (At least 1/7 of Commission) A Public Member is an individual who is not (1) An employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that is accredited by ABHES or has applied for accreditation, (2) a member of any trade association or membership organization related to, affiliated with, or associated with ABHES, or (3) a spouse, parent, child, or sibling of an individual identified in paragraph (1) or (2) of this definition.

(e) **Commissioner-at-Large**

Section 4.6.2. Procedures for Appointment by the Commission. The Executive Director will set the time and manner for appointment of commissioners. At least sixty (60) days before the date of appointment, the Executive Director shall provide to all members a Notice of Appointment, which shall state: (a) the number and qualifications of commissioners to be appointed, (b) the qualifications required for nomination and appointment for each seat, and (c) the time and manner for members to make nominations for appointment, provided that the time during which to make a nomination shall be not less than seven days. The Notice of Appointment will identify specific qualifications or experience necessary for ABHES to effectively carry out its responsibilities in discrete program disciplines.

Upon receipt of the Notice of Appointment, members may submit nominations to the Executive Director. A sitting commissioner serving in an appointed position who is eligible to run for a second term may be nominated in accordance with this Section. A nomination will be considered by the Commissioner Nominating Committee, established in accordance with Section 6.2.2 of these bylaws provided it is in writing, states the individual's name, qualifications, and category for which the individual is being nominated and includes an attestation that the nominee has consented to the nomination. The Commissioner Nominating Committee may also make nominations. An individual may nominate him or herself.

The Executive Director shall provide the ballot to each Commissioner. At the same time, the Executive Director will notify any nominee who was deemed by the Commissioner Nominating Committee not to meet the requirements to serve as commissioner.

Voting by the Commission shall be by secret ballot in a manner and time determined by the Executive Director. For each seat to be filled by appointment, voting by a majority of sitting commissioners constitutes a quorum. Each commissioner may cast one vote for each open position. The Commission shall appoint the individual receiving the greatest number of votes. In the event two or more individuals receive the same number of votes for the same seat, the election shall be void and a new election shall be held in a time and manner set by the Executive Director. The Executive Director shall disseminate the name(s) of the newly appointed Commissioner(s).

The Commission may appoint qualified acting commissioners to fill vacancies at upcoming meetings when sitting commissioners are unable to attend for health reasons or otherwise. Such appointed commissioners shall serve only for the designated meeting and must meet the qualifications set forth in either Section 4.5.1 or Section 4.6.1 of the bylaws. Such appointments shall be made upon the recommendation of the Chair and ratified by a majority vote of the Commission.

Section 4.7. Term of Office. Each commissioner shall be elected or appointed for a three-year term. New commissioners shall formally take office on July 1 following their election or appointment. A commissioner who meets applicable qualifications may be nominated for and serve a second term. A commissioner may not serve more than two consecutive terms. Despite the expiration of a commissioner's term, a commissioner continues to serve until his successor is elected and qualifies or until there is a decrease in the number of commissioners, if any.

A commissioner chosen to fill a vacancy, in accordance with Section 4.10 of these bylaws, subsequently may serve two terms consecutively following his or her original partial term. After a three-year hiatus, a commissioner who has served consecutive terms shall be eligible to seek re-election or re-appointment and is eligible to again serve up to two terms consecutively.

Section 4.8. Resignation. A Commissioner may resign at any time by delivering written notice to the Chair. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Chair. The Commission may, by majority vote of all other members of the Commission, deem that a Commissioner has chosen to resign if he or she fails to attend three consecutive regular meetings of the Commission.

A Commissioner who ceases to meet the applicable qualifications stated in Section 4.5.1 or Section 4.6.1 of these bylaws during his or her term must submit his or her resignation to the Chair.

Section 4.9. Removal. Any Appointed Commissioner may be removed from such office by a majority vote of the Commissioners at a special meeting called expressly for that purpose, at which seven (7) Commissioners shall constitute a quorum as defined in Section 4.15 of these bylaws. Any Elected Commissioner may be removed from such office by a majority vote of the members in accordance with Article III of these bylaws. Any vote to remove an Appointed or Elected Commissioner shall be by secret ballot.

Section 4.10. Vacancies. If a vacancy occurs among the Commissioners, whether Elected or Appointed, the Commissioner Nominating Committee shall submit a list of qualified candidates to the Chair. The Chair then shall appoint, subject to ratification by the Commission, a qualified individual to fill any unexpired term.

Section 4.11. Regular Meetings. At least two regular meetings of the Commission are held each calendar year, at such time, day, and place as shall be designated by the Commission, for the purpose of taking accreditation actions, discussing pertinent policies affecting ABHES and its members, and transacting such other business as may come before the Commission. Meetings are held at such time, day, and place as shall be designated by the Commission. One meeting shall be held in the summer, after July 1, and another shall be held in the winter. The annual business meeting of the Commission shall be the winter meeting. The agenda of that meeting may include consideration of the ABHES fiscal year-end audit and future budget considerations, bylaws, and the transaction of such other business as may come before the Commission.

Section 4.12. Special Meetings. Special meetings may be called by the Chair; to be held at such time, day, and place, including by teleconference, as shall be designated in the notice of the meeting. A

simple majority of the commissioners then in office shall constitute a quorum for the transaction of business at any meeting of the Commission, as described in 4.15, Quorum.

Section 4.13. Remote Participation in Meetings. Any one or more commissioners may participate in a meeting of the Commission by means of remote telecommunications that allows all persons participating in the meeting to communicate with one another and such participation in a meeting shall be deemed present at the meeting.

Section 4.14. Notice of Commission Meetings. Oral or written notice of the time, day, and place of any meeting of the Commission shall be given at least thirty (30) days before a regular meeting and at least 3 days before a special meeting, in accordance with Article IX of these bylaws. The purpose(s) for which a special meeting is called shall be stated in the notice thereof. Any commissioner may waive notice of any meeting by a written statement executed either before or after the meeting, provided however that attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of a meeting.

Section 4.15. Quorum. Except as otherwise provided by these bylaws, a simple majority of the commissioners then in office and present at any meeting of the Commission shall constitute a quorum for the transaction of business. If less than a quorum of commissioners is present at such meeting, those present may adjourn the meeting from time to time without further notice, other than announcement at the meeting, until a quorum is present. Further, if a quorum is not present, discussion may occur on any agenda item, but no action may be taken.

Section 4.16. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the commissioners present at any Commission meeting at which a quorum is present, in accordance with Section 4.15 of these bylaws, shall be the act of the Commission.

Section 4.17. Written Consent. Action taken by the Commission without a meeting is, nevertheless, Commission action if written consent to the action in question is signed by all of the Commissioners and filed with the minutes of the proceedings of the Commission, whether done before or after the action so taken.

ARTICLE V. OFFICERS

Section 5.1. Officers. The officers of ABHES shall be a President (referred to throughout these bylaws as the "Chair"), Vice President (referred to throughout these bylaws as the "Vice Chair"), Secretary, and Treasurer, along with any other officers and assistant officers as the Commission may from time to time deem necessary. Such officers shall have the authority to perform the duties prescribed by the Commission.

Section 5.2. Election of Officers. Each year prior to the summer meeting but after the conclusion of any elections and appointments of new commissioners who will begin service on July 1, officers shall be elected by the Commission prior to the first regular Commission meeting at such time as the Commission deems appropriate. The Officer Nominating Committee, described in Section 6.2.3 of these bylaws, shall prepare a list of candidates after receiving input from each commissioner. The Officer Nominating Committee shall conduct its deliberations on a confidential basis. Seven (7) commissioners shall constitute a quorum for purposes of electing officers. Election shall be by a majority vote of the commissioners voting.

Section 5.3. Term of Office. The officers of ABHES shall assume office at the outset of the summer meeting following their election and, with the exception of the Chair, shall hold office until their

respective successors assume office at the outset of the summer meeting the following year. The Chair is elected to a two-year term. In the event the Chair's term as a commissioner would normally expire at the time of the second year of service as Chair, that term is extended by a maximum of one year. Without limitation, an individual may be elected to any office for which he or she is otherwise eligible notwithstanding having served previously in that or another office.

Section 5.4. Resignation. Any officer may resign at any time by delivering written notice to the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair. The Chair may resign by delivering written notice to the Executive Director, who shall promptly notify the remaining commissioners, such resignation to take effect at the time specified therein or if no time is specified upon acceptance thereof by the majority of the Commission.

Section 5.5. Removal. Any officer may be removed by the Commission, at any meeting, provided that a quorum is present. For purposes of voting on the removal of an officer, seven (7) commissioners shall constitute a quorum.

Section 5.6. Vacancies. If a vacancy in the position of Chair occurs, then the Vice Chair shall succeed to the position of Chair as of the date and time that the Chair becomes vacant and shall hold the office of Chair for the remainder of the term of the previous Chair. If a vacancy in the position of Chair occurs and there is no Vice Chair at the time the vacancy occurs, the Commission shall fill that office for the length of the unexpired term in accordance with the procedures set forth in Section 5.2 of these bylaws. If a vacancy in any other office occurs, the Commission shall fill that office for the length of the unexpired term, utilizing the Officer Nominating Committee to make a recommendation to the Chair, who will then appoint a person from a list of one or more presented by the Committee.

Section 5.7. President. The President shall be the Chair of the Commission. The President shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Commission from time to time. The President is ex-officio member of all standing and other committees, with voice but no vote.

Section 5.8. Secretary. The Secretary shall maintain custody of the minutes of the Commission and Executive Committee meetings, and perform such other duties as from time to time may be assigned by the Chair or by the Commission.

Section 5.9. Treasurer. The Treasurer shall work with staff to advise the Commission relative to the budget and finances of ABHES, provide a fiscal report at the Annual Membership Meeting and, in general, perform all the duties as from time to time may be assigned by the Chair or the Commission (e.g., provide guidance regarding accounting services, insurance, Commission investments, employee benefits) to safeguard the financial interests of ABHES.

If requested by the Commission, the Treasurer shall furnish a surety bond procured at the Commission's expense, in such sum as to be fixed by the Commission, as security for faithful discharge of his or her duties.

Section 5.10 Executive Director. The Commission shall employ an Executive Director who shall be the Commission's Chief Executive Officer. The Executive Director is responsible for the administration of the Commission's affairs and for management of the staff of the Commission. The Executive Director may represent the Commission in its dealings with governmental bodies, the press and the public, and may sign or approve correspondence and other instruments on behalf of the Commission. The Executive Director is accountable to the Commission, but the Chair acting on behalf of the Commission shall oversee the Executive Director's performance of his or her duties. Except when the Commission is in executive session

to discuss and review the Executive Director's compensation or the performance of his or her duties, the Executive Director shall attend all meetings of the Commission and the Executive Committee, as Assistant Secretary, and may participate in their deliberations in a non-voting capacity.

ARTICLE VI. COMMITTEES

Section 6.1. Committees of Commissioners. The Commission may designate and appoint one or more committees, each consisting of two or more commissioners. No committee shall exercise the authority of the Commission in the management of ABHES, absent an express grant of authority to do so in these bylaws or in a written resolution of the Commission. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Commission, or any individual commissioner, of any responsibility imposed upon the Commission or the commissioner by law. Unless otherwise provided in Article VI, committee appointments expire at the start of the summer meeting.

Section 6.2. Standing Committees. The Commission shall have standing committees comprised of commissioners, outside members, or a combination of both whose duties are summarized in the Commission's Policy and Procedures Manual. The Commission's standing committees include, but are not limited to, those described in Section 6.2 of these bylaws. Subject to the approval of the Executive Committee, the Chair shall appoint the members of the Standing Committees in accordance with the provisions of this section. Any member of a Standing Committee may be removed by the Chair, subject to ratification by the Executive Committee whenever such action is in the best interest of ABHES or when such member shall cease to qualify for committee membership. Vacancies will be filled only for the remainder of the term of the vacated position. Care is taken to add new members and transition seasoned members for the purposes of innovation and consistency, through a documented process. Minutes of committee meetings are promptly made available to the Commission, minimally at each regular Commission meeting.

Section 6.2.1. Executive Committee. Subject to the limitations on the authority of committees contained in Sections 6.1 and 6.4 of these bylaws, the Executive Committee shall possess and may, in its discretion, exercise the authority of the Commission by majority vote of all members of the Executive Committee during the intervals between Commission meetings. The Executive Committee shall implement Commission policies and transact the business of the Commission, but, specifically, shall not have the authority to grant, deny, rescind, or withdraw accreditation or to make any other final accrediting decisions. The Executive Committee shall keep the Commission apprised of its activities on a regular basis, minimally at each regular Commission meeting.

The Executive Committee shall consist of the Chair, the Vice Chair, the Past Chair, the Treasurer, and the Secretary. If the Past Chair does not serve on the Executive Committee, then the position will be filled by a commissioner appointed by the Chair as a member at large. The Executive Director shall be a non-voting member of the Executive Committee. The Chair of the Commission shall serve as the Chair of the Executive Committee.

Section 6.2.2. Governing Committee. The Governing Committee shall convene at least once every three years and as necessary to serve the mission and purpose of ABHES. The Committee shall consist of commissioners appointed by the Chair of the Commission and at least one outside member. The Committee ensures ABHES operates within the construct of its bylaws, but has no decision-making authority. The Committee reviews and makes recommendations to the Commission for amendments to the bylaws in response to various factors affecting ABHES operations.

Section 6.2.3. Commissioner Nominating Committee. The Committee is charged with preparing a list of nominations for the election and appointment of all commissioners, in accordance with Section

4.5.3 and Section 4.6.2. of these bylaws. The Committee shall consist of five (5) members: (a) the Chair of the Commission; (b) two commissioners, one of whom must be a representative of the public, as described in Section 4.6.1 of these bylaws, and (c) two individuals representing the members of ABHES elected by the ABHES membership. Elected committee members serve two-year terms.

Section 6.2.4. Officer Nominating Committee. The Committee is charged with preparing a list of nominations for the election of officers in accordance with Section 5.2 of these Bylaws. The Committee shall consist of three commissioners, one of whom must be a representative of the public, as described in Section 4.6.1 of these Bylaws. Appointment to the Officer Nominating Committee does not preclude a commissioner from running for an officer position.

Section 6.2.5. Substantive Change Committee. The Substantive Change Committee is charged with reviewing and approving substantive changes. The committee shall not have the authority to grant accreditation or to take any action that may be appealed under ABHES' Rules, deny, rescind, or withdraw accreditation. The Substantive Change Committee shall keep the Commission apprised of its activities on a regular basis, as required.

The Substantive Change Committee shall be appointed by the Chair of the Commission and consist of individuals fulfilling the commissioner position definitions (e.g., public, practitioner) as determined by the regulations of the U.S. Department of Education (Public, Academician or Educator, Practitioner, and Administrator members) for one year terms to begin July 1.

Section 6.3. Other Committees. The Chair may create, as necessary from time to time, other committees or task forces not having or exercising the authority of the Commission. Such committees shall be responsible to the Commission in the performance of their duties and shall be promptly discharged when their functions have been performed. The specific duties of these committees shall be determined by the Chair, who shall appoint members to these committees as necessary. Membership of these committees may include commissioners.

Section 6.4. Limitation on Committees. No committee shall have the authority of the Commission in reference to amending, altering, or repealing these bylaws or ABHES eligibility criteria, policies, procedures, or evaluation standards; electing, appointing, or removing any member of any such committee or any commissioner or officer of ABHES; amending the ABHES Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of ABHES; authorizing the voluntary dissolution of ABHES or revoking proceedings therefore; adopting a plan for the distribution of the assets of ABHES; or amending, altering, or repealing any resolution of the Commission, which, by its terms, provides that it shall not be amended, altered, or repealed by such committee.

ARTICLE VII. EXPENSE REIMBURSEMENT

Any commissioner, officer, employee or committee member shall be reimbursed for any reasonable expenses incurred in connection with his or her performance of the Commission's duties as delegated. Requests for reimbursement must be timely and in accordance with reimbursement guidelines provided by ABHES.

ARTICLE VIII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No commissioner, officer, or employee of, or member of a committee, or person connected with the Commission, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Commission, provided that this provision shall not prevent the

payment to any such person of such reasonable compensation for services rendered to or for the Commission in effecting any of its purposes as shall be fixed by the Commission; and such person or persons shall not be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Commission.

All members of the Commission shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Commission, whether voluntary or involuntary, the assets of the Commission, after all debts have been satisfied, then remaining in the hands of the Commission, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Commission may determine or as may be determined by a court of competent jurisdiction upon application of the Commission, exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its regulation as they now exist or as they may hereafter be amended.

ARTICLE IX. NOTICE

Except as otherwise provided in these bylaws, whenever notice is required to be given under the provisions of these bylaws, the Articles of Incorporation, or statute, such notice shall be communicated in person or by any form of wire or wireless communication. As stated in Section 4.14 of these Bylaws, oral notice to commissioners of any Commission meeting is permitted.

Written notice by mail to a member becomes effective when mailed, if mailed postpaid and correctly addressed to the member's address shown in ABHES'S current record of members. Written notice in all other circumstances becomes effective at the earliest of receipt; five (5) days after deposit in the United States mail, if mailed postage prepaid and correctly addressed; or on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice communicated electronically via facsimile or e-mail becomes effective when transmitted to the receiving device of the recipient to the facsimile number or e-mail address shown on the records of ABHES.

ARTICLE X. AMENDMENTS

Amendments, alterations, or repeal of these bylaws, either in whole or in part, will be effective only by a two-thirds vote of the Commission, taken at a regular or special meeting, provided that the proposed changes are filed with the Executive Director at least 30 days in advance of the meeting date, and a notice of such amendments, with a copy of the proposed changes, are mailed to the commissioners not less than 30 days in advance of the meeting at which such changes are to be considered.

ARTICLE XI. LEGAL RIGHTS AND RESPONSIBILITIES

Section 11.1. Indemnification and Insurance. Unless otherwise prohibited by law, ABHES may indemnify any commissioner or officer, or any former director or officer and may, by resolution of the Commission, indemnify any employee or other agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such commissioner, officer, employee, or other agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be either: 1) guilty of a criminal offense; 2) liable to ABHES or to a third party for damages arising out of his or her own negligence or misconduct in the performance of a duty to ABHES; or 3) liable on the basis that personal benefit was improperly received by him or her.

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

The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such commissioner, officer, employee, or other agent may be entitled under any statute, bylaw, agreement, vote of the Commission, or otherwise and shall not restrict the power of ABHES to make any indemnification permitted by law.

The Commission may authorize the purchase of insurance on behalf of any commissioner, officer, employee, or other agent against any liability asserted against or incurred by him or her arising out of such person's status as a commissioner, officer, employee, or agent or out of acts taken in such capacity, whether or not ABHES would have the power to indemnify the person against liability under law.

Section 11.2. Suits against ABHES, Jurisdiction, Venue and Choice of Law. By applying for accreditation by the Accrediting Bureau of Health Education Schools, the member agrees to exhaust all appeal opportunities and to submit fully and faithfully to final, binding arbitration proceedings as set forth in the ABHES Accreditation Manual before filing any suit, claim, or proceeding relating to membership, accreditation, or accredited status, whether a claim for damages or for injunctive or declaratory relief, brought by a member, former member, or applicant for accreditation against ABHES, a commissioner, officer, committee member, the Commission, the Appeals Panel, or staff member acting in his or her official capacity. Jurisdiction and venue of any suit, claim, or proceeding, not subject to final binding arbitration shall only be in the U.S. District Court for the Eastern District of Virginia, Alexandria Division, or the Circuit Court for the City of Alexandria, Virginia. The law of the Commonwealth of Virginia shall govern the interpretation, and performance of the terms of these bylaws and the *Accreditation Manual*, as well as any dispute between an accredited member, former member, or applicant for membership and ABHES, regardless of the law that might otherwise be applied under any principles of conflicts of laws.

Section 11.3. Reimbursement for Legal Costs and Fees of ABHES'S Litigation Expenses. An applicant for membership, member, or former member of ABHES shall reimburse ABHES for all costs and expenses (including attorney's fees) actually and reasonably incurred by ABHES in defending any suit, claim, or proceeding, whether for damages or for injunctive or declaratory relief, brought by the applicant, member, former member, or one or more present or former students of any of the foregoing against ABHES, the Commission, the Appeals Body, any commissioners of the Commission, or members of the Appeals Body, or officers, employees, or agents of ABHES when ABHES, the Commission, the Appeals Body, any commissioner of the Commission, member of the Appeals Body, officer, employee, or agent is the prevailing party in the suit, claim, or proceeding.

Section 11.4 Other Expenses. Each member shall reimburse ABHES for all costs and expenses (including attorney's fees) incurred by it in the production of any of the corporation's, the Commission's, or the Appeals Body's records relating to such member in response to lawful requests from parties in litigation or from state or federal agencies.

Section 11.5 Binding Effect. Each existing member, new member, and applicant for accreditation shall have access to these bylaws. Acceptance or continuation of membership in ABHES shall constitute each member's agreement to be bound by the provisions of these bylaws, as they may be amended from time to time, while a member of and subsequent to the termination of membership in ABHES.

ARTICLE XII. MISCELLANEOUS PROVISIONS

Section 12.1. Operational and Fiscal Year. The operational and fiscal year of the Commission shall begin on October 1 and end on September 30.

Section 12.2. Books and Records. ABHES shall retain correct and complete records of account and also shall retain minutes of the Commission's proceedings, including committee meeting minutes and membership meeting agendas, and shall post on its Website the names and addresses of the commissioners.

Section 12.3. Corporate Seal. The official seal of the Commission shall have inscribed thereon the name of the Corporation and the date of incorporation and shall be in such form and contain such other words and/or figures as the Commission shall determine. The uses of the seal shall be those prescribed by the Commission.

Section 12.4. Contracts. The Commission may authorize any officer or officers, agent or agents of ABHES, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ABHES, and such authority may be general or confined to specific instances.

Section 12.5. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ABHES, shall be signed by staff designated by the Executive Director. At the Commission's discretion, such instruments shall be signed by the Treasurer and countersigned by the Chair.

Section 12.6. Deposits. All ABHES funds shall be deposited from time to time to the credit of ABHES in such banks, trust companies, or other depositories as the Commission may select.

Section 12.7. Gifts. The Commission may accept on behalf of ABHES any contribution, gift, bequest, or devise for the general purposes or for any special purpose of ABHES.