

Bylaws of the Higher Learning Commission

Adopted by the Board of Trustees on June 28, 2010

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Article I: Name, Legal Authority and Purposes

Section 1. Name.

The organization shall be known as the Higher Learning Commission (“HLC”).

Section 2. Legal Authority and Corporate Formalities.

HLC is a voluntary, not-for-profit, membership organization established under the laws of the State of Illinois. The principal offices of HLC shall be located in the State of Illinois. HLC shall continuously maintain a registered office in the State of Illinois and a registered agent whose office is identical with such registered office. The registered office may, but need not be, identical to the principal office. These bylaws define how HLC fulfills its responsibilities in keeping with its purposes, powers and duties.

Section 3. Purposes

HLC exists to advance the common good by fostering quality assurance in higher education. Through a culture of continuous improvement and innovation, HLC is a leader in equitable, transformative, and trusted accreditation in the service of students and member institutions. HLC achieves its purposes through a variety of means, including processes of accreditation based on criteria and requirements, made effective through a system of peer review, and communicated to both educational institutions and to the public. HLC may also engage in other activities related to its purposes, including offering elective training and education programs to enhance quality in higher education.

Article II: Jurisdiction and Membership

Section 1. Definition of Membership.

HLC members are those institutions offering higher education that are, as defined by HLC policy, accredited by HLC or that are candidates for accreditation with HLC. Institutions may include systems of institutions, as defined in HLC policy. To be an HLC member, an institution must be within HLC’s Jurisdiction as defined in Section 2 of this Article.

Section 2. Jurisdiction for Membership.

Member institutions must be (1) incorporated in, or operating under federal authority within, the United States; and (2) have substantial presence, as defined in HLC policy, in the United States.

Section 3. Voting Rights of Members.

Member institutions shall vote to elect and remove the Trustees on the Board of Trustees as provided for in these Bylaws. At its discretion, the Board of Trustees may refer other matters to a vote of member institutions.

Article III: Board Authority and Responsibility

Section 1. Identity of the Board.

The board of directors of HLC shall be called the Board of Trustees (hereinafter, “the Board”).

Section 2. Powers and Duties of the Board.

To fulfill its purposes, the Board holds these powers and duties:

A. Corporate

To oversee and manage the business affairs of HLC.

1. To manage the financial affairs of HLC, including establishing a budget, contracting for and reviewing an annual external financial audit, assuring prudent investment of HLC’s financial resources, overseeing any benefits and retirement plans, developing and adopting policies related to business and financial practices, and receiving gifts and grants to support HLC activities.
2. To authorize or ratify the execution of contracts, agreements and other financial and legal instruments in the name of HLC, including determining who shall be authorized on HLC’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness, and contracts; or to execute and deliver other documents and instruments. The Board may require persons so authorized to give security for faithful performance of their duties.
3. To employ and terminate the Chief Executive Officer of HLC and such other persons as may be appropriate.
4. To establish and oversee HLC’s strategic directions in coordination with the chief executive officer.
5. To develop policies and procedures regarding the obligations and conduct of Trustees, including with respect to objectivity and conflict of interest. These policies and procedures shall be set forth in a Trustee Policies Manual. Adoption or amendment of policies and procedures contained in the Trustee Policies Manual may be conducted in whatever format or manner the Board determines appropriate, as stated therein.

B. Accreditation

1. To establish policies containing standards, criteria and requirements which, when met, entitle educational institutions to receive and maintain accreditation or candidacy.
2. To establish other policies and procedures for member institutions.

3. To establish policies to ensure HLC remains in compliance with applicable legal requirements.
4. To take accreditation actions regarding member institutions when required by HLC policy.
5. To stimulate quality and institutional improvement in member institutions.
6. To ensure appropriate dissemination of information about HLC policies, procedures, and activities. With the exception of policies necessary to ensure HLC remains in compliance with applicable legal requirements, the Board will not adopt or amend an accreditation policy unless the new or revised policy has been preliminarily voted on by the Board and then circulated in writing to all member institutions for a comment period of not less than sixty (60) days. The Board will consider the comments before action is taken. All accreditation policies adopted by the Board shall be in writing and available to member institutions.

Article IV: Membership of the Board

Section 1. Eligibility for Board Service.

There shall be three categories of Trustees.

- a. **Member Institution Trustees.** Member Institution Trustees are Trustees who are employees of member institutions or of a system that encompasses at least one member institution of HLC.
- b. **Public Member Trustees.** Public Member Trustees are Trustees who are representative of the public in order to meet the minimum number of public members established in Section 2. Public Member Trustees shall not (i) be an employee, member of the governing board, owner, or shareholder of, or consultant to a member institution or an institution that has applied for membership with HLC or (ii) have a spouse, parent, child, or sibling who is an employee, member of the governing board, owner, or shareholder of, or consultant to a member institution or an institution that has applied for membership with HLC. All Public Member Trustees shall reside or have a principal place of employment within the area of HLC's Jurisdiction as articulated in Article II, Section 2.
- c. **Other Trustees.** Other Trustees may include other individuals including, for example, individuals associated with institutions of higher education that are not HLC members or individuals who are otherwise involved in higher education. All Other Trustees shall reside or have a principal place of employment within the area of HLC's Jurisdiction as articulated in Article II, Section 2. The Board is not required to have Other Trustees.

Section 2. Structure of the Board.

The Board shall be comprised of no fewer than sixteen (16) and no more than twenty-one (21) Trustees. If possible, the Board will consist of an odd number of Trustees. The Trustees shall be broadly diverse. Member Institution Trustees shall be broadly representative of member institutions. At least one (1) of every seven (7) Trustees shall be Public Member Trustees. No more than one (1) of every fourteen (14) Trustees shall be Other Trustees. The chief executive officer of HLC shall be an ex-officio member of the Board without the power to vote.

Section 3. Terms of Office.

Each Trustee shall serve a term of four (4) years with an option to extend for subsequent terms of two (2) years upon approval of the Board, for a total of no more than twelve (12) years of service as a Trustee altogether. Terms shall begin on September 1.

Section 4. Resignations.

A Trustee may resign at any time upon written notification to the Board chair. Such resignation becomes effective when delivered unless the Board chair and the resigning Trustee set an alternative effective date.

Section 5. Removal.

A Trustee may be removed with or without cause upon recommendation of the majority of the Board and upon the subsequent affirmative vote of two-thirds (2/3) of member institutions voting. A Trustee shall automatically be subject to a vote by member institutions for removal upon the loss of eligibility for service as defined in Section 1 of this Article, unless the Trustee voluntarily resigns. Voting shall follow the procedures detailed below in Article V, Section 1, with the exception that the ballot for a vote by member institutions to remove a Trustee shall remain open for at least twenty (20) days.

Section 6. Vacancies.

When a vacancy on the Board occurs, the Board may at its discretion appoint a successor by majority vote of the Board. That successor shall serve the remainder of the unexpired term. A Trustee appointed by majority vote of the Board to fill a vacancy may stand for election to a full term if nominated by the nominating committee provided such election does not extend the Trustee's service beyond the term limit as defined in Section 3 of this Article.

Article V: Election of the Board

Section 1. Election.

Member institutions shall elect all Trustees, except Trustees appointed by a majority vote of the Board to fill a vacancy. The vote shall be conducted without a meeting. Each member institution shall receive a ballot, which may be provided electronically. Balloting may be conducted through any means that guarantees the confidentiality of the vote. The ballot shall remain open for at least five (5) days. If a quorum of one-twentieth (1/20) of member institutions cast ballots, the election will be decided by a majority of those members. Each member institution shall be eligible to cast one (1) vote through its chief executive officer.

Section 2. Nominations.

A nominating committee comprised of Trustees will nominate a slate of nominees to stand for election to the Board, providing assurance that the Board will be broadly diverse and that Member Institution Trustees will be broadly representative of member institutions. The Board will solicit nominations from member institutions as part of the nomination process. The pool of nominees also will be available in the event that the Board needs to fill a vacancy in an unexpired term.

Article VI: Meetings and Action of the Board

Section 1. Types of Meetings.

The Board shall have two types of meetings: regular meetings and special meetings. The Board shall conduct at least two (2) regular meetings each year. The regular meetings shall be at a location and time designated by the Board. Such meetings may take place in any format that allows Trustees to communicate simultaneously with one another, including but not limited to teleconference, videoconference or in-person. At least one regular meeting each year will be in-person, unless required otherwise by an emergency. A special meeting can be called by the chair of the Board or on the written request of one-quarter (1/4) of Trustees.

Section 2. Conduct of Meetings.

Participation in Board meetings is limited to Trustees, HLC staff, and others expressly invited by the Board to participate. As defined in policies adopted by the Board, the Board may meet in executive session. All discussion and decisions about institutions, personnel or other confidential matters shall be conducted in executive session.

Section 3. Quorum.

A quorum of half (1/2) of the Trustees is required when the Board conducts business. For the purpose of determining whether there is a quorum for action taken at a meeting, attendance shall be defined as either physical presence or as participation by any other means that allows Trustees to communicate simultaneously with other Trustees. For the purpose of determining whether there is a quorum for action taken through a means other than a meeting, attendance shall be defined as participation in the voting process. The presence of ex-officio members shall not be counted in determining whether a quorum exists.

Section 4. Notice of Meetings.

Written notice of a meeting of the Board shall be provided to each Trustee at least fourteen (14) days in advance of the meeting, and may be provided to other persons by publication (print or electronic) or in response to inquiry. The written notice of the meeting shall state the time and place or mode by which the meeting will be conducted. Written notice may be provided to Trustees electronically. Where a meeting will consider the removal of an officer or Trustee, such written notice of the meeting to Trustees will contain notification of the proposed removal, and such notification will be provided at least twenty (20) days before the meeting.

In case of an emergency or where the Board, in its sole discretion, identifies an urgent matter requiring its prompt attention, the Board may hold a meeting with less than fourteen (14) days notice, provided there is agreement by two-thirds (2/3) of the full Board to waive such notice.

A member of the Board who attends a meeting waives objection to lack of notice or defective notice unless the Trustee objects at the beginning of the meeting to holding the meeting or to the transaction of business.

Section 5. Action at a Meeting

Unless otherwise stated in these Bylaws, the Trustee Policies Manual, or as otherwise required by law, action of the Board at a meeting shall be determined by a majority of the Trustees voting.

Section 6. Action Without a Meeting.

The Board may also conduct business and take action via any means, such as an electronic ballot, that allows for the Board to review the relevant materials and to comment. A Trustee is entitled to vote on business conducted outside of a meeting if they receive materials related to the vote and do in fact vote within the time frame set forth for the vote. Action taken by the Board outside of a meeting must be determined by unanimous consent of all Trustees entitled to vote.

Section 7. Minutes of the Board Meeting and Record of Actions.

The Board shall prepare and maintain minutes of the Board meetings and a permanent record of all its actions. It shall distribute the minutes and the record or make them available upon request for inspection to member institutions and to such others as the Board may designate.

Article VII: HLC Officers

Section 1. Structure.

The officers of HLC shall include a chair, a vice chair who serves as the secretary of HLC and who is also the chair-elect, a treasurer, a chief executive officer and other officers as the chief executive officer deems necessary for the proper management of HLC.

The chair, vice chair and treasurer shall be Trustees.

The chief executive officer shall be appointed and retained in accordance with Article IX and shall be an ex-officio member of the Board.

Each other employee who is appointed by the chief executive officer as an officer shall hold such role at the chief executive officer's pleasure and shall have such powers and perform such duties as may be assigned by the chief executive officer or the Board.

Section 2. Terms of Office.

The term of office of the chair, vice chair and treasurer shall be two (2) years, commencing on September 1 following their election. When a Trustee is elected as an officer, the term of that person as a Trustee shall, upon approval of the Board, be extended so long as that person otherwise meets the requirements for service as a Trustee and does not otherwise exceed the term limit as defined in Article IV, Section 3.

Section 3. Election of Trustee Officers.

The chair, vice chair and treasurer shall be elected from among the Trustees by majority vote of the Board.

Section 4. Duties of Trustee Officers.

The chair shall preside at all meetings of the Board and shall perform other duties required by these Bylaws or customary to the office. The vice chair shall perform the duties of the chair in the absence of the chair and shall perform other duties required by these Bylaws or customary to the office. The treasurer shall perform duties as required by these Bylaws or customary to the office.

Section 5. Resignations.

If a Trustee who is an officer wishes to resign as an officer, that officer shall submit a written notification to the chair (or, in the case of the chair's resignation, to the vice chair). Such resignation becomes effective when delivered unless the chair (or, in the case of the chair's resignation, the vice chair) and the resigning officer set an alternative effective date.

Section 6. Removal of Officers.

A Trustee who is an officer can be removed as an officer at any time by an affirmative vote of two-thirds (2/3) of the Trustees participating in a meeting of the Board.

If the chief executive officer is no longer employed by HLC as the chief executive officer they shall automatically be removed as an officer.

Any employee appointed by the chief executive officer to serve as an officer may be removed as an officer at any time by the chief executive officer.

Section 7. Vacancies.

If there is a temporary vacancy of a Trustee officer, a temporary replacement for that officer may be elected by a majority of the Board as needed. If there is a temporary vacancy of the chair, the vice chair shall perform the duties of the chair. If the vice chair is unable to perform those duties, the Board may at its discretion elect another Trustee to act in place of the chair until such time as the chair resumes those duties.

If there is a permanent vacancy of a Trustee officer, a replacement for that officer shall be elected by a majority vote of the Board to complete the remainder of that term.

In the case of a permanent vacancy of the chair, the vice chair shall succeed to the office of chair to complete the remainder of that term. If the vice chair chooses not to fill a vacancy in the position of the chair, then a chair shall be elected by a majority vote of the Board to complete the remainder of that term.

Article VIII: Committees of the Board

Section 1. Executive Committee.

There shall be an Executive Committee of the Board consisting of at least five (5) Trustees including the chair, vice chair, treasurer, and chairs of all standing Board committees. The Executive Committee is authorized by the Board to act for the Board between meetings of the Board, except in such areas excluded by these Bylaws or Board policy. However, the Executive Committee may not act for the Board on the following: taking actions on member institutions; employing or terminating the chief executive

officer; approving or revising policy; altering the Board-established budget; initiating litigation; filling vacancies on the Board or on any of its committees; electing or removing any Trustee officer or Trustee; or taking any other action expressly prohibited by law. All actions by the Executive Committee shall be reported to the Board no later than at its next meeting.

Section 2. Standing Committees.

The Board may establish such standing committees as it determines are necessary to fulfill its responsibilities. The Board will elect members of standing committees. The chair of each standing committee must be a Trustee, and the majority of the committee members must be Trustees. The Board will define in policy the composition, charge, and powers of these committees.

Section 3. Ad Hoc Study Groups and Task Forces.

The Board may establish ad hoc study groups and task forces to conduct research, provide advice, and make other recommendations for Board consideration. In establishing these study groups and task forces, the Board shall set and revise as needed the time and budget, provide the charge, and name the members in writing.

Article IX: Chief Executive Officer

Section 1. Employment.

The Board shall employ a chief executive officer of HLC, who shall be a full-time employee of HLC. The Board shall review the performance of the chief executive officer annually and it shall have the power to terminate the chief executive officer. The chief executive officer shall have such title as the Board shall designate, and shall serve such term of office, with such compensation and under such conditions of employment, as the Board shall determine in writing.

Section 2. Duties and Responsibilities.

In keeping with the goals and objectives established by the Board, the chief executive officer shall provide leadership for the organization and shall have the authority and the responsibility for managing the activities of HLC. The chief executive officer has the authority to employ and to terminate all HLC staff as well as to execute documents on behalf of the Board and HLC that are consistent with the direction of the Board as well as the best interests of the organization. The chief executive officer will be the chief advisor to, and the principal agent of, the Board.

Article X: Amendments to the HLC Bylaws

The HLC Bylaws may be amended by action of the Board only after the proposed amendment has been preliminarily voted on by the Board and then circulated in writing to all member institutions for a comment period of not less than sixty (60) days. After considering the comments, the Board may adopt the amendment by a vote of no fewer than half (1/2) of the Trustees, including conforming changes as applicable.

Article XI: Controlling Law and Forum

Any disputes, claims, and causes of action arising out of the operation, management, and conduct of HLC by its officers, Board, or staff or arising out of the interpretation of the Bylaws, resolutions, and policies of the Board, or arising out of accrediting actions, shall be controlled and governed by the laws of Illinois.

The forum for such disputes, claims, and causes of action shall be the state or federal court of competent jurisdiction located in Cook County, Illinois.

Article XII: Indemnification

To the fullest extent permissible by law, HLC shall indemnify and hold harmless each Trustee, officer, employee, peer reviewer, member of an HLC decision-making body, or other person acting on behalf of HLC (“Indemnified Person”) against and from all loss, cost, and expense (including attorney’s fees) actually and reasonably incurred by such Indemnified Person in the payment, defense, or settlement of any threatened, pending or actual claim, suit, or proceeding brought against such Indemnified Person (other than action by or in the right of HLC) because they are or were an Indemnified Person acting on behalf of HLC. The rights specified in this Section shall apply whether or not such Indemnified Person continues to act in such a capacity at the time the loss, cost, or expense is incurred.

To the fullest extent permissible by law, the rights specified in this section shall apply to those Indemnified Persons whom the Board determines, by a majority vote of a quorum of disinterested Trustees, acted in good faith and in HLC’s best interest. However, such rights shall not apply in relation to any matters as to which any such Indemnified Person shall be finally adjudged in such claim, suit, or proceeding to be liable for willful misconduct.

HLC may authorize the purchase and maintenance of insurance on behalf of such Indemnified Person and HLC against any liability that arises from their actions in such capacities.

Article XIII: Corporate Seal

Any corporate seal adopted shall be in such form as may be approved by the Board.

Article XIV: Books and Records

HLC shall keep in its offices correct and complete records of the accounts and transactions of HLC and a current list of the members, Trustees, and officers of HLC. Such books and records may be in written form or in any other form capable of ready conversion to written or printed form.

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