

BYLAWS
OF
ASSOCIATION OF COLLEGE COUNSELORS IN INDEPENDENT SCHOOLS, INC.
INCORPORATED UNDER THE LAWS OF THE
COMMONWEALTH OF MASSACHUSETTS

ARTICLE 1
OFFICES AND RECORDS

Section 1.1. **PRINCIPAL OFFICE.** The principal office of Association of College Counselors in Independent Schools, Inc. (the “Association”) shall originally be located at 83 Shirley Road, Groton, MA 01450-1706. The Association may relocate such office and have such other offices, either within or without the Commonwealth of Massachusetts, as the Board of Directors may designate.

Section 1.2. **BOOKS AND RECORDS.** The original, or attested copies, of the Association’s Articles of Organization, Bylaws, and records of all meetings of incorporators and Members shall be kept in the Commonwealth of Massachusetts by the Association for inspection by its Members at its principal office or at the principal office of its Secretary or of its resident agent. Said copies and records need not all be kept in the same office.

ARTICLE II
MEMBERS

Section 2.1. **DEFINITIONS.** In these Bylaws, the term “College Counselor” means the person employed by an independent secondary school charged with primary responsibility for guiding students in planning for the postsecondary process. “Independent secondary school” means a not-for profit secondary school accredited by an educational agency.

Section 2.2. **MEMBERS.** There shall be three classes of members. Membership in the first two classes, Founding Schools and Members, shall be limited to independent secondary schools, each of which shall be represented in the Association by its College Counselor. Membership in the third class, Associate Members, shall be limited to the persons or entities described in Section 2.2(d) of these Bylaws.

- (a) **Founding Schools.** Membership in this class shall be limited to those independent secondary schools that (i) are members of both the National Association of Independent Schools and the National Association for College Admission Counseling, and (ii) agree on or before June 30, 2008 to become founding members of the Association, which shall require the payment of \$9,000 in dues, payable in three installments, for the period from the formation of the Association through June 30, 2010. Founding Schools shall be entitled to vote in accordance with Section 2.13 of these Bylaws.

- (b) **Members.** Membership in this class shall be limited to independent secondary schools that (i) are members of both the National Association of Independent Schools (“NAIS”) and the National Association for College Admission Counseling (“NACAC”), (ii) pay to the Association the annual dues in effect from time to time. Members shall be entitled to vote in accordance with Section 2.13 of these Bylaws.
- (c) **Context.** The use of the term “Members” in these Bylaws collectively includes the Founding Schools described in Section 2.2(a), and the Members described in Section 2.2(b) of these Bylaws, except where these Bylaws specifically provide disparate voting rights for Founding Schools and Members.
- (d) **Associate Members.** Associate, non-voting membership may be extended to persons or entities who share in the mission of ACCIS (i) upon completion of an application that satisfies the criteria established from time to time by the Executive Committee and approved by the Board of Directors, and (ii) who or which pay to the Association the annual dues in effect from time to time. Associate Members may participate in discussions of matters before the Association but shall not be entitled to vote on any Association matters.

Section 2.3. DUES. The Board of Directors shall approve from time to time the annual dues for Members and for Associate Members. For the fiscal year of the Association beginning July 1, 2010 and the fiscal years thereafter, the annual dues for a Founding School shall be the same as the dues for a Member. Annual dues for Associate Members need not be the same amount as the annual dues for Members. Dues shall not be prorated for any partial fiscal period, provided that the dues of any school that becomes a Member of the Association before June 30, 2007 shall cover the period ending June 30, 2008.

Section 2.4. REMOVAL OF MEMBERS. The Board of Directors, upon the written recommendation of the Executive Committee, may suspend or remove a Founding School from the Association, after giving the Founding School notice and an opportunity to be heard in accordance with procedures adopted by the Board of Directors from time to time, if the Founding School (i) is no longer a member of both of the NAIS and NACAC, (ii) does not abide by the policies and procedures of the Association, or (iii) fails to abide by both the NAIS Principles of Good Practice and the NACAC Statement of Principles of Good Practice, each as in effect from time to time. The Executive Committee may remove a Member if the Member (i) is no longer a member of both of the NAIS and NACAC, (ii) does not abide by the policies and procedures of the Association, or (iii) fails to abide by both the NAIS Principles of Good Practice and the NACAC Statement of Principles of Good Practice, each as in effect from time to time. The Board of Directors may vote to remove an Associate Member at any time for failure to abide by the principles of the organization. The Executive Committee may remove a Founding School, a Member, or any Associate Member for failure to pay dues within the time periods required by Association policy approved by the Board of Directors and in effect from time to time.

Section 2.5. ASSOCIATION EVENTS. Participation in Association Events shall be limited to Founding School members, Members, Associate Members, College Counselors, administrators

and faculty of independent secondary schools and post-secondary schools, and the guests of the Association invited in accordance with Association policy approved by the Executive Committee from time to time. Subject to Sections 2.10 and 2.11 of these Bylaws, in the case of an unexpected or uncontrollable event, with the consent of a majority of the Executive Committee, the Executive Director may cancel or postpone an Association event.

Section 2.6. **FIRST MEETING.** Unless Directors are elected by unanimous written consent of the Members, by class as provided in Section 3.2 of these Bylaws, there shall be a first annual meeting of the Members within the United States on or before March 31, 2007 for the purpose of electing the directors of the Association described in Section 3.2 of these Bylaws, the Executive Director under Section 5.1 of these Bylaws, and Executive Committee members under Section 6.1 of these Bylaws. The Secretary of the Association shall file in the office of the Commonwealth of Massachusetts Secretary of State a certificate of such change in the membership of the Board of Directors and in the Executive Director as required by law.

Section 2.7. **SUBSEQUENT ANNUAL MEETINGS.** Unless Directors are elected by unanimous written consent of the Members, by class as provided in Section 3.2 of these Bylaws, in lieu of an annual meeting as permitted by law, an annual meeting of Members shall be held for the election of Directors at such date, time and place within the United States as may be designated by resolution of the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 2.8. **SPECIAL MEETINGS.** Special meetings of the Members may be called within the United States by the Executive Director or by a majority of the members of the Board of Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of Members representing at least ten (10) percent of the smallest quorum of Members required for a vote upon any matter at the annual meeting of Members. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial Court or the superior court, upon application of said number of Members, shall have jurisdiction in equity to authorize one or more of such Members to call a meeting by giving notice as is required by law.

Section 2.9. **NOTICE OF MEETINGS.** A written notice of the place, date and hour of all meetings of Members stating the purposes of the meeting shall be given by the Secretary (or other person authorized by these Bylaws or empowered pursuant to Section 2.8 of these Bylaws) at least seven days before the meeting to each Member entitled to vote thereat and to each Member, if any, who, under the Articles of Organization or under these Bylaws, is entitled to such notice, by leaving such notice with him or her or at his or her residence or usual place of business, or by mailing it, postage prepaid, or by email, and addressed to such Member at the Member's postal or email address as it appears in the records of the Association.

Section 2.10. **ADJOURNMENTS.** Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Association may transact any business which might have been transacted at the original meeting. If the adjournment is for more than

thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting.

Section 2.11. QUORUM. Except as otherwise provided by law, the Articles of Organization or these Bylaws, at each meeting of Members the presence in person or by proxy by fifteen percent (15%) percent of the Members entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the Members so present may, by majority vote, adjourn the meeting from time to time in the manner provided in Section 2.10 of these Bylaws until a quorum shall attend.

Section 2.12. ORGANIZATION. Meetings of Members shall be presided over by the Executive Director or, in his or her absence, by the Vice-Chairperson of the Executive Committee and, in the absence of both, by a chair chosen by the Executive Committee. The Secretary shall act as secretary of the meeting. In the absence of the Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting.

Section 2.13. VOTING.

- (a) Except as otherwise provided by law, the Articles of Organization, or these Bylaws, for any corporate action the affirmative vote of the majority the Members entitled to vote on that matter and represented either in person or by proxy at a meeting of Members at which a quorum is present shall be the act of the Members of the Association. Where a matter is required to be voted on by one class of Members and not another, for such action the affirmative vote of the majority the members of that class entitled to vote on that matter and represented either in person or by proxy at a meeting of members of that class at which a quorum is present shall be the act of the members of that Class.
- (b) Only Founding Schools may vote for the Directors described in Section 3.2(a) of these Bylaws and for the members of the Executive Committee described in Sections 6.1(a) and (b) of these Bylaws. Only Members may vote for the Directors described in Section 3.2(b) of these Bylaws and for the Executive Committee members described in Section 6.1(c) of these Bylaws. Each such position shall be filled by majority of the votes cast by members of the applicable class in the election at a meeting at which a quorum is present in person or by proxy.
- (c) Each Member entitled to vote shall have the right to vote once for as many persons as there are Directors or other persons to be elected by the class to which the Member belongs. Each Member of the Association shall have one vote in each other matter placed before the Members.
- (d) A Member shall be in good standing, and entitled to vote on any matter placed before the members of its class at a meeting of the Members and entitled to consent or dissent on matters placed before the Members of its class in lieu of a meeting of the Members, if the Member has not been suspended or removed from the Association under Section 2.4 of these Bylaws.

- (e) Voting on any matter before the Membership may be executed by electronic vote and/or electronic proxy provided all procedures outlined above and in 2.14 are followed.

Section 2.14. PROXIES. Each Member entitled to vote or to express consent or dissent without a meeting may do so either in person or by proxy. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest with the challenger.

Section 2.15. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 2.16. FIXING DATE FOR DETERMINATION OF MEMBERS OF RECORD. In order that the Association may determine the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (i) in the case of determination of Members entitled to vote at any meeting of Members or adjournment thereof, shall, unless otherwise required by law, be not more than sixty (60) nor less than ten (10) days before the date of such meeting, and (ii) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (i) the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, and (ii) the record date for determining Members for any other purpose shall be at close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 2.17. CONDUCT OF MEETINGS. The Board of Directors of the Association may adopt by resolution such rules and regulations for the conduct of the meetings of Members as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chairperson of any meeting of Members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairperson of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to Members of record of the Association, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (iv) restrictions

on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairperson of the meeting, meetings of Members shall not be required to be held in accordance with the rules of parliamentary procedure.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. GENERAL POWERS. The business and affairs of the Association shall be managed by or under the direction of its Board of Directors. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by law, the Articles of Organization or by these Bylaws required to be exercised or done by the Members or the Executive Committee.

Section 3.2. NUMBER; QUALIFICATIONS. From the date of the first meeting of the incorporator, adopting the Articles of Organization and these Bylaws, until the date of the first annual meeting of Members under Section 2.6 of these Bylaws, there shall be one director. Thereafter, the Board of Directors shall consist of not less than seven or more than fifteen, the exact number to be determined from time to time by the Members voting in separate classes, provided, however, that (i) there shall always be an odd number of voting Directors, (ii) the Executive Director shall be a non-voting member of the Board of Directors, whose membership shall be excluded in determining whether a quorum is present and when calculating a majority of the members of the Board of Directors under these Bylaws, (iii) the existence of vacancies in the offices of one or more of the directors next identified shall not invalidate or otherwise affect any action taken by the Board of Directors, (iv) there shall always be a majority of directors from Member institutions, (v) the Board Chair shall be an ACCIS Member, (vi) the Board Chair shall be elected by a simple majority of the directors. The directors shall be the following:

- (a) two (2) shall be College Counselors from the Founding Schools, who shall be elected by majority vote of the Founding Schools represented either in person or by proxy at a meeting of Members at which a quorum is present, voting as a class;
- (b) three (3) shall be College Counselors at schools other than the Founding Schools, who shall be elected by majority of the Members, represented either in person or by proxy at a meeting of Members at which a quorum is present, voting as a class;
- (c) one (1) person, who need not be a Member, with business expertise in financial matters;
- (d) one (1) person, who need not be a Member, with legal expertise;
- (e) one or more person(s) who need not be a Member, with other expertise deemed vital to the directors as determined by the Executive Committee or the Executive Director.

Notwithstanding any provisions of these Bylaws to the contrary, (i) if at the first annual meeting of Members held under Section 2.6 of these Bylaws, the Members cannot fill the directorships

with persons with the requisite qualifications, a majority of Directors then in office may from time to time fill any vacancies with persons with the requisite qualifications for interim terms ending at the first subsequent annual meeting of the Members or until their successors are duly elected and qualified, and (ii) no increase in the number of directors shall be approved by the Members except by the affirmative vote of at least sixty (60) percent of the Founding Schools and at least sixty (60) percent of the Member schools entitled to vote on the increase and represented either in person or by proxy at a meeting of Members at which a quorum is present. No Director need be a resident of the Commonwealth of Massachusetts.

Section 3.3. ELECTION; RESIGNATION. The Board of Directors elected at the first meeting of Members under Section 2.6 of these Bylaws, shall hold office until the later of the first subsequent annual meeting of Members or until their successors have been duly elected and qualified. Thereafter, each Director will be elected at the annual meeting of Members and shall hold office for a term of three years or until his or her death, resignation or removal. Any Director may resign at any time upon notice given in writing to the Board of Directors, the Executive Director, or the Secretary of the Association. Such resignation shall be effective upon receipt unless the notice specifies a later time for that resignation to become effective.

Section 3.4. VACANCIES. Any vacancy occurring in the Board of Directors by reason of death, resignation, retirement, disqualification, removal from office or any other cause shall be filled by a majority the Directors then in office at any regular or special meeting of the Board of Directors. The appointee shall hold office until the expiration of the term of office of the Director whom he or she has replaced or until his or her successor is elected and qualified. Any newly created directorship resulting from an increase in the authorized number of Directors shall be filled by election by the Members at a meeting duly called for that purpose or by written consent in lieu of a meeting under Section 2.15 of these Bylaws. Each Director so elected shall hold office until the later of the next annual meeting of Members or until his or her successor has been duly elected and qualified. No decrease in the number of Directors constituting the whole Board shall shorten the term of any incumbent Director.

Section 3.5. FIRST MEETING. Immediately after the first meeting of Members held under Section 2.6 of these Bylaws, the Board of Directors shall hold a meeting to select the Executive Director, the Treasurer, and the Secretary. The Secretary of the Association shall file in the office of the Commonwealth of Massachusetts Secretary of State a certificate of such change in the membership of the Board of Directors as required by law.

Section 3.6. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held in such places within the United States and at such times as the Board of Directors may from time to time determine, and if so determined notices thereof need not be given.

Section 3.7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time or place within the United States whenever called by any member of the Board of the Directors or by the Executive Director. Notice of the date, time and place of a special meeting of the Board of Directors shall be delivered to each Director by the person or persons calling the meeting personally, by email, by telephone, by first-class mail or telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the

Association. If the notice is mailed, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. If the notice is delivered personally or by telephone, such notice shall be transmitted at least twenty-four hours before the time of holding of the special meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director.

Section 3.8. WAIVER OF NOTICE. Notice of a meeting need not be given to any Director, if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

Section 3.9. CONSENTS IN LIEU OF MEETINGS. Any action required or permitted to be taken at any meeting of the Directors or any committee thereof may be taken without a meeting if all the Directors or committee members, as the case may be, consent to the action in writing and the written consents are filed with the records of the meetings of Directors or the committee. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.10. TELEPHONIC MEETINGS PERMITTED. Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 3.11. QUORUM; VOTE REQUIRED FOR ACTION; ADJOURNMENT. A majority of the directors then in office shall constitute a quorum. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law or the Articles of Organization or these Bylaws. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the time and place of an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four hours. If the meeting is adjourned for more than twenty-four hours, then notice of the time and place of the adjourned meeting shall be given in the manner specified in Section 3.7 to the Directors who were not present at the time of the adjournment.

Section 3.12. ORGANIZATION. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, if any, and if there not be a Chairperson of the Board and in the absence of the Chairperson of the Board, by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting. In the absence of the Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 3.13. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors. This Section 3.13 shall not be construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services.

Section 3.14. REMOVAL. One or more or all of the Directors of the Association may be removed with or without cause at any time by the affirmative vote of at least sixty percent (60%) of the Members represented either in person or by proxy at a meeting of Members called for that purpose at which a quorum present, provided, however, that (i) as to the Directors elected by Founding Schools under Section 3.2(a) of these Bylaws, such Directors may only be removed by the affirmative vote of at least sixty (60) percent of the Founding Schools represented either in person or by proxy at a meeting of Founding Schools called for that purpose at which a quorum present, and (ii) as to the Directors elected by Members under Section 3.2(b) of these Bylaws, such Directors may only be removed by the affirmative vote of at least sixty (60) percent of the Members entitled to vote on the amendment and represented either in person or by proxy at a meeting of Members called for that purpose at which a quorum is present.

ARTICLE IV COMMITTEES

Section 4.1. COMMITTEES. The Board of Directors shall provide for two committees, Budget and Finance, and Governance and Nominating, and may provide for other committees, all to be approved by the Board of Directors. The Governance and Nominating Committee shall be charged with evaluating the performance of officers and potential officers and nominating for the Board of Directors' consideration candidates for Association offices and Executive Committee membership, and shall have such other responsibilities that the Board of Directors assigns to it. The Board of Directors may delegate to any such committee or committees some or all of its powers, except, however, the power to:

- (a) change the principal office of the Association;
- (b) amend these Bylaws;
- (c) elect officers required by this statute to be elected by the Members or directors and to fill vacancies in any such offices;
- (f) change the number of the Board of Directors and to fill vacancies in the Board of Directors;
- (d) remove officers or Directors from office;
- (g) authorize any merger or dissolution of the Association.

The designation of any such committee and the delegation of any authority thereto shall not operate to relieve the Directors from any responsibility imposed upon them by law. Each Director shall be a member of at least one committee.

Section 4.2. COMMITTEE RULES. Except as otherwise provided in these Bylaws, or to the extent inconsistent with any rules and regulations governing the conduct of committee meetings adopted by the Board of Directors, the chairperson of each committee may determine the manner of conducting that committee's business, whether at a meeting or otherwise, and the number of committee members required to constitute a quorum or required to take specified types of action.

Section 4.3. MINUTES OF MEETINGS. All committees appointed in accordance with Section 4.1 shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association.

ARTICLE V OFFICERS

Section 5.1. DESIGNATIONS. The officers of the Association shall be: an Executive Director, who shall be the presiding officer of the Association with the powers, rights, obligations and responsibilities of the president under law; a Treasurer who may, but need not be, the chairperson of the Finance Committee described in Section 7.2 of these Bylaws; and a Secretary who shall be the recording officer of the corporation with the powers, rights, obligations and responsibilities of the clerk under law. The Board of Directors shall appoint all officers in accordance with these Bylaws, except that at the first meeting of Members under Section 2.6 the Founding Schools shall elect the first Executive Director by the affirmative vote of a majority of the Founding Schools represented either in person or by proxy. Any two or more offices may be held by the same individual.

Section 5.2. APPOINTMENT AND TERM OF OFFICE. Except for the Executive Director, the officers of the Association shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. Except for the Executive Director, each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal. The Executive Director shall serve a term of three years or until his or her successor shall have been appointed and qualified. Notwithstanding the foregoing, a majority of the Board of Directors then in office may remove any officer at any time with or without cause as provided in Section 5.7 of these Bylaws.

Section 5.3. POWERS AND DUTIES. The officers of the Association shall have the powers and duties set forth below:

(a) Executive Director: The Executive Director shall: conduct the business of the Association in a professional manner, focusing on the development of and adherence to Association mission, objectives, and policy; call and serve as the chairperson at meetings of the Association and Executive Committee; vote on issues before the Executive Committee only in the case of a tie vote; serve as the official spokesperson for the Association; advise, in concert with the Executive Committee, on the development of agendas for all business meetings of the Association; appoint members of ad hoc committees of the Association, subject to the approval of the Executive Committee; serve as an ex officio (non-voting) member of the Board of Directors; and shall generally be responsible for the proper conduct and the day to day operations of the business of the Association. He or she shall possess power to sign all certificates, contracts, and other instruments of the Association. He or she shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

(b) Secretary: The Secretary shall have the powers and responsibilities of a clerk under Massachusetts law. The Secretary shall be a resident of the Commonwealth of Massachusetts

unless the Association shall have a resident agent. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to his or her office, or are properly required of him or her by the Board of Directors.

(c) Treasurer. The Treasurer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and net assets. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall (1) deposit corporate funds and other valuables in the Association's name and to its credit with depositories designated by the Board of Directors; (2) make disbursements of corporate funds as authorized by the Board of Directors; (3) render a statement of the Association's financial condition and an account of all transactions conducted as whenever requested by the Executive Director or the Board of Directors; and (4) have other powers and perform other duties as properly prescribed by the Board of Directors or prescribed by these Bylaws.

Section 5.4. DELEGATION. In the case of the absence or inability to act of any officer of the Association and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may in its sole discretion select.

Section 5.5 VACANCIES. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board of Directors. The appointee shall hold office for the unexpired term and until his or her successor is duly elected and qualified.

Section 5.6. RESIGNATION. An officer may resign at any time by delivering written notice to the Association. Such notice shall be effective when delivered unless the notice specifies a later effective date.

Section 5.7. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office.

Section 5.8. BONDS. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI EXECUTIVE COMMITTEE

Section 6.1. APPOINTMENT AND TERM OF OFFICE. The members of the Executive Committee other than the Executive Director shall be elected at the First Meeting of the Members held pursuant to Section 2.6 of these Bylaws and shall each serve a term of three years, or until his or her successor shall have been appointed and qualified. In subsequent elections to

fill expiring terms, the Executive Committee members other than the Executive Director and the Vice Chair shall be nominated by the Internal Review Committee, subject to Board of Director approval, and elected by the Members. The Executive Director and the Vice-Chairperson of the Executive Committee shall be elected as provided in Sections 5.1 and 5.2 of these Bylaws, respectively. The Executive Committee members shall be the following:

- a) 8 (eight) shall be college counselors from either Founding or non-Founding schools who are not members of the Board of Directors, and who shall be elected by the Members, voting as a class, each to chair one of the Standing Committees described in Article VII of these By-laws or to serve as an at-large member;
- b) one (1) shall be a College Counselor from a Founding School who is not a member of the Board of Directors who shall be the Chair of the Founding Schools Committee, and who shall be elected by the Founding Schools voting as a class;
- c) 1 (one) shall be the Vice-Chair, who shall be a College Counselor who is not a member of the Board of Directors, nominated by the Executive Director-elect and confirmed by the Board of Directors. In the event that the appointment of Vice-Chair creates a vacancy on the Executive Committee, the Board of Directors shall fill that position as defined by section 6. 3 of these by-laws.

Notwithstanding the foregoing, if at the first meeting of Members, the Members cannot fill the seats on the Executive Committee described in Sections 6.1(a)-(c) with persons with the requisite qualifications, a majority of the Board of Directors may from time to time fill any vacancies with persons with the requisite qualifications for interim terms ending at the next annual meeting of the Members or until their successors are duly elected and qualified under Section 6.3.

Section 6.2. PURPOSE. The Executive Committee of the Association shall develop strategies and policies for approval of the Board of Directors and provide direction and administration of the Association. Members of the Executive Committee shall: assist the Executive Director; plan programs; create and maintain a budget for approval by the Board of Directors; coordinate the meetings of Members; maintain membership rosters; collect dues; represent and advocate for the Association and the profession; maintain working relationships with the Standing Committees of the Executive Committee, manage communication both within and outside of the Association, and perform such other duties as may from time to time be required of them by these Bylaws, the Board of Directors or the Executive Director.

Section 6.3. VACANCIES. Vacancies in the Executive Committee arising from any cause, other than those arising from a vacancy in the position of Executive Director or Vice-chairperson, may be filled by a majority of the Directors then in office at any regular or special meeting of the Board of Directors. The appointee shall hold office until the next annual meeting of the Members and until his or her successor is duly elected and qualified, at which annual meeting the then remaining term of the position that was vacated shall be filled by vote of the Members of the applicable class voting as a class. A vacancy in the position of the vice chairperson arising from any cause shall be filled by The Executive Director, who shall nominate a candidate to the Board of Directors for confirmation.

Section 6.4. RESIGNATION. An Executive Committee member may resign at any time by delivering written notice to the Executive Director. Such notice shall be effective when delivered unless the notice specifies a later effective date.

Section 6.5. REMOVAL. Any member of the Executive Committee may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office.

Section 6.6. VICE-CHAIRPERSON. The Vice-Chairperson shall preside over meetings of the Executive Committee and Members in the absence of the Executive Director and shall perform such other duties as are required of him or her by the Board of Directors or the Executive Director.

Section 6.7. QUORUM. A majority of the members of the Executive Committee then in office shall constitute a quorum. If a quorum is present, a majority of the members of the Executive Committee members present may take any action on behalf of the Executive Committee. A majority of Executive Committee members present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the time and place of an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four hours. If the meeting is adjourned for more than twenty-four hours, then notice of the time and place of the adjourned meeting shall be given to the Executive Committee members who were not present at least twenty-four hours in advance by telephone, fax or email.

Section 6.8. VOTING. An affirmative vote of the majority of Executive Committee members present at meeting at which a quorum is present shall be the act of the Executive Committee. Each Executive Committee member shall have one vote and the right to vote on all matters before the Executive Committee. The Executive Director shall vote only in the event of a tie in the vote of the members of the present at the meeting at which a quorum is present. The Executive Director's presence at a meeting of the Executive Committee shall, however, be included in determining whether a quorum is present and when calculating a majority of the members of the Board of Directors under these Bylaws

Section 6.9. CONDUCT OF MEETINGS. The Executive Committee may adopt by resolution such rules and regulations for the conduct of its meetings as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by Executive Committee, the chairperson of any Executive Committee meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting and need not hold the meeting in accordance with the rules of parliamentary procedure.

Section 6.10. TELEPHONIC MEETINGS PERMITTED. Members of the Executive Committee or any Standing Committee designated thereby may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6.11. INFORMAL ACTION. Any action required or permitted to be taken at any meeting of the Executive Committee or any Standing Committee may be taken without a meeting if all the members of such committee consent thereto in writing, including by fax or email, and the writings are filed with the minutes of proceedings of such committee.

Section 6.12. MINUTES. The Chairperson of the Executive Committee shall also cause to be kept regular minutes of Executive Committee meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association.

ARTICLE VII STANDING COMMITTEES

Section 7.1. IDENTIFICATION AND OPERATION. The Executive Committee shall have seven standing committees:

- (a) Finance;
- (b) Internal Review;
- (c) Program;
- (d) Communication;
- (e) Organizational Advancement;
- (f) Research;
- (g) Founding Schools.

Each Standing Committee shall be directed by a chairperson who is a College Counselor of a member school in good standing and who shall be responsible for the oversight and administration of the committee's responsibilities. Except to the extent inconsistent with such policies, procedures, rules and regulations as adopted by Executive Committee, the chairperson of each Standing Committee may determine the manner of conducting committee business, whether at a meeting or otherwise, and the number of members required to constitute a quorum or required to take specified types of action. The chairpersons of each Standing Committee shall also cause to be kept regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. Each committee chair shall present an annual written report to the Executive Director in the form prescribed by the Executive Director. These reports will be available to all Members.

Section 7.2. FINANCE COMMITTEE. The Finance Committee shall advise the Executive Committee on budgetary policy and issues, revenue generation, and membership dues and fees. This committee shall recommend a budget to the Board of Directors, assure quality of annual audits, and monitor the implementation and enforcement of investment strategies approved by the Board of Directors. This committee shall report to the Executive Committee and then to the Budget and Finance Committee of the Board of Directors.

Section 7.3. INTERNAL REVIEW COMMITTEE. The Internal Review committee shall evaluate and review governing documents and related policies and recommend amendments and improvements, including any recommendations for imposing requirements that particular matters

require the approval of more than a majority of the persons entitled to vote thereon. The committee shall make recommendations to the Governance and Nominating Committee of the Board of Directors for vacancies in the office of the Executive Director and for nominations for the chairs of the Standing Committees. This committee shall report to the Executive Committee and then to the Governance and Nominating Committee of the Board of Directors.

Section 7.4. PROGRAM COMMITTEE. The Program Committee shall coordinate the details of any programs sponsored or to be considered for sponsorship by the Association, including without limitation, the annual meeting of Members, a Summer Institute, and regional and national workshops. The Program Committee shall also establish, with the approval of the Executive Committee, and then coordinate a professional development and mentoring program for Members new to the college counseling profession. This committee shall report to the Executive Committee.

Section 7.5. COMMUNICATION COMMITTEE. The Communication Committee shall provide guidance in content development of major association publications in print and electronic media. The committee will provide a professional voice for the College Counselors in the regional, national, and global dialogue through conference presentations, journal articles, and for the Executive Director as the spokesperson for the Association, media responses. The committee shall develop appropriate means of communication with Association members and develop and manage communication using all available technology. This committee shall report to the Executive Committee.

Section 7.6. ORGANIZATIONAL ADVANCEMENT. The Organizational Advancement Committee shall create marketing strategies to support and advance the work of College Counselors, their schools, and the profession, which strategies shall include, without limitation, developing relationships with professional associations, foundations, corporations, colleges and universities, and individuals. This committee shall report to the Executive Committee.

Section 7.7. RESEARCH COMMITTEE. The Research Committee shall oversee and coordinate all research and education initiatives, conduct surveys to collect data about national and international issues in education, analyze trends, disseminate conclusions, and function as a clearinghouse for related information. This committee shall report to the Executive Committee.

Section 7.8. FOUNDING SCHOOLS COMMITTEE. Only Founding Schools in good standing may be members of this Committee. The Founding Schools Committee shall be responsible for developing strategic and business plans for the Association and oversight of the implementation of those plans once approved by the Board of Directors. This committee shall report to the Executive Committee and then to the Board of Directors.

ARTICLE VIII ADVISORY COUNCIL

Section 8.1. ADVISORY COUNCIL. The Executive Committee may provide for an Advisory Council made up of individuals who shall serve in a consulting capacity to the Executive Committee and the Board of Directors. The Advisory Council shall consist of a minimum of

three advisors and any number of outside consultants. The advisors shall include three educational leaders who are not Members and may include, without limitation, a representative from a post-secondary institution, a head of a Member school, or a head of a similar nonprofit professional organization working to advance the interests of students of independent schools.

ARTICLE IX INDEMNIFICATION

Section 9.1. **RIGHT TO INDEMNIFICATION.** The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered, judgments, fines and amounts paid in settlement and expenses (including attorneys’ fees) actually and reasonably incurred by such person. Notwithstanding the preceding sentence, the Association shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors of the Association.

Section 9.2. **PREPAYMENT OF EXPENSES.** The Association shall pay the expenses (including attorneys’ fees) incurred in defending any proceedings in advance of its final disposition; provided, however, that the payment of expenses incurred by a Director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Director or officer to repay all amounts advanced if it should be ultimately determined that the Director or officer is not entitled to be indemnified under this Article IX or otherwise.

Section 9.3. **NONEXCLUSIVITY OF RIGHTS.** The rights conferred on any person by this Article IX shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement, vote of Members or Directors or otherwise.

Section 9.4. **OTHER INDEMNIFICATION.** The Association’s obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.

Section 9.5. **AMENDMENT OR REPEAL.** Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 9.6. The Executive Director, in consultation with the Executive Committee, may, within the infancy of the organization, and for a period of time not exceeding the first three years, expand or alter the committee structure and shift personnel across and within committees, in order to propel the organization forward. The Executive Committee may decide to expand the period of infancy for a further two years, pending a vote to be held prior to the expiration of the initial three years.

ARTICLE X MISCELLANEOUS

Section 10.1. CORPORATE SEAL. The corporate seal shall have the name of the Association inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors or the Executive Director.

Section 10.2. WAIVER OF NOTICE OF MEETINGS OF MEMBERS, DIRECTORS AND COMMITTEES. Whenever notice of a meeting is required to be given to a Member under law, the Articles of Organization or these Bylaws, a written waiver thereof, executed before or after the meeting by such Member or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 10.3. INTERESTED DIRECTORS; QUORUM. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or the committee, and the Board of Directors or the committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Members; or (iii) the contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the Members. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 10.4. BOOKS AND RECORDS. The Association shall maintain appropriate accounting records and shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors. In addition the Association shall keep at its principal place of business a record of its Members, giving the names and addresses of all Members.

Section 10.5. AMENDMENT OF BYLAWS. The power to make, amend or repeal these Bylaws shall be in the Members, provided however, that the Board of Directors may also make, amend or repeal these Bylaws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or these Bylaws requires action by the members. Not later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Board of Directors of any bylaw, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending these Bylaws. Any bylaw adopted by the Board of Directors may be amended or repealed by the Members.

Section 10.6. VOTING: ARTICLES AND BYLAW AMENDMENTS. No vote by the Members to amend the Association's Articles of Organization or these Bylaws shall be effective unless the amendment is approved the affirmative vote of at least sixty (60) percent of the Founding Schools and at least sixty (60) percent of the Member schools entitled to vote on the amendment and represented either in person or by proxy at a meeting of Members at which a quorum is present.

Section 10.7. DISSOLUTION. The affirmative vote of a majority of the Board of Directors then in office to authorize a petition for dissolution of the Association to be filed in the Supreme Judicial Court of Massachusetts setting forth in substance the grounds for dissolution and requesting the court to authorize the administration of the Association's funds for such similar charitable purposes as the court may determine shall constitute the sole method for the voluntary dissolution of the Association, unless otherwise provided by law.

By-Laws last amended June 19, 2011