

BYLAWS OF
ASSOCIATION OF COLLEGE COUNSELORS IN INDEPENDENT SCHOOLS, INC.

INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF
MASSACHUSETTS

ARTICLE I
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 Trustees 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 two classes of members. Members shall be limited to independent secondary schools, each of which shall be represented in the Association by its college counselor. Membership in the second class, Associate Members, shall be limited to the persons or entities described in Section 2.2(b) of these Bylaws.

- (a) 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”), and (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.
- (b) 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 Trustees, 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 Trustees shall approve from time to time the annual dues for Members and for Associate Members. 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.

Section 2.4. REMOVAL OF MEMBERS. The Board of Trustees, upon the written recommendation of the Executive Committee, may suspend or 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 Trustees 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 Member School or any Associate Member for failure to pay dues within the time periods required by Association policy approved by the Board of Trustees and in effect from time to time.

Section 2.5. ASSOCIATION EVENTS. Participation in Association events shall be limited to Members, Associate Members, their respective 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 2.9 and 2.10 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 trustees are elected by unanimous written consent of the Members, 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 trustees of the Association described in Section 3.2 of these Bylaws, and the Executive Director under Section 5.1 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 Trustees and in the Executive Director as required by law.

Section 2.7. SUBSEQUENT ANNUAL MEETINGS. Unless trustees 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 trustees at such date, time and place within the United States as may be designated by resolution of the Board of Trustees 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 Trustees, 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 them or at their 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 of 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 their absence, by the Chair of the Board of Trustees 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 of 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) Each Member entitled to vote shall have the right to vote once for as many persons as there are trustees 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.
- (c) 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.
- (d) 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 Trustees 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 Trustees 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 Trustees 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 Trustees may fix a new record date for the adjourned meeting.

Section 2.17. CONDUCT OF MEETINGS. The Board of Trustees 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 Trustees, the Chair 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 Chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Trustees or prescribed by the Chair 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 Chair 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 Trustees or the Chair 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 TRUSTEES

Section 3.1. GENERAL POWERS. The business and affairs of the Association shall be managed by or under the direction of its Board of Trustees. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Trustees 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 trustee. Thereafter, the Board of Trustees shall consist of not less than eleven or more than fifteen, the exact number to be determined from time to time as required by the needs of the Association, provided, however, that (i) there shall always be an odd number of voting trustees, (ii) the Executive Director shall be a non-voting member of the Board of Trustees, (iii) the existence of vacancies in the offices of one or more of the trustees next identified shall not invalidate or otherwise affect any action taken by the Board of Trustees, (iv) there shall always be a majority of trustees 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 trustees. The trustees shall be the following:

- (a) the Executive Director, as a non-voting member;
- (b) five (5) or more shall be college counselors at Member schools, who shall be elected by a 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 Association as determined by the Board of Trustees or the Executive Committee.

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 trusteeships with persons with the requisite qualifications, a majority of trustees 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. No trustee need be a resident of the Commonwealth of Massachusetts.

Section 3.3. ELECTION; RESIGNATION. The Board of Trustees 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 trustee will be elected at the annual meeting of Members and shall hold office for a term of three years or until their death, resignation or removal. Individual trustee terms may be extended, subject to the approval of the Governance and Nominating Committee, in order to meet the needs of the Association. Any trustee may resign at any time upon notice given in writing to the Chair of the Board of Trustees, 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 Trustees by reason of death, resignation, retirement, disqualification, removal from office or any other cause shall be filled by a majority of the trustees then in office at any regular or special meeting of the Board of Trustees. The appointee shall hold office until the expiration of the term of office of the trustee whom they have replaced or until their successor is elected and qualified. Any newly created trusteeship resulting from an increase in the number of trustees 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 trustee so elected shall hold office until the later of the next annual meeting of Members or until their successor has been duly elected and qualified. No decrease in the number of trustees constituting the whole Board shall shorten the term of any incumbent trustee.

Section 3.5. FIRST MEETING. Immediately after the first meeting of Members held under Section 2.6 of these Bylaws, the Board of Trustees 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 Trustees as required by law.

Section 3.6. REGULAR MEETINGS. Regular meetings of the Board of Trustees may be held in such places within the United States and at such times as the Board of Trustees 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 Trustees may be held at any time or place within the United States whenever called by the Chair of the Board of Trustees or by the Executive Director. Notice of the date, time and place of a special meeting of the Board of Trustees shall be delivered to each trustee by the person or persons calling the meeting personally, by email, by telephone, by first-class mail or telegram, charges prepaid, addressed to each trustee at that trustee'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 trustee or to a person at the office of the trustee who the person giving the notice has reason to believe will promptly communicate it to the trustee.

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

Section 3.9. CONSENTS IN LIEU OF MEETINGS. Any action required or permitted to be taken at any meeting of the trustees or any committee thereof may be taken without a meeting if all the trustees 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 trustees 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 Trustees 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 trustees then in office shall constitute a quorum. If a quorum is present, a majority of the trustees 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 trustees 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 trustees who were not present at the time of the adjournment.

Section 3.12. ORGANIZATION. Meetings of the Board of Trustees shall be presided over by the Chair of the Board, if any, and if there not be a Chair of the Board and in the absence of the Chair of the Board, by a chair chosen at the meeting. 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 3.13. FEES AND COMPENSATION OF TRUSTEES. Trustees and members of committees may receive such reimbursement of expenses as may be fixed or determined by resolution of the Board of Trustees. This Section 3.13 shall not be construed to preclude any trustee 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 trustees 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 is present.

ARTICLE IV COMMITTEES

Section 4.1. COMMITTEES. The Board of Trustees shall provide for three standing committees, Executive Committee, Budget and Finance, and Governance and Nominating, and may provide for other committees. The Executive Committee shall be comprised of the Chair of the Board of Trustees, Secretary/Chair-Elect, Past-Chair, Executive Director, and Treasurer. The Governance and Nominating Committee shall be charged with evaluating the performance of officers and potential officers and nominating candidates for Association offices for the Board of Trustees' consideration, and shall have such other responsibilities that the Board of Trustees assigns to it. The Board of Trustees 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 trustees and to fill vacancies in any such offices;
- (f) change the number of the Board of Trustees and to fill vacancies in the Board of Trustees;
- (d) remove officers or trustees 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 trustees from any responsibility imposed upon them by law. Each trustee shall be a member of at least one committee.

Section 4.2. PURPOSE. The Committees of the Association shall develop strategies and policies for approval of the Executive Committee and/or the Board of Trustees and provide

direction and administration of the Association. Committee chairs shall: assist the Executive Director; plan programs; create and maintain a budget for approval by the Board of Trustees; 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 Board, 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 Trustees or the Executive Director.

Section 4.3 COMMITTEE CHAIRS. Each Standing Committee and other Committee shall be directed by a Chair to be appointed by the Chair of the Board of Trustees or the Executive Director, respectively. The committee chair will be 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 the Executive Committee, the Chair of each 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 Chair of each 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 Chair of the Board of Trustees and the Executive Director.

Section 4.4. 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 Trustees, the Chair 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 4.5. 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.

Section 4.6. VACANCIES. Vacancies in appointed committee chairs arising from any cause may be filled by the Governance and Nominating Committee or Executive Director. The appointee shall hold office until the end of the term of the position that was vacated, but may be re-appointed for a full term.

Section 4.7. RESIGNATION. A committee chair may resign at any time by delivering written notice to the Chair of the Board of Trustees or Executive Director. Such notice shall be effective when delivered unless the notice specifies a later effective date.

Section 4.8. REMOVAL. Any committee chair may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Trustees then in office.

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 Chair of the Budget and Finance Committee described in Section 4.1 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 Trustees shall appoint all officers in accordance with these Bylaws. 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 Trustees at the first meeting of the Board of Trustees 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 as contractually described by the Board of Trustees. Notwithstanding the foregoing, a majority of the Board of Trustees 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 Chair at meetings of the Association and the Executive Committee; 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; and shall generally be responsible for the proper conduct and the day to day operations of the business of the Association. They shall possess power to sign all certificates, contracts, and other instruments of the Association. They shall perform such other duties as are incident to their office or are properly required of them by the Board of Trustees.
- (b) Secretary. The Secretary shall have the powers and responsibilities of a clerk under Massachusetts law and need not be a Member. 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 their office, or are properly required of them by the Board of Trustees.
- (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 trustee. 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 Trustees; (2) make disbursements of corporate funds as authorized by the Board of Trustees; (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 Trustees; and (4) have other powers and perform other duties as properly prescribed by the Board of Trustees 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 Trustees may from time to time delegate the powers or duties of such officer to any other officer or any trustee 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 Trustees at any regular or special meeting of the Board of Trustees. The appointee shall hold office for the unexpired term and until their 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 Trustees may be removed at any time, with or without cause, by the affirmative vote of a majority of the trustees then in office.

- (a) In the case of the Executive Director, the Board of Trustees may terminate the written contractual agreement with the executive director at any time, with or without cause, by an affirmative vote of two-thirds of the Board of Trustees currently in office.

Section 5.8. BONDS. The Board of Trustees 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 Trustees.

ARTICLE VI ADVISORY COUNCIL

Section 6.1. 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 Trustees. 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 postsecondary 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 VII INDEMNIFICATION

Section 7.1. 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 they, or a person for whom they are the legal representative, is or was a trustee, officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, 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 Trustees of the Association.

Section 7.2. 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 trustee or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the trustee or officer to repay all amounts advanced if it should be ultimately determined that the trustee or officer is not entitled to be indemnified under this Article or otherwise.

Section 7.3. NONEXCLUSIVITY OF RIGHTS. The rights conferred on any person by this Article 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 trustees or otherwise.

Section 7.4. OTHER INDEMNIFICATION. The Association’s obligation, if any, to indemnify any person who was or is serving at its request as a trustee, 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 7.5. AMENDMENT OR REPEAL. Any repeal or modification of the foregoing provisions of this Article 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.

ARTICLE VIII
MISCELLANEOUS

Section 8.1. 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 Trustees or the Executive Director.

Section 8.2. WAIVER OF NOTICE OF MEETINGS OF MEMBERS, TRUSTEES 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 their attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 8.3. INTERESTED TRUSTEES; QUORUM. No contract or transaction between the Association and one or more of its trustees or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its trustees or officers are trustees or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the trustee or officer is present at or participates in the meeting of the Board of Trustees or committee thereof which authorizes the contract or transaction, or solely because their votes are counted for such purpose, if: (i) the material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the Board of Trustees or the committee, and the Board of Trustees or the committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested trustees, even though the disinterested trustees are less than a quorum; or (ii) the material facts as to their 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 Trustees, a committee thereof, or the Members. Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which authorizes the contract or transaction.

Section 8.4. 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 Trustees, a record of all actions taken by the Board of Trustees without a meeting, and a record of all actions taken by a committee of the Board of Trustees. 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 8.5. AMENDMENT OF BYLAWS. The power to make, amend or repeal these Bylaws shall be in the Members, provided however, that the Board of Trustees 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 Trustees 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 Trustees may be amended or repealed by the Members.

Section 8.6. 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 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 8.7. DISSOLUTION. The affirmative vote of a majority of the Board of Trustees 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.

Amended December 2018