

BYLAWS

OF

THE COMMISSION ON MASSAGE THERAPY ACCREDITATION

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BYLAWS
OF
THE COMMISSION ON MASSAGE THERAPY ACCREDITATION

ARTICLE I
NAME, OFFICES AND REGISTERED AGENT; BOOKS AND RECORDS

Section 1.1. Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the Illinois General Not for Profit Corporations Act, as from time to time amended (hereinafter referred to as the “Act”), shall be “The Commission on Massage Therapy Accreditation” (hereinafter referred to as the “Corporation,” the “Commission,” or “COMTA”).

Section 1.2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location in the State of Illinois as the Board of Commissioners of the Corporation (hereinafter called the “Board of Commissioners” or “Board”) shall determine from time to time. The Corporation may have such other offices, in the State of Illinois or elsewhere, as the Board of Commissioners shall determine from time to time.

Section 1.3. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

Section 1.4. Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Commissioners shall determine from time to time.

ARTICLE II
MEMBERS

Section 2.1. Designation; Qualifications and Rights. The Corporation shall have one class of members. The qualifications and rights of members shall be as follows:

(a) Identity of Members. Effective from the adoption of these Bylaws, all institutions/programs accredited by COMTA shall be the members of the Corporation. Upon the loss or relinquishment of accreditation by any institution, such institution/program shall cease to be a member of the Corporation.

(b) Voting. Each member shall have one vote on each matter submitted to the vote of the members of the Corporation. No member shall be allowed more than one vote on any matter, regardless of the number of accredited programs or locations operated by such member.

(c) Not Transferable. Memberships in the Corporation may not be assigned or otherwise transferred.

(d) Resignation. Any member will forfeit membership in the Corporation by failing to maintain accreditation by COMTA or voluntarily relinquishing its accreditation.

Section 2.2. Membership Certificate. Certificates of accreditation will be issued. Upon lapse or relinquishment of accreditation, the certificate shall be returned to COMTA.

Section 2.3. Dues and Assessments. Members shall not be required to pay any dues or assessments as a condition to or incident of membership in the Corporation. This provision shall not be construed to prevent the assessment of application fees, sustaining fees, or any other fees pertinent to the accreditation process or to other programs operated or administered by the Commission.

Section 2.4. Meetings of the Members. The only function of the members of the Corporation being the election of the Commissioners of the Corporation by ballot, no provisions are made in these Bylaws for annual or other meetings of the members.

ARTICLE III COMMISSIONERS

Section 3.1. General Powers. The property, business and affairs of the Corporation shall be governed by the Board of Commissioners which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The Board may exercise all powers, rights and privileges of the Corporation (whether expressed or implied in the Articles of Incorporation or conferred by law or otherwise) and do all such acts and things which may be done by the Corporation, as are not by statute, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the members.

Section 3.2. Number and Tenure of Commissioners. The Board of Commissioners of the Corporation shall consist of at least ten, and if necessary for the effective functioning of the Commission, not more than twelve Commissioners. Commissioners shall hold office for staggered six-year terms, and each such six-year term shall begin in even-numbered years. Terms may be adjusted by a majority vote of the Commission, as necessary to allow for a balanced number of Commissioners to stand for election. Each Commissioner shall hold office until the day before the first meeting after July 1 in the year in which his or her term

is scheduled to end and until his or her successor shall have been elected and qualified. Commissioners may serve two terms.

Section 3.3. Qualifications of Commissioners. The criteria for nominees for Commissioner from each of these communities of interest shall be as provided in this section. Commissioners need not be residents of Illinois.

(a) *Educators in fields within the Commission's scope of Authority* – No fewer than two Commissioners drawn from the community of professional educators shall be educators at COMTA accredited programs or institutions that are actively involved in the educational processes of students completing an accredited program. Such individuals shall have a knowledge of instructional and evaluation methods and curricula as they relate to programs within the Commission's scope of authority. Although they may also be practitioners, their primary work shall be as an educator in a training program or institution within the Commission's approved scope of authority.

(d) *Administrators* – No more than two Commissioners drawn from administrators of programs or institutions within the Commission's scope of authority shall be owners, directors, or administrators at COMTA accredited institutions or programs within the Commission's scope of authority. Such individuals shall have senior administrative responsibilities in an institutional environment and direct responsibility for overall administrative decision making including financial oversight of the program or institution.

(c) *Practitioners in Fields within the Commission's Scope of Authority* – At least two Commissioners drawn from the community of practitioners shall be individuals whose primary vocational activity is as practitioners within the Commission's scope of authority. Although these individuals may be involved in some teaching, their primary work shall be in direct service provision to clients in their professional activities.

(e) *Employers* – One Commissioner drawn from employers of practitioners within the Commission's scope of authority shall have experience in and responsibility for the employment and management of practitioners. Such individual shall provide expertise in the employer experience related to practitioner preparation.

(f) *Professional Educators* – One Commissioner drawn from the community of professional educators shall be an experienced educator from the post-secondary education community outside of the Commission's scope of authority. Such individual shall provide expertise in educational models generally and a relationship to the broader post-secondary educational community.

(g) *General Public* – At least two, but no less than one-seventh of the total membership of the Commissioners shall represent the general public. Qualified candidates shall

have no relationship or affiliation with an educational institution or organization within the Commission's scope of authority. Rather, they shall represent the public at large, and their role on the Commission shall be to provide the broader input available from those unrelated to educational programs within the Commission's scope of authority, in compliance with US Department of Education ("USDE") recognition criteria. Further, public representative means a person who is not:

i) An employee, member of the governing board, owner or shareholder of, or consultant to, an institution or program that is either accredited by the agency or has applied for accreditation;

ii) A member of any trade association or membership organization related to, affiliated with, or associated with the agency; or

iii) A spouse, parent, child, or sibling of an individual identified in part i or ii of this definition.

(h) *International Representative* – No more than one person who represents a massage therapy or bodywork program or institution located outside of the United States, if necessary for the effective functioning of the Commission.

The Board of Commissioners may alter any specification of these communities of interest without amendment to these Bylaws if necessary to conform to alterations in US Department of Education requirements, and, if necessary, may change the number of Commissioners, except that any change in the number of Commissioners to less than eight or more than thirteen shall first require a conforming amendment to these Bylaws.

Section 3.4. Election of Commissioners. The election of Commissioners shall take place as follows:

(a) No later than the October meeting of the Board of Commissioners preceding the year in which Commissioners are to be elected, the Commission shall establish a Nominating Committee that shall consist of two Commissioners appointed by the Board and one external member appointed by the Chair. The external member may not be an officer or professional staff member of the Corporation or of any organization that provides financial support to the Corporation. The Nominating Committee shall advise the Commission on the need for the effective functioning of the Commission to include 12 members on the Commission and shall be responsible for ensuring that nominees meet all qualifications for service. The Nominating Committee shall insure that nominees for any of the community of interest positions have the appropriate experience to insure knowledge of the concerns of members of that community and that nominees for the public positions meet USDE criteria defining that role. The Nominating Committee shall present a slate of nominees to the Commission at the following

meeting, with a minimum of two qualified individuals for each position, unless only one qualified individual is available, but may not nominate more than four qualified individuals for any position. No member of the board of directors of any organization with a vested interest in the activities of the Corporation shall be eligible for election or appointment as a Commissioner.

(b) A ballot with the names of the nominees for each position shall be provided to the members no later than July 10th of the year in which an election is to take place. Members shall return the marked ballots to the staff of the Corporation no later than August 15th of that year.

(c) Commissioners shall be elected by a plurality of the votes for each position. Newly-elected Commissioners shall take office at the beginning of the October meeting of the Board of Commissioners immediately following their election.

(d) The Board of Commissioners shall adopt detailed policies for the implementation of the election procedures outlined in this Section.

Section 3.5. Semi-annual Meetings. Semi-annual meeting of the Board of Commissioners shall be held in April and October of each year on such date and at such time and place as the Commissioners shall determine. Failure to hold a meeting of the Board during any calendar year shall not work a forfeiture or dissolution of the Corporation. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution and may vary the month for any semi-annual meeting as circumstances may require. References in these Bylaws to the April meeting or the October meeting shall refer respectively to first and second semi-annual meetings of the Board in each year, regardless of the month in which such meeting may actually be held in a given year.

Section 3.6. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or a majority of the Commissioners. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.

Section 3.7. Notice. Notice of any special meeting of the Board of Commissioners shall be given at least five days previously thereto by written notice to each Commissioner at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board or of any regular meeting (if notice thereof is required by these Bylaws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Commissioner at any meeting shall constitute a waiver

of notice of such meeting except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Commissioners need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 3.8. Informal Action by Commissioners. Any action required to be taken, or which may be taken, at a meeting of the Board of Commissioners may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Commissioners of the Corporation.

Section 3.9. Quorum. Two-thirds of the authorized number of Commissioners of the Corporation, or if there is only one Commissioner, then that Commissioner, shall constitute a quorum for the transaction of business at any meeting of the Board of Commissioners, provided that if less than a quorum is present at said meeting, a majority of the Commissioners present may adjourn the meeting to another time without further notice.

Section 3.10. Manner of Acting. The act of a majority of the Commissioners present at a meeting at which a quorum is present, or if there is only one Commissioner, then the act of that Commissioner, shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws.

Section 3.11. Officers of the Meetings. At meetings of the Board of Commissioners, the Chair, if present, otherwise the Vice Chair, shall act as chair of the meeting. The Member of the Executive Committee, if present, otherwise a person chosen by a majority vote of the Commissioners present at the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and right to vote in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Section 3.12. Presumption of Assent. A Commissioner who is present at a meeting of the Board at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Commissioner who voted in favor of such action.

Section 3.13. Mode of Meetings. Commissioners may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting. The Board of Commissioners may

meet and conduct business through electronic means, and any such meeting may be initiated by either the Chair or by the call of any three Commissioners.

Section 3.14. Resignation and Removal of Commissioners for Cause. A Commissioner may resign at any time upon written notice to the Board of Commissioners. A Commissioner may be removed for cause by an affirmative vote of two-thirds of the Commissioners then in office. In addition, a Commissioner may be removed without cause by an affirmative vote of two-thirds of the Commissioners then in office. Cause shall be understood as (1) inappropriate use or appropriation of the resources or authority of the Corporation, (2) serious misrepresentation of the Corporation to legal authorities or external organizations, (3) conviction of a felony, (4) failure to fulfill duties as a Commissioner, and (5) in the case of public members, convincing evidence that a public member no longer meets the criteria defining that status.

Section 3.15. Termination of Commissioner's Term Upon Change in Status. If the qualification status of a Commissioner changes at any time more than two years before the end of the term to which that Commissioner was elected or appointed (in the case of a Commissioner appointed to fill a vacancy) such that the Commissioner would no longer qualify for nomination as a Commissioner representing the community from which he or she was elected or appointed, that Commissioner's term of office shall end immediately. In the event of a disagreement as to whether any change in status requires the termination of a Commissioner's term of office under this Section, the vote of a majority of the Commissioners in office (other than the Commissioner whose status is in question) shall be conclusive.

Section 3.16. Vacancies. Any vacancy in the office of Commissioner shall be filled by appointment by the Chair with the approval of a majority of the Commissioners then in office. Each vacancy shall be filled only by an individual who would qualify for nomination as a representative of the community represented by the Commissioner whose position is to be filled.

Section 3.17. Executive Committee. The Executive Committee, which shall consist of the Chair, the Vice Chair and the Member of the Executive Committee, shall serve as the primary planning and agenda-setting body for the Commission. The Executive Committee, or the Chair when so designated by the Executive Committee, shall be responsible for supervising the Executive Director and monitoring the operation of the Commission's office. The Board of Commissioners may delegate decision-making power to the Executive Committee to decide specific issues arising under the Corporation's standards and policies, except that the Board of Commissioners may not delegate to the Executive Committee any authority to (i) adopt a plan for the distribution of assets of the Corporation, or for dissolution, (ii) fill vacancies on the Board, (iii) elect, appoint or remove any officer or Commissioner, (iv) adopt, amend or repeal

these Bylaws or the articles of incorporation of the Corporation, (v) adopt a plan of merger or a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation, or (vi) make any specific accreditation decision. The Executive Committee may take actions between regularly scheduled meetings of the Board of Commissioners to respond to situations not covered by existing Corporation policies. The Executive Committee shall notify the Board of Commissioners of any such actions in a timely fashion. All of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business at any meeting of the Executive Committee, provided that if less than a quorum is present at said meeting, a majority of the members of the Executive Committee present may adjourn the meeting to another time without further notice. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or these Bylaws.

ARTICLE IV

OFFICERS

Section 4.1. Designation and Qualifications. The officers of the Corporation shall be a Chair, a Vice Chair, a Member of the Executive Committee, and any such other officers as may be elected by the Board of Commissioners. The Chair, the Vice Chair and the Member of the Executive Committee shall be Commissioners.

Section 4.2. Term of Office and Removal. The officers of the Corporation shall be elected by the Board of Commissioners at the April meeting according to the schedule below, shall take office upon adjournment of that meeting, and shall serve a term of two years or until their respective successors are elected and qualified unless their service is sooner terminated by death, resignation or removal. The Chair and the Vice Chair shall be elected in even-numbered years; the Member of the Executive Committee shall be elected in odd-numbered years. The Chair, Vice Chair and the Member of the Executive Committee shall cease to hold those offices upon the termination for any reason of their service as Commissioners. Any officer may be removed by the Board of Commissioners at any time with or without cause, whenever the Board of Commissioners believes the best interest of the Corporation would be served thereby. Any such removal or termination shall be without prejudice to the contract rights, if any, of the person so removed, but election to office shall not of itself create any contract rights.

Section 4.3. Vacancies. A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

Section 4.4. Control by Board of Commissioners. The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these Bylaws are subject to alteration or suspension by the Board of Commissioners, in specific instances or for specific purposes, as set forth in a resolution of the Board of Commissioners effecting such alteration or suspension.

Section 4.5. Bonds. The Board of Commissioners may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board of Commissioners may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

Section 4.6. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term pursuant to a written contract authorized or ratified by the Board of Commissioners.

Section 4.7. Chair. The Chair shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board of Commissioners, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the Chair shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the Chair by the Board of Commissioners. Without limiting the preceding sentence by this specification, the Chair shall attend all meetings of the Board of Commissioners and of the Executive Committee and shall act as the chair of such meetings; shall see that the resolutions and directions of the Board of Commissioners are carried into effect; and may hire such agents and employees as the Chair deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Commissioners or these Bylaws, the Chair may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes or other documents which the Board of Commissioners has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of

Commissioners, according to the requirements of the form of the document. The Chair shall be responsible for the immediate supervision of the Executive Director on behalf of the Board of Commissioners. The Chair shall act as the primary spokesperson and representative for the Corporation to external organizations and entities, and the Chair may delegate the performance of such duties to the Executive Director or to any other Commissioner or Commissioners.

Section 4.8. The Vice Chair As Treasurer. The Vice Chair shall act as the treasurer of the Corporation and, as such, shall be the principal accounting and financial officer of the Corporation unless such duties, or any part of such duties, have been expressly delegated to another officer by the Chair or, in the Vice Chair's absence or inability or failure to act, such officer as may be designated or elected by the Board of Commissioners, and, in general, the powers and duties of such officer, acting as treasurer, shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and duties as may be assigned to such officer by the Board of Commissioners or by the Chair. Without limiting the preceding sentence by this specification, the officer acting as treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Commissioners or by an officer of the Corporation pursuant to any delegation of such authority by the Board of Commissioners; shall be responsible for carrying out the policies of the Corporation relating to the approval, grant or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance for the Corporation; shall have custody of the accounting and financial records of the Corporation; and shall render such reports with respect to accounting and financial matters to the Chair and to the Board of Commissioners at such intervals as they may require.

Section 4.9. Member of the Executive Committee. In addition to serving on the Executive Committee, the Member of the Executive Committee shall act as the Secretary of the Corporation. In general, the powers and duties of the Member of the Executive Committee as secretary shall be those ordinarily incident to the office of Secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board of Commissioners or by the Chair shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation of the Corporation or these Bylaws; shall be custodian of the seal of the Corporation and shall cause the seal to be affixed to and attested on all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been authorized to do so by resolution of the Board of Commissioners; shall have charge of all books, records and papers of the Corporation relating to its organization and existence as a corporation and to membership in the Corporation; and shall have the duty to keep and file all

reports, statements and other documents required by law except where the duty is expressly imposed on some other officer, agent or employee.

Section 4.10. Staff and Executive Director. The Commission staff shall be responsible for implementing the Commission's policies and decisions and the ongoing management of COMTA operations and resources. The staff shall be headed by an Executive Director, who shall be appointed by, and serve at the pleasure of, the Board of Commissioners. The Executive Director shall have authority to make and implement necessary rules and procedures to insure the effective and efficient operation of the Commission, subject to review by the Executive Committee and the Board of Commissioners. The Executive Director shall be a non-voting ex officio member of the Executive Committee. The Executive Director or the Executive Director's designee shall be a non-voting ex officio member of all standing committees.

ARTICLE V

STANDING COMMITTEES

Section 5.1. Standing Committees. The Corporation shall have four standing committees: Standards Review, Research and Assessment, External Relations and Professional Development, and Finance. The main purpose of these committees shall be to provide the Board and the Commission with ongoing advice regarding matters arising in their respective areas of jurisdiction. The Chair, with the advice of the Executive Committee, shall appoint the members of each standing committee. Each Commissioner shall serve on a standing committee. No person who is not a Commissioner shall serve as a voting member of any standing committee. The focus of each standing committee shall be as follows:

(a) The Standards Review Committee shall focus on the content of accreditation standards and the processes used to assure their reliability and validity over time.

(b) The Research and Assessment Committee shall focus on policies, procedures, and operations related to administering the accreditation process.

(c) The External Relations Committee shall focus on the Commission's communication, governmental relations, and continuing education and promotional activities. It shall focus on the Commission's relationships with schools, programs and institutions within the scope of its accreditation authority, and the development of continuing education and promotional activities for these institutions and allied organizations.

(d) The Finance Committee shall focus on the strategic management of the Commission's financial matters, including preliminary budget review. The Executive Director shall prepare a budget for each fiscal year to be reviewed by the Finance Committee, consisting of the members of the Executive Committee, and subsequent recommendation to the Board of

Commissioners for adoption. The Finance Committee will monitor the budget and report to the Board of Commissioners twice yearly on short- and long-range matters that may be of concern or require Board action.

Section 5.2. Extension of Jurisdiction. The Board of Commissioners may by resolution extend the jurisdiction of a standing committee or provide a standing committee with specific administrative or monitoring responsibilities.

Section 5.3. Subcommittees. The Board of Commissioners may establish subcommittees to support the standing committees. The Chair shall appoint members of each such subcommittee, which shall include at least one Commissioner as ex-officio member, but may also include members who are not Commissioners. The ex-officio member shall report the findings and recommendations of the subcommittees to the Board of Commissioners. To the extent possible, the Chair shall appoint members to reflect the constituency groups of the Corporation, including administrators of programs/institutions, practitioners, educators, and employers within the Commissions' scope of authority and public members. The Chair shall have the authority to remove subcommittee members with the advice of the Executive Committee.

ARTICLE VI

AD HOC AND SPECIAL COMMITTEES

Section 6.1. Ad Hoc and Special Committees. The Board of Commissioners from time to time may establish by resolution ad hoc or special committees of the Corporation. Except as otherwise provided in these Bylaws, ad hoc and special committees shall have such designations and functions as shall be set forth by resolution of the Board of Commissioners. Members of ad hoc and special committees shall be appointed by the Chair, with the advice of the executive Committee. In general, the purpose of ad hoc committees shall be to gather information or to provide advice to the Board of Commissioners, and the purpose of special committees shall be to perform investigatory or appellate functions arising out of the accreditation process that would be inappropriate for the Commissioners to perform. Special committees may be established as continuing bodies. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board of Commissioners. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board of Commissioners and shall provide regularly to the Board of Commissioners written summaries of all committee meetings, deliberations and proposed actions.

Section 6.2. Tenure. Members of committees appointed pursuant to Section 6.1 of this Article shall serve for no less than one year, but no more than four years, and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Commissioners or a member's service is sooner terminated by death, resignation, inability or unwillingness to serve or removal by the Board of Commissioners. Vacancies on any committee shall be filled by the Chair, with the advice of the Executive Committee, for the unexpired portion of the term.

Section 6.3. Meetings. The Board of Commissioners or the Chair shall designate one of the members of each ad hoc and special committee as its chair. For all committees, its chair shall preside at meetings of the committee. In the absence of the committee chair, the committee members present shall appoint one of their number as a temporary chair. Notice of the time and place of all meetings of committees shall be given to its members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Section 6.4. Quorum. A majority of the voting members of a committee appointed pursuant to Section 5.1 of this Article shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6.5. Manner of Acting. The act of a majority of the members of a committee appointed pursuant to Section 6.1 of this Article present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee.

ARTICLE VII

INDEMNIFICATION

Section 7.1. Indemnification of Commissioners, Officers and Agents. The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Commissioner, officer, volunteer, staff, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a member, director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable

expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Section 7.2. Contract with the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each Commissioner or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 7.3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Commissioners in the specific case, upon receipt of an undertaking by or on behalf of the Commissioner, officer, or agent to repay such amount, unless it shall ultimately be determined that such Commissioner, officer, or agent is entitled to be indemnified by the Corporation as authorized by this Article.

Section 7.4. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, or agent of the Corporation, or who is or was serving at the request of the Corporation as a member, director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws.

Section 7.5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Commissioner, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VIII

FEDERAL TAX PROVISIONS

Section 8.1. Purpose. The Corporation is organized exclusively for religious, charitable, educational, scientific, and literary purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”) and the organization and operation of activities to further the exempt purposes of the corporation.

Section 8.2. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Commissioners, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Section 8.3. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8.4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Commissioners shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized exclusively for such purposes, as said court shall determine.

Section 8.5. Private Foundation Status. The Corporation is not intending to qualify as a public charity, as defined in Section 509 of the Code. However, during any period in which the Corporation may be a private foundation, as defined in Section 509 of the Code, it shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the foundation to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and it shall distribute foundation income and, to the extent income is not

sufficient, principal for each taxable year at such time and in such manner as not to subject the foundation to tax on undistributed income under Code Section 4942.

ARTICLE IX
MISCELLANEOUS

Section 9.1. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Commissioners. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Corporation to its members, Commissioners or officers.

Section 9.2. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by the Board of Commissioners. Such authority may be general or confined to specific instances.

Section 9.3. Contracts. The Board of Commissioners may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.4. Reimbursement and Compensation. The Board of Commissioners shall determine the compensation, if any, to be paid to officers for their services as officers. Commissioners shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as Commissioners, but shall not otherwise be entitled to compensation for their service as Commissioners.

Section 9.5. Compensation for Services. A member, Commissioner or officer of the Corporation, or any firm or corporation in which such member, Commissioner or officer is a member, director, officer or otherwise interested, may be engaged by the Corporation to render services on behalf of the Corporation, even though such member, Commissioner or officer shall make or participate in the decision to so engage himself or herself or such firm or corporation. A member, Commissioner or officer or any firm or corporation so engaged shall be entitled to receive his, her or its customary and reasonable compensation for such services.

Section 9.6. Corporate Seal. The Corporation may have a seal, in circular form, with the name of the Corporation and the words "Illinois" and "Corporate Seal" appearing thereon, and having such other design details as the Board of Commissioners shall approve. The seal may be used by causing it or a facsimile or equivalent thereof to be impressed, affixed or otherwise reproduced.

Section 9.7. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February in each year.

Section 9.8. Annual Audit. The Corporation shall undergo an annual external financial audit, the results of which shall be made available to the public.

Section 9.9. Amendment of Bylaws. These Bylaws may be amended or repealed and new Bylaws may be adopted at any time or from time to time by (i) the vote of a majority of the Commissioners in office at two successive meetings of the Commissioners, or (ii) the vote of at least three-quarters of the Commissioners in office at any meeting of the Commissioners.