

WESTERN ASSOCIATION OF SCHOOLS AND COLLEGES CONSTITUTION

As Amended, November 9, 2007

ARTICLE I. Name and Purpose

This organization shall be entitled WESTERN ASSOCIATION OF SCHOOLS AND COLLEGES. Its purpose is to promote the welfare, interests, and development of elementary, secondary, and higher education through (1) improvement of educational programs, (2) close cooperation among the schools, colleges, and universities within the territory it undertakes to serve, (3) certification of accreditation or candidacy status, and (4) effective working relationships with other educational organizations and accrediting agencies.

ARTICLE II. Accrediting Region and Certification

Section 1. The accrediting region of the Association consists of the states of California and Hawaii, the territories of Guam, American Samoa, Federated States of Micronesia, Republic of the Marshall Islands, Republic of Palau, Commonwealth of the Northern Marianas Islands, the Pacific Basin, and East Asia, and areas of the Pacific and East Asia where American/ International schools or colleges may apply, and such other areas as may apply to it for service, subject to approval by the Board of Directors.

Section 2. Any university, college, or school shall be certified by the Board of Directors as a candidate or accredited institution upon report of action taken by the appropriate Accrediting Commission. Any such certification shall cease whenever an institution resigns, is dropped from the accredited or candidate list of the Association, or fails to pay its annual fees by the date set by the appropriate Accrediting Commission for payment.

ARTICLE III. Organization

Section 1. The Board of Directors shall consist of nine persons, three to be selected for staggered three-year terms from and by each of the three Accrediting Commissions hereinafter named and described. One of each Commission's appointees shall be its Chair or Assistant/Vice Chair. The Board shall elect its Chair from among its members for a one-year term. The Chair may be re-elected for one additional one-year term. The Chair of the Board shall be the President of the Association. The Secretary-Treasurer of the Association shall be selected by the Board.

Section 2. The Board of Directors shall meet annually at such time as may be determined by the Board, and may hold other meetings at the call of the Chair or on the request of any three members of the Board of Directors.

Section 3. There shall be three Accrediting Commissions, as follows:

a. Accrediting Commission for Senior Colleges and Universities.

This Commission shall consist of up to twenty-five (25) members, but no less than eighteen (18) members, with the exact number set by the Commission from time to time. Commission members shall serve overlapping three-(3) year terms, with a maximum of two terms (plus any partial term served as the result of the member being selected to fill a vacancy), as established by the Commission.

The Commission shall elect one of its members to serve as Chair for a three-(3)year term and one of its members to serve as Vice Chair for a one-(1) year term. In the event the Chair has served for the maximum two terms on the Commission prior to the expiration of his or her term as Chair, the Chair shall continue to serve on the Commission until his or her term as Chair shall have expired. Commission members shall be elected by the presidents of the institutions accredited by the Commission according to Bylaws approved by the Commission.

Members of the Commission shall be allowed to complete their terms upon retirement from their institutions. Non-public Commissioners who lose their institutional base for any reason shall be ineligible to serve beyond the end of the academic year.

b. Accrediting Commission for Community and Junior Colleges.

This Commission shall consist of nineteen members, all of whom are appointed by the Commissioner Selection Committee. One Commission member shall be selected from among the nominees who represent community college interests provided by the chief administrative officer of each of the following: the California Community Colleges Chancellor's Office and the University of Hawaii Community Colleges Chancellor's Office. In addition, one Commission member shall be selected from among the nominees provided by each of the other Commissions to represent the Accrediting Commission for Senior Colleges and Universities and the Accrediting Commission for Schools. These nominees shall be sitting or former members of the Senior College or Schools Commissions, or individuals with demonstrated familiarity with the policies, procedures, and operations of the Accrediting Commission for Community and Junior Colleges.

At least five of the Commission members shall be faculty, at least five members shall represent the public interest [as defined in 34 CFR § 602.3], at least three members shall be administrators, at least one member shall represent independent institutions, and at least one member shall represent institutions in the Western Pacific. Commission representatives shall serve staggered three year terms.

Commission officers shall be selected by the Commission according to Bylaws approved by the Commission.

c. Accrediting Commission for Schools

This Commission shall consist of up to twenty-six persons selected by the Commission's Nomination Review Committee from candidates nominated by member organizations or the Commission. Not less than one-seventh of the persons selected shall be public members. Appointment shall be for staggered three-year terms. Representatives shall be nominated as follows:

- seven by the Association of California School Administrators;
- one by the California Teachers' Association;
- one by the California Federation of Teachers;
- one by the Hawaii Government Employees' Association;
- one by the California Association of Independent Schools;
- one by the Hawaii Association of Independent Schools;
- one by the East Asia Regional Council of Overseas Schools;
- three by the Western Catholic Educational Association, one of whom must be a practicing classroom teacher;
- one by the Pacific Union Conference of Seventh-day Adventists;
- one practicing classroom teacher on a rotational basis from the Hawaii public and private schools;
- one practicing classroom teacher from the California Association of Private School Organizations (CAPSO);
- one school board member by the California School Boards' Association;
- one parent by the California Congress of Parents and Teachers;
- non-school public members from business, community, or public organizations.

The California Department of Education and the Hawaii Department of Education will each have an ex officio seat on the Commission. The Commission shall determine which organizations shall be represented by voting Commission members, and which shall be represented by non-voting ex officio members.

If a change of status, which affects eligibility for constituency appointments of any of the above appointees occurs during the term of office, the individual may at the discretion of the appointing agency, serve the remainder of the term or may be replaced. A person completing a term after a change of status may not be re-appointed.

Section 4. The Executive Director of each Accrediting Commission shall be appointed by the Commission. Changes in the size and composition of each Accrediting Commission may be made by the Commission with the approval of the Board of Directors. The composition of each Accrediting Commission shall be published in the annual Directory of the Association.

Section 5. Recognizing that the Board of Directors retains ultimate authority over administrative structures, budgets, fiscal policies, contracts and leases, including those entered into by the Accrediting Commissions, the Board will delegate actual management over such matters, including the actual review and approval of such matters, to the Commissions to the extent it deems prudent.

Section 6. Action taken by any Commission to deny or withdraw accreditation or candidacy shall be reported in writing to the WASC Board at its annual meeting.

ARTICLE IV. Criteria for Certification

Section 1. Each of the Accrediting Commissions shall adopt its own criteria, subject to the approval of the Board of Directors of the Association. The criteria shall provide for the evaluation of each institution on the basis of the degree to which it is accomplishing the purposes and functions outlined in its own statement of objectives, and on the appropriateness of those purposes and functions for an institution of its type.

Section 2. The actions by each Accrediting Commission, subject to its review procedures and the appeals procedures provided for in Article VI, shall be final and shall be certified by the Board of Directors.

ARTICLE V. Duties of Officers

Section 1. The Chair of the Board of Directors shall preside at all meetings of the Board and shall have the right to vote on all issues that come before the Board for decision. As President of the Association, he/she shall be the official spokesperson for the Association, representing the Association in accord with policies established by each of the three Accrediting Commissions and the Board.

Section 2. The Secretary-Treasurer shall serve as the Secretary of the Board of Directors and shall maintain a complete file of Minutes and Board decisions. He/She shall receive from the Directors of the three Accrediting Commissions the lists of accredited and candidate institutions and shall provide for the publication of a total Association list of accredited and candidate institutions at least once each year.

Section 3. The Director of each of the three Accrediting Commissions shall maintain a careful record of the actions and decisions of the Commission, shall be responsible under the Commission's direction for the scheduling of accreditation visits, appointment of visiting committees, distribution of necessary accreditation materials, and for such other matters as the Commission may delegate to the Director for the effective administration of the accreditation program.

Following each meeting of the Commission at which accreditation decisions are made, the Director shall promptly notify the Secretary-Treasurer of the Board of Directors of all changes in the list of accredited and candidate institutions. At its annual meeting the Board of Directors shall certify the list of accredited and candidate institutions submitted by each Accrediting Commission.

ARTICLE VI. Appeals

Section 1. If an institution, after availing itself of any review or appeal procedures of its appropriate Commission, still believes itself aggrieved by that Commission's denial or termination of candidacy or accreditation, its governing board, through formal authorization to its chair, may appeal such action within thirty (30) calendar days of receipt of notice thereof of the final Commission action by filing an appropriate notice of appeal to the President of the WASC through the appropriate Commission's Executive Director. During the period up to and including the appeal, the institution's status with the Commission shall remain the same as it was prior to the decision being appealed. The form and content of the institution's notice of appeal are contained in the WASC Hearing and Appeal Procedures Manual, described in Section 4 below.

Section 2. The task of coordinating the appeal will ordinarily be the task of the Commission which is providing the current staff support for WASC's corporate activities. This task shifts periodically among the various Commissions since WASC maintains no staff support independently of the three Commissions. In the event the institution is appealing a decision of the Commission that is providing staff support at that time for WASC corporate activities, the task of coordinating the appeal will be shifted by the President to one of the other Commissions. The tasks assigned to the President and to the Secretary/Treasurer in this process will similarly be re-assigned by the President to a President or Secretary pro-tempore in the event such individuals are associated with the Commission that made the decision that is being appealed.

Section 3. The WASC Board of Directors shall elect annually a WASC Hearing Panel from which shall be selected a Hearing Board established for the purpose of deciding appeals by any institution against the decision of any of the WASC Commissions denying or withdrawing accreditation or candidacy.

This Panel shall consist of twenty persons as follows: (1) five from elementary/secondary schools; (2) five from junior or community colleges; (3) five from senior colleges and universities; and (4) five lay members of governing boards. None of the twenty shall be a current member of an Accrediting Commission.

a. The Hearing Board shall consist of five persons, including at least one person from each of the above categories, selected on random basis from the Hearing Panel and appointed, after such selection, by the WASC Secretary/Treasurer. None of those selected shall have been involved in the accreditation process which resulted in the appeal. The Hearing Board shall elect its Chair from its own membership. Each member, including the Chair, shall have one vote.

b. Hearing Board members to replace those who are absent or have a conflict of interest shall be selected on the same random basis and appointed by the WASC Secretary/Treasurer from the remaining members of the Hearing Panel.

Section 4. The WASC Board of Directors shall establish an appeals manual, which may be revised from time to time, referred to as the WASC Appeals Procedures Manual. The WASC Appeals Procedures Manual will set forth more fully the procedures for conducting the appeal. A copy of the WASC Appeals Procedures Manual will be provided to the institution when the institution receives notice of an appealable Commission decision.

Section 5. An institution bringing an appeal shall reimburse WASC for all of the incremental costs in conducting the appellate hearing, including the costs of the Commission that coordinates the appeal, any legal fees of the Hearing Board, and other costs enumerated in the WASC Appeals Procedures Manual. For this reason, an institution making an appeal will be required to include an initial deposit to cover the costs of the appeal. The Board of Directors will establish the amount of the deposit and modify it from time to time at its discretion. In the event the actual costs exceed the amount of the deposit, the institution shall be responsible for the balance and may be required, during the appeal, to supplement the deposit. In the event the deposit exceeds the necessary costs, the institution shall receive a refund of the difference.

Section 6.

a. The President of the Western Association of Schools and Colleges shall then arrange the appellate hearing at the earliest practicable date. Those testifying shall not be placed under oath. The Commission whose decision is being appealed will ordinarily have legal counsel present, and the institution may, but is not required, to have legal counsel present. The institution will be expected to notify WASC of its selection of its legal counsel as soon as possible, ordinarily, at the time the institution files its notice of appeal.

b. At least sixty (60) calendar days before the time set for the appellate hearing of such an appeal, the President (or Secretary-Treasurer) of the WASC shall cause notice of the time and place of the appellate hearing to be delivered, by a means that will assure a written receipt, to the Chair or to the President of the governing board of the institution with a copy to the chief executive.

Section 7. The grounds for the appeal shall be limited to the following: (1) there were errors or omissions in carrying out prescribed procedures on the part of the evaluation team and/or the Commission which materially

affected the Commission's decision; (2) there was demonstrable bias or prejudice on the part of one or more members of the evaluation team or Commission which materially affected the Commission's decision; (3) the evidence before the Commission prior to and on the date when it made the decision which is being appealed was materially in error; or (4) the decision of the Commission was not supported by substantial evidence. The "decision" referred to in this Section refers to the Commission's action which served as the basis for the appeal and any modification to that action that might have occurred as the result of the review or appeal process afforded by the Commission. The appellate hearing is designed as a review of the record of the previous actions of the institution and the Commission. Accordingly, except as may be permitted under the WASC Appeals Procedures Manual, an institution may not raise any ground or site any reason in support of that ground unless the institution raised the same ground and the same issue before the Commission as part of the Commission's review or appeal process prior to noticing its appeal to WASC.

Section 8. The Hearing Board shall make its decision by a vote of the majority on the basis of the admissible evidence and arguments presented to it at the hearing.

- (1) If the Hearing Board finds for the institution on one or more of grounds (1) through (4) of Section 7 above, the Board shall remand the case to the appropriate Commission for reconsideration.
- (2) If the Hearing Board finds against the institution of any of the four grounds in Section 7 above, it shall deny that portion of the appeal which is based on that ground.
- (3) If the Hearing Board orders reconsideration, the appropriate Commission shall reconsider the matter according to procedures it may adopt for this purpose. The Commission's decision following such reconsideration shall be final.

At the conclusion of its deliberations, the Hearing Board shall issue its decision and the reasons therefore within thirty (30) calendar days and inform, by a means that will assure a written receipt, the President of WASC, the chair or president of the governing board of the institution, and the President/Executive Director of the Commission concerned. Such decision shall not be subject to any further appeal.

ARTICLE VII. Financing

Financial support for the work of the Board of Directors of the Association shall be obtained by equal assessment on each of the three Accrediting Commissions.

ARTICLE VIII. Amendments

Proposed amendments to this Constitution may originate with any of the Commissions or with the Board of Directors. Such proposed amendments, except those relating to the size and composition of a Commission (See Article III, Section 4), shall become effective upon approval by a two-thirds vote of each of the three Commissions and of the Board of Directors.

ARTICLE IX. Indemnification

The Association does hereby grant indemnification to any officer, director, commissioner, or other agent, or former officer, director, commissioner, or other agent, including but not limited to WASC employees and team members, for claims or actions asserted against said person arising out of acts or omissions alleged to have occurred in connection with, or as a result of his or her activities as an officer, director, commissioner, or agent, of this Association, to the fullest extent permitted by law; provided, however, as follows:

- a. If any claim or action is asserted or threatened to be asserted, as described in such statutes, the person requesting indemnification must give timely notice thereof to the President of the Association or the Chairperson of the Board of Directors;

b. If the person requesting indemnification is not successful on the merits of the action, the Board of Directors, the members, or the court must determine that the person acted in good faith, in a manner he or she reasonably believed to be in the best interests of the corporation, and without reason to believe his or her conduct was unlawful; and

c. Indemnification shall be provided herein only to the extent that valid and collectible insurance coverage under all existing policies of insurance held by the Association has been exhausted.

PROCEDURES AND INTERNAL POLICIES

I. Oversight by the WASC Board Over Commission Activities

Recognizing that the WASC Board of Directors (the "Board") retains the ultimate responsibility for the affairs of the corporation while at the same time recognizing the wide latitude which has been historically granted to the three Commissions, the Board establishes the following rules with respect to its oversight responsibilities. These rules are not intended to preclude the Board from taking further actions as it deems necessary in a particular instance to discharge its responsibility to govern the affairs of the corporation:

1. Each Commission shall be audited annually by an outside certified public accountant of the Commission's choice. Copies of the full audit report, including any "management letter" shall be provided by each Commission to the Board.

2. Each Commission shall annually develop and adopt an operating and, when necessary, capital budget. The budgets shall be reported to, reviewed by, and ratified by the WASC Board. Prior ratification shall not be necessary in order for a Commission to begin to implement its budget. Significant variances in expenses or revenues from the budget shall also be reported to the Board.

3. All Commission Manuals, Handbooks, Policies and amendments thereto shall be presented to the Board by the respective Commission for ratification. Prior ratification shall not be necessary in order for a Commission to begin to implement any policy, Manual, or Handbook.

4. Each Commission shall present for prior approval of the WASC Board any proposed capital expenditure larger than the reserves of that Commission.

II. Meeting by Conference Call

A special meeting of the Board may be requested for any reason by the chairs of at least two (2) of the Commissions of WASC. The Board may also meet and act by a meeting conducted by conference call.

III. Satisfying Extraordinary Litigation Expense

WASC recognizes the possibility that the organization may at some time in the future incur substantial costs rising from litigation against WASC. Such costs might involve substantial legal defense expenses or an adverse judgment with resulting damages, or both. WASC maintains liability insurance to protect WASC and its Commissions from such a possibility. However, defense costs might be incurred or an adverse judgment might occur which would not be covered by insurance. This might occur if: (1) insurance becomes unavailable in the future; (2) the adverse judgment or defense costs are in excess of insurance limits; or (3) the nature of the liability precludes coverage from the insurance policy. In such an instance, WASC would have to depend on its own internal financial resources to satisfy all or part of the defense costs or judgment. The purpose of this Policy is to set forth the manner in which the assets of WASC and its Commissions would be made available in this event.

1. The Commission responsible for the action giving rise to the litigation would be responsible to pay for all costs of defense, including legal expenses, and to satisfy the judgment through whatever means it might have at its disposal;

2. To the extent that the assets of the affected Commission were insufficient to satisfy the Commission's obligation under paragraph I above, the assets of the remaining Commissions would be available on an equal basis to cover

these costs. To the extent that the assets of the three Commissions were insufficient to pay for these costs, any assets controlled by the WASC Board would become available.

3. To the extent that the assets of the Commissions not responsible for the adverse decision or of the WASC Board were employed as described of WASC's insurance in paragraph 2 above, the Commission responsible for the adverse judgment would be responsible to reimburse the other Commissions and the WASC Board for all such costs. Such reimbursement will be made as soon as practicable and according to a schedule developed by the Commissions and approved by the WASC Board.

IV. Term of the Chair of the Board

At its annual meeting, the Board shall elect its Chair from among its members for a one-year term. The Chair may be re-elected for one additional one-year term. The Chair's term will run from August 1 to July 31.