

THE COLLEGE ENTRANCE EXAMINATION BOARD
BYLAWS
(Revised November 3, 1998)

I. Membership

- A. The College Board is a membership corporation chartered by the New York Board of Regents under the New York Education Law. The members of the Corporation are institutions, systems, organizations and agencies engaged in or serving higher or secondary education and working together to support preparation for and transitions to higher education.
- B. The multiple categories of membership hitherto defined by the *Bylaws* (permanent, affiliated, temporary) are hereby superseded in favor of the single category "member".
- C. The following shall automatically become members of the College Board (unless the Secretary has been notified that membership is not desired):
 - 1. Current members presently holding or eligible for permanent membership in the College Board;
 - 2. Current affiliated members whose work is deemed by the Committee on Membership to further the purposes of the College Board.
- D. New members shall be elected on application to the President and recommendation of the Board of Trustees by a majority vote of the members at a meeting.
- E. To be eligible for election:
 - 1. Institutions of higher education and secondary schools must be appropriately accredited and make regular and substantial use of one or more College Board programs.
 - 2. Systems of institutions of higher education and secondary school systems of substantial size must have demonstrated an interest in and support for the work of the College Board, must agree to permit individual institutions within the system to be members of the College Board, and must contain within the system institutions eligible for membership in the Board.
 - 3. Non-profit educational associations, organizations and agencies serving higher education, secondary education or higher and secondary education, must be engaged in activity in furtherance of education that has a special relevancy to the purposes of the College Board.
- F. Subject to the right of an educational institution to define its mission in terms of educating persons of the same sex or of a particular religious faith, so long as such standards are fairly applied, it is the responsibility of the members of the College Board to have neither a policy nor a practice that denies admission or financial aid to any student on the basis of race, religion, creed, national origin, age, or sex. The faithful discharge of that responsibility is a condition of eligibility for membership.
- G. The membership of any member may be terminated at any time by the submission of its resignation in writing to the President or, on the recommendation of the Board of Trustees, by a two-thirds vote of the members at a meeting. Such membership shall terminate automatically if the conditions of eligibility cease to exist and may be terminated by the Board of Trustees on a finding that the member was ineligible at the time of election.
- H. The Trustees shall establish a Committee on Membership to deal with issues relating to membership and shall authorize the Committee to interpret and apply the criteria of eligibility for membership set forth in this Article.

II. Voting of Members and Representatives

- A. On issues that are submitted to a vote of the members of the College Board, each member is entitled to one vote.
- B. Any reference in these *Bylaws* to a majority vote or a percentage vote of the members of the College Board shall mean a vote by a majority or such percentage, as the case may be, of the votes duly cast at a meeting of the College Board or, when a vote is taken by mail ballot, of the votes duly cast by such ballot.
- C. On issues that are submitted to a vote of the representatives of the members of the College Board, each representative is entitled to one vote. In all elections of individuals, the vote shall be by representatives.

III. Representatives

- A. Each member may appoint up to three persons to participate on behalf of the member in the governance and forums of the College Board and to receive membership mailings and publications. The persons so appointed shall represent the member in meetings of the Corporation, and of the Regional Assemblies, and one of such persons shall be designated to represent the member in each of the National Assemblies. Alternates to act in the absence or incapacity of representatives may also be appointed.
- B. Each member shall designate its representatives by written notice to the Secretary of the Corporation.
- C. The vote of a member shall be cast by its representatives, whether the vote is taken at a meeting or by mail ballot. To cast a vote at a meeting, a representative must be present. No person shall represent more than one member or cast more than one vote.
- D. The members may at any meeting elect representatives at large for a term of three years and honorary representatives at large for an unlimited term. Such representatives shall have all the privileges of other representatives except the right to vote.

IV. Regional Assemblies

- A. There shall be six Regional Assemblies of the College Board, composed of representatives of all the members of the College Board located in the geographical areas specified for each Assembly in Paragraph B. of this Article. The location of an educational association or organization shall be determined for this purpose by the geographical location of a duly designated representative. A member not located within the area of a Regional Assembly shall be assigned to one of the Assemblies by the Board of Trustees.
- B. The areas included in each of the Regional Assemblies are as follows:
 - 1. Middle States Regional Assembly: Delaware, Maryland, New Jersey, New York, Pennsylvania, Puerto Rico, and Washington, D.C.;
 - 2. Midwestern Regional Assembly: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, West Virginia, and Wisconsin;
 - 3. New England Regional Assembly: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont;
 - 4. Southern Regional Assembly: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia;
 - 5. Southwestern Regional Assembly: Arkansas, New Mexico, Oklahoma, and Texas;
 - 6. Western Regional Assembly: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.
- C. The Regional Assemblies shall participate in the work of the College Board by providing a forum for the members in each region:
 - 1. To further the understanding of the purposes of the College Board and of the utilization of its programs and services;
 - 2. To discuss, appraise, and criticize the programs and services provided by the College Board and the policies and practices involved in their administration;
 - 3. To identify problems confronted by the members that the College Board might usefully endeavor to assist in solving by developing new programs;
 - 4. To exchange ideas on matters of educational concern relevant to the purposes and programs of the College Board;
 - 5. To consider and adopt recommendations and resolutions for transmission to the Board of Trustees and Officers of the College Board and resolutions to be presented to Annual Meetings of the members of the College Board.
- D. The Regional Assemblies shall participate in the governance of the College Board by electing nine members of the Board of Trustees, one each, with the additional three to be elected on a rotating basis, as provided in Article X of these *Bylaws*.

- The procedure for nominating and electing such Trustee shall be prescribed in the governance plan of each Assembly, adopted in accordance with Paragraph E. of this Article and designed to accord each member of the College Board that is a member of the Assembly full opportunity to participate in such nominations and elections.
- E. Each Regional Assembly shall adopt a written plan for its own governance and operation, designed to facilitate the effective performance of the foregoing functions, which shall be effective on approval by the Board of Trustees of the College Board. Such a plan embodied in *Bylaws* or rules heretofore adopted by a Regional Assembly and approved by the Board of Trustees shall continue in effect until superseded or amended with the approval of the Trustees.
 - F. No Regional Assembly is authorized to make legally enforceable commitments or to incur liabilities of any kind on behalf of the College Board. The necessary and reasonable expenses of operating the Regional Assemblies shall be defrayed in accordance with the normal budgetary procedures of the College Board. Support for special projects may be provided by funds voluntarily contributed for the purpose by members of the Assembly but such contributions shall only be solicited after consultation with the Board of Trustees of the College Board and no member shall, in any event, be obligated to make such contribution or be subject to assessment of any kind by a Regional Assembly.

V. National Assemblies

- A. Each member may appoint a representative to each of three functional National Assemblies: the College Scholarship Service Assembly (CSS), the Academic Assembly and the Guidance and Admission Assembly.
- B. Each National Assembly shall adopt a written plan for its own governance and operation, designed to facilitate the effective performance of its functions, which shall be effective on approval by the Board of Trustees of the College Board. Such a plan, embodied in the Articles of Association of the College Scholarship Service Assembly, shall continue in effect until superseded or amended, with the approval of the Trustees of the College Board.
- C. A National Assembly is not authorized to make legally enforceable commitments or to incur liabilities of any kind on behalf of the College Board. The necessary and reasonable expenses of operating a National Assembly shall be defrayed in accordance with the normal budgetary procedures of the College Board. Support for special projects may be provided by funds voluntarily contributed for the purpose by members of the Assembly but such contributions shall only be solicited after consultation with the Board of Trustees of the College Board and no member shall be obligated to make such contribution or be subject to assessment of any kind by the Assembly.
- D. The CSS Assembly shall participate in the work of the College Board by providing a forum for the consideration of policies, programs and standards within the field of the economic aspects of college attendance. It shall participate in the governance of the College Board by electing one Trustee, as provided in Article X of these *Bylaws* and the Articles of Association of the CSS Assembly.
- E. The Academic Assembly Shall participate in the work of the College Board by functioning as a forum for the consideration of issues and actions related to providing universal access to high standards of learning. It shall participate in the governance of the College Board by electing one Trustee, as provided in Article X of these *Bylaws* and the Governance Plan of the Academic Assembly.
- F. The Guidance and Admission Assembly Shall participate in the work of the College Board by functioning as a forum for the consideration of issues and actions related to providing educational opportunities for all students at crucial transition points in their lives. It shall participate in the governance of the College Board by electing one Trustee, as provided in Article X of these *Bylaws* and the Governance Plan of the Guidance and Admission Assembly.

VI. Trustee Committee on Nominations: Nominations by Petition or at Annual Meeting

- A. The Chair of the College Board shall annually appoint a standing Trustee Committee on Nominations to propose nominees for those members of the Board of Trustees who are to be elected at the next Annual Meeting and nominees for the offices of Chair and Vice Chair of the College Board if a vacancy in such offices, or either of them, has occurred or will occur by expiration of terms of office at the time of the Annual Meeting. No member of the Committee shall be eligible for any such nomination. The Committee shall include at least two persons not currently serving on the Board of Trustees of the College Board.
- B. The Trustee Committee on nominations shall file its report with the Secretary of the Corporation at least twelve weeks before the Annual Meeting, proposing in its discretion either a single nomination for each Trustee and officer vacancy to be filled or multiple nominations for any such vacancy. The report of the Committee shall be distributed by the Secretary to all members of the College Board at least eight weeks before the Annual Meeting.
- C. An additional nomination for a vacancy for which the Trustee Committee on Nominations has proposed a nomination or nominations may be made by petition signed by a representative of each of fifty (50) members of the Board. A nominating petition must be filed with the Secretary of the Corporation at least four weeks before the Annual Meeting.
- D. Additional nominations for any vacancy may be proposed at the Annual Meeting of the College Board by any member represented at the meeting but no such nomination shall be effective unless it is approved as a nomination by a majority vote of the meeting.

VII. Annual Meeting of Members

- A. The members shall meet annually at a time and place to be determined by the Board of Trustees. The members shall be advised of the date of the Annual Meeting at least twelve months in advance.
- B. The President shall send a formal notice of the Annual Meeting to all members at least two weeks in advance thereof. The formal notice of the meeting shall specify the items of business to be considered at the meeting and shall set forth the text of any resolutions pertaining thereto proposed by the Board of Trustees, an Assembly, or a member. To be included in the formal notice of the meeting, a resolution proposed by an Assembly or a member must be submitted in writing to the Secretary of the Corporation at least eight weeks before the meeting.
- C. One hundred members entitled to vote shall constitute a quorum for any regular meeting of the members. Ten percent of the members entitled to vote shall constitute a quorum for any special meeting of the members. If the absence of a quorum prevents a special meeting of the members of the College Board, or of a Regional or National Assembly from acting on an item of business, the Board of Trustees may submit the matter for the vote of the members by mail ballot.
- D. A resolution pertaining to an item of business, the text of which has been set forth in the formal notice of the meeting in accordance with Paragraph B. of this Article:
 - 1. May not be amended at the meeting unless the amendment is approved by a two-thirds vote;
 - 2. May be approved by a majority vote of the meeting unless the *Bylaws* otherwise provide, except that any action of the meeting, approving or rejecting such a resolution shall be submitted for mail ballot if:
 - (a) a motion for such mail ballot is approved by a two-thirds vote of the meeting; or
 - (b) the Board of Trustees, within two weeks of the adjournment of the meeting, determines by a majority vote of the full Board of Trustees that the issue is of such importance that the will of the members should be ascertained by a mail ballot.
- E. A resolution pertaining to an item of business, the text of which has not been set forth in the formal notice of the meeting in accordance with Paragraph B of this Article, may be introduced at the meeting by a member and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the members by mail ballot.
- F. Elections
 - 1. When the Trustee Committee on Nominations nominates only one individual for each Trustee or officer vacancy, and when or insofar as no nominations have been made for a Trustee or officer

- vacancy in addition to those proposed by the Trustee Committee, the nominees proposed by the Committee shall be elected by a majority vote of the meeting.
2. Whenever there are multiple nominations for the same Trustee or officer vacancy, whether as a result of the proposals of the Trustee Committee on Nominations or of nominations by petition or nominations made at the Annual Meeting, in accordance with Article VI of these *Bylaws*, the multiple nominations so made shall be submitted to a vote of the members by mail ballot and the nominee receiving the largest number of votes, whether or not such votes constitute a majority of the votes cast for all nominees, shall be elected.

VIII. Special Meeting of Members

- A. The Board of Trustees may call a special meeting of the members at any time and place and the President shall send a notice of such meeting to all members at least two weeks in advance thereof.
- B. No business shall be considered at a special meeting other than matters presented by the Board of Trustees and specified in the notice of the meeting.
- C. The provisions of Article VII governing procedure at the Annual Meeting shall apply, in so far as relevant, to special meetings.

IX. Dues of Members

The membership dues of the College Board shall be fixed from time to time by the Board of Trustees. A member that is in default for the payment of its dues at the opening of an Annual Meeting is not eligible to vote at that meeting or thereafter until its dues have been paid. A membership shall terminate upon the adjournment of an Annual Meeting if dues have not been paid for the two previous successive years.

X. Board of Trustees

- A. The Board of Trustees shall be composed of thirty-one voting members, as follows:
 1. The Chair, the Vice Chair, the President, and the immediately preceding Chair, as members ex officio.
 2. Nine Trustees elected by the six Regional Assemblies, one each, with the additional three to be elected on a rotating basis, as provided in Article IV. D. of these *Bylaws*.
 3. Three Trustees elected by the three National Assemblies, one each, as provided in Article V. Sections D, E, and F of these *Bylaws*.
 4. Twelve Trustees elected by the members of the College Board in accordance with the procedure specified in articles VI and VII of these *Bylaws*.
 5. The Chair or Vice Chair of each of the three National Assembly Councils as members *ex officio*.
- B. Whenever the term of a Trustee elected by a Regional Assembly or a National Assembly is approaching termination, or a vacancy in such Trustee position otherwise occurs, the Regional Assembly or the National Assembly, as the case may be, that elected such Trustee shall elect a successor. The successor shall be elected for any unexpired term of a predecessor in office or, if the vacancy occurs within twelve months of the expiration of the term, for a full term in addition to the unexpired term.
- C. Whenever a vacancy occurs among the Trustees to be elected by the members of the College Board as a whole, a successor shall be chosen by the members of the College Board in accordance with Articles VI and VII of these *Bylaws*, except that when a vacancy occurs before the expiration of a term, the Board of Trustees may designate a person to serve as Trustee until a successor can be elected by the members. A successor shall be elected for the unexpired term of the predecessor in office unless only one year remains in the unexpired term, in which case the successor shall be elected for a full term in addition to that one year.
- D. Except as otherwise provided in this Article, Trustees shall be elected for a term of four years commencing immediately upon the conclusion of the Annual Meeting in the year in which they were nominated and expiring at the conclusion of the Annual Meeting four years later and shall serve until

the election of their respective successors. A Trustee who has served continuously for four years or more shall not be eligible for immediate re-election.

XI. Meetings of Trustees

- A. Regular meetings of the Board of Trustees shall be convened periodically at times and places that shall be made known to the members of the College Board.
- B. Special meetings of the Board of Trustees may be called by the Chair or the Vice Chair or, on the written request of two Trustees, by the Secretary of the Corporation.
- C. At all meetings of the Board of Trustees the presence of a majority of the entire number of voting Trustees shall be necessary to constitute a quorum and sufficient for the transaction of business; and any act of a majority present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by the Charter or by these *Bylaws*. If a quorum shall not be present at any meeting of the Trustees, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- D. Unless otherwise restricted by the Charter of the Corporation or these *Bylaws*, any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or the committee, which may be signed in counterparts, shall be filed with the minutes of proceedings of the Board or the committee.
- E. Unless otherwise restricted by the Charter of the Corporation or these *Bylaws*, any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time, and such participation shall constitute presence in person at the meeting.

XII. Resignation of Trustees

Any member of the Board of Trustees may resign by delivering a written resignation to the Chair or to the Secretary of the Corporation.

XIII. Trustee Committees

The Board of Trustees may appoint such committees of its members as it may deem advisable. Each such committee shall have the powers and perform the duties delegated to it by the Trustees. Joint Committees composed of Trustees and others and committees of non-Trustees, also may be appointed.

XIV. Governance of the Corporation

- A. The business and affairs of the Corporation shall be governed by the Board of Trustees and managed by the President.
- B. The Board of Trustees shall have the power to act for the Corporation in intervals between meetings of the members, including the right to exercise any power granted to the Corporation by the Charter or by the *Bylaws*. Unless otherwise provided, the Board of Trustees shall make its own rules as to meetings and procedure.

XV. Officers

- A. The officers of the Corporation shall be a Chair and a Vice Chair elected by the members and a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may determine, appointed by the Board of Trustees and holding office during its pleasure. The offices of Chair and Vice Chair may be combined. Any offices filled by appointment, except those of

President and Secretary, may also be combined. No officer, except the Chair and Vice Chair, need be affiliated with a member of the Corporation at the time of election.

- B. The Chair and Vice Chair shall be elected to such offices for a term of two years. They shall serve for such term and until the election of their respective successors. A vacancy in the office of Chair or Vice Chair shall be filled for the unexpired term at the next meeting of the members. An election for Chair or Vice Chair shall be conducted in accordance with Articles VI and VII of these *Bylaws*.
- C. The officers, except the Chair and the Vice Chair, shall receive such compensation as the Board of Trustees from time to time shall determine.

XVI. Duties of Officers

- A. The Chair shall preside at all meetings of the members and of the Board of Trustees and shall appoint, subject to the approval of the Board of Trustees, the standing committees and special committees.
- B. The Vice Chair shall perform the duties of the Chair in the event of the Chair's inability to serve or on the delegation of the Chair.
- C. The President, subject to the authority of the Board of Trustees, shall be the chief executive officer of the Corporation, responsible for carrying out its purposes in accordance with the policies determined by the Board of Trustees. The President shall appoint members of the staff, shall make an annual report on the business of the Corporation, and shall execute all contracts or agreements and transfers of property on behalf of the Corporation. In the event of a vacancy in the office of the President or the incapacity or absence of the President, the duties of the office shall be performed by such other officers as the Board of Trustees may designate.
- D. The Secretary and the Treasurer shall have the powers and discharge the duties that usually pertain to their respective offices or that the Board of Trustees or the President may prescribe.
- E. Any other officers appointed by the Board of Trustees shall have such duties as may be assigned to them from time to time by the Board of Trustees or the President.
- F. The President, the Secretary and the Treasurer may delegate the performance of specific aspects of the duties of their respective offices to persons subject to their supervision, but such delegation shall not diminish the responsibility of the officer for the discharge of the duty involved.

XVII. Reimbursement for Expenses

Members of the Board of Trustees and committees may be reimbursed for necessary expenses incurred in the performance of the duties of their offices pursuant to regulations prescribed by the Board of Trustees.

XVIII. Audit

The Board of Trustees shall employ a professional accounting firm which shall make an annual audit of the Corporation's accounts and shall supply such other accounting services as may be required. The accountants' report shall be open to inspection by any representative of a member.

XIX. Amendments

- A. The Corporation shall petition the Board of Regents for amendment of its charter whenever a proposed amendment is approved in accordance with this Article.
- B. Any member, Trustee, or Assembly may propose an amendment of the Charter or of these *Bylaws*. Any such proposal must be made for consideration at an Annual Meeting of the members and must be filed with the Secretary eight weeks before such meeting, and the text thereof shall be set forth in the formal notice of the meeting sent to all the members. Such a proposal may be made for consideration at a special meeting by the Board of Trustees, in accordance with Article VIII of these *Bylaws*.

- C. A proposed amendment of the Charter of the Corporation requires the approval of the members at a meeting by a two-thirds vote, confirmed by the approval of a majority vote of the members by mail ballot.
- D. The *Bylaws* of the Corporation may be adopted, amended, or rescinded by a majority vote of the members at a meeting, but the action of the meeting approving or rejecting such proposal shall be submitted for determination by a majority vote of the members by mail ballot if:
 - 1. A motion for such mail ballot is approved by a two-thirds vote of the meeting or,
 - 2. The Board of Trustees, within two weeks of the meeting, determines by a majority vote of the full voting Board that the issue is of such importance that the will of the members should be ascertained by a mail ballot.
- E. The *Bylaws* may be suspended at a meeting of the members at which a quorum is present by unanimous consent of the members in attendance.

XX. Seal

The seal of the Corporation shall be in such form and shall bear such words or symbols as the Board of Trustees may determine.