



MSA BOARD OF TRUSTEES

2.1. MSA BOARD OF TRUSTEES

The By-Laws of the Middle States Association of Colleges and Schools (Adopted and Effective August 25, 2005) specify that the Association shall be governed by a Board of Trustees which shall have full power to conduct, manage and direct the business and affairs of the Association, and all powers of the Association are granted to and vested in the Board of Trustees in accordance with Article IV (The Board of Trustees) of the By-Laws:

ARTICLE IV THE BOARD OF TRUSTEES

Section 401. General.

The business and affairs of the Association shall be managed under the direction of the Board of Trustees (the "Board"), which shall establish policies for the fulfillment of the purposes of the Association stated in Article I. These By-laws provide for the appointment by each Commission of four (4) Trustees to the Board. Each Trustee, in accepting such appointment to the Board, shall have the duty to perform his or her duties in the best interests of the Association rather than in the particular interests of the Commission which appointed such Trustee.

Section 402. Number, Membership and Term of Office.

(a) The Board of Trustees shall consist of sixteen (16) members, comprised of the following:

- (i) Four (4) Trustees designated by the MSCHE;
- (ii) Four (4) Trustees designated by the MSCSS;
- (iii) Four (4) Trustees designated by the MSCES; and
- (iv) Four (4) ex officio, non-voting Trustees, who shall hold office by virtue of their position, as follows:
 - (A) President of the Commission of the MSCHE;
 - (B) President of the Commission of the MSCSS;
 - (C) President of the Commission of the MSCES; and
 - (D) Executive Vice President of the Association.

The Trustees designated by the Commissions shall be selected by each Commission in accordance with policies and procedures such Commission may adopt from time to time.

(b) Each of the twelve (12) Trustees designated by the Commissions shall be appointed for a term of three (3) years commencing on the January 1 immediately following such Trustee's appointment to the Board and may hold office until the expiration of the term for which such Trustee was appointed and until a successor has been designated by the Commission which

appointed such Trustee to the Board or until such Trustee's earlier death, resignation or removal. A Trustee appointed to fill a vacancy shall commence service immediately and shall serve the balance of the term of the Trustee he or she has replaced. No Trustee designated by the Commissions may serve more than two full terms; provided, however, that if a Trustee's term will expire while such Trustee is an officer of the Association, such Trustee's term as a member of the Board shall be automatically extended for such period as is necessary to make it coterminous with such Trustee's term as an officer.

Section 403. Resignations and Vacancies.

(a) Any Trustee may resign at any time effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be designated before such time to take office when the resignation becomes effective. Resignation as a Trustee shall also constitute resignation as a member of all committees of the Board.

(b) All vacancies in the Board, including those existing as the result of the removal of a Trustee, shall be filled in accordance with the provisions of Section 402. Each Trustee designated to fill a vacancy shall hold office in accordance with the provisions of Section 402.

(c) A vacancy or vacancies shall be deemed to exist in the case of the death or resignation of any Trustee.

Section 404. Removal.

Any Trustee may be removed from office by the voting members of the Board of Trustees, upon recommendation of the Executive Committee, without assignment of cause except in the case of a Trustee who also is an officer of the Association and may be removed only in accordance with Section 504. A vote to remove a Trustee from the Board shall be by majority of the Trustees present and eligible to vote. The Trustee whose removal is being considered may not participate in the vote concerning his or her removal. In the event that any Trustee shall be so removed, a new Trustee shall be selected to replace such Trustee at the same time in accordance with the provisions of Section 402. Removal as a Trustee shall also constitute removal as a member of all committees of the Board.

Section 405. Meetings.

(a) There shall be at least three (3) regular meetings of the Board of Trustees each calendar year. The Board of Trustees shall fix the date, place and time of each meeting. In addition, special meetings may be called by the President or by any other officer of the Association at the request of four (4) members of the Board of Trustees.

(b) Notice shall be sent to each Trustee at least thirty days in advance of each regular meeting of the Board and at least ten (10) days in advance of any special meeting of the Board. Notice shall be sent to each Trustee by first-class mail or by a reputable overnight delivery service (e.g., Federal Express), charges prepaid, or by e-mail, addressed to each Trustee at that Trustee's address as it is shown on the records of the Association for the purposes of such notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by overnight delivery service, such notice shall be deemed to be delivered when deposited with such delivery service, charges prepaid. If sent by e-mail, such notice shall be deemed to have been delivered when the electronic transmission has been completed.

(c) The Board shall hold one of its regular meetings in December of each calendar year and such meeting shall constitute the annual meeting of the Board. The voting members of the Board, as the members of the Association for all purposes under the Pennsylvania Nonprofit Corporation Law, also shall hold an annual meeting on such date.

Section 406. Quorum and Manner of Acting.

At all meetings of the Board of Trustees, the presence of a majority of the voting members of the Board shall be necessary to constitute a quorum and to transact business. 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 required by law, the Articles of Incorporation, or these By-laws. If a quorum shall not be present at any meeting of the Trustees, the Trustees present may adjourn the meeting from time to time until a quorum is present. Voting by proxy shall not be permitted.

Section 407. Telephone Meetings Permitted.

Members of the Board of Trustees, or any Committee designated by the Board of Trustees, may participate in a meeting thereof by means of conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this Section 407 shall constitute the presence of a person at such meeting.

Section 408. Organization.

At every meeting of the Board of Trustees, the President or, in the case of the President's absence, the Vice President or, in the case of the Vice President's absence, a Trustee designated by the Trustees, shall preside as chairperson. The chairperson may appoint any person to act as secretary of the meeting.

Section 409. Action by Written Consent.

Any action required or permitted to be taken at any meeting of the Board of Trustees or of any Committee thereof may be taken without a meeting if all voting members of the Board or Committee, as the case may be, consent thereto in writing and the written consents or writings are filed with the minutes of proceedings of the Board or any Committee.

Section 410. Waiver of Notice.

Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to the holding of a meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 411. Committees of the Board.

(a) The Board of Trustees shall have the following standing committees:

Executive Committee

Finance Committee

Human Resources Committee

Policy Committee

Nominating Committee

From time to time the Board of Trustees may, by resolution, establish one or more additional standing committees or ad hoc committees of the Board.

(b) Except as otherwise provided herein or by resolution of the Board, the President shall appoint the chairperson and members of each committee of the Board, each of whom shall be a Trustee. No more than two (2) members of any committee may be from a single Commission. The President may designate one or more Trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

(c) A majority of the Trustees in office appointed to a Committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Trustees in office appointed to a committee shall be the acts of the committee

(d) Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board of Trustees.

(e) The Executive Vice President shall be an ex officio, non-voting member of each committee of the Board.

Section 412. Executive Committee.

(a) The Executive Committee shall be comprised of the President, the Immediate Past President, the Vice President, the Treasurer and the Secretary. The President shall be the chairperson of the Executive Committee.

(b) The Executive Committee shall set the preliminary agenda for all Board meetings, shall have and exercise the authority of the Board of Trustees between meetings thereof (except as to the amendment, restatement or repeal of these By-laws), and shall meet as frequently as may be required to carry out its responsibilities.

Section 413. Finance Committee.

(a) The Finance Committee shall be comprised of the Treasurer and such additional members as are appointed by the President pursuant to Section 411(b) hereof. The Treasurer shall be the chairperson of the Finance Committee.

(b) The Finance Committee shall advise the Treasurer with respect to financial, budgetary and related matters and shall perform such other duties as may be assigned to it by the Board of Trustees or the President.

Section 414. Human Resources Committee.

(a) The Human Resources Committee shall be comprised of such members as are appointed by the President pursuant to Section 411(b) hereof. The President shall appoint the chairperson of the Human Resources Committee.

(b) The Human Resources Committee shall advise the President and the appropriate officers of the Association and the Commissions as to personnel matters.

Section 415. Policy Committee.

(a) The Policy Committee shall be comprised of such members as are appointed by the President pursuant to Section 411(b) hereof. The President shall appoint the chairperson of the Policy Committee.

(b) The Policy Committee shall recommend to the Board the creation of and any modifications to the Association's policy handbook and the resolution of conflicts between and among the Commissions and issues pertaining to requirements imposed upon the Association and the Commissions by the federal, state and local governments, including issues arising because of conflicts between such requirements and these By-laws or other operating procedures of the Association.

Section 416. Nominating Committee.

(a) The Nominating Committee shall be comprised of such members as are appointed by the President pursuant to Section 411(b) hereof. The President shall appoint the chairperson of the Nominating Committee.

(b) The Nominating Committee shall nominate the officers of the Association to be elected by the Board of Trustees (including the Treasurer, Secretary, Assistant Treasurer and Assistant Secretary) and members of the Board of Trustees designated by the Commissions.

Policy # 2.1.1-2.1.3.

Initial Adoption Date

*Last Revision and Adoption Date: MSA Bylaws revised January 1, 2002
April 21, 2007(Entire policy)*



COMMISSION ON SECONDARY SCHOOLS

2.2. COMMISSION ON SECONDARY SCHOOLS

The Bylaws of the Middle States Association of Colleges and Schools (Adopted and Effective August 25, 2005) specify that there shall be three accrediting units. These are the Commission on Higher Education to evaluate and accredit academic degree-granting institutions, the Commission on Secondary Schools to evaluate and accredit institutions providing non-degree-granting vocational/technical and postsecondary, secondary, and middle level education, and the Commission on Elementary Schools to evaluate and accredit institutions providing preschool, elementary, and middle level education. The Bylaws outline the general functions of the Commissions and the membership and duties of the Commissions. (*Article VI-The Commissions and Accreditation*)

2.2.1. Membership of the Commission on Secondary Schools

Each Commission shall have the authority to establish a membership to carry out its purposes. (*Article VI, Section 3-The Commissions and Accreditation, Membership*) The Commission on Secondary Schools shall consist of no fewer than sixteen and no more than twenty-one persons.

2.2.1.1. The Commission shall consist of the following categories of members:

- Administrative, professional, and academic educators (18): These members shall be currently active professional, academic, and administrative staff of member institutions and their central offices, state education departments, and/or higher education institutions. They shall be elected with consideration to geographical and institutional distribution reflective of the Commission's constituents and other levels of educational institutions, including postsecondary institutions. Of these members,
 - At least two members must be career and technical educators, at least one of which is from a CSS-accredited institution with postsecondary, non-degree granting career and technology programs.
 - At least one member must be a teacher or instructor in a CSS-accredited institution.
 - At least one member must be an educator from a CSS-accredited institution with education and/or experience in distance education.
- Public Members (3): At least one-seventh of the members shall be elected who do not currently hold professional positions in education and who are broadly representative of the public interest. Representatives of the public shall meet the following criteria:
 - not currently employed in the field of education
 - not an employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is accredited by the agency or has applied for accreditation
 - not a member of any trade association or membership organization related to, affiliated with, or associated with the accrediting agency
 - not a spouse, parent, child, or sibling of an individual identified directly above.

Not more than one member of the Commission shall be connected to the same institution.

Commissioners shall be selected based on the following qualifications:

- Demonstrated interest, understanding, and involvement in CSS accreditation activities
- Ability and willingness to contribute knowledge and expertise to the Commission's work
- Commitment to attending a new Commissioner Orientation session
- Commitment to thorough preparation for and regular attendance at Commission meetings
- Be willing to certify that they have no perceived or actual conflict of interest in the institutions on which they will deliberate.
- Be willing to certify that all documents and information will be treated in a confidential manner.

2.2.2. Terms of Office for Commissioners

Members of the Commission shall be elected for three-year terms by the CSS institutional membership and may be reelected for a second term. Academic year terms shall be used.

2.2.3. Maximum Allowable Years of Service on the Commission

Maximum allowable length of service on the Commission, including service as a Commissioner and as an Officer/member of the Executive Committee, shall be nine years. After two successive three-year terms of office, a Commissioner is ineligible to run again for a period of one year.

2.2.4. Eligibility of Commissioners

The eligibility of Commissioners whose professional assignments change during their term shall be determined by the Nominating/Executive Committee and reported to the full Commission and to the Commissioner in question.

2.2.5. Election of Commissioners

The members of the Commission shall be divided into three classes. Each year, the members of one class shall be elected to a three-year term by majority vote of the membership and thereafter may be elected every three years for successive three-year terms. (*Article VI, Section 3-The Commissions and Accreditation, Membership*)

Commissioners shall be nominated by the Nominating/Executive Committee and approved by the full Commission at its Fall Commission meeting. Elections shall take place immediately following the Fall meeting. The vote shall take place via mail ballot with all member institutions in good standing eligible to cast one vote per institution.

2.2.6. Filling Unexpired Terms of Office

A vacancy on the Commission occurring prior to the completion of normal term of office may be filled by the Commission. When the position of a Commissioner becomes vacant, the Nominating Committee/Executive Committee shall, after gathering input from the full Commission, nominate a replacement for approval and election by the Commission.

A member who serves more than one and one-half years of a remaining term is eligible for reelection for one additional successive term. However, a member who serves less than the one and one-half years of a remaining term is eligible for election to two successive terms.

2.2.7. Attendance Requirements

Any Commissioner failing to attend three consecutive meetings of the Commission shall be brought to the Commission for review and determination of next steps, including possible vote for removal.

2.2.8. Authority of the Commission on Secondary Schools

The MSA Bylaws (*Article VI, Section 2-The Commissions and Accreditation, Authority*) grant authority to the Commission on Secondary Schools to:

- a.) Appoint an Executive Director who shall be its chief administrative officer.
- b.) Appoint other professional staff officers and employees, and determine all personnel matters relating hereto including, without limitation, dismissal, promotion, payments of all kind (within the limitations of the Commission's annual budget), termination, and job description.
- c.) Conduct the nomination and election of Commission members at the Annual meeting of the Commission or by proxy ballot in accordance with business policies and procedures established by the Commission.
- d.) Elect Commission officers from the Commission membership.
- e.) Elect the Chairs of Commission subcommittees and the Co-Chair of the Committee on Institution-Wide Accreditation, who together with the Officers, shall comprise an Executive Committee.
- f.) Assure periodic evaluations of the Commission's operations and performance through the use of appropriate internal and external constituencies and communities of interest.
- g.) Designate a nominating committee for the election of the Commissioners with such rules as each Commission shall determine from time to time.
- h.) Administer and have control over its own finances and its annual budget, including the accumulation of a segregated fund balance and the establishment of fees and annual dues.
- i.) Hold regional or other meetings of its constituents, at which action may be taken for proposal to its Commission or the MSA Board of Trustees for their own determination or review and approval by the membership at any Annual, Regular or Special Meeting thereto.
- j.) Hold regional and/or other meetings of its constituents for the purpose of discussion of issues of topical interest within the jurisdiction of the Commission, consistent within the jurisdiction of the Commission.
- k.) Determine all other aspects of its own internal affairs, including, but not limited to, its own operating rules, personnel policies and procedures, benefits policies, etc., and other matters relating to realty occupied by it, subject to relevant leases, condominium agreements, etc.
- l.) Through its Commissioners, take any action required or permitted to be taken at any meeting of the Commissioners without a meeting, if all Commissioners consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Commission.
- m.) Create standing or ad hoc committees as necessary to perform the functions and achieve the purposes of the Commission.

2.2.9. Roles and Responsibilities of the Commission on Secondary Schools

The MSA Bylaws (*Article VI, Section 2-The Commissions and Accreditation, Authority*) grant responsibility to the Commission on Secondary Schools to:

- a.) By accreditation, evaluation, consultation and in all other appropriate ways, promote in the Middle States region, the welfare and improvement of education with special

emphasis upon service to member and candidate institutions but without limitation to these institutions.

b.) Publish, in writing or electronically, lists of accredited and candidate educational institutions and programs in accordance with the standards adopted by the Commission.

c.) Adopt standards and changes thereto for the accreditation of educational institutions and programs, especially such modifications as will promote continued improvement in the effectiveness of member and candidate institutions and programs.

d.) Cooperate in appropriate ways with similar bodies in other regional and national associations.

e.) Subject to law, lawful court order, or decisions by the Commission or its Executive Committee, keep the records relating to the evaluation or accreditation of any present, prospective, or former member of the Commission confidential.

2.2.10. Officers of the Commission

The officers of the Commission on Secondary Schools shall be the Chair, Past Chair, and Chair Elect. Movement from the office of Chair Elect to Chair and from Chair to Past Chair shall be automatic. Officers shall not be eligible to succeed themselves in the same position.

2.2.10.1. Chair: The Chair shall assume the following responsibilities:

- preside over all meetings of the Commission on Secondary Schools
- carry out the policies established for the Commission
- carry out actions taken by the Commission
- serve on the MSA Board of Trustees
- serve as an ex officio member of the Finance and Policy and Strategic Development Committees
- serve as the Chair of the Executive Committee
- appoint the standing committees and designate the chair of each committee

2.2.10.2. Chair Elect: The Chair Elect shall assume the following responsibilities:

- act in the place of the Chair in the event of the Chair's absence or inability to carry out the duties described in 2.2.10.1. above
- serve on the Executive Committee as an ex officio member
- serve on the Finance Committee of the Commission
- serve on the MSA Board of Trustees at the first available vacancy

2.2.10.3. Past Chair: The Past Chair shall assume the following responsibilities:

- serve as a mentor and guide to the Chair, as requested
- work with the Executive Director to provide a comprehensive orientation session to new Commissioners
- serve as the Chair of the Appeals Committee (if needed) and resolve grievance appeals regarding Commission action
- serve on the Executive Committee as an ex officio member
- serve on the Policy and Strategic Development Committee

2.2.10.4. Selection of Chair, Chair Elect and Past Chair: The Chair Elect shall be nominated by the Nominating/Executive Committee and approved by the full Commission at its Fall Commission meeting. Elections shall take place via secret written ballot. The Chair Elect shall be elected by a simple plurality of all ballots cast. Current officers may vote for the Chair Elect.

2.2.10.5. Term of Office for Officers: The Chair Elect shall be elected by the Commission to serve a term of two years. At the end of the two-year term, s/he shall move into the position of Chair. At the end of the Chair's two-year term, s/he shall move into the position of Past Chair and shall serve for two years.

2.2.10.6. Vacancy in Officer Positions: In the event of a vacancy in the position of Chair, the Chair Elect shall be elevated to the position of Chair and the Commission shall elect a new Chair Elect. The Chair Elect shall be eligible to serve the remainder of the Chair Elect term and his/her normal term as Chair. In the event of a vacancy in the Past Chair position, the Commission may, if it chooses to do so, leave the position open and determine how the Past Chair's duties shall be fulfilled.

2.2.10.7. Compensation: Officers and members of the Commission shall not be compensated, except for reimbursement of travel and lodging expenses related to Commission business.

2.2.11. Formulation and Adoption of Commission Policy

Commission policies serve to promote democratic and responsible governance and constitute the major method by which the Commission and the Executive Director exercises leadership.

2.2.11.1. Format for and Maintenance of Commission Policies: Approved Commission policies shall be written and coded according to the policy codification system approved by the Commission. Said policies will be made part of the official Policy Handbook of the Commission on Secondary Schools and shall be maintained by the Executive Director.

2.2.11.2. Distribution of Commission Policies: A current Commission Policy Handbook shall be distributed to all Commissioners. The Commission on Secondary Schools website shall provide a complete and current version accessible to Commission membership and other interested constituents.

2.2.11.3. Recommendations for Policy Changes: Member institutions, Commission staff, and Commissioners are actively encouraged to submit regularly written recommendations for new or revised policies and procedures that they feel are necessary for the most efficient operation of the Commission. These recommendations should be submitted to the Policy and Strategic Development Committee.

2.2.11.4. Regular Review of Commission Policies: The Commission on Secondary Schools' Policy and Strategic Development Committee shall conduct a comprehensive review of the Commission's policies at least once every five years. The purpose of the review is to ensure that policies adequately meet the needs of MSA, CSS, and its staff. The Policy and Strategic Development Committee may recommend using the services of an outside, independent consultant to conduct the review.

2.2.11.5. Policy Change Authority for Federal Petition Purposes: The Executive Director and Executive Committee shall have the authority to make minor, nonsubstantive changes to Commission policies when such changes are required for federal recognition by the U.S. Secretary of Education. Such changes shall be shared, in writing, at the next regularly scheduled Commission meeting.

2.2.12. Standing Subcommittees of the Commission

The Commission on Secondary Schools has established standing subcommittees with clear role descriptions to ensure effective and efficient discharge of the Commission's responsibilities. The Committees are advisory in nature, having no authority to set policy or make changes in the MSA Bylaws. Their primary function is to gather and review information for discussion and approval by the full Commission, allowing for a fuller exploration of issues than is provided when all Commissioners are expected to become expert and knowledgeable on all topics. The Commission has four standing subcommittees: the Executive Committee, The Finance Committee, the Policy and Strategic Development Committee, and the Membership and Accreditation Committee.

2.2.12.1. Executive Committee Membership: The six-member Executive Committee will be comprised of the Commission Chair, Commission Chair Elect, and the Chairs of the Finance Committee, Policy and Strategic Development Committee, the Membership and Accreditation Committee, and the CSS Co-Chair of the Committee on Institution-wide Accreditation. The Executive Director, the Chair Elect and the Past Chair shall serve as ex officio members of the Executive Committee.

2.2.12.2. Executive Committee Responsibilities: The Executive Committee ensures that the Commission acts in a responsive and responsible manner and is charged with the following responsibilities:

- Develop a written evaluation of the Executive Director based on feedback from members of the full Commission.
- Review and recommend the Executive Director's salary, benefits, and contract to the full Commission.
- Lead the Commission in annual goal-setting and a self-evaluation of its performance.
- Serve as the Nominating Committee to recommend Commission leadership, Commissioner replacements, and Board of Trustee members for approval by the full Commission.
- Ensure that CSS interests are effectively represented at MSA Board of Trustees meetings.
- Act on behalf of the full Commission, in emergency situations, between regular Commission meetings.
- Distribute minutes of meetings to all Commission members within one month of the meeting.

2.2.12.3. Finance Committee Responsibilities: The Finance Committee, working in concert with the Executive Director, ensures the sound financial condition of the Commission on Secondary Schools and is charged with the following responsibilities:

- Review the annual budget proposed by the Executive Director before it is recommended to the full Commission for discussion and approval.
- Review monthly budget reports provided by the Association Office and Executive Director.
- Review and recommend, based upon the recommendation of the Executive Director, dues and fees changes to the full Commission.
- Review and recommend, based upon the recommendation of the Executive Director, salary ranges and personnel needs.
- Recommend financial policies to the full Commission.
- Review the annual audit performed by the Association auditors.
- Approve policies regarding the Commission's investments.
- Conduct special projects related to the financial position of the Commission as proposed by the Executive Director and the full Commission.

- Conduct research and analysis of potential new ventures and new revenue sources for the Commission on Secondary Schools.
- Distribute minutes of meetings to all Commission members within one month of the meeting.

2.2.12.4. Policy and Strategic Development Committee Responsibilities: The Policy and Strategic Development Committee, working in concert with the Executive Director, ensures that the policy-making and strategic planning responsibilities of the Commission are carried out in an effective manner and is charged with the following responsibilities:

- Review bylaws and policies of the Commission to ensure that they are up-to-date, relevant, and appropriate to the mission of the organization.
- Draft and revise policies for approval by the full Commission.
- Monitor the progress of the CSS strategic plan in cooperation with the Executive Director and the full Commission.
- Conduct research and analysis of potential new membership types and new member services for the Commission on Secondary Schools.
- Monitor the implications of federal and state legislation on accreditation.
- Distribute minutes of meetings to all Commission members within one month of the meeting.

2.2.12.5. Membership and Accreditation Committee: The Membership and Accreditation Committee, working in concert with the Executive Director, ensures that the accreditation responsibilities of the Commission are carried out in a thorough, appropriate, and effective manner and is charged with the following responsibilities:

- Review all accreditation actions before they are recommended to the full Commission for discussion and approval.
- Review recommended cooperative agreements and accompanying self-study protocols of other accreditation and evaluation organizations.
- Review all self-study protocols for use by the membership.
- In cooperation with CES and CIWA, complete a thorough review of accreditation standards at least once every five years. Ongoing review of standards through evaluation team, advisory committee, and other forms of feedback is a committee responsibility.
- Work with Commission staff to recommend and approve replacements to advisory committees. Report to the full Commission on changes in advisory committee membership.
- Serve as liaison to advisory committees.
- Distribute minutes of meetings to all Commission members within one month of the meeting.

At least one member of the Membership and Accreditation Committee shall be from a CSS-accredited institution offering postsecondary programs.

2.2.12.6. Convening Subcommittees: Standing subcommittees may be convened at the request of the Executive Director, the Chair of the Commission, and/or the Chair of a specific standing committee.

2.2.12.7. Appointment of Commissioners to Commission Committees.

- a) Annually, at the Commission's spring meeting, the Executive/Nominating Committee will ask Commissioners to designate their choice of committee assignment(s) for the

next year (July to June). Commissioners may request to remain on the same committee(s) or request to change their committee assignment(s).

- b) The Chair, Chair Elect, and Past Chair of the Commission will make appointments to committees for the next year by June 30. The Chair, Chair Elect, and Past Chair of the Commission will take the following into consideration when making these appointments:
 - 1) The requests and qualifications of the Commissioners
 - 2) The needs of the Commission
- c) New Commissioners. The Chair, Chair Elect, and Past Chair of the Commission will appoint newly elected Commissioners to committee for the first year of their term as Commissioner on one of the following bases:
 - 1) Fill the committee assignment of the Commissioner s/he is replacing
 - 2) The qualifications of the Commissioner that meet the needs of specific committee(s), or
 - 3) The overall needs of the Commission.

2.2.12.8. Appointment of Chairs and Vice Chairs of Commission Committees.

- a. Annually, at the Commission's spring meeting, the Executive/Nominating Committee will ask Commissioners who have served as a Commissioner at least one year to indicate if they desire to be appointed as the chair or vice chair of a specific Commission committee for which there is a vacancy.
 - 1) A vacancy for a committee chair or vice chair position may occur when one or more of the following occurs:
 - The current chair/vice chair's term as a Commissioner has expired, and
 - The chair/vice chair is not eligible for election to another term, or
 - The chair/vice chair chooses not to stand for election to another terms as Commissioner, or
 - The Executive/Nominating Committee does not nominate the chair/vice chair to stand for another term as Commissioner
 - 2) The current chair/vice chair resigns from the Commission before his/her terms as chair/vice chair expires; or
 - 3) The current chair/vice chair's term of service as chair/vice chair of a committee expires; or
 - 4) The current chair/vice chair resigns from the position of chair/vice chair before his/her terms as chair/vice chair of a committee expires.
- b. When a vacancy for the chair or vice chair of a committee occurs, the Chair, Chair Elect, and Past Chair of the Commission will appoint a new chair/vice chair. The Chair, Chair Elect, and Past Chair will take the following into consideration when making these appointments:
 - The requests and qualifications of the Commissioners
 - The needs of the Commission

2.2.12.9. Terms of Office for Committee Chairs and Vice Chairs.

- a. The term of office for the Chair of a committee will be three years. The Chair, Chair Elect, and Past Chair may appoint a Commissioner as Chair a committee for one additional term.

- b. The term of office for the Vice Chair of a committee will be for three years. The Chair, Chair Elect, and Past Chair may appoint a Commissioner as Vice Chair a committee for one additional term.
- c. The terms of the Chair and Vice Chair of a committee shall not be co-terminus.

2.2.13. Operation of the Commission

2.2.13.1. Commission Meetings: The Commission shall hold a minimum of two meetings per year, open only to Commissioners, Association officers, staff, and invited guests.

2.2.13.2. Quorum: At all meetings of the Commission, the presence of a majority of the entire number of sitting Commissioners shall be necessary to constitute a quorum and to transact business. Any act of a majority present at a meeting at which there is a quorum shall be the act of the full Commission on Secondary Schools, except as may be otherwise required by law, by Commission policies, or the Association Bylaws.

2.2.13.3. Proxies Not Allowed for Commission Meetings: Only Commissioners in physical attendance are eligible to vote at full Commission meetings.

2.2.13.4. Telephone Meetings Permitted: Members of the Commission may participate in committee and/or special purpose meetings by means of conference telephone call, videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute the presence of a person at such meeting. Teleconference participation is not permitted for full Commission meetings unless said meeting is called as a teleconference, where all members are using phones or similar communications equipment.

2.2.13.5. Mail Ballots: Actions may be taken by mail ballot, if all members of the Commission consent to such action.

2.2.13.6. Presiding Official: Meetings of the Commission on Secondary Schools shall be presided over by the Chair, or, in the Chair's absence, by the Chair Elect, or, in that person's absence, a member of the Executive Committee.

2.2.13.7. Parliamentary Authority: Meetings of the Commission shall be conducted in accordance with parliamentary procedures as delineated in *Robert's Rules of Order, Newly Revised*.

Policy # 2.2-2.2.13.7._____

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Last Revision and Adoption Date: April 12, 2003

October 17, 2003

*November 25, 2003 (Changes made by Executive
Committee under Policy 2.2.11.5)*

April 22, 2006

October 28, 2006 (2.2, 2.2.1.1, 2.2.9)



ASSOCIATION COUNCIL

2.3. ASSOCIATION COUNCIL

2.3.1. Membership of the Association Council

The Bylaws of the Middle States Association of Colleges and Schools (January 1, 2002) specify that the Executive Directors of the accrediting Commissions and the Secretary of the Association/Business Manager of the Association shall comprise the MSA Association Council, to be chaired by one of the Commission Executive Directors on an annually rotating basis. (Article V-Officers, Staff, and MSA Association Council)

2.3.2. Duties and Responsibilities

The MSA Association Council is responsible for working in cooperation with the Board of Trustees in carrying out the policies and purposes of the Association as related to the work of the Commissions, maintaining liaisons among the Commissions and the Association Business Office, and drawing upon the non-financial resources of the Association as units of the Association. The MSA Association Council exercises authority over the operational matters of the Association Business Office. (Article V-Officers, Staff, and MSA Association Council)

2.3.3. Operation of the Association Council

The Association Council shall be chaired by one of the Commission Executive Directors on an annually rotating basis. The President of the Board of Trustees and the Treasurer shall be invited to meetings of the MSA Association Council, as appropriate. (Article V-Officers, Staff, and MSA Association Council)

Policy # 2.3.1-2.3.3._____

Initial Adoption Date

Last Revision and Adoption Date: MSA Bylaws revised January 1, 2002



COMMITTEE ON INSTITUTION-WIDE ACCREDITATION

2.4. COMMITTEE ON INSTITUTION-WIDE ACCREDITATION

The Bylaws of the Middle States Association of Colleges and Schools (January 1, 2002) specify that there shall be three accrediting units. In addition, the Bylaws provide for a joint committee of the Commissions on Secondary and Elementary Schools to act on behalf of both Commissions in evaluating and recommending the granting of accreditation for institutions providing PK through 12 education. (*Article VI-The Commissions and Accreditation*)

2.4.1. Purposes of the Committee on Institution-Wide Accreditation

The purposes of the Committee on Institution-Wide Accreditation (CIWA) are to :

- a) establish policies that govern the cooperative activities of the CES/CSS staff in guiding institution-wide self-studies, planning activities, and evaluation;
- b) authorize fees for accreditation services provided to institutions within its jurisdiction; and,
- c) recommend institution-wide accreditation that carries with it the accreditation of all elementary and secondary sub-units.

2.4.2. Authority and Powers

The Committee on Institution-Wide Accreditation derives and maintains its authority to develop policy with the continuing consent and approval of the Commission on Elementary Schools (CES) and the Commission on Secondary Schools (CSS).

2.4.3. Jurisdiction

The Commission on Elementary Schools and the Commission on Secondary Schools assigns the jurisdiction of any PK - 12 institution that includes one or more articulated sub-units to the Committee on Institution-Wide Accreditation. Also included under the jurisdiction of CIWA are institutions in the ascending/descending grades protocol that includes grades served by both Commissions. Accreditation actions shall be taken by both the Commission on Secondary Schools and the Commission on Elementary Schools.

2.4.4. Membership of the Committee on Institution-Wide Accreditation

The Committee on Institution-Wide Accreditation consists of six Commissioners. Two Commissioners, one from each of the Commissions, shall serve as Co-Chairs of CIWA. Four other sitting Commissioners shall be appointed, two each to represent CES and CSS. The sitting Commission Chairs shall be responsible for maintaining the full CIWA membership on a continuing basis. The Associate Director of the Committee on Institution-Wide Accreditation serves as the staff liaison for both Commissions. The sitting chairs of each Commission, the Executive Director of each Commission, and the Associate Director are ex officio members of CIWA.

2.4.5. Meetings

There shall be no less than two meetings or conference calls of the Committee each academic year (usually in conjunction with the Fall and Spring meetings of the Commissions). Additional meetings may be convened at the call of the CIWA Associate Director or one/both of the Co-Chairs of the Committee on Institution-Wide Accreditation.

2.4.6. Advisory Committee Review

Each CIWA team evaluation report is reviewed by the appropriate advisory committee prior to making a recommendation to the Committee on Institution-wide Accreditation. Advisory committees may be organized geographically (e.g. Caribbean Advisory Committee (CAC) or according to protocol (e.g. *Accreditation for Growth* Advisory Committee).

2.4.7. Dues and Fees Income from Committee on Institution-Wide Accreditation Institutions

Proceeds from all fees and dues charged to institutions seeking institution-wide accreditation are distributed to the two Commissions on the basis of fifty percent.

2.4.8. Award of Accreditation

Accreditation is awarded by a majority vote of each Commission upon the recommendation of CIWA.

2.4.9. Certificates of Accreditation

A Certificate of Institution-Wide Accreditation is awarded and presented to the superintendent or head of the institution. The same certificate with the individual school name is given to the principal/head for each of the sub-units of the institution or district.

2.4.10. Policies of the Committee on Institution-Wide Accreditation

The Committee on Institution-Wide Accreditation does not have separate policies. Instead, CIWA institutions are bound by the separate policies established by the Commission on Secondary Schools and the Commission on Elementary Schools.

2.4.11. Date of Accreditation

The institution's date of accreditation is the first day of the month following the granting of accreditation by both Commissions.

2.4.12. Committee on Institution-Wide Accreditation Budget

CIWA expenditures and income shall be reported via a separate budget that is aligned with the Commission on Secondary Schools budget, but that clearly shows CIWA expenses and income.

Policy # 2.4.1-2.4.12.

Initial Adoption Date: April 12, 2003

Last Revision and Adoption Date: April 12, 2003



ADVISORY AND AD HOC COMMITTEES

2.5. ADVISORY AND AD HOC COMMITTEES

2.5.1. Advisory Committees

2.5.1.1. Authority of the Commission: The Commission on Secondary Schools shall create advisory committees as necessary to assist the Commission in performing the functions of the Commission. Advisory committees may be organized geographically (e.g. Caribbean Advisory Committee (CAC) or according to protocol (e.g. *Accreditation for Growth* Advisory Committee).

2.5.1.2. Purposes of Advisory Committees: The purposes of advisory committees shall be as follows:

- a.) To review evaluation team reports, CSS staff analyses of team reports, and the accreditation recommendations of evaluation teams and CSS staff, progress and mid-point reports (as needed) and make recommendations to the Commission for official action.
- b.) To provide a forum for sharing information on developments both within the Commission and the geographic area/ accreditation protocols served by the committee.
- c.) To make recommendations for strengthening the work of the Commission on Secondary Schools and Middle States Association.
- d.) To assist CSS in maintaining and improving the relationships with state and regional associations of public, independent and church-related schools and school administrative groups.

2.5.1.3. Meetings of Advisory Committees: Each advisory committee shall meet twice a year preceding meetings of the Commission.

2.5.1.4. Appointments to Advisory Committees: Appointments to advisory committees shall be made by the Membership and Accreditation Committee upon advice from the Executive Director. Such appointments shall be reported to the Commission annually. Advisory committee size is determined by the Executive Director and varies according to the work to be completed by the advisory committee.

2.5.1.5. Advisory Committee Terms: Advisory committee members shall serve three-year terms, renewable for an additional three years upon Executive Director recommendation. Academic year terms shall be used.

2.5.1.6. Advisory Committee Member Qualifications: Advisory Committee members shall be selected based on the following qualifications:

- Demonstrated interest, understanding, and involvement in CSS accreditation activities
- Ability and willingness to contribute knowledge and expertise to the Commission's work

- Commitment to thorough preparation for and regular attendance at Advisory Committee meetings
- Be willing to certify that they have no perceived or actual conflict of interest in the institutions on which they will deliberate.
- Be willing to certify that all documents and information will be treated in a confidential manner.

2.5.1.7. Size of Advisory Committees: The size of advisory committees shall vary according to varying needs and constituencies served by the advisory committee in question (e.g. size of geographic region, number and complexity of the institutions using a particular protocol, etc.). The minimum size for any advisory committee shall be five members.

2.5.1.8. Training of Advisory Committee Members: All advisory committee members shall receive training on the meaning and consistent application of Standards for Accreditation, prior to making any accreditation recommendation.

2.5.1.9. Attendance Requirements: Any Advisory Committee member failing to attend three consecutive meetings of the Committee shall be brought to the Membership and Accreditation Committee for review and determination of next steps, including possible vote for removal.

2.5.2. Ad Hoc Committees

The Commission on Secondary Schools shall create ad hoc committees as necessary to perform the functions of the Commission.

2.5.3. Membership on Advisory and Ad Hoc Committees

Members of these committees bring considerable expertise in evaluation procedures and an intimate knowledge of the geographic area that they represent. Membership on advisory and ad hoc committees may include individuals from non-member institutions and/or state or local educational officials.

The Traditional Protocols Advisory Committee shall always include at least one member with postsecondary experience.

Policy # 2.5.1-2.5.3._____

Initial Adoption Date: April 12, 2003

Last Revision and Adoption Date:

April 12, 2003

October 17, 2003 (new policy—2.5.1.6.)

April 17, 2004 (new policy—2.5.1.7., 2.5.1.8. and 2.5.1.9)



COMMISSION STAFF

2.6. COMMISSION STAFF

2.6.1. Composition of the Commission on Secondary Schools Staff

The administrative staff of the Commission shall consist of an Executive Director and such other staff as s/he deems necessary to carry out the work of the Commission.

2.6.2. The Duties of the Executive Director

The Executive Director shall be the chief administrative officer and shall perform the responsibilities and duties assigned by the Commission on Secondary Schools and as otherwise set forth in the MSA Bylaws and the CSS Policies. S/he shall be selected by the Commission on Secondary Schools.

These duties include, but are not limited to the following activities:

- direct, manage, and supervise the development of policies, procedures, and programs designed to further the Commission's primary mission of school improvement and accreditation
- ensure that the Commission is guided by long-range strategic, financial, and technology plans
- serve as an ex officio member of the Commission on Secondary Schools and its subcommittees
- provide direction to CSS and its subcommittees through the development of agendas and transmittal of recommendations based on research and data
- execute documents on behalf of the Commission
- serve as chief adviser to and principal agent of the Commission on Secondary Schools
- prepare and submit an annual budget for Commission approval, report regularly on the status of financial affairs of the Commission, and assure the financial viability of the organization.
- represent the Commission in relationships with the U.S. Department of Education, state education departments, collaborating partners and other organizations
- direct the development and dissemination of accreditation materials and all promotional literature
- keep records of Commission proceedings
- participate as a non-voting staff member at meetings of the Middle States Association Board of Trustees and MSA Finance Committee meetings
- cooperate with the Executive Directors of the Commission on Elementary Schools and the Commission on Higher Education in sharing responsibility for the effective day-to-day operation of the Association.

2.6.3. Appointment and Supervision of Commission Staff

The Executive Director shall appoint all Commission staff and shall be responsible for employing staff to further the mission of the organization. S/he shall share staffing needs

with the Commission through personnel plans and the budget. S/he shall have responsibility for supervision, evaluation, and termination of staff as needed.

2.6.4. Evaluation of the Executive Director

The Executive Director shall be evaluated annually by the Commission on Secondary Schools, according to his/her job description and annual goals established cooperatively by the Commission and the Executive Director. All members of the Commission shall have an opportunity to provide input and suggestions for inclusion in the Executive Director's evaluation.

In an Executive Session at the Spring Commission meeting, with the Executive Director absent, a conversation will be held to discuss the performance of Executive Director. As a result of that evaluation, the salary of the Executive Director shall be set by the Executive Committee and reported to the full Commission. The Chair shall meet with the Executive Director, immediately following the Spring Commission meeting, to summarize the Commission's evaluation and to present salary recommendations.

2.6.5. Vacancy in the Position of Executive Director

When the position of Executive Director becomes vacant, the Executive Committee shall establish a selection committee to solicit nominations for persons for consideration in filling such vacancy. The Commission shall identify necessary qualifications and shall advertise the vacancy. The selection committee shall screen applicants according to qualifications and propose at least two final candidates to the full Commission. Recommended candidates shall be interviewed by the full Commission and the Commission shall determine its candidate to fill the vacancy. Should the Commission choose not to appoint one of the candidates, the selection process shall continue.

Policy # 2.6.1-2.6.5.

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