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Bylaws

of the

Accrediting Council for Collegiate Graphic Communications, Inc. (ACCGC)

**Revision 4.1
October 26, 2008**

A Section 501 (c) (3) Tax Exempt Organization
TIN: 11-3659363

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Accrediting Council for Collegiate Graphic Communications, Inc.

Bylaws

Article I **Name, Mission**

Section 1.1 Name—The name of the organization shall be the **Accrediting Council for Collegiate Graphic Communications, Inc.** hereinafter sometimes called the *ACCGC* or the *Council*.

Section 1.2 Mission—The mission of the Accrediting Council for Collegiate Graphic Communications, Inc. is to provide viable, credible, and defensible accreditation standards that can be used by colleges and universities offering graphic communications programs, thereby:

- (a) Developing and strengthening graphic communications programs at the collegiate level.
- (b) Helping to enhance and maintain quality of instruction through periodic review.
- (c) Stimulating the exchange of ideas between academia and industry.
- (d) Providing recognition to those collegiate programs that achieve and maintain acceptable standards.

Article II **Legal Status and Structure**

Section 2.1 The Accrediting Council for Collegiate Graphic Communications, Inc. is established as an independent, voluntary, not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2.2 No part of the net earnings of the Council shall inure to benefit any Director, officer, or other individual, whether upon dissolution of the Council or otherwise (except that reasonable compensation may be paid for services rendered to or for the Council to carry out one or more of its purposes).

Section 2.3 No part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 2.4 The Council shall neither participate nor intervene in any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for political office.

Section 2.5 The Council shall not have the power to issue capital stock.

Section 2.6 In no event and under no circumstances shall the Council make any distribution or expenditure, engage in any activity, hold any assets or enter into any transaction whatsoever not permitted of a corporation exempt from federal income tax under 501(c)(3) of the Code or the

effect of which under applicable federal laws then in force will cause the Council to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation under Section 170(c)(2) of the Code.

Section 2.7 The Council shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Article III Board of Directors

Section 3.1 Authority—Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Council, the affairs of the Council shall be under the general direction of a Board of Directors which shall administer, manage, preserve, and protect the property of the Council.

Section 3.2 Number and Term—The Board of Directors shall consist of a minimum of eleven (11) voting Directors and a maximum of nineteen (19) voting Directors (the actual number to be determined from time to time by a resolution of the Board of Directors). The Directors shall be divided into two categories (which categories need not reflect a pro-rata composition of the two [2] categories of Board members described in Section 3.3 (b) herein). To aid the Board, there shall also be such ex-officio designees as may be designated and/or invited from time to time by the Board of Directors (ex-officio designees shall be nonvoting). The initial Directors and their terms shall be as listed on *Exhibit 1* attached hereto. Other than the initial Directors, each Director shall serve for a term of three years or until such Director's successor has been duly elected and qualified or until the Director's earlier death, resignation or removal. No Director shall be eligible to serve more than three consecutive elected terms. A person may become eligible to serve on the Board of Directors again after a period of two (2) consecutive years has elapsed. Membership on the Board of Directors is held by elected individuals, not institutions, associations or corporations. Board membership is non-transferable, but a non-voting ex-officio designee may attend at the request of an absent Director, subject to approval of the majority of the seated quorum.

Section 3.3 Elections—

- (a) The Board initially shall be composed of persons elected by a transition committee for the ACCGC. Thereafter, all new Directors shall be elected by the Board of Directors.
- (b) Membership of the Board of Directors will be composed of two (2) categories of Directors to include a maximum of eight (8) individuals who are employed in the graphic communications industry and a maximum of eleven (11) individuals employed as college or university graphic communications faculty who each possess a minimum of three (3) years of full-time teaching experience in higher education. Up to three (3) community, technical or junior college-level graphic communications educators representing associate degree programs may be members of the education category.

- (c) Under no circumstance may there be a Director elected to the Council who is employed by the same educational institution, organization, or company as another Director who will serve on the Council at the same time.
- (d) It shall be the responsibility of the Nominating Committee to seek nominees to fill vacancies to maintain as nearly as possible the eleven educator/eight industry leader structure of the Board. In addition, a representative mix of educators from large, medium, and small graphic communications programs shall be preserved, as well as a representative mix of industry leaders from a variety of printing processes and various graphic communications trade and professional organizations, associations, or foundations.
- (e) The Nominating Committee Chair shall inform the Executive Committee and/or the Board of Directors, as the case may be, of the names of persons who are nominated for election or appointment to the Board of Directors as herein required. Any Director may submit to the Nomination Committee, in writing and no later than 90 days before the Annual Meeting, the names of one or more eligible persons as nominees for Directors of the Council and such names shall be included in the ballot on which all current Directors shall (may) vote. Ballots shall be prepared by the Managing Director and mailed, e-mailed, or sent by facsimile to the Directors entitled to vote no later than 45 days prior to the Annual Meeting. Directors shall return their ballots on which their votes have been cast no later than 30 days prior to the annual meeting. The ACCGC President, who may delegate task to the Managing Director, shall notify all nominees of the election results no later than 20 days prior to the Annual Meeting.
- (f) Unless otherwise specified at the time of the election, new Directors shall begin their terms immediately after the Annual Meeting of the ACCGC or at a special meeting called for such purpose.

Section 3.4 Vacancies—Board vacancies occurring by death, resignation, inability to serve, increase in the number of Directors or otherwise shall be filled by appointment by the Executive Committee to serve for the unexpired portion of the term of the Director being replaced, provided, however, that any successor Director shall be a member of the same category of the Board vacancy being filled. Directors appointed to fill an unexpired term shall retain eligibility for nomination to serve two (2) additional consecutive terms as Director.

Section 3.5 Compensation—No compensation shall be paid to any Director for services as a Director, but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Council.

Section 3.6 Meetings—The Board shall meet annually at a date and time established by the Board. The meeting following the close of the Council's fiscal year or such other time as the Board may designate from time to time by resolution shall be the Annual Meeting of the Board. Special meetings shall be called by the Secretary upon the order of the Council President or Vice President or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote. All meetings of the Board of Directors shall be held at the registered office of the Council unless otherwise designated in the notice. A Board member

who misses two (2) consecutive meetings may be removed by the majority vote of the Board of Directors.

Section 3.7 Quorum—At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other at the same time. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.8 Voting—Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 3.9 Notices—Written notice of the date, time and place of each meeting of the Board of Directors shall be given to all Directors at least thirty (30) days in advance of the date of the Annual Meeting and at least ten (10) days in advance of the date of special meetings. Such notice shall set forth the date, time, and place of the meeting. For special meetings, the notice shall also state the nature of the business to be transacted. Such notice shall be given at the direction of the Secretary or another designated officer of the Council and shall be given to each Director, either personally or by sending a copy thereof by first class or express mail, postage prepaid; by telegram (with messenger service specified); electronic mail (e-mail); telex or TWX or courier service, charges prepaid; or by facsimile to each Director's address (or e-mail, telex, TWX or facsimile number) appearing on the records of the Council. If the notice is sent by mail, courier service or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service or telegraph office or in the case of telex or TWX when deposited, or in the case of facsimile or e-mail when transmitted. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section 3.10 Waiver of Notice—Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Council or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.11 Interested Directors or Officers—

- (a) No contract or transaction between the Council and one or more of its Directors or officers or between the Council and any other corporation, partnership, association, or other organization in which one or more of the Council's Directors or officers are Directors, of-

ficers or employees, or have a financial interest, shall be void or voidable solely for such reason, or solely because a Director or officer of the Council is present at or participates in the meeting of the Board of Directors who authorizes the contract or transaction, or solely because the votes of such Director or officer are counted for such purpose, if:

- (1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even if the disinterested Directors are less than a quorum.
 - (2) The contract or transaction is fair as to the Council as of the time it is authorized, approved or ratified by the Board of Directors.
- (b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified in subsection (a) of this section. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the effect on the quorum.

Section 3.12 Standard of Care and Fiduciary Duty—Each Director shall stand in a fiduciary relation to this Council and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of this Council, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of this Council whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons.
- (c) A committee of the Board of this Council upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3.13 Factors That May Be Considered by Directors—In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of this Council, consider to the extent they deem appropriate:

- (a) The effects of any action upon any or all groups affected by such action, including institutions, employees, suppliers, customers, and creditors of the Council, and upon communities in which offices or other establishments of the Council are located.

- (b) The short-term and long-term interests of the Council, including the benefits that may accrue to the Council from its long-term plans and the possibility that these interests may be best served by the continued independence of the Council.
- (c) The resources, intent and conduct (past, stated, and potential) of any person seeking to acquire control of the Council.
- (d) All other pertinent factors.

The Board of Directors, Committees, and Directors are not required, in considering the best interest of the Council or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this section shall not constitute a violation of Section 3.12 hereof. The fiduciary duty of Directors shall not be deemed to require them to act as the Board of Directors, a committee or an individual Director solely because of the effect such action might have or an acquisition or potential or proposed acquisition of control of the Council or the consideration that might be offered or paid to Directors in such an acquisition.

Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the Board of Directors, a committee of the Board or an individual Director shall be presumed to be in the best interests of the Council. In assessing whether the standard set forth in Section 3.12 hereof has been satisfied, there shall not be any greater obligation to justify, or higher burden of proof with respect to, any act as the Board, committee or an individual Director relating to or affecting an acquisition or potential or proposed acquisition of control of the Council than is applied to any other act as a Board, committee, or individual Director. Notwithstanding the preceding provisions of this Section 3.13, any act by the Board, committee or an individual Director relating to or affecting an acquisition or potential or proposed acquisition of control to which a majority of the disinterested Directors have assented shall be presumed to satisfy the standard set forth in Section 3.12, unless it is proven by clear and convincing evidence that the disinterested Directors did not assent to such act in good faith after reasonable investigation.

The term disinterested Director means, solely for the purpose of this section, a Director of the Council other than:

- (a) A Director who has a direct or indirect financial or other interest in the person acquiring or seeking to acquire control of the Council or who is an affiliate or associate of, or was nominated or designated as a Director by, a person acquiring or seeking to acquire control of the Council.
- (b) Depending upon the specific facts surrounding the Director and the act under consideration, an officer or employee or former officer or employee of the Council.

A person shall not be deemed to be other than a disinterested Director solely by reason of any or all of the following:

- (a) The receipt by the Director of director's fees or other consideration as a Director.

- (b) Any interest the Director may have in retaining the status or position of a Director.
- (c) The former business, education, or employment relationship of the Director with the Council.
- (d) Receipt or the right to receive retirement or deferred compensation from the Council due to service as a Director, officer, or employee.

Section 3.14 Rules and Regulations—The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Council and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.15 Removal of Directors—The Board of Directors, by a majority vote of all of the Directors, may declare vacant the office of a Director who is declared of unsound mind by an order of the court or is convicted of a felony or other cause. “Other cause” shall mean any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Council, including, but not limited to, absence from two (2) consecutive Board meetings.

Section 3.16 Consents—Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and entitled to vote and shall be filed with the Secretary of the Council.

ARTICLE IV Officers

Section 4.1 Enumeration—The officers of the Council shall consist of a President, Vice President, Secretary, Treasurer, and Managing Director, and such other officers and assistant officers as the Board may, from time to time, designate.

Section 4.2 Term of Office—Individual board members will serve as officers of ACCGC at the pleasure of the elected Board of Directors according to the following guidelines:

- (a) The office of President is a two (2) year term. This person will be elected from the education category and is elected in odd years.
- (b) The office of Vice President is a two (2) year term. This person will be elected from the industry category and is elected in even years.
- (c) The office of Secretary: This person may serve a maximum of five (5) continuous one (1) year terms and is subject to election each year by the elected Board of Directors. This person may be elected from either the education or industry category.

- (d) The office of Treasurer: This person may serve a maximum of five (5) continuous one (1) year terms and is subject to election each year by the elected Board of Directors. This person will be elected from the education category.
- (e) A person may serve in one office and be elected to another office without a waiting period.
- (f) A person may complete service in a given office and be re-elected to the same office following a two-year waiting period.

Section 4.3 Election of Officers—Nominees for elected offices shall be (a) an elected Director, (b) nominated in accordance with the procedure set forth in these Bylaws and (c) elected to office by the Directors at the Annual Meeting of the ACCGC. The Nominating Committee shall solicit candidates and at least 90 days prior to the Annual Meeting submit to the Executive Committee a slate consisting of at least one candidate for each office. At least 45 days prior to the Annual Meeting of the Board of Directors, the Executive Committee, through the Managing Director, shall inform the members of the Board of Directors of the proposed slate. Directors may also suggest additional nominees to the Managing Director through e-mail, facsimile, or postal mail. The Directors entitled to vote shall elect the officers from the nominees. Elections are generally conducted through e-mail ballots prepared and disseminated by the Managing Director. Directors shall return their ballots on which their votes have been cast no later than 30 days prior to the annual meeting.

Section 4.4 Vacancies—Any vacancy may be filled by an election through a special meeting of the Board of Directors. The Directors entitled to vote shall elect the officer.

Section 4.5 President—The Council President shall serve as the chief executive officer of the Council and as such shall be responsible for and have supervision over the management and operation of the Council, subject to the control of the Board of Directors. The President shall be an ex-officio member on all committees. The President shall serve at the discretion of the Board of Directors.

Section 4.6 Vice President—In the absence of the Council's President or in the event of the death of the President, or inability or refusal to act by the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 4.7 Secretary—The Secretary shall make or cause to be made minutes of all meetings of the Board of Directors and its committees. The Secretary shall be responsible for the timely e-mailing, mailing, or other delivery of all notices of meetings of the Board of Directors and the Executive Committee, shall affix the corporate seal at the direction of the Managing Director and, generally, will perform all duties incident to the office of Secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 4.8 Treasurer—The Treasurer shall supervise the financial activities of the Council. Spe-

cifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Council in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Council, and (d) an annual audit of the Council's books and records is performed by an auditor selected by the Board. In performing these functions, the Treasurer may rely on employees of the Council or any affiliated corporation who possess special financial training and skills and whose employment responsibilities include management of the Council's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer. The Treasurer shall be bonded at the discretion of the Board of Directors.

Section 4.9 Managing Director—A Managing Director shall be appointed by the Board. The Managing Director shall serve on the Board of Directors in an ex-officio capacity, shall be paid an annual stipend set by the Board, shall be bonded, shall be under the general supervision of the President and Vice President, and shall serve at the discretion of the Board of Directors.

Section 4.10 Other Officers—Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer whom the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 4.11 Removal of Officers—Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws or the Council's Articles of Incorporation to elect or appoint such officers whenever in their judgment the best interests of the Council will be served.

ARTICLE V Committees

Section 5.1 Committees—There shall be four Standing Committees within the Council: The Accreditation Committee, the Appeals Committee, the Executive Committee, and the Nominating Committee. The Council may identify ad hoc committees as necessary to carry out specific functions.

(a) **The Accreditation Committee**—

- (1) The Accreditation Committee shall have at least ten (10) members and shall consist of all current Directors who are not serving on the Appeals Committee. The Accreditation Committee is empowered to grant ACCGC accreditation following a careful review and evaluation of self-study materials, site visitation summary re-

ports, and responses by the evaluated educational institution. ACCGC accreditation is granted to an institution of higher learning (an “Institution”) following an affirmative vote by the majority (minimum of 6) of the Accreditation Committee.

- (2) The committee has oversight and implementation responsibilities for the ACCGC accreditation program. The Accreditation Committee will maintain liaison with nationally recognized accrediting organizations.
- (3) One education category Director will be elected by the Committee to serve as Chair of the Committee. Directors elected to a three-year term shall serve at least the first two years of their term as members of the Accreditation Committee.
- (4) The Chair of the Accreditation Committee shall appoint a three-person Site Visitation Team for each Institution that applies for accreditation, subject to confirmation by the appropriate institution administrator. Each Site Visitation Team shall consist of two (2) education representatives from collegiate degree-granting educational institutions and one (1) industry representative. At least two (2) of the Site Visitation Team members must be members of the Accreditation Committee. One of the education representatives shall be designated Team Leader by the Chair of the Accreditation Committee.

(b) **The Appeals Committee—**

- (1) The Appeals Committee responds to appeals from Institutions denied ACCGC full accreditation by the Accreditation Committee. Appeals Committee members vote to uphold or reverse the decision of the Accreditation Committee. A minimum of four (4) affirmative votes by the Appeals Committee is necessary to reverse decisions of the Accreditation Committee. The decision of the Appeals Committee is final.
- (2) The Appeals Committee shall consist of six (6) current or past Council Directors who are not serving on the Accreditation Committee. The Chair of the Appeals Committee shall be the ACCGC President, Vice President, or the Council President’s designee. Members of the Appeals Committee shall have had prior service on the Accreditation Committee and shall be appointed by the President of the Council, with approval of the Executive Committee. No Appeals Committee Member shall serve on an appeal for an institution for which such member served as a member of the Site Visitation Team.

(c) **Executive Committee—**

- (1) The Executive Committee formulates and proposes policy to the Council for approval, translates into action the directives issued by the Council, and guides the activities of the Managing Director.
- (2) The Executive Committee is a five (5) member committee comprised of the Council President, Vice President, Secretary, Treasurer, and Chair of the Accreditation Committee. The President of the Council Board of Directors shall chair the Executive Committee.

- (d) **Nominating Committee**—The President of the ACCGC Board of Directors shall appoint a Nominating Committee of three Directors, one of whom will be appointed Committee Chair. Nominating Committee members shall normally be selected from out-going Directors.
- (e) **Ad hoc Committees**—The Council may identify ad hoc committees as necessary to carry out specific functions. The Chair of the Executive Committee (the President) may form ad hoc committees, directly or by request from another member of the Executive Committee, and appoint ad hoc committee members and chairs, with approval by the Executive Committee. Chairs of ad hoc committees will be Council Directors, but membership of these committees may consist of individuals other than the Council's Board of Directors.

Section 5.2 Removal of Officers or Committee Members—Should it be necessary to remove an Officer or Committee member, the Council may do so by a two-thirds vote of its entire Board of Directors.

Section 5.3 Committee Tenure—The term for members of the Accreditation Committee shall be two (2) years; terms for members of the Appeals Committee, Nominating Committee, and Executive Committee shall be one (1) year. A Director may not serve simultaneously on the Accreditation Committee and Appeals Committee.

Section 5.4 Meetings—Each Committee shall be required to meet during the same week as each Annual Meeting. Additional meetings as deemed necessary shall be called by the Committee Chair.

Section 5.5 Limitation on Power of Committees—The Accreditation Committee, Appeals Committee, Nominating Committee, and any ad hoc committees shall have no power or authority to contract for expenditures or to make disbursements on behalf of the Council unless such power is specifically authorized by the Executive Committee, and they shall be subject in all their actions to the authorization and approval of the Executive Committee. No such committee shall have any power or authority as to the following:

- (a) Filling vacancies on the Board of Directors.
- (b) Adopting, amending, or repealing the Bylaws.
- (c) Amending or repealing any resolution of the Board.
- (c) Acting on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

ARTICLE VI General

Section 6.1 Office—An administrative office of the Council shall be at such site as the Executive

Committee may determine.

Section 6.2 Fiscal Year—The Council’s fiscal year shall begin January 1 and end December 31.

Section 6.3 Operational Year —The operational year of the Council shall begin with the close of the Annual ACCGC Board of Directors meeting and end at the close of the next Annual ACCGC Board of Directors meeting. Because the Annual ACCGC Board of Directors meeting is held in conjunction with the annual Graph Expo/Print Show, which is held on different dates during the fall season, the beginning and ending of the ACCGC Operational Year will be considered as a “floating year.” Officers and members of the Board of Directors serve terms that coincide with the Council’s Operational Year. Officers are sworn in at the Annual Board of Directors meeting.

Section 6.4 Accreditation Year—Program accreditations granted by formal action of the ACCGC Board of Directors will begin on September 1 of a specified year and terminate as of August 31 of a specified year.

Section 6.5 Non-Discrimination—No individual shall be denied the opportunity to participate as a Director or employee on the basis of age, sex, religious preference, country of national origin, race, or physical disability.

Section 6.6 Parliamentary Authority—The current edition of Robert’s Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws of the Council. The Chair of any Council meeting may appoint a parliamentarian.

Section 6.7 Annual Report—The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the Non-Profit Corporation Laws (NPCL), as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.

Section 6.8 Books and Records—This Council will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and committees. The Council will keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Council.

Section 6.9 Distributions—The income of the Council for each taxable year shall be distributed at such time and in such manner as not to subject the Council to tax under Section 4942 of the Code.

Section 6.10 No Self-Dealing—The Council shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code.

Section 6.11 No Excess Business Holdings—The Council shall not retain any excess business holdings, as defined in Section 4943 (c) of the Code.

Section 6.12 No Jeopardizing Investments—The Council shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

Section 6.13 No Taxable Expenditures—The Council shall not make any taxable expenditures, as

defined in Section 4945 (d) of the Code.

Section 6.14 Dissolution—The Council may be dissolved by a three-fourths vote of the entire Board of Directors. In the event of dissolution of the Council, all assets remaining after the payment of all authorized indebtedness shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. A majority vote of the Board of Directors shall determine the distribution in accordance with the preceding sentences.

Section 6-15 Sustaining Corporate Affiliates—To support its work, the Council welcomes corporations and other organizations with interests in Graphic Communications education to become Sustaining Corporate Affiliates (SCAs). SCAs contribute a minimum of \$5,000 to the Council, either in a lump sum or in annual installments. Additional annual contributions of any amount may be made by SCAs. SCAs are not members of the Council. However, representatives from SCAs may be invited by the Nominating Committee to stand for election to the Board of Directors.

ARTICLE VII Limitation of Personal Liability of Directors

Section 7.1 Limitation of Directors' Personal Liability—A Director of the Council shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B, of the NPCL as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any federal, state, or local law.

Section 7.2 Preservation of Rights—Any repeal or modification of this Article by the Council shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Council and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE VIII Indemnification

Section 8.1 Mandatory Indemnification of Directors and Officers—The Council shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or officer (including each former Director or officer) of the Council who was or is or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Council. By reason of the fact that the Director or officer is or was an authorized representative of the Corporation, or is or was serving at the request of the Council as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Director or officer in

connection with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Council and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 8.2 Mandatory Advancement of Expenses to Directors and Officers—The Council shall pay expenses (including attorneys' fees) incurred by a Director or officer of the Council referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit, or proceeding. The expenses incurred by such Director or officer shall be paid by the Council in advance of the final disposition of such action, suit, or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Council as provided in Section 8.4 hereof.

Section 8.3 Permissive Indemnification and Advancement of Expenses—The Council may, as determined by the Board of Directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Council), by reason of the fact that such person is or was an authorized representative of the Council or is or was serving at the request of the Council as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit, or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Council and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Council may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 8.3 in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Council as provided in Section 8.4 hereof.

Section 8.4 Scope of Indemnification—Indemnification under this article shall not be made by the Council in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D, of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 8.5 Miscellaneous—Each Director and officer of the Council shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement,

vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Council and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Council. Any repeal or modification of this Article by the Board of Directors of the Council shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 8.6 Definition of Authorized Representative—For the purposes of this Article, the term “authorized representative” shall mean a Director, Officer, or Employee of the Council or of any corporation controlled by the Council, or a trustee, custodian, administrator, committee member, or fiduciary of any employee benefit plan established and maintained by the Council or by any corporation controlled by the Council, or person serving another corporation, partnership, joint venture, trust, or other enterprise in any of the foregoing capacities at the request of the Council or a consultant to the Council, as designated by the Board as an authorized representative. The term “authorized representative” shall not include money managers or investment advisors (or any employees thereof) hired by the Council, and shall not include agents of the Council unless indemnification thereof is expressly approved by the Board of Directors.

Section 8.7 Procedure for Effecting Indemnification—Unless ordered by a court, any indemnification under this Article VIII or of the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding.
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- (c) By the Directors.

ARTICLE IX

Bylaw Amendments

Section 9.1 Authority—These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote.

Section 9.2 Notice—The Directors of the Council shall be given at least thirty (30) days prior written notice of any meeting of the Directors at which proposed changes to the Bylaws of the Council are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.