

- (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 By-laws, 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. Specifically, 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 care-