

**BYLAWS
OF
NATIONAL ASSOCIATION OF STATE ADMINISTRATORS AND
SUPERVISORS OF PRIVATE SCHOOLS, INC. (REFERRED TO HEREIN AS
THE “ASSOCIATION”)**

ARTICLE I – MEMBERSHIP

Section 1

All members of this Association at the time these Bylaws are adopted shall be considered members in good standing without further application.

Section 2

The Association may have members consisting of the following classes:

(i) Regular Members. State administrators and supervisors and/or the state boards, commissions, agencies or departments they represent, who are engaged in the administration, regulation, or supervision of private schools, colleges, or universities and the educational programs offered therein, are eligible to become Regular Members of the Association. In addition, persons or agencies located in the District of Columbia, Puerto Rico, the U.S. Virgin Islands and other U.S. territories and districts, or within a Canadian Province, who perform similar regulatory functions involving private schools, colleges and/or universities, are also eligible to become Regular Members of the Association.

(ii) Associate Members. Interested individuals professionally engaged in the activities associated with private degree and non-degree granting education in residence, distance education and/or home study are eligible to become Associate Members. Associate Members may also include, but are not limited to, schools, associations, and consultants, service professionals and individuals involved in consumer protection.

(iii) Partnership Members. Interested individuals who are either representatives of a federal or state governmental regulatory agency such as accrediting agencies, guarantor agencies, programmatic oversight agencies, etc., or state or federal government employees professionally engaged in regulatory oversight for private postsecondary schools are eligible to become Partnership Members.

(iv) Honorary Lifetime Members. Former Regular Members who have maintained active membership in the Association prior to retirement or disability may be designated as Honorary Lifetime Members by a majority vote of the members present at the annual meeting of the Association.

Voting members of the Association shall be Regular Members of the Association in good standing.

Section 3

(i) Applications for membership shall be made in a form and manner acceptable to the Board of Directors and shall be accompanied by the payment of the annual dues prescribed.

(ii) Upon receipt of an application for Associate membership, the President shall examine the qualifications and desirability of the applicant for membership in the Association. If the examination is favorable, such applicant is thereby elected to membership. If the examination is unfavorable, an appeal therefrom, at the option of the applicant, may be made to the Board of Directors. If the Board of Directors reverses the action of the President and acts favorably upon the application, such reversal will constitute election to membership. If the application is declined by the President, or by the Board of Directors on appeal, the money remitted by the applicant shall be returned. Upon rejection such application may not be resubmitted for a period of at least six months unless accompanied with proof that the reason for rejection has materially changed.

Section 4

Voting of the Regular Members may be done in person at duly called meetings or by electronic means. With respect to any one issue, vote or meeting, electronic means cannot be used in conjunction with voting in person. Regular Members may attend all meetings of the Association. All other classes of members shall attend only those meetings as invited by the Board of Directors. Each Regular Member, or governmental agency, board or commission represented by a Regular Member, as defined in these Bylaws, shall be entitled to one vote at any meeting or on any issue to come before the membership. Voting by proxy at any meeting shall not be permitted.

Section 5

A member of any class may withdraw from the Association by a written notice of resignation provided all indebtedness to the Association is first discharged.

Section 6

All membership dues shall be due and payable annually, in advance, on the 15th day of February of each year, unless other dates and related fees for payment shall be fixed by the Board of Directors.

Section 7

The membership of any member of any class who remains in arrears in the payment of dues, assessments or penalties for sixty (60) days shall be subject to termination, unless for good cause shown, in which case the Board of Directors shall extend the time for payment beyond that period. Any member of any class terminated for nonpayment of dues, assessments or penalties shall be reinstated only upon receipt of all amounts owed plus a reinstatement fee to be determined by the Board of Directors.

Section 8

Membership of any member of any class found by the Board of Directors to be operating contrary to the objectives of this Association, or conducting themselves in a manner unbecoming a member, or using unethical practices, may be terminated; provided, however, that ten days' notice in writing shall have first been given to such member of the charges and a hearing granted before the Board of Directors if such member desires a hearing. From any action so taken by the Board of Directors, the member shall have the right to appeal to the Association at its next meeting, provided notice in writing of such appeal shall have been given to the President/Chairman five days in advance of such meeting.

Section 9

The Regular Members of the Association may approve by majority vote additional categories of membership other than those in Section 2 above, including the qualifications, rights and privileges thereof as long as such categories do not conflict with other provisions herein or with the Articles of Incorporation of this Association or its successor. The Board of Directors may refuse membership to, or terminate the membership of, any person or entity in any additional categories whenever it is deemed to be in the best interest of this Association and consistent with its purposes and objectives.

ARTICLE II – MEETINGS

Section 1

The annual meeting of this Association shall be held at a time and place determined by the Board of Directors. Special meetings, including special annual meetings, of the Association may be called at any time by the President/Chairman or a majority of the Board of Directors or by request of ten percent of the Regular Membership as of the end of the fiscal year immediately preceding; provided, that in the call for a special meeting the objectives of the meeting shall be specified. Thirty days' prior notice shall be given to the members of all classes of the holding of the annual meeting, and ten days' prior notice of the holding of any special meeting, other than a special meeting to amend the Articles or Bylaws.

A quorum at any meeting of the Association shall be ten percent of the Regular Membership as of the end of the fiscal year immediately preceding any meeting. A quorum at any meeting of the Board of Directors shall consist of a majority of the members thereof.

Section 2

The President or the Board of Directors may submit any action which may be considered at any annual, special or special annual meeting of Regular Members to a vote of the Regular Members without a meeting by written ballot or electronic means, as provided in this section. The Association shall provide each member entitled to vote with a ballot setting forth the proposed action, providing an opportunity to specify approval or disapproval of any proposal, and providing a reasonable time within which to return the ballot to the Association. Distribution

of the action to be taken may be done by written ballot or electronic means and shall indicate the number of responses needed for the ballot to be valid, as well as the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. This section shall be interpreted and applied in accordance with Florida law then in force and effect.

ARTICLE III – FISCAL AFFAIRS

Section 1

The fiscal year of the Association shall be set by the Board of Directors.

Section 2

The Board of Directors shall devise ways and means of meeting the financial needs of the Association. It shall, prior to the beginning of each fiscal year, prepare or cause to be prepared, an estimated budget of annual operating expenses. It shall also prepare or cause to be prepared classifications of the membership and fix the amount of annual dues applicable to each classification. The Board may from time to time adjust said classifications and dues amounts in order to equalize and reconcile the total dues collection with the total budget amount. The Treasurer shall thereupon collect from each member of the Association in accordance with the classifications and dues amount as fixed and approved by the Board of Directors. The Board shall annually audit or cause to be audited the books and accounts of the Association.

Section 3

The Association is organized and operated exclusively for charitable purposes within the meanings of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any future United States Internal Revenue law. The Association will not carry on any activities not permitted to be carried on by these provisions.

No part of net earnings will inure nor be to the benefit of or be distributable to its Directors or Officers, other private individuals, or organizations organized and operating for a profit. However, the Association will be authorized and empowered to pay reasonable compensation to its Board of Directors/Officers and employees for services rendered and to make payments and distributions in furtherance of the Association's charitable purposes.

In no event shall the Association engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and the applicable rules and regulations thereunder. The Association will not carry on any activities not permitted to be carried on by these provisions.

Section 4

In the event of dissolution or termination of this Association, either by formal action or vote of its members, and at such time the Association has assets remaining after the payment of all expenses, debts and obligations, such assets

shall be disposed of and conveyed in such manner so that no member of this Association directly or indirectly receives any financial benefit because of such action. The decision to take such action on dissolution or termination of this Association and any decision regarding disbursement of any remaining assets shall be made by all members of the Association in a duly called meeting for such purpose.

ARTICLE IV – DIRECTORS

Section 1

For the purposes of carrying out the objectives, orderly processes and policies of this Association as determined by any meeting of the members, there is created a Board of Directors comprised of seven (7) persons, each of whom shall be a Regular Member of the Association. The directors shall be elected by the Regular Members as provided hereinbelow. Such Board shall be comprised of the President, Vice President (who shall also be the President-Elect), Secretary, Treasurer, and Past President, such officers elected as provided in Article V of these Bylaws, and two (2) other directors, elected by ballot by the members of the Association entitled to vote at the annual meeting and as hereinafter provided.

The terms of the Board of Directors initially elected as provided herein shall be staggered in classes as nearly equal as possible for terms of one, two and three years. Upon expiration of such initial one, two and three year terms, each such director's replacement shall be elected, unless filling a vacancy, to serve staggered three-year terms or until a successor is elected and qualified. No elected member of the Board of Directors, other than the officers referred to in this Article and Article V, may succeed himself/herself until one year has elapsed following the expiration of two three-year terms. At each annual meeting hereafter, the respective number of members shall be elected by majority vote of the Regular Members of the Association for a term of three years. The Board shall meet as often as it deems necessary or upon call of the President or a majority of the Board members. The Board of Directors shall be responsible for the general supervision and management of the Association. The Board may, in its discretion, devise methods other than in person at the annual meeting for electing board members based on regions and/or using electronic means as long as such methods or means do not conflict with the objectives of this Association or any provisions contained in the Articles of Incorporation or Bylaws of this Association.

Section 2

The Board of Directors shall have the power to act for the Association between meetings, as occasion may require. It shall employ such persons as may be necessary for the conduct of business of the Association.

Section 3

The Board of Directors shall conduct hearings on any complaint under Article I hereof and make findings and conclusions thereon in a manner that will support and carry out the objectives of the Association.

Section 4

- (a) Members of the Board of Directors may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (b) Any action required to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors, individually or collectively, consent verbally or in writing to that action. Notation of such consent shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board. A faxed copy of an executed consent or consent transmitted using other electronic means shall have the same force and effect as an original. Such consent may be executed in counterparts.
- (c) Except where otherwise specified, as used in these Bylaws or the Articles of Incorporation of the Association, the term “electronic means” shall include, but not limited to, electronic mail and other computerized electronic communications approved by the Board.

ARTICLE V – OFFICERS

Section 1

The officers of this Association shall be a President, Vice President (who shall also be the President-Elect), Secretary, and Treasurer, each of whom shall be a director duly elected as provided in these Bylaws.

Upon the Adoption of these Bylaws, the President, Vice President, Secretary and Treasurer shall be elected by majority vote of the then existing directors at the annual meeting of the Board. The term of office of each officer named in this paragraph shall be for one year or until his/her respective successor is elected or appointed and qualified.

Upon the Adoption of these Bylaws, the Vice President shall take office as President when the office of President becomes vacant, without further election.

The Board of Directors is empowered to create such other positions, and to make appointments to fill the same, as may be necessary from time to time.

The President shall preside at all meetings of the Association and of the Board of Directors as the Chairman of the Board of Directors, and shall have general direction of the affairs of the Association. The President shall, with the advice and consent of the Board of Directors, annually appoint the members of all committees of the Association and name the chairman of each. The President shall be a voting ex officio member of all committees.

Section 2

In the event of the absence or disability of the President, the Vice President shall perform the duties of the office; and in the event of the disability or absence of the Vice President, the Secretary shall perform the duties of the office; if necessary until the next meeting of the Association unless the absence is terminated or disability is corrected by such higher officer.

Section 3

The Secretary shall keep or cause to be kept a record of the proceedings of all meetings of the Association and of the Board of Directors, and an accurate record of the membership. He/She shall issue calls for all meetings of the Association and the Board of Directors. The Secretary shall be responsible for the efficient and secure implementation of any electronic ballots or official communications, approved by the Board. In such matters the Secretary shall use all reasonable and available means to insure necessary privacy to members of this Association.

The Treasurer shall collect or cause to be collected all funds owing or coming to the Association, keep an accurate itemized account of all receipts of the Association and disburse or cause to be disbursed the same under the direction of the Board of Directors. He/She shall deposit or cause to be deposited all funds as received in a bank or financial institution approved by the Board of Directors, to the credit of the Association. At least annually the Board of Directors shall approve a plan submitted by the Treasurer showing the procedures and controls for the receipt and disbursement of Association funds. He/She shall be bonded for the faithful discharge of his/her duties in a sum and with such surety and conditions as required by the Board of Directors. He/She shall present to the Board of Directors a full report of his/her official acts and a summary report of the financial condition of the Association whenever requested to do so. The Treasurer shall annually distribute to the members a summary financial statement prepared by the Association auditors and shall, upon written request from a member, provide that member an audit report.

ARTICLE VI – COMMITTEES

Section 1

Committees

Committees may be created by the Board of Directors as occasion and necessity may require. All committees shall be composed of at least three members, and each shall be charged with duties and responsibilities usually appertaining to the work indicated by their respective names, or as may be outlined and defined by the Board of Directors.

Section 2

Special Committees

There are hereby created the following standing committees: (1) Finance, (2) Nominating and (3) Executive.

- (a) The Finance Committee shall be comprised of the following three (3) members of the Board of Directors: the President, Vice President and Treasurer.
- (b) The Nominating Committee shall be comprised of the immediate Past-President, the President and the Vice President. The names of the Nominating Committee members shall be distributed to the Regular Membership at least thirty days prior to the initial meeting of the committee, with reasonable notice of any subsequent meetings. The report of the Nominating Committee shall be distributed at least ten days prior to the annual meeting. The Nominating Committee shall, based on individual qualifications and service to this Association, give due consideration to any names submitted by any Regular Member and attempt to maintain a geographical balance on the Board of Directors. The Nominating Committee shall place in nomination the names of Regular Members to serve on the Board of Directors as provided in Article IV of these Bylaws. Any Regular Member may offer other or additional nominations from the floor at the annual meeting for any or all of the offices to be filled or for members of the Board of Directors. The nomination and election process may be conducted using electronic means, however, it must allow reasonable methods for any Regular Member to make additional nominations. All nominees must have expressed in writing to the Board of Directors their willingness to serve prior to their nomination.
- (c) The Executive Committee shall be comprised of the following officers of the Association: the President, the Vice President, the Secretary and the Treasurer. It shall be the duty of the Executive Committee to act for and on behalf of the Board of Directors in the interim between Board meetings on those matters of an emergency nature or not requiring Board action. An Executive Committee meeting may be held by electronic means, including but not limited to, telephone, facsimile, computer electronic mail, teleconference, and videoconference, at the direction of the President. When requested by the President, the Executive Committee shall provide guidance and counsel relating to the general direction of the affairs of the Association and the routine daily operations of the Association. In any and all actions taken by the Executive Committee there shall be no attempt to usurp the authority of the Board of Directors and it shall take no action which would normally require Board approval.

ARTICLE VII – VACANCIES

If a vacancy shall occur in any elected office, except as otherwise provided, the Board of Directors may either conduct an electronic ballot or appoint a qualified replacement until the next annual meeting. If a vacancy shall

occur in the Board of Directors the remaining members of the Board may either conduct an electronic ballot or appoint a qualified replacement to serve the balance of the said term. If a vacancy shall occur on any committee it may be filled by the President.

ARTICLE VIII – FAIR TRADE PRACTICES

Section 1

No member of this Association shall enter into any contract, combination or conspiracy in restraint of trade or commerce, or aids to commerce, nor to prevent competition therein; no member shall monopolize, nor attempt to monopolize, nor combine or conspire with any other person or persons to monopolize any part of trade or commerce; no member shall enter into any agreement to boycott, coerce or intimidate any person, nor engage in any act of boycott, coercion or intimidation; no member shall engage in unfair methods of competition, or any unfair or deceptive acts or practices in the conduct of the business of the members.

Section 2

The Association may from time to time adopt and promulgate rules of fair practice concerning the business conduct of its members, which rules may be amended or changed from time to time as conditions may warrant. No rule shall be adopted, nor shall any change be made in any existing rule until a copy of such rule or change shall have been sent to each Regular Member of the Association prior to the meeting at which action is to be taken. Such rule or such change must receive a two-thirds vote of the members present at the meeting and entitled to vote, to make such rule or such change effective.

Section 3

The interpretation and application of the Articles of Incorporation, the Bylaws and all rules of this Association shall be vested in the Board of Directors, subject to the right of appeal as provided in Section 8 of Article I of these Bylaws.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members entitled to vote and who cast a vote; provided a notice of such proposed amendment or amendments shall have been given by the President/Chairman to the members of the Association at least thirty days before such vote. Such notice may be provided, and the vote conducted, using electronic means appointed by the Board.

ARTICLE X – PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure for this Association, not specifically covered by its Articles of Incorporation or Bylaws.

ARTICLE XI – INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Any person, or his heirs, or personal representative who is made or threatened to be made a party to any threatened, pending or completed action or proceeding brought by any party or parties other than this Association, whether civil, criminal, administrative or investigative, because he or his testator or intestate is or was a director, officer, employee, agent, volunteer or member of any duly constituted committee of this Association, or serves or served any other corporation or enterprise in any capacity at the request of this Association, shall be indemnified by this Association and this Association will advance related expenses, to the full extent permitted by law. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person or his heirs or personal representative may be entitled. The Association will, if possible, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying these persons. The insurance, if possible, will be for the benefit of all directors, officers, employees, volunteers or members of any duly constituted committee. All references in this Article to a director, officer, employee or agent of this Association shall be deemed to include any volunteers or members of any duly constituted committee, director, officer, employee or agent of any corporation of which the Association owns a majority of the voting stock. Such officer, employee or agent of the subsidiaries of the Association shall be deemed to be serving at the request of the Association.

Adopted: April 23, 2007

The bylaws were unanimously adopted by the Members and Board of Directors of National Association of State Administrators and Supervisors of Private Schools, Inc., on the 23d day of April, 2007, at Boston, Massachusetts, to become effective April 24, 2007.

Revised: April 29, 2008

The bylaws were unanimously revised by the Members and Board of Directors of National Association of State Administrators and Supervisors of Private Schools, Inc., on the 29th day of April, 2008, at Park City, Utah.