



**BYLAWS
OF THE
CARNEGIE PROJECT ON THE EDUCATION DOCTORATE**

**A Pennsylvania Nonprofit Corporation
Organized Under the Nonprofit Corporation Law of 1988**

These Bylaws are the private organic rules of the organization. Consistent with the definition of such provided in section 102 of Pennsylvania's Nonprofit Code of 1988, these rules govern the internal affairs of the corporation and are not part of CPED's public organic record.

**Revised September 27, 2022
In effect December 1, 2022**

Table of Contents

PART 1: GOVERNANCE
..... 5

ARTICLE I. NAME AND PRINCIPAL OFFICE 5

Section 1. Name of the Organization 5

Section 2. Offices 5

ARTICLE II. DESCRIPTION AND PURPOSE..... 6

Section 1. Description and Purpose..... 6

Section 2. Mission 6

Section 3. Diversity and Inclusion..... 6

ARTICLE III. BOARD OF DIRECTORS..... 7

Section 1. Authority 7

Section 2. Powers and Responsibilities 7

Section 3. Qualifications of Directors 8

Section 4. Composition of the Board of Directors 8

Section 5. Methods of Selection; Vacancies 9

Section 6. Terms of Office of Directors; Classes 9

Section 7. Resignation and Removal 10

Section 8. Meetings..... 10

Section 9. Quorum; Voting..... 10

Section 10. Committees of the Board..... 11

ARTICLE IV. OFFICERS OF THE BOARD 14

Section 1. Officers 14

Section 2. Authority 14

Section 3. Selection; Vacancies..... 14

Section 4. Succession and Terms 15

Section 5. Resignation; Removal 15

ARTICLE V. EXECUTIVE DIRECTOR OF THE CORPORATION 16

Section 1. Selection 16

Section 2. Authority 16

Section 3. Employment 16

Section 4. Performance Review	16
Section 5. Resignation	16
ARTICLE VI. FINANCIAL OPERATIONS	17
Section 1. Fiscal Year	17
Section 2. Revenues	17
Section 3. Fees Paid by Institutional Members	17
Section 4. Contracts and Other Instruments; Financial Transactions and Gifts	17
Section 5. Fundraising	17
Section 6. Records & Audits	17
Section 7. Tax-Exempt Status	18
Article VII. AFFILIATION OF CPED WITH OTHER ENTITIES	19
Section 1. Affiliations in Furtherance of CPED’s Mission	19
Section 2. Affiliation with Host Institution	19
ARTICLE VIII. NOTICE	20
Section 1. Notice	20
Section 2. Waiver by Attendance	20
ARTICLE IX. FIDUCIARY DUTY	21
ARTICLE X. CODE OF ETHICS AND WHISTLEBLOWER PROTECTION	22
Section 1. Code of Ethics	22
Section 2. Adoption of Code of Ethics by Other CPED Bodies	22
Section 3. Investigation of Allegations of Breach	22
ARTICLE XI. INDEMNIFICATION AND INSURANCE	23
ARTICLE XII. DISSOLUTION	24
Section 1. CPED Dissolution	24
Section 2. CPED Assets	24
ARTICLE XIII. AMENDMENTS TO THE BYLAWS	25
PART 2: INSTITUTIONAL MEMBERS AND OTHER BODIES	26
ARTICLE I. INSTITUTIONAL MEMBERS	26
Section 1. Definitions	26
Section 2. Eligibility	26
Section 3. Application for Membership	26
Section 4. Duties & Responsibilities	26
Section 5. Termination of Membership	27

ARTICLE II. DEANS COUNCIL.....	28
Section 1. Authority	28
Section 2. Powers and Responsibilities	28
Section 3. Qualifications of Deans	28
Section 4. Composition of the Deans Council	29
Section 5. Selection	29
Section 6. Terms of Office of Deans; Classes.....	29
Section 7. Resignation; Removal	29
Section 8. Meetings.....	30
Section 9. Quorum; Voting.....	30
Section 10. Committees of the Deans Council	31
Section 11. Officers	31
ARTICLE III. DELEGATES COUNCIL	33
Section 1. Authority	33
Section 2. Powers and Responsibilities	33
Section 3. Qualifications of Delegates.....	33
Section 4. Composition of the Delegates Council	34
Section 5. Methods of Selection; Vacancies.....	34
Section 6. Resignation; Removal	34
Section 7. Meetings.....	34
Section 8. Voting.....	34
Section 9. Committees of the Delegates Council	35
Section 10. Officers	35

PART 1: GOVERNANCE

ARTICLE I. NAME AND PRINCIPAL OFFICE

Section 1. Name of the Organization

The name of the organization shall be the Carnegie Project on the Education Doctorate, also known as CPED and the CPED Initiative and hereinafter referred to as CPED.

Section 2. Offices

The corporation shall have and maintain in the State of Pennsylvania a registered agent, whose office is identical with the registered office, and may have other offices within or without the State of Pennsylvania as the Board of Directors (Board) may from time to time determine.

ARTICLE II. DESCRIPTION AND PURPOSE

Section 1. Description and Purpose

- a. **Description.** The Carnegie Project on the Education Doctorate (CPED), which was established in 2007, is a consortium of over 100 degree-granting colleges and universities that have committed resources to work together to undertake a critical examination and redesign of the doctorate in education (EdD) through dialog, experimentation, critical feedback, and evaluation.

- b. **Purpose.** CPED is organized exclusively for educational and scientific purposes. CPED is registered with the Pennsylvania Secretary of State's Bureau of Corporations and Charitable Organizations in accordance with the state's charitable solicitation law. CPED has also received federal tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

Section 2. Mission

CPED transforms the advanced preparation of educational professionals to lead through scholarly practice for the improvement of individuals and communities.

Section 3. Diversity and Inclusion

- a. **Participation in CPED Activities.** CPED affirms, promotes, and includes diverse representation of the various types of educational institutions, education doctoral programs, federal diversity classes, geographic regions of the country, and other countries on the CPED Board of Directors, Deans Council (Deans), and Delegates Council (Delegates).

- b. **Exemplary EdDs.** CPED believes that an exemplary EdD is one that, through examination and redesign of the doctorate in education degree, continuously strives to improve, including improvement of diversity and inclusion.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Authority

A Board of Directors, functioning as trustees, shall have and exercise all authority of the business, affairs, and governance of CPED.

Section 2. Powers and Responsibilities

- a. **Powers.** All powers enumerated in section 1502 of Pennsylvania's Nonprofit Code of 1988 (relating to general powers), any subsequent amendments of that code, and other powers vested in the corporation by law shall be managed under the direction of the Board of Directors. Only to the extent provided in these Bylaws, the Board of Directors may confer any of its powers and duties to another body.
- b. **Responsibilities.** The responsibilities of the Board of Directors include, but are not limited to, the following:
 - i. Manage the affairs of the corporation to ensure compliance with requirements of Pennsylvania's Nonprofit Code, the regulations of the IRS regarding 501(c)(3) tax-exempt status, and applicable other federal, state, and local laws and regulations;
 - ii. Elect Directors of the Board and Officers and members of Committees of the Board;
 - iii. Adopt, amend, and repeal Bylaws providing for the regulation or management of the business and affairs of the corporation;
 - iv. Adopt, amend, and repeal policies for the operation of the corporation and the administration of the Deans Council and Delegates Council; investigate or provide for the investigation of any substantiated allegation that an individual affiliated with CPED has breached the Code of Ethics;
 - v. Approve the acceptance and removal of Institutional Members upon the recommendation of the Membership Committee; establish fees/dues to be paid by Institutional Members and, at the discretion of the Board, affiliates;
 - vi. Approve the selection of an Executive Director who shall either be employed by CPED or jointly employed by CPED and its host institution; oversee the work of the Executive Director; and conduct, at least annually, a performance review of him or her the Executive Director;
 - vii. Adopt goals, priorities, and strategic plans for the organization, which may include the establishment of a cap on the number of new Institutional Members approved in any year;
 - viii. Annually receive and approve a budget and program proposal from the CPED Executive Director for the ensuing year (or 2 years at the request of the Board) with current year comparisons for consideration;

- ix. Receive, at least annually, briefings from the Chairs of the Deans Council and Delegates Council summarizing the work of the respective Councils and any recommendations for program improvement;
- x. Periodically lead a long-range planning initiative to improve CPED's support for doctoral education programs for education professionals using a process that involves the Deans Council and other stakeholders;
- xi. Provide CPED staff with direction and support for the administration of surveys of Institutional Members and the evaluation of the effectiveness of CPED's programs and the progress of Institutional Members in implementing the CPED Framework;
- xii. Provide direction and support for periodic reports commissioned or created by CPED staff, including information such as the number and characteristics of institutional membership, recent evaluation findings, and recommendations for the improvement of CPED's programs and practices; share such reports with the graduate deans and provosts of Institutional Members and with others as appropriate;
- xiii. Seek and create opportunities to promote and elevate the work of CPED, which may include representing CPED at conferences, fundraising activities, and general advocacy for the organization; and
- xiv. Establish and maintain cooperative relationships with individuals and groups actively engaged in advancing graduate and professional education for education professionals.

Section 3. Qualifications of Directors

Every Director shall be a natural person of full age. A Director must, at the time of election (for elected Directors) and throughout the term of service, must meet the description of the category to which the Director is assigned, pursuant to Section 4 of this Article. A Director need not be a resident of Pennsylvania or the United States.

If a Director elected after January 1, 2023, during their term on the Board, ceases to meet the description of the Section 4 category description to which they are assigned, will be deemed no longer qualified to serve as a Director in that capacity as of the date on which the Director's employment or qualifying position changed, and the Director position will become vacant, except that, the Board may, by majority vote, agree to an exception to this automatic disqualification for a period of time to be prescribed by the Board, not to exceed the remainder of the Director's term.

Section 4. Composition of the Board of Directors

The Board of Directors shall have between fifteen (15) and seventeen (17) members, all with voting rights, from among four (4) categories:

- a. **Ex Officio Directors.** Three (3) Ex Officio Directors, subject to confirmation by the Board, shall be: (1) the Deans Council co-chair designated by that body to serve in this Ex Officio Director capacity; (2) the Delegates Council co-chair designated by that body to serve in this Ex Officio Director Capacity; and, (3) the CPED Executive Director.

- b. **CPED Member Representatives.** Nine (9) Directors, subject to election by a majority vote of the Board, shall each be formally affiliated with a CPED Member Institution.
- c. **Designated Directors.** Three (3) Designated Directors, subject to election by a majority vote of the Board, shall be: (1) the dean of education of the host institution for CPED and the CPED Executive Director; (2) a representative of the Carnegie Foundation for the Advancement of Teaching to be designated by the President of that organization; and, (3) the dean of education of the institution where the Chair of the Board of Directors holds an appointment.
- d. **Other Directors.** At the discretion of the Executive Committee, not more than two (2) additional Directors shall be subject to election by a majority vote of the Board. Any individual nominated for election as such shall be from among the numerous luminaries, scholars, or other leaders active in any sector or role aligned with CPED's vision.

Section 5. Methods of Selection; Vacancies

- a. **Selection.** All Directors shall be confirmed or elected by a majority vote of the Board during a regular or special meeting of the Board. The Board shall assign each, excepting Ex Officio Directors, to a Class and specify a term of service pursuant to Section 6 of this Part.
- b. **Vacancies.** In the event of one or more vacancies among elected Directors, a majority vote of the remaining members of the Board is required to elect a Director. If the remaining members of the Board do not constitute a quorum, the election of a Director may result from the vote of as few as one remaining Director. Any Director so elected shall serve for the balance of the unexpired term.

A Director elected to fill the vacancy of a Director assigned to a class, pursuant to Section 6 of this Article, including a vacancy resulting from an increase in the number of Directors, shall hold office until the next selection of the class for which such Director has been chosen, and until a successor has been elected and qualified or until the Director's earlier death, resignation, or removal.

If one or more elected Directors resigns from the Board effective at a future date, the Directors in office and eligible to vote, including those who have so resigned, shall have the power to fill a vacancy through a majority vote to take effect when the resignation(s) become effective.

Section 6. Terms of Office of Directors; Classes

- a. **Classes.** Directors subject to election are classified in respect of the time for which they shall severally hold office. There shall be three classes (I, II, and III) with at least four (4) Directors each. The term of office of one class shall expire in each year.
- b. **Terms.** Each Director subject to election shall be elected for a term of three (3) years unless elected to fill a vacancy, pursuant to Section 5 of this Article, in which case the Director shall hold office until the next selection of the class for which such Director has been chosen.

An Ex Officio Director or Designated Director shall remain on the Board for as long as he or she is in the position that qualifies him or her for membership.

- c. **Expiration of Term.** Each Director subject to election shall hold office until the expiration of the term for which he or she was selected and until his or her successor has been selected and qualified or until his or her earlier death, resignation, or removal. Upon the expiration of an

elected Director's initial three (3) year term, for all such Directors except the individuals identified to fill the designated Director seats described in Section 4, Paragraph a., and any officer pursuant to Article IV, Section 5 of this Part, the Director may be elected for not more than one (1) more consecutive three (3) year term.

Section 7. Resignation and Removal

- a. **Resignation.** Any Director may resign at any time upon written notice to the Chair or Secretary of the Board. The resignation shall be effective upon receipt thereof or at such subsequent time as shall be specified in the notice of resignation. Acceptance shall not be necessary for the resignation to be effective.
- b. **Removal for Cause.** The Board may, by majority vote, declare vacant the office of a Director who has been judicially declared of unsound mind, convicted of an offense punishable by imprisonment for a term of more than one (1) year, or for other good cause which shall include breach of the Code of Ethics established pursuant to Article X of this Part.
- c. **Removal without Cause.** The Board may remove a Director without cause by a three-fourths majority vote.

Section 8. Meetings

- a. **Regular Meetings.** No fewer than two (2) regular meetings of the Board of Directors shall be held each year at such place and time as designated in the meeting notice. Notice of every regular meeting shall be given to each Director at least thirty (30) days before the day named for the meeting.
- b. **Special Meetings.** A special meeting of the Board may be held at the discretion of the Chair or upon a call for such meeting from two-thirds of the Directors. Notice of any special meeting shall be given to each Director at least ten (10) days before the day named for the meeting. The meeting shall be held at such place and time as designated in the notice.
- c. **Purpose and Business to be Transacted.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of the meeting.
- d. **Participation by Electronic Means.** One (1) or more Directors may participate in any meeting of the Board of Directors by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to such electronic means shall constitute presence in person at the meeting.

Section 9. Quorum; Voting

- a. **Quorum.** A majority of the Directors in office shall be present at any duly called meeting of the Board to constitute a quorum for the transaction of business.

- b. **Voting Rights of Directors.** Every Director shall be entitled to one (1) vote on any action proposed to be taken at meetings of the Board of Directors or through Unanimous Consent in lieu of a meeting.
- c. **Majority Vote.** Unless otherwise specified in these Bylaws, the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.
- d. **Voting by Proxy.** Any Director unable to attend a meeting of the Board of Directors may authorize a designee to represent and vote by proxy for him or her. Notice of any such authorization, including the full name of the proxy and the date(s) of the meeting for which the proxy is authorized to vote, shall be provided in advance and in writing to the Secretary.
- e. **Action by Consent.** Unless otherwise specified in these Bylaws, any action required or permitted to be approved at a meeting of the Board may be approved without a meeting if a consent or consents to the action in record form are signed before, on, or after the effective date of the action by all of the Directors in office on the date the first consent is signed. The consent or consents must be filed with the minutes of the proceedings of the Board.

Section 10. Committees of the Board

- a. **Establishment and powers.** In addition to the committees enumerated in this Section, the Board, by majority vote, may establish any such committees as are necessary to carry out the duties of the corporation. Any committee shall have and may exercise all of the powers and authority of the Board, subject to the limitations provided for in this Section or by resolution of the Board. No committee may create or fill any vacancies on the Board; adopt, amend, or repeal the Bylaws; amend or repeal any resolution of the Board that by its terms is amendable or repealable only by the Board; or take action on matters committed by these Bylaws or resolution of the Board exclusively to another committee of the Board.
- b. **Membership.** Except as provided below, each committee shall have as its members only Directors or Officers as provided for in this Section or in a resolution adopted by a majority vote of Board.
- c. **Permanent Committees.**
 - i. **Executive Committee.** The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings of the Board in case of emergency and shall have such other powers and functions as may be delegated to it from time to time by the Board.

At least once every three (3) years, the Committee shall develop or review and revise a long-range plan. At the Committee's discretion, Deans or Delegates Council members may be included in this work.

The Executive Committee shall consist of the Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, and CPED Executive Director.

- ii. **Audit and Finance Committee.** The Audit and Finance Committee shall oversee and interpret the financial status of and be responsible for, among other things, engaging in reviews of financial statements and budgets. The Committee will review the annual budget before its presentation to the Board for final approval.

The Audit and Finance Committee shall consist of the Treasurer, CPED Executive Director, and not more than three (3) additional Directors approved by a majority vote of the Board upon the recommendation of the Nominations Committee. Each elected Committee member shall be elected for a term of three (3) years or until the end of his or her current term on the Board, unless elected to fill a vacancy on the Committee in which case the election shall be for the remainder of the term of the Committee member whose position is now vacant or, at the discretion of the Board, for a shorter term if needed to stagger the terms of Committee members.

The Treasurer, if a natural person, shall serve as Chair; otherwise, the Chair shall be elected by a majority vote of Committee members. The Executive Director shall serve as Vice Chair.

- iii. **Membership Committee.** The Membership Committee shall propose criteria for Institutional Member eligibility for approval by the Board; recommend Institutional Member candidates for approval by the Board; and recommend for Board action, as appropriate, the removal of any Institutional Member that fails to timely remedy a lapse in good standing.

The Membership Committee shall consist of at least three (3), but not more than five (5) Directors approved by a majority vote of the Board upon the recommendation of the Nominations Committee; between three (3) and five (5) Deans Council members elected from among the members of that body; and between three (3) and five (5) Delegates Council members elected from among the members of that body. Each Committee member shall be elected for a term of three (3) years or until the end of his or her current term on the Board or Council, as appropriate, unless elected to fill a vacancy on the Committee in which case the election shall be for the remainder of the term of the Committee member whose position is now vacant or, at the discretion of the Board, for a shorter term if needed to stagger the terms of Committee members.

Committee leadership, which may include a chair and vice chair or co-chairs, at the discretion of Committee members, and the term of each shall be two (2) years.

d. Ad-Hoc Committees.

- i. **Nominations Committee.** The Nominations Committee shall have the power and responsibility to develop and maintain a list of qualified candidates for the Board of Directors and shall, as needed, submit nominations to the Board for candidates to fill Board vacancies. The Committee shall also submit nominations to the Board for candidates, selected from among Directors, to fill committee vacancies.

The Nominations Committee, consisting of between three (3) and five (5) Directors, shall be established by the Executive Committee as needed and only for the purposes of recommending candidates for positions identified by the Executive Committee at the time of establishment.

- ii. **Bylaws and Policy Committee.** The Bylaws and Policy Committee shall have the power and responsibility to recommend to the Board amendments to the CPED Bylaws and Board policies.

The Bylaws and Policy Committee, consisting of between three (3) and five (5) Directors, shall be established by the Executive Committee as needed and only for the purposes of proposing amendments to the Bylaws and Board policies and considering, as needed, Bylaw amendments recommended by the Deans Council or Delegates Council.

ARTICLE IV. OFFICERS OF THE BOARD

Section 1. Officers

Any Director, except the Ex Officio Directors designated as such by the Deans Council and Delegates Council,, may serve as an Officer.

- a. **Chair.** A Chair, who shall be a natural person of full age and a Director, shall be responsible for guiding the broader vision and outreach for CPED. The Chair shall collaborate with the Board and Executive Director to set a long-term agenda and direction for CPED.
- b. **Secretary.** A Secretary, who shall be a natural person of full age and a Director, shall maintain minutes of the meetings of the Board; see that all the notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and email address of each member of the Board which shall be furnished to the Secretary by such members; perform all duties incident to the office of Secretary; and shall assure that minutes are distributed to members of the Board.
- c. **Treasurer.** A Treasurer shall be the chief accounting and financial officer of the corporation. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation and be responsible thereof; perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board; and have oversight of the annual budget and regular financial reports for the Board.
- d. **Chair-Elect.** A Chair-Elect, who shall be a natural person of full age and a Director, shall, in the absence of the Chair at any duly convened meeting of the Board or Executive Committee, perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.
- e. **Immediate Past Chair.** The Immediate Past Chair shall assist the Chair as needed in carrying out the mission of the organization by performing duties and tasks as assigned by the Chair. The Immediate Past Chair shall also provide guidance and a historical perspective of Board activities to foster continuity on the Board especially during the transition to a new Chair.

Section 2. Authority

Officers, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in this Section, or as determined by, or pursuant to resolutions or orders of the Board.

Section 3. Selection; Vacancies

The Chair in office as of December 31, 2018, shall remain Chair for a 2-year term that begins concurrent with the term of the Board's first election of a Chair-Elect, as described below, and then shall assume the office of Immediate Past Chair pursuant to Section 4 of this Article. During this initial 2-year period, or until the earlier resignation of the Chair from his or her position as Chair, the position of Immediate Past Chair will not be filled.

The Treasurer in office as of December 31, 2018, shall remain Treasurer for a 3-year term that begins concurrent with the term of the Board's first election of a Secretary, as described below, and shall be eligible to serve a second 3-year term as Treasurer.

An initial Chair-Elect and Secretary shall be elected from among the Directors by a majority vote of the Board during a regular or special meeting of the Board. Any subsequent vacancy in the position of any Officer of the Board shall be filled pursuant to Section 4 of this Article by a majority vote of the Board.

Section 4. Succession and Terms

The Chair-Elect shall be elected for a term of two (2) years. At the conclusion of his or her term as Chair-Elect, he or she shall assume the position of Chair for a term of two (2) years, and then the position of Immediate Past Chair for a term of two (2) years. He or she shall hold each of these positions until his or her successor has been selected and qualified or until his or her earlier death, resignation, or removal.

The Secretary and Treasurer shall each be elected for a term of three (3) years and shall hold such position until his or her successor has been selected and qualified or until his or her earlier death, resignation, or removal. Any Secretary or Treasurer may be elected to the same officer position for not more than one (1) more consecutive three (3) year term.

If the Director is in his or her second consecutive three (3) year term as Director at the time of election or reelection as an Officer, a third three (3) year term as Director shall be allowed so that the Director-term classification is maintained.

Section 5. Resignation; Removal

- a. **Resignation.** Any Officer may resign at any time upon written notice to the CPED Executive Director. Resignation shall be effective upon receipt thereof or at such subsequent time as may be specified in the notice of resignation. Notice of resignation shall specify whether the resignation is also from service as a Director.
- b. **Removal for Cause.** The Board may, by majority vote, declare vacant the office of an Officer who has been judicially declared of unsound mind, convicted of an offense punishable by imprisonment for a term of more than one (1) year, or for other good cause which shall include breach of the Code of Ethics established pursuant to Article X of this Part.
- c. **Removal without Cause.** The Board may remove an Officer without cause by a three-fourths majority vote.

ARTICLE V. EXECUTIVE DIRECTOR OF THE CORPORATION

Section 1. Selection

The Board, upon the recommendation of the Executive Committee, shall elect an Executive Director and, in doing so, shall authorize the Chair to enter into an agreement with the Executive Director, on behalf of CPED, in which the Executive Director's term, nature of employment, compensation and benefits, and primary duties will be established. The Executive Director shall serve at the pleasure of the Board and shall hold office until his or her successor has been elected and qualified or until his or her earlier resignation or removal by the Board.

Section 2. Authority

The Executive Director shall serve as CPED's chief administrative officer and shall manage CPED at the direction of the Board, Officers, and Executive Committee. The Executive Director shall have primary authority regarding the day-to-day operations of CPED, including but not limited to decisions, made in consultation with the Board, regarding the hiring, supervision, and firing of CPED staff and contractors; and the execution or acknowledgement of, in the name and on behalf of CPED, contracts and other instruments, except that any such action that would create a liability for CPED in excess of \$5,000.00 shall first be approved by the Board.

The Executive Director shall have the authority to establish and facilitate the activities of an Action Council composed of representatives of Institutional Members who are voluntary leaders involved in one or more CPED initiatives, such as the co-chairs of CPED improvement groups and award committees, and other Institutional Member representatives selected to support CPED staff in executing the priorities of the Board and Deans Council.

Section 3. Employment

At the discretion of the Board, the Executive Director may be employed by CPED or jointly employed by CPED and CPED's host institution.

Section 4. Performance Review

At least annually, the Executive Committee shall conduct a review of the Executive Director's performance. The timing of any such review may be adjusted to respect the timeline CPED's host institution has established for its faculty reviews.

Section 5. Resignation

The Executive Director may resign at any time upon written notice to the Chair of the Board. Unless otherwise provided for in the agreement entered into between the Executive Director and the Board, resignation shall be effective upon receipt thereof or at such subsequent time as may be specified in the notice of resignation.

ARTICLE VI. FINANCIAL OPERATIONS

Section 1. Fiscal Year

The fiscal year of this corporation shall begin on the first day of July in each year and end on the following 30th day of June.

Section 2. Revenues

The income of CPED is derived from member fees and other sources, such as but not limited to trainings, workshops, and sale of materials.

Section 3. Fees Paid by Institutional Members

The annual member fee to be paid by Institutional Members shall be specified in the annual budget and approved by the Board.

Section 4. Contracts and Other Instruments; Financial Transactions and Gifts; Staff Salary Negotiations

The Board may authorize any officer or agent of CPED to enter into contract or execute and deliver any instrument in the name of and on behalf of CPED and such authority may be general or confined to specific instances, except that prior approval of the Board is required for any action that would create a liability for CPED in excess of \$5,000.00. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of CPED, shall be signed by either the Chair of the Board or the Executive Director.

In making an offer of employment, including any salary negotiation, the Executive Director is authorized to exceed the established budget for the position of employment by up to 10% without the need for specific approval of the Board. Any such action which would result in the budget for the position offered being exceeded by more than 10% should only be taken with prior approval of the Executive Committee. Any salary adjustments for existing staff are to be included in the annual budget presented to the Board, to the extent possible.

All CPED funds shall be deposited to the credit of CPED in such banks, trust companies or other depositories as the Board may authorize.

The Board may accept on behalf of CPED any contribution, gift, bequest or device for the general purpose or for any special purpose of CPED. No grant, gift or contribution to another organization shall be made without authorization of the Board.

Section 5. Fundraising

Additional funds to support CPED and its activities may be sought in the form of grants or other fundraising activities.

Section 6. Records & Audits

Financial accounts and records of CPED shall be audited by an outside public accounting firm as recommended by the Audit and Finance Committee and approved by the Board.

Section 7. Tax-Exempt Status

CPED's financial operations shall be managed by the Executive Director, Board, Executive Committee, and Audit and Finance Committee in such a way as to maintain the corporation's tax-exempt status under section 501(c)(3) of the Internal Revenue Code, including by limiting operations to exempt purposes, ensuring that none of the corporation's earnings inure to any private individual, and adhering to IRS restrictions on political and legislative (lobbying) activities.

Article VII. AFFILIATION OF CPED WITH OTHER ENTITIES

Section 1. Affiliations in Furtherance of CPED's Mission

With the approval of the Board, CPED may enter into informal and formal agreements with any organization or individual in order to further the mission and goals of CPED. At the discretion of the Board, affiliates may be assessed fees in exchange for services provided by CPED and benefits received as a result of the affiliation.

Section 2. Affiliation with Host Institution

With the approval of the Board, the Chair may enter into a formal agreement or memorandum of understanding with an institution or organization for the purposes of designating such institution as CPED's host institution for a specified period of time and in accordance with the terms provided in such agreement or memorandum. The Board authorizes the Chair to include in any such agreement or memorandum provisions by which CPED's Executive Director and other staff shall be jointly employed by the Board and host institution. In selecting a host institution, preference shall be given to an institution that is an Institutional Member in good standing or another not-for-profit entity whose mission and vision are closely aligned with CPED's mission and vision.

ARTICLE VIII. NOTICE

Section 1. Notice

Any notice required to be given to any person or entity under any section of these Bylaws shall be given to the person (or person designated as the official representative of an entity) either personally or by sending a copy thereof:

- a. By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the corporation or, in the case of Directors, supplied by the Director to the corporation for the purpose of notice. Notice pursuant to this subparagraph shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person.
- b. By e-mail or other electronic communication to the address supplied by the person to the corporation for the purpose of notice. Notice pursuant to this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

A notice of meeting shall specify the day and hour and geographic location, if any, of the meeting.

Section 2. Waiver by Attendance

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting 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.

ARTICLE IX. FIDUCIARY DUTY

Section 1. Fiduciary Duty.

All Directors and Officers of the Board of CPED are expected to maintain the highest standards of ethical behavior as required under Pennsylvania Nonprofit Code section 5712.

Each Director and Officer of the Board has the duties of care, loyalty, and fiduciary obligations to CPED. When discharging such duties, he or she shall act:

- a. In good faith; and
- b. In a manner the Director or Officer of the Board reasonably believes to be in the best interests of the nonprofit corporation and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

A person who so performs his or her duties shall not be liable by reason of having been a Director or Officer of the Board.

ARTICLE X. CODE OF ETHICS AND WHISTLEBLOWER PROTECTION

Section 1. Code of Ethics

The Board shall approve policies, upon the recommendation of the Bylaws and Policy Committee, establishing a Code of Ethics for the Board, Officers, committees, staff, and other individuals participating in the Deans Council, Delegates Council, or otherwise participating in CPED activities. The Code of Ethics should, at a minimum, provide for the confidentiality of all non-public CPED activities and materials, prohibitions on harassment and discrimination, and conflicts of interest.

Section 2. Adoption of Code of Ethics by Other CPED Bodies

Following approval by the Board, the Code of Ethics shall be adopted by the Deans Council, Delegates Council, and other CPED bodies that have been authorized by the Board.

Section 3. Investigation of Allegations of Breach

Any individual may submit to the Chair and Secretary of the Board a complaint regarding an allegation that an individual bound by the Code of Ethics has breached one or more provisions of such Code. The Executive Committee of the Board, upon review of the complaint, may undertake an investigation. If such an investigation leads the Executive Committee to find that a breach of the Code of Ethics has occurred, the Executive Committee may recommend that the individual or individuals who are the subject of the complaint be removed from the roster of any CPED body. At the discretion of the Executive Committee, a breach of the Code of Ethics by an individual may be cause for a loss of good standing of the Institutional Member employing the individual.

Section 4. Whistleblower Protection

Pursuant to Pennsylvania Labor Code section 1423, CPED is prohibited from discharging, threatening, or otherwise discriminating or retaliating against any employee regarding terms, conditions, or privileges because the employee makes a good faith report or is about to report, verbally or in writing, to the appropriate authority an instance of wrongdoing or waste by the organization. CPED is further prohibited from discharging, threatening, or otherwise discriminating or retaliating against an employee because the employee is requested by an appropriate authority to participate in an investigation, hearing, or inquiry held by an appropriate authority or in a court action.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

CPED shall, to the extent required and permitted by law, indemnify any Director or Officer of the Board of Directors against any and all expenses and liabilities actually and necessarily incurred by any person in connection with any claim, action, suit, or proceeding to which the person may be or is made a party by reason of being or having been in such a role at CPED.

There shall be no indemnification on the basis the Director or Officer of the Board who has breached or failed to perform the duties of his office under Article X of this Part and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2. Insurance

The Board of Directors may authorize the purchase of insurance on behalf of any Director or Officer of the Board against any liability asserted against such person which arises out of the person's status with CPED and actions taken in their CPED capacity.

ARTICLE XII. DISSOLUTION

Section 1. CPED Dissolution

At any time, with a majority vote of the Board of Directors, CPED may be dissolved and its assets distributed according to Pennsylvania law.

Section 2. CPED Assets

- a. **Assets.** Upon such winding up, or in the event of the dissolution or termination of the corporation for any reason, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
- b. **Prohibited Distribution.** In no event shall funds be distributed to an entity that does not qualify as tax-exempt under Section 170(c), Section 501(c)(3), and Section 509(a) of the Internal Revenue Code or any corresponding provision of any subsequent federal laws.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

Section 1. Proposal of Amendments

A proposal for the amendment of these Bylaws may be advanced for consideration by the Board in any one of three ways:

- a. On a motion from the Bylaws and Policy Committee of the Board;
- b. On a motion from the Deans Council, presented to the Board after review by the Bylaws and Policy Committee; or
- c. On a motion from the Delegates Council, presented to the Board after review by the Bylaws and Policy Committee.

Section 2. Approval

The Board shall have the exclusive authority to adopt, amend, and repeal Bylaws with a majority vote.

PART 2: INSTITUTIONAL MEMBERS AND OTHER BODIES

ARTICLE I. INSTITUTIONAL MEMBERS

Section 1. Definition

Institutional Members are not-for-profit institutions of higher education, the leadership of which is committed to advance the CPED mission through ongoing and active participation in activities carried out by CPED, and which meet and maintain adherence to eligibility requirements codified in Section 2 of this Article and any other requirements established by the Board, including timely payment of annual dues and active participation in CPED activities.

Section 2. Eligibility

- a. **Accreditation.** Institutional Members having their primary location in the United States shall, at the time of application for membership, have been accredited by at least a U.S. regional accrediting agency and provide evidence of good standing with such agency. Institutional Members having their primary location outside of the United States shall, at the time of application for membership, have been accredited or recognized by an evaluative body that is the equivalent of a U.S. regional accrediting agency or the ministry of education in the country in which the institution has its primary place of operation.
- b. **Operation of an EdD Program.** Institutions must be operating an Education Doctorate (EdD) program or have necessary approvals to design and implement a professional doctoral program housed within a school, college, or department of education.
- c. **Other Criteria.** Membership shall be limited to institutions meeting other eligibility criteria adopted by the Deans Council.

Section 3. Application for Membership

An eligible institution may submit an application for Membership to CPED, in accordance with application requirements established by the Membership Committee of the Board.

Section 4. Duties & Responsibilities

- a. **Commitment.** An Institutional Member is expected to make an initial commitment to CPED membership for a minimum of three (3) years. After three (3) years, an Institutional Member may renew annually.
- b. **Good Standing.** Institutional membership commences following the approval of the Board, upon a motion from the Membership Committee of the Board, of an institution's application and execution by the institution and CPED of a Memorandum of Understanding which shall define the duties and responsibilities of both parties as well as the benefits of membership. To remain in good standing, an Institutional Member shall remit annual fees to CPED in a timely manner and maintain active engagement with CPED, which shall include:
 - i. Completion of pre-work and attendance at CPED convenings;

- ii. Timely submission of institutional and programmatic data annually and as requested;
 - iii. Active participation by a Delegate in committees, improvement groups, fellowships, and other opportunities that arise; and
 - iv. Contribution to the discussion, design, and research of the CPED framework.
- c. **Recommendation to Deans Council.** The Dean of each Institutional Member shall be invited to recommend one (1) or more Deans to establish or fill vacancies in the Deans Council pursuant to Article II, Section 5, of this Part.
- d. **Designation of Delegate to Serve as Principal Investigator.** The Dean of each Institutional Member shall designate a representative of the institution who shall serve on the Delegates Council, pursuant to Article III, Section 5, of this Part, and as a Principal Investigator during each CPED convening.

Section 5. Termination of Membership

Any Institutional Member not in good standing is subject to termination of membership upon a majority vote of the Board. A vote on termination may be held only after the Institutional Member has received notice of lapse of good standing and not fewer than six (6) months to come back into good standing.

ARTICLE II. DEANS COUNCIL

Section 1. Authority

A Deans Council, the members of which may be referred to individually as Dean and collectively as Deans, established and administered pursuant to this Article, shall operate as an “Other Body” of the corporation as defined in section 5103 (Definitions) of Pennsylvania’s Nonprofit Code of 1988.

Section 2. Powers and Responsibilities

- a. **Powers.** The Deans Council shall have only such powers as are vested in the body by these Bylaws.
- b. **Responsibilities.** The responsibilities of the Deans Council include but are not limited to the following:
 - i. Elect, from among the body, two Co-Chairs, and designate one such Co-Chair to serve as a Director (ex officio) with voting rights on the Board;
 - ii. Elect, from among the body, any other such officers as the body determines appropriate;
 - iii. Elect, from among the Deans, between three (3) and five (5) members to serve on the Membership Committee of the Board;
 - iv. Propose Bylaw amendments for consideration by the Bylaws and Policy Committee of the Board;
 - v. Make recommendations to the Board for the adoption of strategic priorities and for the establishment and maintenance of cooperative relationships with individuals and groups actively engaged in advancing graduate and professional education for education professionals;
 - vi. Assist the Board with long-range planning and member surveys;
 - vii. Provide to the Board, at least annually, highlights of the work of the Deans Council and any recommendations the Council has for program improvement.

Section 3. Qualifications of Deans

Every Dean shall be a natural person of full age, who, at the time of election and throughout the term of service, holds the position or title of Dean of an institution that is an Institutional Member that has been in good standing for a minimum of one (1) year, and who meets any additional eligibility criteria which may be established by the Board at any time. A Dean on the Council may also be a Dean Emeritus of a current or former Institutional Member.

Section 4. Composition of the Deans Council

- a. **Number.** The Deans Council shall be comprised of between five (5) and twenty (20) Deans.
- b. **Initial Composition.** In order to establish the Deans Council, the Board of Directors shall approve, by majority vote, not fewer than five (5) Deans. Following the Board's approval of initial Deans, selection of Deans shall be carried out pursuant to Section 5 of this Article.

Section 5. Selection

The Deans Council shall, as needed, solicit recommendations from Institutional Members and Directors for candidates to fill vacancies on the Deans Council and shall, from identified candidates that meet all established eligibility requirements, elect members by majority vote.

Section 6. Terms of Office of Deans; Classes

- a. **Classes.** Deans shall be classified in respect of the time for which they shall severally hold office. There shall be three (3) classes (I, II, and III), each with an equal or nearly equal number of Deans. The term of office of one class shall expire in each year.
- b. **Terms.** Deans elected as the initial members of the Deans Council shall be assigned staggered terms such that those in class I have a term of one (1) year; those in class II have a term of two (2) years; and those in class III have a three (3) year term. All such Deans, regardless of class assignment, shall be eligible for election to a second term of three (3) years. Each Dean subsequently elected shall be elected for a term of three (3) years unless elected to fill a vacancy, pursuant to Section 5 of this Article, in which case the Dean shall hold office until the next selection of the class for which such Dean has been chosen.
- c. **Expiration of Term.** Any Dean elected to the Deans Council shall, so long as he or she remains in the position of Dean with an Institutional Member in good standing, hold office until a successor has been elected and qualified or until the Dean's earlier death, resignation, or removal.

Section 7. Resignation; Removal

- a. **Resignation.** Any Dean may resign at any time upon written notice to the Chair or Secretary of the Board. Resignation is required of a Dean who no longer holds the position of Dean of an Institutional Member in good standing. The resignation shall be effective upon receipt thereof or at such subsequent time as shall be specified in the notice of resignation. Acceptance shall not be necessary for the resignation to be effective.
- b. **Removal for Cause.** The Board may, by majority vote, declare vacant the office of a Dean who has been judicially declared of unsound mind, convicted of an offense punishable by imprisonment for a term of more than one (1) year, or for other good cause which shall include breach of the Code of Ethics established pursuant to Article X of Part 1.
- c. **Removal without Cause.** The Board may remove a Dean without cause by a three-fourths majority vote of the Board.

Section 8. Meetings

- a. **Regular Meetings.** No fewer than two (2) regular meetings of the Deans Council shall be held each year at such place and time as designated in the meeting notice. Notice of every regular meeting shall be given to each Dean at least thirty (30) days before the day named for the meeting.
- b. **Special Meetings.** A special meeting of the Deans Council may be held at the discretion of the Chair of the Deans Council or upon a call for such meeting from two-thirds of the Deans. Notice of any special meeting shall be given to each Dean at least ten (10) days before the day named for the meeting. The meeting shall be held at such place and time as designated in the notice.
- c. **Purpose and Business to be Transacted.** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Deans Council need be specified in the notice of the meeting.
- d. **Participation by Electronic Means.** One (1) or more Deans may participate in any meeting of the Deans Council by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to such electronic means shall constitute presence in person at the meeting.
- e. **Board Participation.** Any Director may attend any meeting of the Deans Council as an observer. The CPED Executive Director serving as the Secretary of the Deans Council shall participate in all meetings; however, he or she shall not be a Deans Council member nor entitled to a vote on Deans Council matters, and his or her participation shall not be considered in determining a quorum pursuant to Section 9 of this Article.

Section 9. Quorum; Voting

- a. **Quorum.** A majority of the Deans in office shall be present at any duly called meeting of the Deans Council to constitute a quorum for the transaction of business.
- b. **Voting Rights of Deans.** Every Dean shall be entitled to one (1) vote on any action proposed to be taken at meetings of the Council or through Action by Consent in lieu of a meeting.
- c. **Majority Vote.** Unless otherwise specified in these Bylaws, the acts of a majority of the Deans present and voting at a meeting at which a quorum is present shall be the acts of the Deans Council.
- d. **Voting by Proxy.** Any Dean unable to attend a meeting of the Deans Council may authorize a designee to represent and vote by proxy for him or her. Notice of any such authorization, including the full name of the proxy and the date(s) of the meeting for which the proxy is authorized to vote, shall be provided in advance and in writing to the CPED Executive Director.
- e. **Action by Consent.** Unless otherwise specified in these Bylaws, any action required or permitted to be approved at a meeting of the Deans Council may be approved without a meeting if a consent or consents to the action in record form are signed before, on, or after the effective

date of the action by a majority of the Deans in office on the date the first consent is signed. The consent or consents must be filed with the minutes of the proceedings of the Deans Council.

Section 10. Committees of the Deans Council

- a. **Establishment and powers.** The Deans Council, by majority vote, may establish any such committees as are necessary to carry out its work.
- b. **Term.** Each committee established by resolution of the Deans Council shall serve at the pleasure of the Council. Any ad-hoc committee shall have the term of its existence, purpose, and powers described in such resolution.

Section 11. Officers

- a. **Co-Chairs.** From among its members, the Deans Council shall elect two (2) Deans to serve as Co-Chairs and, in doing so, designate one such Co-Chair to serve as an ex officio Director of the CPED Board of Directors with voting rights.
- b. **Secretary.** A Secretary, who shall be the CPED Executive Director, shall maintain minutes of the meetings of the Deans Council; see that all the notices are duly given in accordance with these Bylaws; keep a register of the post office address and email address of each member of the Deans Council which shall be furnished to the Secretary by such members; perform all duties incident to the office of Secretary; and shall assure that minutes are distributed to Deans Council members. The Secretary shall participate in all meetings; however, he or she shall not be a Deans Council member nor entitled to a vote on Deans Council matters, and his or her participation shall not be considered in determining a quorum pursuant to Section 9 of this Article.
- c. **Authority.** All Officers, as between themselves and the corporation, shall have such authority and perform such duties in the management of the Deans Council as may be provided in this Article or as determined by or pursuant to resolutions or orders of the Board.
- d. **Selection and Terms.** Co-Chairs shall be elected by a majority vote of the Deans Council for a term of two (2) years.

The term of office for Co-Chairs shall be two (2) years, except when a shorter term is specified to achieve staggered terms. A Co-Chair may be elected to not more than one (1) more consecutive three (3) year term in that office.

If a Dean is in his or her second consecutive three (3) year term as a Deans Council member at the time of election or reelection as a Co-Chair, a third three (3) year term on the Council shall be allowed so that the Co-Chair term may be completed.

- e. **Resignation.** A Co-Chair may resign at any time upon written notice to the CPED Executive Director. Resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as may be specified in the notice of resignation. Notice of resignation shall

specify whether the resignation is also from service as a Dean. Acceptance shall not be necessary for the resignation to be effective.

- f. **Removal for Cause.** The Board may, by majority vote, declare vacant the office of a Co-Chair who has been judicially declared of unsound mind, convicted of an offense punishable by imprisonment for a term of more than one (1) year, or for other good cause which shall include breach of the Code of Ethics established pursuant to Article X of Part 1.
- g. **Removal without Cause.** The Board may remove a Co-Chair without cause by a three-fourths majority vote of the Board.

ARTICLE III. DELEGATES COUNCIL

Section 1. Authority

A Delegates Council, the members of which may be referred to individually as Delegate and collectively as Delegates, established and administered pursuant to this Article, shall operate as an “Other Body” of the corporation as defined in section 5103 (Definitions) of Pennsylvania’s Nonprofit Code of 1988.

Section 2. Powers and Responsibilities

- a. **Powers.** The Delegates Council shall have only such powers as are vested in the body by these Bylaws.
- b. **Responsibilities.** The responsibilities of the Delegates Council include but are not limited to the following:
 - i. Elect, from among the body, two Co-Chairs, and designate one such Co-Chair to serve as a Director (ex officio) with voting rights on the Board;
 - ii. Elect, from among the body, any other such officers as the body determines appropriate;
 - iii. Elect, from among the body, between three (3) and five (5) members to serve on the Membership Committee of the Board, and elect, as appropriate, members of other committees, interest groups, task forces, etc.;
 - iv. Participate in CPED’s efforts to review, revise and update the CPED Framework;
 - v. Adopt policies or guidelines for the implementation of the Framework and support of Institutional Members;
 - vi. Propose Bylaw amendments for consideration by the Bylaws and Policy Committee of the Board of Directors;
 - vii. Make recommendations to the Board for the establishment and maintenance of cooperative relationships with individuals and groups actively engaged in advancing graduate and professional education for education professionals; and
 - viii. Provide to the Board, at least annually, highlights of the work of the Delegates Council and any recommendations the Council has for program improvement.

Section 3. Qualifications of Delegates

Every Delegate shall be a natural person of full age who has been designated by the Dean of an Institutional Member in good standing to serve on the Delegates Council.

Section 4. Composition of the Delegates Council

The Delegates Council shall be comprised of one (1) Delegate from each Institutional Member in good standing.

Section 5. Methods of Selection; Vacancies

- a. **Selection.** A Delegate shall be added to the Delegates Council roster upon the written designation of the Dean of an Institutional Member in good standing.
- b. **Vacancies.** A Delegate shall remain on the Delegates Council roster until a successor has been designated or until the Delegate's earlier death, resignation, or removal.

Section 6. Resignation; Removal

- a. **Resignation.** Any Delegate may resign at any time upon written notice to the CPED Executive Director. The resignation shall be effective upon receipt thereof or at such subsequent time as shall be specified in the notice of resignation. Acceptance shall not be necessary for the resignation to be effective.
- b. **Removal for Cause.** The Deans Council may, by majority vote, declare vacant the position of a Delegate who has been judicially declared of unsound mind, convicted of an offense punishable by imprisonment for a term of more than one year, or for other good cause which shall include breach of the Code of Ethics established pursuant to Article X of Part 1.
- c. **Removal without Cause.** The Deans Council may remove a Delegate without cause by a three-fourths majority vote.

Section 7. Meetings

Delegates and other designated representatives of Institutional Members in good standing may participate in CPED convenings and other activities pursuant to policies and procedures of the Board, Deans Council, and Delegates Council.

Section 8. Voting

- a. **Voting Rights of Delegates.** Every Delegate shall be entitled to one (1) vote on any matter that comes before the Delegates Council.
- b. **Balloting.** Any business of the Delegates Council shall be conducted through the submission of an electronic ballot by a Delegate of an Institutional Member in good standing. Balloting may take place during any meeting of the Delegates Council or outside of any such meeting.
- c. **Majority Vote.** Unless otherwise specified in these Bylaws, the acts of a majority of the Delegates voting on any ballot measure shall be the acts of the Delegates Council.
- d. **Voting by Proxy.** Any Delegate unable to cast a vote on any ballot measure of the Delegates Council may authorize a designee to vote by proxy for him or her. Notice of any such authorization, including the full name of the proxy and the date(s) of the meeting for which the

proxy is authorized to vote, shall be provided in advance and in writing to the Delegates Council Secretary.

Section 9. Committees of the Delegates Council

- a. **Establishment and powers.** The Delegates Council, by majority vote, may establish any such committees as are necessary to carry out the duties of the Delegates Council.
- b. **Membership.** Each committee shall have as its members only Delegates currently serving on the Delegates Council.
- c. **Term.** Each committee established by resolution of the Delegates Council shall serve at the pleasure of the Council. Any ad-hoc committee established by resolution of the Delegates Council shall have the term of its existence, purpose, and powers described in such resolution.

Section 10. Officers

- a. **Co-Chairs.** From among its members, the Delegates Council shall elect two (2) Council members to serve as Co-Chairs and, in doing so, designate one such Co-Chair to serve as an ex officio Director of the CPED Board of Directors with voting rights.
- b. **Secretary.** A Secretary, who shall be a natural person of full age and a Delegate, shall maintain minutes of the meetings of the Delegates Council; see that all the notices are duly given in accordance with these Bylaws; keep a register of the post office address and email address of each member of the Delegates Council which shall be furnished to the Secretary by such members; perform all duties incident to the office of Secretary; and shall assure that minutes are distributed to members.
- c. **Authority.** All Officers, as between themselves and the corporation, shall have such authority and perform such duties in the management of the Delegates Council as may be provided in this Article or as determined by or pursuant to resolutions or orders of the Board.
- d. **Selection and Terms.** Co-Chairs and a Secretary shall be elected by a majority vote of the Delegates Council for a term of two (2) years.

Subsequent vacancies in any Officer positions shall be filled through an election of a Delegate by a majority vote of the Delegates Council. The Delegates elected to these offices shall each serve for a term of two (2) years and until his or her successor has been elected and qualified or until his or her earlier death, resignation, or removal.

- e. **Resignation.** Any Officer may resign at any time upon written notice to the CPED Executive Director. Resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as may be specified in the notice of resignation. Acceptance shall not be necessary for the resignation to be effective. Notice of resignation shall specify whether the resignation is also from service as a Delegate.
- f. **Removal for Cause.** The Deans Council may, by majority vote, declare vacant the office of a Delegates Council Officer who has been judicially declared of unsound mind, convicted of an

offense punishable by imprisonment for a term of more than one year, or for other good cause which shall include breach of the Code of Ethics established pursuant to Article X of Part I.

- h. **Removal without Cause.** The Deans Council may remove an Officer without cause by a three-fourths majority vote.

History:

September 2022: Amended by unanimous vote of the Board on September 27, 2022, to incorporate a number of amendments recommended by the Bylaws and Policy Committee, including, but not limited to amendments to Part I, Article III (regarding Director qualifications, committee composition, and committee leadership), Article IV (excluding ex-officio Directors from election as a Board officer), Article VI (clarifying language regarding staff salary negotiations), and Part II (regarding Council officers, annual reports, and more).

June 2021: Amended by unanimous vote of the Board on June 11, 2021 to incorporate the new Mission approved by the Board.

February 2021: Amended by unanimous vote of the CPED Board of Directors on February 19, 2021 (effective February 19, 2021) to expand the Executive Committee of the Board to include the Immediate Past Chair and to make the Bylaws and Policy Committee and ad-hoc committee.

June 2019: Amended by unanimous vote of the CPED Board of Directors on June 10, 2019 (effective July 1, 2019) to make prior approval of the Board required for any expenditure or the creation of any liability in excess of \$5,000.00, and to raise the maximum number of Deans Council members from fifteen (15) to twenty (20).

February 2019: Amended by unanimous vote of the CPED Board of Directors on February 22, 2019, to take effect immediately, to clarify the role of the Delegates Council in revising the CPED Framework. In Section 2, b, paragraph iii, change “revise/update and amend the CPED Framework, as necessary” to “participate in CPED’s efforts to review, revise and update the CPED Framework”.

December 2018: Adopted by unanimous vote of the CPED Board of Directors on December 7,