

Amended October 8, 2021



**BYLAWS OF THE
ASSOCIATION OF REFORMED THEOLOGICAL
SEMINARIES (ARTS)**

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BYLAWS OF
ASSOCIATION OF REFORMED THEOLOGICAL SEMINARIES (ARTS)

Article I - Membership

Membership in the Association shall be based upon the institution achieving accreditation by the ARTS Commission on Accreditation (ARTS-COA), as detailed in the ARTS-COA's Standards for Accreditation. Loss of ARTS-COA accreditation will terminate membership in the Association, with the entity having no further rights to be represented on the Association's Board of Directors (ARTS-BOD), ARTS-COA, or to participate in the benefits of the Association. There shall be no meetings of members, and members shall have no right except the appointment of one representative to the ARTS-BOD. The ARTS-BOD shall take all action which is permitted or required by members of a non-profit corporation under South Carolina law.

Section 1: Requirements of Members

- 1) Each member must subscribe to and profess adherence to the Association's Tenets of Faith. This creedal identity shall be evidenced to the ARTS-COA by an annual reaffirmation, as an official act of the institution's board of control.
- 2) Each member must submit an annual report to the ARTS-COA Annual Meeting as prescribed in the ARTS-COA's Policies and Procedures.
- 3) Each member, by virtue of its status as an ARTS-COA accredited member, must pay annual dues and meet all financial obligations related to Association and ARTS-COA expenses, accreditation services, and site review processes.
- 4) Each member must maintain accredited status with the ARTS-COA (Commission) as described in the ARTS-COA Policies and Procedures and the ARTS-COA Standards of Accreditation.

Section 2: Becoming a Member

The accreditation process consists of three phases: applicant, candidate, and membership.

- 1) Applicant status is the initial phase, detailed in the ARTS-COA Policies and Procedures with eligibility requirements found in the ARTS-COA Standards of Accreditation, by which an institution initiates the process of becoming an accredited member of ARTS-COA. Once the institution completes and submits its application for accredited membership, along with stipulated fees, to the ARTS-COA, they may be admitted, based on a majority vote of the ARTS-COA, as an applicant.

- 2) An institution transitions from applicant to a candidate for accredited membership once their self-study has been received and approved by a majority vote of the ARTS-COA.
- 3) Association membership (i.e., ARTS-COA accredited status) is obtained only after the ARTS-COA evaluation team has completed its site visit; delivered its final report to the ARTS-COA recommending movement to membership; the institution appears before the full ARTS-COA at an annual ARTS-COA meeting; and is approved for membership by a four-fifths vote of a quorum of the ARTS-COA at that same meeting.
- 4) Accredited members participate in the governance and shared benefits of the Association's professional organization. These benefits include the ideals of providing a forum for the encouragement, accountability, and mutual fellowship of member institutions. Other more concrete benefits cover such topics as credit hour transfers, curriculum sharing, resource exchanges, fundraising and recruiting ideas, information regarding trends in seminary education, and job search information to name just a few.

Section 3: Termination of Accreditation

Termination of accreditation, which entails removal from institutional association membership, may take place based on the following activities:

- 1) An official written notice of voluntary withdrawal by the institution is received by the ARTS-COA.
- 2) A unanimous vote of the ARTS-COA. This vote may only be taken based on the results of the ARTS-COA site-visit evaluation during an institution's reaffirmation. Details of this process are found in the ARTS-COA Policies and Procedures.
- 3) Failure to submit, after two official notices from the ARTS-COA, annual reports, or nonpayment of annual membership dues and fees upon receipt of an invoice. In extenuating circumstances, a grace period may be granted by the ARTS-COA for both situations.
- 4) Failure to send a representative to the annual Association's BOD meeting for two consecutive years.

Institutions that fail to adhere to the Commission's Standards of Accreditation and/or its Policies and Procedures may be subject to an out-of-cycle review that could result in the loss of accreditation.

Section 4: Affiliate Status

- 1) Organizations with substantial interest in the educational mission of ARTS; who seek to align themselves with the Association; and/or lack the readiness, qualifications, or inclination to seek accreditation, may become affiliate members.
- 2) To become an affiliate, an organization shall follow the ARTS-COA Policies and Procedures, submit their affiliate application along with required fees to the ARTS-COA for review and action by ARTS-COA.
- 3) Based on the organization's application and ARTS-COA review, ARTS affiliates are elected by a four-fifths vote of a quorum of the ARTS-COA.
- 4) Affiliate status allows for the appointment of representatives to ARTS committees, but no vote in Association meetings and governance, or participation in the ARTS-COA and its activities.
- 5) Affiliate status is granted for a five-year term and may be renewed.
- 6) Organizations holding affiliate status are not accredited members, and may not advertise themselves as having obtained ARTS-COA accreditation.

Article II – Board of Directors

Section 1: Authority

The ARTS Board of Directors (BOD or ARTS-BOD) shall have authority over the conduct and management of the business and legal affairs of the Association and is authorized to take any and all action otherwise normally reserved for members of a non-profit corporation.

Section 2: Qualifications

Members of the ARTS-BOD shall be of legal age. However, each Director must be a person chosen from an ARTS-COA accredited institution.

Section 3: Number from and after the First Election of Directors

The Association shall have such number of Directors as is equal to the number of accredited members, with the addition of the Executive Director for ARTS-COA, who shall be a non-voting, *ex officio* member of the ARTS-BOD.

Section 4: Appointment

The Directors shall be such persons that shall have been appointed by the member institutions, said appointment to be confirmed in writing by the member to the Association, as a part of their annual ARTS-COA report. Each such Director shall hold office thereafter so long as the entity appointing said Director remains a member or until

the member institution takes action to appoint a different representative for the ARTS-BOD.

Section 5: Removal

A Director may only be removed by action of the member institution appointing said Director. Any request by the ARTS-BOD for removal of an individual Director shall be directed to the member institution represented by the Director with cause for the request of removal being given.

Section 6: Vacancies in Board

A vacancy occurring in the ARTS-BOD for any reason shall be filled by the member institution whose Director has created the vacancy. Said vacancy shall be filled by said member institution as expeditiously as possible. Failure to appoint a new Director by a member institution shall not prevent the ARTS Board of Directors from otherwise meeting and proceeding with matters of business.

Section 7: Committees

The ARTS Board may designate an executive committee and other committees, consisting of three or more Directors, and may delegate to such committee, or committees, all such authority of the ARTS Board that it deems desirable except that no such committee shall have the authority to take any of the following actions:

- (a) Amendment of the Articles of Incorporation;
- (b) Fill vacancies on the Board of Directors or any of the appointed committees;
- (c) Undertake the responsibilities of the independent standing Commission on Accreditation (COA);
- (d) Adopt, amend, or repeal the Bylaws, or any portion thereof.

A committee shall report any action taken by the committee to the meeting of the ARTS Board next following the taking of such action unless the ARTS Board otherwise requires. The ARTS Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee, shall serve at the pleasure of the ARTS Board. The designation of any such committee and the delegation thereto of authority shall not relieve the ARTS Board or any Director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the ARTS Board shall govern meetings of the executive and other committees.

Section 8: Compensation

Directors, as such, shall not receive any stated salary for their services, but, by resolution of the ARTS-BOD a fixed fee and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the ARTS Board (or of any committee of the ARTS Board), provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Article III – Executive Committee of the Board of Directors

In selecting the ARTS-BOD Executive Committee (EC), the ARTS-BOD shall take care to provide for the continuity and stability of the ARTS Board and the Association. EC members serve without remuneration and are the designated officers of the Association. The EC is authorized to take actions on behalf of the Association necessary for the ordinary operation of the Association, including supervising the activities of Association staff, volunteers, and approving payments and expenditures. All officers shall have such other authority and perform such other duties in the management of the Association as may be required by law and as may be prescribed by the ARTS-BOD from time to time.

Section 1: Executive Committee

The EC of the ARTS-BOD shall consist of three officers, a Chairperson, a Vice-Chairperson, and a Secretary/Treasurer, and such other officers as are elected. No person may be elected to more than one of the offices of Chairperson, Vice-Chairperson, and Secretary/Treasurer, however, a person holding any of those offices may also be elected to any other offices created by the ARTS Board, but no officer may act in more than one capacity where action by two or more officers is required.

Section 2: Election

All officers shall be elected or appointed at the annual meeting of the ARTS-BOD, unless for replacement of a vacancy thereby requiring a special meeting, by a two-thirds vote of a quorum.

Section 3: Term of Office

The officers of the Association shall be elected at the Association's annual meeting of the ARTS-BOD to serve from January 1 through December 31 of the year following the annual meeting. Each officer shall hold office until the expiration of the term for which they are elected and thereafter until their successor has been elected or appointed and qualified. Each member of the EC shall serve a six-year term, occupying each of the three EC offices for a maximum of two years. After serving all or any part of their term, an EC member is deemed to have served their term and may not be re-elected for another two

years. EC members and their offices shall be voted upon, depending on vacancies or rotation of offices, every year at the ARTS annual meeting.

Section 4: Removal and Vacancies

Any officer may be removed by the ARTS Board whenever in its judgment the best interests of the Association will be served thereby. Election or appointment of an officer shall not of itself create any contract rights. Any vacancy, however occurring, shall be filled by the calling of a special meeting described in Article IV, Section 2 of the Association's Bylaws.

Section 5: Duties of the Officers

- 1) Chairperson. The chair shall unless otherwise provided by the ARTS Board, be the chief executive officer of the Association, and shall be considered an officer of the Association for these Bylaws and other purposes. The chairperson will preside at ARTS-BOD and EC meetings. The chairperson will make the arrangements for the Association's annual and any special meetings, and facilitate all communications concerning the meeting with the ARTS-BOD and EC. The chairperson exercises leadership in formulating meeting agendas and works to ensure integrity and effectiveness in achieving the Association's mission, implementing its policies, and serving its constituents. The chairperson shall also be responsible for submitting necessary Association status reports at the annual and other special meetings.
- 2) Vice-Chairperson. The vice-chairperson assists the chairperson in their duties and presides in the absence, incapacity, or recusal (i.e., due to conflict of interest) of the chairperson and carries out such other responsibilities as may be delegated by the chair.
- 3) Secretary-Treasurer. The secretary-treasurer shall ensure that minutes of the ARTS-BOD and EC meetings are accurately recorded, approved, and disseminated. The secretary-treasurer shall work with the Association's EC, ARTS Executive Director, accountants, and financial advisors to ensure the accuracy and integrity of the Association's financial activities and statements. The secretary-treasurer shall also maintain the bank account of the Association and report annually or as otherwise requested to the ARTS-BOD regarding the Association's financial statements and present the ARTS-BOD budget recommendations for ratification.

Section 6: Compensation

Unless action is taken by the ARTS Board to establish compensation for an officer, all officers shall serve without compensation.

Article IV – Board of Directors Meetings

Section 1: Annual Meetings

An annual meeting of the ARTS-BOD shall be held on the second Friday of October each year unless a different date and time are set by the Association's EC at least 60 days prior to October 1.

Section 2: Special Meetings

The Chair of the ARTS-BOD may call a special meeting of the Association upon ten days notice to the Directors. The Chair of the ARTS-BOD shall also call a special meeting no later than ten days after receiving a written request from two or more of the Directors.

Section 3: Place of Meetings

Meetings of the ARTS Board shall be held at any place either within or without the State of South Carolina that the ARTS Board may, from time to time, appoint by resolution or, if no resolution is in force, at the principal place of business of the Association, or at such other place as shall have been designated in the notice of the meeting.

Section 4: Notice Requirements

Notice of annual and other regular meetings and of any special meeting, setting forth the place and the day and hour of the meeting, shall be given to each Director by any usual means of communication, not less than ten days before the meeting. For any special meeting, an outline of the business to be transacted or the purpose of the meeting shall be specified in the notice or in any waiver of notice to be executed prior to the meeting.

Section 5: Waiver of Notice

Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, and a waiver of all other objections to the convention of the meeting, except where a Director states any such objections at the beginning of the meeting. Whenever the ARTS-BOD or any committee of the ARTS-BOD is authorized to take any action after notice, the action may be taken with notice to some or all of the members if at any time before or after the action is completed the person or persons not receiving notice submit a signed waiver of notice.

Section 6: Quorum

At all meetings of the ARTS-BOD, a majority of the number of Directors then serving shall constitute a quorum for the transaction of business. Interested Directors may always be counted in determining the presence of a quorum at a meeting of the ARTS Board or of a committee which authorizes a contract or transaction of the Corporation. When a

quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

Section 7: Voting

The vote of a majority of the Directors, unless another percentage vote is established by these Bylaws, at a meeting at which a quorum is present shall be the act of the ARTS Board or any committee.

Section 8: Presumption of Assent

A Director, who is present at a meeting of the ARTS-BOD, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless:

- (a) They object at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting and does not otherwise participate in the transaction conducted at the meeting; or
- (b) Their dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) They deliver written notice of their dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Director who votes for the action taken.

Section 9: Action by Consent

Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the Directors, and filed with the minutes of the meetings. The action may be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the Association's records reflecting the action taken. The action evidenced by the written consent shall become effective when the required number of signatures representing an affirmative vote for the action have been obtained. For example, if the action requires a majority vote of Directors, then when at least one signature more than half of the Directors have signed the written consent the action shall become effective.

Section 10: Participation by Telecommunications

Any Director may participate in, and be regarded as present at, any meeting of the ARTS-BOD using conference telephone/video or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 11: Order and Conduct of Business

All business meetings of the ARTS-BOD shall be conducted according to the accepted procedures of Parliamentary Law, and include the following order of business:

- (a) Proof of Notice
- (b) Determination of a quorum
- (c) Reading and disposal of all unapproved minutes
- (d) Reports of officers and committees
- (e) Unfinished business
- (f) New business
- (g) Election of Officers (Annual meeting only)
- (h) Adjournment

Article V – Committee Meetings

Section 1: Meetings of Committees

By resolution, the ARTS-BOD may establish dates on which regular meetings of any committee, excluding the ARTS-COA, shall be held. A committee of the ARTS Board shall meet on the date so established or, if none, on the date set at its previous meeting or when earlier called by its Chairperson or a majority of its members.

Section 2: Place of Meetings

Meetings of the committee of the ARTS Board shall be held at any place either within or without the State of South Carolina that the ARTS Board may, from time to time, appoint by resolution or at such other place as shall have been designated in the notice of the meeting or agreed upon by the members of said committee.

Section 3: Notice Requirements

Notice of annual and other regular meetings, and of any special meeting, setting forth the place and the date and hour of the meeting, shall be given to each committee member, by any usual means of communication, not less than four days before the meeting. An outline of the business to be transacted at or the purpose of the meeting, whether usual, regular, or special, shall be specified in the notice or in any waiver of notice to be executed prior to the meeting.

Section 4: Waiver of Notice

Attendance of a committee member at a meeting shall constitute a waiver of notice of the meeting, and a waiver of all other objection to the convention of the meeting, except where a committee member states any such objection at the beginning of the meeting. Whenever any committee of the ARTS Board is authorized to take any action after notice, the action may be taken with notice to some or all of the members if at any time before or after the action is completed the person or persons not receiving notice submit a signed waiver of notice.

Section 5: Quorum

The presence of a majority of the membership of a committee of the ARTS Board shall be required for the transaction of business of that committee. Common or interested committee members may always be counted in determining the presence of a quorum at a meeting of the committee which authorizes a contract or transaction of the Corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

Section 6: Voting

The vote of a majority of the members present, unless otherwise stipulated in the Bylaws, at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Presumption of Assent

The provisions of Article IV, Section 8 regarding Presumption of Assent as to meetings of Directors shall also apply to the meetings of committees.

Section 8: Action by Consent

Committees may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the members of the committee, and filed with the minutes of the committee meetings. The action may be evidenced by one or more written consents describing the action taken, signed by each member of the committee, and included in the minutes or filed with the corporate records reflecting the action taken. The action evidenced by the written consent shall become effective when the required number of signatures representing an affirmative vote for the action have been obtained. For example, if the action requires a majority vote of committee members, then when at least one signature more than half of the committee members have signed the written consent the action shall become effective.

Section 9: Participation by Telecommunications

Any committee member may participate in, and be regarded as present at, any meeting of a committee using conference telephone/video or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 10: Order of Business

All committee meetings shall be conducted according to the accepted procedures of Parliamentary Law, and include the following order of business:

- (a) Proof of Notice
- (b) Determination of a quorum
- (c) Reading and disposal of all unapproved minutes
- (d) Unfinished business
- (e) New business
- (f) Adjournment

Article VI – Commission on Accreditation

Section 1: Composition

The ARTS-COA will consist of seven elected commissioners, comprised as follows:

- a) Five qualified administrators or academicians elected from amongst the Association's accredited member institutions (these cannot be members of the Association's BOD); and
- b) two public representatives who (1) are not currently associated with or employed full-time by an ARTS member, applicant, or candidate institution; (2) adheres to the Association's Tenets of Faith; and (3) has been or now is in church leadership.

Section 2: Nomination and Election

Commissioners of the ARTS-COA shall submit a slate of two or more nominees for each commission vacancy for approval by the ARTS-BOD at the ARTS-BOD annual meeting. Nominations to the ARTS-COA may also be submitted by any member of the ARTS-BOD. Each nominee is to be approved by a two-thirds majority of the ARTS-BOD after a quorum has been established.

Section 3: Terms of Office

Commissioners will serve three-year terms and may succeed themselves for a second term, after which they may not be re-elected for one year. All terms of office will commence on January 1, and conclude on December 31, two years after their election.

Section 4: Vacancies

If a commissioner cannot complete their term, the ARTS-COA will nominate a replacement to be voted on at a special ARTS-BOD meeting.

Section 5: Organization

The Executive Director for the ARTS-COA shall be a non-voting, *ex officio* member of the ARTS-BOD and ARTS-COA. The Executive Director will function as the administrative organizer, coordinator, facilitator, and resource for all Commission activities and may seek assistance from commissioners to perform tasks necessary to ensure the ARTS-COA achieves its goals.

To assist the Executive Director in managing ARTS-COA responsibilities, the ARTS-COA shall determine from amongst its members two officers, a Chairperson, and a Vice-Chairperson/Secretary. The duties, terms, and conditions of these offices are as follows.

- a) The officers of the ARTS-COA shall be elected at the annual meeting of the ARTS-COA, from amongst COA members, to serve from January 1 through December 31 of the year following the annual meeting.
- b) Officers of the ARTS-COA shall serve for three years. ARTS-COA officers may serve for no more than two consecutive three-year terms in office.
- c) Chairperson. The chair will assist the Executive Director of the ARTS-COA in overseeing the activities and responsibilities of the ARTS-COA.
- d) Vice-Chairperson/Secretary. The vice-chair/secretary shall assist the ARTS-COA chair, take notes at meetings, and publish notes and minutes of all ARTS-COA meetings.

Section 6: Responsibilities

The ARTS Commission on Accreditation will have the following authority:

- a) Grant an institution applicant status.
- b) Grant an institution candidate status.
- c) Grant an institution accredited membership status.
- d) Grant an institution affiliate status.
- e) Issue Letters of Commendation and Continuance to institutions that have successfully reaffirmed their accreditation.
- f) Issue Letters of Notations, documenting issues and warnings, to member institutions.

- g) Suspend membership privileges for institutions who are failing to satisfy issues documented in their Letters of Notation, or who are negligent in fulfilling ARTS-COA reporting, participation, and financial requirements.
- h) As needed, terminate an institution's accredited status based on unresolved Letters of Notation, or continued negligence in fulfilling ARTS- COA reporting, participation, and financial requirements.
- i) The ARTS-COA will develop and approve its budget. As part of this process, it will establish a schedule of fees related to its accreditation services. The Commission will determine its proportionate share of any personnel, services, equipment, and facilities that it uses jointly with ARTS or any member institution.
- j) The ARTS-COA will monitor the progress of applicant and candidate institutions and call for special reports and visits.
- k) The ARTS-COA will develop, study proposals, and approve changes in or additions to the ARTS-COA Policies and Procedures, Standards for Accreditation.
- l) The ARTS-COA will monitor the continuing compliance and progress of member institutions as it pertains to ARTS missions and ARTS-COA accreditation. The ARTS-COA will provide advice to accredited institutions experiencing difficulties in any of these areas. The ARTS-COA will act as a whole on any recommendations for Letters of Notation, suspension of privileges, or termination of membership.

Section 7: Meetings

The ARTS-COA will meet at least annually. To facilitate circumstances where member institutions are entitled to have representatives appear before the ARTS-COA, the meeting will normally occur immediately before the ARTS-BOD Annual Meeting (i.e., the second Thursday in October). The precise time and place of meetings will be determined by the ARTS-COA. Public notification of the ARTS-COA annual meeting shall be made at least 60 days in advance, by announcement or publication in an official print or electronic instrument of the Association.

Section 8: Appeals

Appeals concerning decisions of the ARTS-COA affecting an institution may be made by the institution's chief executive. Such appeals will be processed in accord with the ARTS-COA Policies and Procedures for Appeals.

Section 9: Executive Director for ARTS Commission on Accreditation

The ARTS-COA will be served by an Executive Director (Director) who will exercise primary oversight of and responsibility for ARTS-COA activities. The Executive Director's qualifications shall include experience with higher education accreditation and peer review processes; evidence of authentic Christian experience and agreement with the Association's Tenets of Faith; evidence of executive administrative ability; evidence of supervisory skills; and evidence of written and oral communication skills necessary to formulate and promulgate Commission standards, policies and procedures to internal and external publics and peer and governmental agencies which exercise a recognition function.

1) Duties

- a. The Executive Director supports the efforts of the ARTS-COA to develop and implement accreditation standards and processes.
- b. The ARTS-BOD Executive Committee (EC) in conjunction with the ARTS-COA officers shall develop and make available to Association member institutions a written position description describing the Director's general and specific duties corresponding to the ARTS-COA's purposes and goals (c.f., Constitution, Article VI).
- c. The Director shall be accountable to the EC and ARTS-COA officers for diligently and consistently ensuring that any ARTS-COA staff, consultants, commissioners, and site evaluators conform to the Commission's Standards, policies, and publications for institutional and site evaluator guidance.
- d. The Director shall be responsible for ensuring appropriate supervision and coordination of the work of the ARTS-COA; and maintain the integrity and independence of ARTS-COA's finances, resources, processes, decisions, and records.
- e. The Director shall exercise leadership in working to develop and implement the ARTS-COA's annual budget in conformity with applicable ARTS-COA policies and procedures.

2) Terms

- a. The Executive Director is a paid (staff or contractor) position and is engaged in their duties by the ARTS-BOD EC and ARTS-COA officers.
- b. The ARTS-BOD EC and ARTS-COA officers will conduct an annual review of the Director's performance.

- c. For the sake of stability and continuity, other than for cause, termination will normally require 90 days' notice on the part of either party.
- d. Removal for a cause other than financial necessity may involve immediate suspension, with pay, pending the outcome of a fair and reasonable process. Causes for removal may include immorality, deviation from the Association's Tenets of Faith, incompetence, insubordination, malfeasance, or financial necessity. A fair and reasonable process shall consist of (1) written notice as to cause of suspension, (2) opportunity to confront any accusers and to provide supporting testimony, (3) opportunity for a hearing by an impartial body of not less than three persons appointed by the ARTS-BOD EC and ARTS-COA officers, and (4) adequate notice as to the time and place of hearing and adequate time to prepare a defense.
- e. Temporary vacancies may be filled by an acting or interim director at the discretion of the ARTS-BOD EC and ARTS-COA officers.
- f. Any claim or dispute arising from or related to the Executive Director's relationship with the ARTS-BOD EC, ARTS-BOD or ARTS-COA shall be settled by mediation and, if necessary, legally binding arbitration by the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy or claim arising out of this agreement and expressly waive their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision.

Article VII – Accreditation Standards

Section 1: Final Authority

Final authority for determining accreditation Standards, and policies and procedures shall reside with the Association's COA.

Section 2: Changes

Changes or additions to the ARTS-COA Standards, and Policies and Procedures shall be acted upon by the ARTS-COA.

Article VIII - Miscellaneous

Section 1: Seal

The Association may have a seal or logo which may be altered at the pleasure of the ARTS-BOD; but the presence or absence of such seal or logo on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

Section 2: Fiscal Year

The fiscal year of the Association shall be the calendar year unless otherwise established by the ARTS-BOD.

Section 3: Registered Agent and Office

The registered agent and registered office of the Association shall be as designated by the ARTS-BOD from time to time. The Association may maintain such other offices, within or without the State of South Carolina, as the ARTS-BOD may designate, or as the business of the Association may require.

In the absence of directions from the ARTS_BOD to the contrary, the secretary/treasurer of the Association shall cause the Association to maintain currently all filings respecting the registered office and registered agent with all governmental officials as required by the South Carolina Business Corporation Act or otherwise by law.

Section 4: Severability

Any provision of these Bylaws, or any amendment or alteration thereof, which is determined to be in violation of the South Carolina Business Corporation Act, shall not in any way render any of the remaining provisions invalid.

Section 5: Dissolution

Upon the dissolution of the Association, the assets of the Association shall be distributed, in accordance with a plan of distribution adopted by the ARTS-BOD, which shall meet all of the requirements of the laws of the State of South Carolina and the Internal Revenue Code as prescribed for the distribution of assets upon the dissolution of a non-profit organization.

Article IX – Indemnification of Directors and Officers

Section 1: Definitions

For purposes of this article the following definitions shall apply:

“Association” means this association.

“Expenses” include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed on an employee benefit plan.

“Legal Entity” means a corporation, partnership, joint venture, trust, employee benefit plan, or another enterprise.

“Predecessor Entity” means a legal entity the existence of which ceased upon its acquisition by the corporation in a merger or otherwise.

“Proceeding” means any threatened, pending, or completed action, suit, proceedings, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2: Indemnification of Directors and Officers

The Association shall indemnify and may contract in advance to indemnify an individual who is, was, or is threatened to be made a party to a proceeding because he is or was a Director or officer of the Association or COA or, while a Director or officer of the Association or COA, is or was serving the Association or any other legal entity in any capacity at the request of the Association against all liabilities and reasonable expenses incurred in the proceeding to the fullest extent permissible under and pursuant to the South Carolina Business Corporation Act and regardless of whether the proceeding is by or to the right of the Association. The determination that indemnification under this section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a Director, as provided by law, and in the case of an officer, as provided in Section 3 of this Article; provided, however, that if a majority of the Directors of the Association has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the ARTS-BOD and such person. Unless a determination has been made that indemnification is not permissible, the Association shall make advances and reimbursements for expenses incurred by a Director or officer in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he not be entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Director or officer and shall be accepted without reference to his ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a Director or officer acted in such a manner as to make him ineligible for indemnification.

Section 3: Indemnification of Others

The Association may, to a lesser extent or to the same extent that the Association is required to provide indemnification and make advances and reimbursements for expenses to its Directors and officers, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the Directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the association, and if authorized by general or specific action of the ARTS-BOD, may contract in advance to do so. The determination that indemnification under this Section is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the ARTS-BOD, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 2 of this Article shall be limited by the provisions of this paragraph.

Section 4: Miscellaneous

Every reference in this Article to persons who are or may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred to and their respective heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the association. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the association and indemnification under policies of insurance purchased and maintained by the association or others. However, no person shall be entitled to indemnification by the Association to the extent he is indemnified by another, including an insurer. The Association is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the association or any other legal entity at the request of the Association, regardless of the association's power to indemnify against such liability. The provisions of this Article shall not be deemed to prohibit the association from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above, to conduct the business of the Association. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

Article X – Amendment

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the ARTS-BOD. Any amendment to the Bylaws shall require a vote of two-thirds of the Directors present at a meeting provided a quorum has been established for the meeting. Any notice of a meeting of the ARTS Board of Directors at which Bylaws are to be

adopted, amended, or repealed shall include notice of such proposed action. The resulting Bylaws may contain any provision for the regulation and management of the business of the corporation not inconsistent with the law and the Articles of Incorporation. Any amendment of the Articles of Incorporation inconsistent with these Bylaws shall operate to amend the Bylaws *pro tanto*, and those Bylaws or parts of Bylaws which merely summarize or restate the provisions of the Articles of Incorporation or the provisions of the South Carolina Business Corporation Act, as amended, from time to time, or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and the Articles of Incorporation as amended.