

BYLAWS  
OF THE  
HIGHER EDUCATION PROTECTION NETWORK, INC.

ARTICLE I. DIRECTORS

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Corporation.

SECTION 2. Number and Qualifications. The Board of Directors shall be organized into two classes: those with terms expiring in even years and those with terms expiring in odd years. The Board shall have no fewer than three and no greater than thirteen Directors and shall include the Executive Director, if any, as an ex officio, non-voting member.

SECTION 3. Term of Office. The term of office for Directors shall be two years but shall not terminate until: (a) the installation of a successor; (b) the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors; (c) upon his or her death; or, (d) upon removal from the Board in accordance with the provisions of these Bylaws. Directors may succeed themselves without limitation.

SECTION 4. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

SECTION 5. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business, except that if the number of Directors then in office is six or less, then three Directors shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 6. Meetings. Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board without further notice, or as may be specified in a notice of the meeting. The annual meeting shall be held during the fourth quarter of the Corporation's fiscal year at such place and at such time as determined by the Board of Directors. Special meetings may be called at any time by the Chair or by written request signed by three Directors and submitted to the Secretary, provided written notice is duly served on, sent by mail, or e-mailed or faxed with a follow up confirmatory phone call, to each Director not less than two days before such meeting. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 7. Compensation. No Director shall receive any compensation for service in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel, lodging, and reasonable, organization-related out-of-pocket expenses incurred in the performance of the duties of Director, to the extent provided by such resolution.

SECTION 8. Removal. A Director or an Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from office, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least 21 days' notice of the proposed removal and the Director at issue has an opportunity to address the Board personally, either by phone or in-person, as determined in the discretion of the Board.

SECTION 9. Director Duties. Directors are expected to discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the officer reasonably believes to be in the best interests of the Corporation, and disclose relevant known information to the other Directors.

## ARTICLE II. MANNER OF ACTING; EMERGENCIES; INSPECTION RIGHTS.

SECTION 1. Manner of Acting. A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws. Any requirement in these Bylaws that there be a writing or something in written form is satisfied by email or any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

SECTION 2. Alternative Action. Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed (or sent by electronic means) by all of those entitled to vote with respect to the subject matter thereof with the consent effective upon receipt of the last Director's consent, unless the consent form specifies a different effective date.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications. Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. The Board may vote via e-mail or regular mail ballots. In the event the law is amended to so permit, this Bylaw empowers the organization to be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).

SECTION 4. Board Emergency Powers. In an emergency such that a quorum of the directors cannot readily be assembled because of some catastrophic event, the board of directors may modify the lines of succession to accommodate the incapacity of any director, officer, employee, or agent and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

SECTION 5. Inspection. Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of this Corporation to the extent reasonably related to the performance of the director's duties as a director.

### ARTICLE III. OFFICERS.

SECTION 1. Officers. The officers of the Corporation shall be a: Chair, Vice-Chair, Secretary, and Treasurer, and may include an appointed Executive Director and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the Chair to appoint. Two (2) or more offices may be held by the same person, except for the positions of Treasurer and Chair. Officers are expected to fulfill the duties applicable to Directors and in addition are required to stop.

SECTION 2. Election. The Board of Directors shall, as elections are needed, on or about the Board's Annual Meeting, elect from amongst themselves a Chair, Vice-Chair, Secretary, and Treasurer and, as the Board shall by resolution authorize, shall appoint from amongst themselves or others an Executive Director.

SECTION 3. Term and Vacancies. The term of office of any Officer shall be two years but shall not terminate until: (a) the installation of a successor; (b) the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors; (c) upon his or her death; or, (d) upon removal from Office in accordance with the provisions of these Bylaws. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Board of Directors, except that the Vice Chair shall fill a vacancy in the Presidency.

SECTION 4. Chair. The Chair shall: oversee implementation of all decisions of the Board of Directors; chair the Board of Director and Executive Committee meetings; shall be an ex officio voting member of all committees; act as the Board's representative in overseeing the Executive Director; and shall have such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

SECTION 5. Vice-Chair. The Vice Chair shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate, shall act as Chair in the Chair's absence.

SECTION 6. Secretary. The Secretary shall oversee a process for keeping the minutes of all meetings of the Board including all votes and resolutions adopted and shall record all such documents and records in a book kept for that purpose. The Secretary oversees the process for issuing notices of all meetings, filing of all reports required by governmental authorities, and performing such other functions and duties as the Board may from time to time prescribe.

SECTION 7. Treasurer. The Treasurer shall oversee the custody of all funds, securities and assets of the Corporation. He or she shall oversee the keeping of full and accurate account of Corporation's receipts and disbursements, and oversee the deposit of all monies and other assets in the name of the Corporation in such depositories or through such fiscal agents as the Board may from time to time prescribe. The Treasurer shall oversee the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide an accounting

of all transactions as requested prior to each meeting of the Board. The Board of Directors may appoint and empower such Assistant Treasurers as shall be required to carry out the purpose of this section. The Treasurer shall furnish the Board with an operating and financial report at each regular and special meeting thereof.

**SECTION 8. Other Officers.** The duties and terms of office of any other officers or assistant officers appointed pursuant to this Article shall be specified by the Board of Directors or by the Chair if so authorized by the Board of Directors.

**SECTION 9. Executive Director.** The Board may upon majority vote appoint and employ an Executive Director, who shall direct and execute all decisions of the Board of Directors, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an ex officio non-voting member of the Board of Directors. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

**SECTION 10. Officer Duties.** Officers are expected to discharge their duties with the same care as Directors and in addition are expected to disclose to the other Directors or, if the officer is an employee, disclose to their supervisor, any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee, or agent of the corporation, that the officer believes has occurred or is likely to occur.

**SECTION 11. Surety.** The Board of Directors may require the Executive Director, Treasurer or any other officer or assistant officer to furnish such surety as it may from time to time determine.

**SECTION 12. Compensation of Officers.** Officers may be paid such reasonable compensation as the Board of Directors may from time to time authorize and direct, except that no officer who is a member of the Board may receive any compensation for services rendered in his or her capacity as a Director except as otherwise provided in these Bylaws.

SECTION 13. Removal. Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from the Officer position, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity personally to address the Board prior to the removal vote. Any Officer appointed by the Chair may be removed by the Chair.

#### ARTICLE IV. MEMBERSHIP

SECTION 1. Membership in General. As set forth in the Articles of Incorporation, the Corporation shall have no members as that term is defined in the Act. But the Corporation shall be permitted to set forth criteria and accept individuals and institutions that are interested in and supportive of the Corporation's purposes, and that pay applicable dues or fees in an amount established by the Corporation, into designated classifications such as Individual Members and Institutional Members, all without voting rights.

#### ARTICLE V. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and their members. Each committee that exercises the authority of the Board shall be referred to as a Board Committee, shall consist of two or more Board members and of only Board members. Each Board Committee, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of not fewer than three members of the Board of Directors who shall serve at the pleasure of the Board. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Board of Directors deems appropriate.

SECTION 3. Other Committees. Other Committees (called "Advisory Committees") not having and exercising the authority of the Board of Directors in the management of the Corporation shall have at least two members and may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the Chair of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5. Chair. One member of each committee shall be appointed Chair by the Chair of the Corporation except as otherwise provided in these Bylaws.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Committee Procedures. The provision in these Bylaws pertaining to meetings, action without meetings, notice, waiver of notice, quorum, and voting requirements of the Board apply to committees and their members as well.

## ARTICLE VI. INDEMNIFICATION

SECTION 1. Statutory Mandatory Indemnification. The Corporation shall indemnify any officer or director to the extent the officer or director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party because the officer or director is or was an officer or director of the Corporation against reasonable expenses incurred by the officer or director in connection with the proceeding.

SECTION 2. Additional Indemnification.

(a) The Corporation may also indemnify an officer or director who is a party to a proceeding because he or she is or was an officer or director against liability incurred in the proceeding if the individual:

(1) Acted in good faith;

(2) Reasonably believed:

(A) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and

(B) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation;

(3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and

(4) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.



(b) Any such determination shall be made in accordance with the DC Nonprofit Corporation Act (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the Act, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in these Bylaws and the Act; (4) by an affirmative vote of the members at a duly called meeting of the members at which a quorum is present; or (5) by a court of competent jurisdiction.

(c) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in this Section.

(d) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify an officer or director if such indemnification is otherwise prohibited by law.

(e) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the Act, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Act; (4) by a court of competent jurisdiction.

### SECTION 3. Advancement of Expenses.

The Corporation may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or director if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described

in these Bylaws and the Act and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Act.

SECTION 4. Selection of Counsel. The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless the Corporation waives such right, the Corporation shall not be required to indemnify any director or officer for expenses of counsel not selected by the Corporation.

SECTION 5. Not Exclusive Right. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer may have under any agreement with the Corporation or otherwise.

## ARTICLE VII. MISCELLANEOUS PROVISIONS

SECTION 2. Fiscal Year. The fiscal year shall be established by Board resolution.

SECTION 3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, stamped, or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

SECTION 4. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board provided that a description, summary, or the actual text of such proposed change is included with the notice of the meeting delivered at least five days prior to the vote, unless notice is waived by unanimous agreement of the Board.

SECTION 5. Dissolution. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 6. Advisory Board. The Corporation may establish one or more Advisory Boards, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Directors by providing advice, assistance, expertise, and support to the Board of Directors for the advancement and promotion of the mission of the Corporation. The Board of Directors may appoint a Chair of each Advisory Board who may be authorized to serve as an ex officio, non-voting member of the Board of Directors.

SECTION 7. Conflicting Interests/Conflict of Interest Policy. The Corporation shall adopt a Conflict of Interest Policy requiring its directors, officers, and members to disclose situations and the material facts where they, or their family or business associates, have an interest that could be an impediment to the loyalty of that director, officer, or member to the Corporation, and requiring a good faith determination by disinterested decision-makers as to whether that conflicted person can participate in the consideration or vote on the matter and as to the fairness of the proposed transaction or contract to the Corporation.