

AIJS BYLAWS

ARTICLE I. GENERAL

Section 1.1. Name

The name of this corporation is the Association of Institutions of Jewish Studies (hereafter referred to as “AIJS” or “the Corporation”), a non-profit, non-stock, corporation.

Section 1.2. Offices

The registered office of AIJS shall be located in Lakewood, NJ, or such other place as determined by the Board of Trustees.

Section 1.3. References to Board of Trustees and Executive Accreditation Council (EAC).

The Board of Trustees is also known as the Executive Accreditation Council, and will be referred to hereafter as the EAC.

ARTICLE II. PRINCIPLES OF OPERATION

Section 2.1. To establish and operate an accrediting agency that accredits and monitors the academic quality of postsecondary institutions and educational programs, with a specific focus on Jewish Studies.

Section 2.2. To meet the criteria to be recognized by the United States Department of Education as an accrediting agency.

Section 2.3. To accredit institutions of Jewish Studies in the United States of America that meet the standards and follow the policies and procedures established by AIJS.

Section 2.4. To list and give public recognition to institutions that attain accredited status.

Section 2.5. To promote the development and maintenance of high educational standards in Jewish Studies by offering accreditation.

Section 2.6. To promote a culture of striving for excellence in AIJS’s member institutions.

Section 2.7. AIJS shall operate as a completely independent entity, responsible for its own operation, budget and policies. AIJS shall be primarily funded by membership dues, fees assessed for its services, and, where applicable, gifts or grants.

ARTICLE III. MEMBERSHIP

Section 3.1. Members

Members of AIJS are institutions of higher education that have a primary focus in higher Jewish education and that have an interest in attaining accreditation through AIJS. Membership in AIJS does not confer any formal status regarding accreditation. Only institutions that have become members of AIJS may apply for AIJS accreditation.

Section 3.2. Membership Fees

Membership fees shall be set by the Executive Committee of the EAC on an annual basis, or more frequently as necessary, in accordance with the principle that AIJS shall be financially self-sustaining. The EAC shall establish the amount, the dates for payment, and the manner of payment of all fees payable to AIJS by its members.

Section 3.4. Failure to Pay Fees

Failure of a member to pay any fees may jeopardize the membership status of the institution and may make the institution subject to Show Cause and subsequent withdrawal or denial of accreditation.

Section 3.5. Ethical Violations

The EAC reserves the right to revoke membership for serious ethical violations as determined by the EAC.

Section 3.6. Transfer of Membership

Membership in AIJS is not transferable or assignable. Institutions that have a change of ownership or control over its corporate structure shall so inform the EAC no later than 30 days prior to such a change. The EAC will then evaluate whether the new entity is substantially similar to the former entity, and then decide whether the new entity can continue the existing membership or not.

Section 3.7. Refund of Fees, Liability of AIJS

Fees are not refundable unless otherwise determined by the EAC. In the event that any member, former member, or applicant for membership brings any demand, cause of action, or claim of any kind, AIJS's liability is limited solely to reimbursement of any application or membership fees paid by said applicant for membership during the calendar year in which any such demand, cause of action, or claim is initiated. All such disputes shall be resolved by arbitration administered by a forum to be selected by AIJS based on the nature of the dispute. Any award by the arbitrator(s) may be entered as a judgment in any court having jurisdiction. AIJS shall not be liable to any applicant for any direct, indirect, incidental, special, or consequential damages, including but not limited to lost profits. This limitation of liability applies to any and all liability or causes of action however alleged or arising to the fullest extent permissible by law.

ARTICLE IV. THE EXECUTIVE ACCREDITATION COUNCIL (EAC)

Section 4.1. EAC Members and Qualifications

The Executive Accreditation Council (EAC) is the body of AIJS that makes all decisions with respect to the accreditation status of member institutions, oversees the work of AIJS staff, and acts with the authority of AIJS. The EAC shall consist of no fewer than three (3) members and no more than fifteen (15) members. At least 1/7 of the EAC members shall be Public Members, as that term is used in Education Department regulations (34 C.F.R. § 602.14(b)(2)). At least two (2) members shall be members with extensive knowledge and/or experience in academic areas of higher education, and at least two (2) members shall be members with extensive knowledge and/or experience in the administrative functions of institutions of higher education. Each EAC member shall be designated as either a Public, Administrative or Academic member. All EAC Members shall be elected by the EAC by the affirmative vote of a majority of the EAC members.

To determine the appropriate size of the EAC to fulfill its designated duties and responsibilities, the Chair (see **Section 6.2**), assisted by the Executive Committee (see **Section 7.2**), shall periodically assess the appropriate size and balance of the EAC, taking into consideration various factors, including the number, tenure, and qualifications of the EAC members and the EAC's projected workload.

Nominations to the EAC are welcome from member institutions as well as from individual EAC members.

Section 4.2. Term of EAC Members

The term of office of each EAC member shall be five years and shall begin upon his or her election by the EAC. Starting prospectively in January 2022, and with 2022 serving as the first year of service for purpose of determining terms of service, EAC members may serve no more than two consecutive terms.

The EAC reserves the right to modify designated appointment terms for good cause. Good cause shall include the need to stagger the expiration dates of terms of office of EAC members, for the purpose of maintaining continuity of knowledgeable, experienced EAC members, among other reasons as determined by the EAC. At the time an EAC member is elected, the member's term of office shall be designated.

Section 4.3. Election of EAC Members

Election of EAC members shall be made by majority vote of the EAC.

Section 4.4. Conflicts of Interest

EAC members shall conduct their official activities in compliance with AIJS Conflict of Interest policies, and must sign affidavits annually stating that they shall disclose any such conflicts that might arise to the EAC, and shall recuse themselves from participation on matters giving rise to a conflict of interest. Potential conflicts of interest shall be disclosed to the Chair of the EAC. The Chair of the EAC or their designee will determine whether the potential conflict of interest is immaterial. If the Chair of the EAC or their designee determines that the potential conflict of interest may be material, then the EAC should take appropriate action by majority vote.

ARTICLE V. MEETINGS OF THE EAC

Section 5.1. Regular Meetings

Regular meetings of the EAC shall be held as directed by the Chair to take accreditation actions and to conduct the affairs of AIJS. Such regular meetings shall be held at least annually with reasonable advance notice. In addition to regular meetings, special meetings may be called by the Chair, or by the request of any three EAC members.

Section 5.2. Attendance

EAC meetings may be conducted in person, by electronic means such as video and telephone conferencing, or by a combination of these formats. All EAC members participating and voting electronically must have the ability to conduct real-time, two-way conversation with the members in attendance.

Section 5.3. Quorum of EAC Members

A quorum is constituted by the presence of half of the EAC members.

Section 5.4. Manner of Acting

The act of a majority of the EAC present at the time of a vote at a meeting in which a quorum has been declared, even if a quorum is no longer present at the meeting, shall be the act of the EAC, unless the act of a greater number is required by law or by these Bylaws.

Business shall be conducted in an orderly fashion, and generally following Roberts Rules of Order, as interpreted by the Chair.

Section 5.5. Removal of EAC Members or Officers

Any EAC member or officer may be removed with or without cause by a majority vote of the then-sitting EAC members.

Section 5.6. Compensation

EAC members shall not be paid a salary. Approved expenses for attendance at each regular or special meeting of the EAC shall be reimbursed.

ARTICLE VI. GOVERNANCE AND ADMINISTRATION**Section 6.1 Voting**

The EAC members shall govern the EAC by majority vote, with each member having one vote.

Section 6.2 Officers

The EAC shall elect a Chair, Vice Chair and Secretary-Treasurer. The Chair shall lead the EAC and shall set the agenda for meetings. The Chair shall be the chief officer and shall preside at all meetings of the EAC and at all meetings of the general membership of AIJS. Should the Chair be absent at a meeting of the EAC, the Vice Chair shall preside at that meeting.

Section 6.3 Voting Powers

The Chair shall be a member of the EAC and, as such, shall have voting powers in the EAC. The Vice Chair and Secretary-Treasurer shall be members of the EAC and shall have voting powers in the EAC.

ARTICLE VII. EXECUTIVE COMMITTEE**Section 7.1. Executive Committee**

The Chair, or his designee from the EAC, Vice Chair, and Secretary-Treasurer shall serve as an Executive Committee at the pleasure of the EAC to implement the day-to-day responsibilities required for the efficient and professional administration of AIJS. These include oversight and management of the corporate, operational, financial and legal affairs of the organization. It shall have all necessary and incidental powers to carry out these functions. It shall also execute such other duties as may be prescribed by the EAC from time to time. The Executive Committee, as an entity, shall not have any special authority or influence over accreditation decisions and actions.

Section 7.2. Executive Director

The Executive Committee shall select candidates for Executive Director to present to the EAC for approval. The Executive Director shall perform all duties assigned by the Executive Committee of the EAC. The Executive Director shall attend the meetings of the AIJS membership, meetings of the EAC, and meetings of the Executive Committee of the EAC, but shall have no voting privileges.

Section 7.3 Accreditation Specialist(s)

Accreditation Specialist(s) shall be appointed by the Executive Committee of the EAC and shall serve at the pleasure of the EAC. The Accreditation Specialist(s) shall perform all duties assigned by the Executive Committee of the EAC. The Accreditation Specialist(s) shall attend meetings of the AIJS membership, meetings of the EAC, and meetings of the Executive Committee of the EAC, but shall have no voting privileges.

Section 7.4. Other Personnel

The Executive Committee of the EAC shall monitor the activities and workflow of the AIJS office and staff. It may authorize the hiring of additional personnel in assisting the Chair, Executive Director, and Accreditation Specialist(s) in performing their duties. This may include secretarial, clerical, computer and bookkeeping assistance, as determined by the Executive Committee.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.1. Contracts

The Executive Committee of the EAC, through its Chair, or as delegated to the Executive Director, is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of AIJS, and such authority may be general or confined to specific instances.

Section 8.2. Drafts and Instruments of Debt.

All instruments for the payment of money and other evidence of indebtedness issued in the name of AIJS shall be signed by the Secretary-Treasurer of the EAC with the knowledge and approval of the Chair of the EAC. The Secretary-Treasurer of the EAC may also delegate to the Executive Director of AIJS the authority to sign instruments for the payment of money and other evidence of indebtedness on behalf of AIJS, provided that the Executive Director has the prior approval of the Secretary-Treasurer with respect to any contractual obligation of twelve (12) months or more or any one-time obligation equal to or greater than five thousand dollars (\$5,000).

Section 8.3. Deposits

All funds of AIJS shall be deposited on a timely basis to the credit of AIJS in such banks, trust companies or other depositories as the Executive Committee of the EAC may select.

Section 8.4. Gifts

The EAC may accept on behalf of AIJS any contribution, gift, bequest, or grant for the general purposes or for any special purpose of AIJS. AIJS may apply for any grants that might further its purpose. Any contribution made to AIJS must be clear of expressed or implied influence on accreditation decisions.

ARTICLE IX. BOOKS AND RECORDS

Section 9.1. Corporate Books and Records

AIJS shall keep, at its registered or principal place of business, correct and complete books and records of accounts, and shall also keep minutes of formal recorded meetings. Likewise, AIJS shall keep a record of the names and addresses of the members entitled to vote. All corporate and financial books and records of AIJS may be inspected by a member, or a member's attorney, for any purpose at any reasonable time and with reasonable notice to the EAC.

Section 9.2. EAC Records and Minutes Relating to Accreditation.

AIJS shall keep at its registered or principal place of business the correct and complete records and minutes of the proceedings of the EAC, in its accreditation role, and all supporting documents in accordance with the requirements for recognized accreditation agencies established by the United States Secretary of Education.

Due to the confidential nature of conversation and submissions concerning the accreditation of individual AIJS member institutions, all such communications, records, documents and minutes shall be held in strict confidence by the EAC and its authorized staff, and shall not be released without permission to other AIJS members or outsiders, except on such terms and conditions as may be prescribed by the EAC or as required by law. Abstracts of internal EAC decisions shall generally be prepared for applicants or accredited institutions regarding their own status. Summary information as authorized by law, regulation or by generally accepted good accreditation practices may be released to the public.

ARTICLE X. FISCAL YEAR

The fiscal year of AIJS shall begin on the first day of January and end on the last day of December in each calendar year, unless changed by the valid action of the EAC.

ARTICLE XI. INDEMNIFICATION

AIJS will indemnify its current and former board members and senior executive employees, (collectively, "covered individuals") as permitted by law and consistent with the Articles of Incorporation and these Bylaws in connection with any actual or threatened civil, administrative or investigative action, suit or proceeding brought against AIJS, and or a covered individual in his or her capacity as an official, agent or employee of AIJS. This indemnification shall extend to expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if s/he acted within the scope of her/his employment, in good faith, and in a manner s/he reasonably believed to be in or not opposed to the best interests of AIJS.

To the extent that a covered individual has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, s/he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith. In other action/suit/proceeding subject to indemnification referred to above, indemnification is subject to authorization by AIJS. Such authorization shall not be unreasonably withheld where it is determined that the covered individual has met the applicable standard of conduct set forth above. Such determination shall be made in either of the following ways: (A) By the Board by

a majority vote of a quorum consisting of Directors who were not parties to the action/suit/ proceeding; or (B) If such a quorum is not obtainable, or, even if obtainable, by independent legal counsel in a written opinion under the direction of a quorum of disinterested Directors.

AIJS shall have no obligation to indemnify, defend, or hold harmless a covered individual in the event of bad faith, malfeasance, or willful, wanton or gross neglect of duty. To be eligible for indemnity, defense and to be held harmless under this section, the covered individual must (i) give prompt written notice of a claim, action, suit or proceeding, (ii) request a defense by AIJS, and (iii) provide complete disclosure and cooperation in the defense of the claim, action, suit or proceeding.

ARTICLE XII. SEPARABILITY OF PROVISIONS

If any provision of these Bylaws shall operate in contravention of, or be rendered invalid by, any overriding law or regulation, such provision shall be constructed as invalid without affecting any other provision hereof, and all remaining provisions hereof shall continue in full force and effect.

ARTICLE XIII. AMENDMENTS TO BYLAWS

The Bylaws may be amended by a majority vote of the Executive Accreditation Council (EAC) at a meeting at which a quorum is present.