



HIGHER
LEARNING
COMMISSION

BYLAWS OF THE HIGHER LEARNING COMMISSION

ADOPTED BY THE BOARD OF TRUSTEES

June 28, 2010.

Amended by the Board of Trustees

November 1, 2012; October 31, 2014; November 3–4, 2016;
February 23–24, 2017; November 1–2, 2018; June 27, 2019;
November 5–6, 2020; February 25, 2021; June 24, 2021.

Article I: Name and Authority

This organization shall be known as the Higher Learning Commission (“HLC”). HLC is a voluntary, not-for-profit, membership organization established under the laws of the state of Illinois. These bylaws define how HLC fulfills its responsibilities in keeping with its purposes, powers and duties.

Article II: Legal Purposes of HLC

HLC exists to validate quality in and to stimulate improvement of higher education. It achieves these purposes through a variety of means, including processes of accreditation based on criteria and requirements, made effective through a system of peer review, and communicated to both educational institutions and to the public. At its discretion, HLC offers elective training and education programs to enhance quality in higher education.

Article III: Jurisdiction of and Membership in HLC

Section 1. Definition of Membership.

Members of HLC are those educational institutions and systems of institutions offering higher education that are accredited by HLC or that are candidates with HLC, as defined by HLC policy. To be an HLC member, an educational institution or system of institutions must be within HLC’s Jurisdiction as defined in Section 2 of this Article.

Section 2. Jurisdiction for Accreditation.

HLC shall extend accreditation and candidacy for accreditation to higher education institutions (1) which are incorporated in, or operating under federal authority within, the United States; and (2) have substantial presence, as defined in HLC policy, in the United States.

Section 3. Voting Rights of Members.

HLC members shall elect the members of the Board of Trustees as provided for in Article VI of these Bylaws. The Board of Trustees of HLC may refer to a vote of the members of HLC on such additional matters as the Board shall determine.

Article IV: Board Authority and Responsibility

Section 1. Identity of the Board.

The board of directors of HLC shall be called the Board of Trustees (hereinafter, “the Board”).

Section 2. Powers and Duties of the Board.

To fulfill its purposes, the HLC Board holds these powers and duties:

A. Corporate

1. To oversee and manage the business affairs of HLC.
2. To manage the financial affairs of HLC, including establishing a budget, contracting for and reviewing an annual external financial audit, assuring prudent investment of HLC’s financial resources, and receiving gifts and grants to support HLC activities.
3. To authorize or ratify the execution of contracts, agreements and other legal instruments in the name of HLC.
4. To employ and terminate the Chief Executive Officer of HLC and such other persons as may be appropriate.

B. Accreditation

1. To establish criteria which, when met, entitle educational institutions to receive the status of accreditation or candidacy, and to establish procedures by which the determination of accreditation or candidacy is made, affirmed, altered, or revoked.
2. To establish policies and procedures for the oversight of accredited and candidate institutions by HLC.
3. To stimulate quality and institutional improvement in member institutions.
4. To ensure appropriate dissemination of information about HLC policies, procedures, and activities.

Article V: Membership of the Board of Trustees

Section 1. Structure.

The Board shall be comprised of no fewer than sixteen (16) and no more than twenty-one (21) persons who are called Trustees. The Trustees shall be broadly diverse. At least one (1) of every seven (7) Trustees shall be representatives of the public, and the others shall be broadly representative of institutions that are members of HLC. The chief executive officer of HLC shall serve as a non-voting member of the Board.

Section 2. Eligibility for Board Service.

There shall be only two categories of Trustees: those Trustees who are representative of member institutions; and those Trustees who are public members. Trustees who are representative of member institutions shall be employees of member institutions of HLC or of a system that encompasses a member institution.

Trustees who are representative of the public in order to meet the minimum number of public members established in Section 1 shall not be, or have a familial relationship with, current employees, consultants, owners, shareholders, or members of the governing board of any member institution, or applicant thereof, or higher education agency. All Trustees who are representative of the public shall reside or have a principal place of employment within the area of HLC's Jurisdiction as articulated in Article III, Section 2.

Section 3. Terms of Office.

Each Trustee shall serve a term of four (4) years with an option to extend for two (2) years upon approval of the Board, for a total of six years. In the following two circumstances trustees may be asked to serve an additional two (2) years, beyond the six years, for a total of eight (8) years on the board:

1. Trustees who are appointed by the Board to fulfill an extended responsibility may need to have their term extended an additional one (1) or two (2) years to meet that responsibility, but only so that their total time on the Board does not exceed eight (8) years.
2. Upon approval of the Board, trustees who are elected vice-char/secretary or chair of the Board may serve a total of eight (8) years on the Board. This extension may occur during or after the end of their term as officer, but only so that their total time on the Board does not exceed eight (8) years.

A person who is appointed Trustee to fill a vacancy on the Board shall serve the remainder of the uncompleted term. Terms shall begin on September 1. Except in cases of removal or resignation, a Trustee completing a term of office shall serve at the Board's discretion until an elected successor assumes office. No person shall be appointed or reappointed or elected to a term or a portion of a term as a Trustee if by completion of that appointment the person will have served more than eight (8) years as a Trustee.

Section 4. Resignations.

A Trustee may resign at any time upon written notification to the Board chair. Such resignation becomes effective when delivered unless the Board chair and the resigning Trustee set an alternative effective date.

Section 5. Removal.

A Trustee may be removed upon recommendation of the majority of the Board and upon the subsequent affirmative vote of two-thirds (2/3) of member institutions voting in a regular or special election for Trustees. A Trustee shall be subject automatically to a vote by member institutions for removal upon the loss of eligibility for service as defined in Section 2 of this Article or for violation of Board participation requirements outlined in the Trustee Policy Manual, as provided for in Article XI, Section 1, unless the Trustee voluntarily resigns.

Section 6. Vacancies.

When a vacancy on the Board occurs, the Board may at its discretion appoint a successor for that term either from a list of nominations previously provided by the Nominating Committee, as defined in Article VI, Section 4, or on its own motion. If appointed, that successor shall serve the remainder of the unexpired term. A Trustee appointed to fill a vacancy may stand for election to a full term if nominated by the Nominating Committee provided such election does not extend the Trustee's service beyond the eight (8) year limit.

Article VI: Election of the Board of Trustees

Section 1. Election.

Member institutions shall elect all members of the Board except ex officio members and members appointed by the Board to fill a vacancy. Each member institution shall receive a ballot, which may be provided electronically; the vote shall be conducted without a meeting. If a quorum of one-twentieth (1/20) of member institutions cast ballots, the election will be decided by a majority of those members. Each member shall be eligible to cast one (1) vote through its chief executive officer. Balloting may be conducted through any means that guarantees the confidentiality of the vote.

Section 2. Creation and Structure of the Nominating Committee.

There shall be a Nominating Committee that shall nominate candidates for election to the Board of Trustees. The Nominating Committee shall be comprised of nine (9) persons, who are broadly representative of, and affiliated with, member institutions, including type, control, size, and geographical distribution. The Committee may include one (1) member who meets the definition of a public member in Article V, Section 2. No individual may be a Trustee and a member of the Nominating Committee simultaneously, but the Nominating Committee must include at least one former Trustee. Members of the Nominating Committee shall serve one (1) year terms which shall begin on September 1, which may be renewed on one (1) occasion. No member may serve more than two (2) consecutive terms.

Section 3. Selection of the Nominating Committee.

The Nominating Committee shall be selected as follows:

1. The Board of Trustees will name five (5) persons, which may include reappointments of Committee members who are eligible and have agreed to serve, to the Nominating Committee, considering such factors as the Board deems appropriate. At least one (1) of the five (5) nominees will be a former Trustee. One (1) of the five (5) nominees may be a public member, as defined in Article V, Section 2, if not previously appointed by the outgoing Nominating Committee.

2. The existing Nominating Committee, before the expiration of its term, will name to the next Nominating Committee four (4) persons who meet the requirements in Article VI, Section 2, which may include reappointments of Committee members who are eligible and have agreed to serve. One of the four nominees may be a public member, as defined in Article V, Section 2, if not previously appointed by the Board of Trustees.

Section 4. Duties of the Nominating Committee.

The Nominating Committee will nominate a pool of nominees for election to the Board of Trustees, providing assurance that the Board of Trustees will be broadly diverse and broadly representative of member institutions. The pool of nominees also will be available in the event that the Board needs to make an appointment to fill a vacancy in an unexpired term.

Article VII: Meetings of the Board of Trustees

Section 1. Regular Meetings of the Board.

The Board of Trustees shall conduct at least two (2) regularly scheduled meetings of the Board each year. The meetings shall be at a location and time designated by the Board of Trustees. Such meetings may take place in any format that allows Trustees to communicate simultaneously with one another, including but not limited to teleconference, videoconference or in-person. At least one in-person meeting will be held each year. Participation in meetings of the Board of Trustees is limited to members of the Board, HLC staff, and others expressly invited by the Board of Trustees to participate. As defined in policies adopted by the Board, the Board may meet in executive session. All discussion and decisions about institutions, personnel or other confidential matters shall be conducted in executive session.

Section 2. Special Meetings of the Board.

A special meeting can be called by the chair of the Board or on the written request of one-quarter (1/4) of the members of the Board.

Section 3. Quorum Related to Board Meetings.

A quorum of three-fifths (3/5) of the Trustees is required when the Board conducts business at a regular or special meeting. For the purpose of determining whether there is a quorum and for any other usage in these Bylaws, attendance shall be defined as either physical presence or as participation by any other means that allows Trustees to communicate simultaneously with other members.

Section 4. Notice of Board Meeting.

Written notice of a meeting of the Board of Trustees shall be provided to each Trustee at least sixty (60) days in advance of the meeting, and may be provided to other persons by publication (print or electronic) or in response to inquiry. The written notice of the meeting shall state the time and place or mode by which the meeting will be conducted. Written notice may be provided to Trustees electronically. Where a meeting will consider the removal of an officer, such written notice of the meeting to Trustees will contain notification of the proposed removal, and such notification will be provided at least twenty (20) days before the meeting.

In case of an emergency or where the Board, in its sole discretion, identifies an urgent matter requiring its prompt attention, the Board of Trustees may hold a meeting with less than sixty (60) days notice, provided there is agreement by two-thirds (2/3) of the full Board of Trustees to waive such notice.

A member of the Board who attends a meeting waives objection to lack of notice or defective notice unless the Trustee objects at the beginning of the meeting to holding the meeting or to the transaction of business.

Section 5. Minutes of the Board Meeting and Record of Actions.

The Board of Trustees shall prepare and maintain minutes of the Board meetings and a permanent record of all its accrediting actions. It shall distribute the minutes and the record or make it available for inspection to representatives of member institutions of HLC and to such other persons or groups as the Trustees may designate.

Article VIII: HLC Officers

Section 1. Structure.

The officers of HLC also serve as the officers of the Board of Trustees. The officers shall be a chair, a vice chair who serves as the secretary of HLC and who is also the chair-elect, and a chief executive officer. The chair and the vice-chair/secretary shall be Trustees. The chief executive officer shall be appointed and retained in accordance with Article IX and shall be an ex-officio member of the Board without the power to vote. His or her presence shall not be counted in determining whether a quorum exists. All officers serve at the pleasure of the Board.

Section 2. Terms of Office.

The term of office of the chair and the vice-chair/secretary shall be two (2) years, commencing on September 1 following their election. When a Trustee is elected as an officer, the term of that person as a Trustee shall, upon approval of the Board, be extended to eight (8) years as long as that person otherwise meets the requirements for service as a Trustee.

Section 3. Election of Officers.

The vice chair/secretary shall be elected from among the Trustees by majority vote of the Board of Trustees at least one (1) month before the beginning of the terms of office. The vice-chair shall automatically become the chair unless the vice-chair chooses not to serve, in which case a chair shall then be elected by majority vote of the Board of Trustees.

Section 4. Duties of Officers.

The chair shall preside at all meetings of the Board and shall perform other duties required by these Bylaws or customary to the office. The vice chair/secretary shall perform the duties of the chair in the absence of the chair.

Section 5. Vacancies and Resignations.

If either the chair or vice chair temporarily is unable or unwilling to perform the duties of office, that officer shall submit a written notification to the remaining officers. The vice chair shall perform the duties of the chair until such time as the chair is again able to perform those duties. If the vice chair is unable to perform those duties, the Board may at its discretion appoint another Board member to act in place of the chair until such time as the chair resumes those duties.

If the chair resigns or is removed, the vice chair shall succeed to the office of chair to complete the remainder of that year of the term, which succession shall be effective on the date of the written resignation. If HLC learns about the permanent incapacity of the Chair, the effective date of succession shall be the date on which HLC learns this fact.

If the vice-chair chooses not to fill a vacancy in the position of the chair, then a chair shall be elected by a majority vote of the Board of Trustees to complete the remainder of that term.

In the event of the permanent incapacity of the chair after which the vice chair succeeds to the position of chair or if the vice chair resigns, is permanently incapacitated or removed, a new vice chair shall be elected by the Board of Trustees from among its members at the next regularly scheduled meeting of the Board of Trustees to complete the remainder of that year of the term.

Section 6. Removal of Officers.

An officer can be removed from office at any time by an affirmative vote of two-thirds (2/3) of the Trustees participating in a regularly scheduled Board meeting or special meeting of the Board as provided for in Article VII, Section 2.

Article IX: Chief Executive Officer

Section 1. Employment.

The Board of Trustees shall employ a chief executive officer of HLC, who shall be a full-time employee of HLC. The Board shall review the performance of the chief executive officer annually and it shall have the power to terminate the chief executive officer. The chief executive officer shall have such title as the Board of Trustees shall designate, and shall serve such term of office, with such compensation and under such conditions of employment, as the Board of Trustees shall determine.

Section 2. Duties and Responsibilities.

In keeping with the goals and objectives established by the Board and within its policies, the chief executive officer shall provide leadership for the organization and shall have the authority and the responsibility for managing the activities of HLC. The chief executive officer has the authority to employ and to terminate all HLC staff as well as to execute documents on behalf of the Board and HLC that are consistent with the direction of the Board as well as the best interests of the organization. The chief executive officer will be the chief advisor to, and the principal agent of, the Board.

Article X: Committees of the Board of Trustees

Section 1. Executive Committee.

There shall be an Executive Committee of the Board of at least five (5) Trustees consisting of the chair and vice chair of the Board, and other Trustees elected by the Board. The Executive Committee is authorized by the Board of Trustees to act for the Board between meetings of the Board - except in such areas excluded by Board policy. However, the Executive Committee may not act for the Board on the following: validating or deciding actions on member institutions; employing or terminating the chief executive officer; approving or revising policy; altering the Board-established budget; initiating litigation; filling vacancies on the Board or on any of its committees; appointing or removing any officer or Trustee; or taking any other action expressly prohibited by law. All actions by the Executive Committee shall be reported to the Board at its next meeting.

Section 2. Standing Committees.

The Board of Trustees may establish such standing committees as it determines are necessary to fulfill its responsibilities. The chair of each standing committee must be a member of the Board, and the majority of the committee members must be Trustees. The Board will define in policy the composition, charge, and powers of these committees. Members of standing committees are appointed by the Board of Trustees.

Section 3. Ad Hoc Study Groups and Task Forces.

The Board of Trustees may establish ad hoc study groups and task forces to conduct research, provide advice, and make other recommendations for Board consideration. In establishing these study groups and task forces, the Board shall set and revise as needed the time and budget, provide the charge, and name the members.

Article XI: Policy-Making Functions of the Board

Section 1. Type and Process of Policy Making.

The Board of Trustees shall develop as necessary policy in five (5) areas: accrediting standards, accreditation process, Board of Trustees conduct, legal mandates, and business operations of HLC.

a. *Accrediting Standards (Criteria for Accreditation, Eligibility Requirements, and Related Policies)*

The Board of Trustees may not act to adopt or change any requirement, criterion or policy by which the accreditation or candidacy of an institution is judged, with the exception of those Policies Mandated from Regulation, Statute, or Other Legal Requirement, unless the proposed amendment has been presented at a scheduled Board meeting, circulated in writing to all member institutions for a comment period of not less than sixty (60) days, and adopted at a subsequent Board meeting. The Board of Trustees will consider the comments before action is taken.

b. *Policies Related to the Accreditation Process*

The Board of Trustees shall adopt policies related to the accreditation process at the Board of Trustees meeting subsequent to the first meeting when the policy was presented. Proposed policies affecting candidate and accredited institutions shall be made available to them for comment during the period between the first and second reading of the proposed policy.

c. *Policies Related to Board Conduct*

Policies and procedures regarding the obligation of Board of Trustee members and regarding the conduct of Board activities shall be set forth in a Board of Trustees' Policy Manual. Adoption or amendment of policies and procedures for the Trustee Policy Manual may be conducted in whatever format or manner the Board determines is appropriate and specifies within a written policy.

d. *Policies Mandated from Regulation, Statute, or Other Legal Requirement*

The Board of Trustees shall develop and adopt policies to ensure HLC compliance with federal law and judicial mandates. Policies developed for this reason affecting candidate and accredited institutions may be adopted without a period for comment.

e. *Policies Related to HLC Business Operations*

The Board of Trustees shall develop and adopt policies to ensure HLC operates with appropriate business and financial practices. Policies developed for this reason may be adopted without a period of comment.

Section 2. Commitment to Written Policies.

All policies adopted by the Board shall be in writing and available to HLC accredited and candidate institutions.

Article XII: Accreditation Decisions

Section 1. Accrediting Actions.

When HLC policy requires the Board to make an accreditation decision, the Board may conduct its review of such actions in executive session at a regularly scheduled or special meeting or, at the Board's discretion, by any means that allows for the Board to review the relevant materials and to comment. Balloting may be conducted through any reasonable means.

Section 2. Appeals.

The Board of Trustees will appoint an appeals body empowered to consider an appeal of an action that withdraws or denies candidate or accredited status. The appeals body will be selected and will function pursuant to HLC policy regarding such appeals.

Article XIII: Amendments to the HLC Bylaws

The HLC Bylaws may be amended by action of the Board of Trustees only after the proposed amendment(s) have been first presented at a scheduled Board meeting, and subsequently circulated in writing to all member institutions for a comment period of not less than sixty (60) days. After considering the comments, the Board may adopt the amendment(s) at a Board meeting by a vote of no fewer than two-thirds (2/3) of the members of the full Board.

Article XIV: Controlling Law and Forum

Any disputes, claims, and causes of action arising out of the operation, management, and conduct of HLC by its officers, Board, or staff or arising out of the interpretation of the Bylaws, resolutions, and policies of the Board of Trustees, or arising out of accrediting actions, shall be controlled and governed by the laws of Illinois.

The forum for such disputes, claims, and causes of action shall be the state or federal court of competent jurisdiction located in Cook County, Illinois.

Article XV: Indemnification

HLC shall indemnify and hold harmless each Trustee, officer, member of an Appeals Panel, member of a visiting team, Accreditation Review Council member, Institutional Actions Council member, agent, employee or other person acting on behalf of HLC against and from all loss, cost, and expense reasonably incurred by such persons in the payment, defense, or settlement of any claim, suit, or proceeding brought against such person because he or she acted on behalf of HLC. The rights specified in this Section shall apply whether or not such persons continue to act in such a capacity at the time the loss, cost, or expense is incurred.

The rights specified in this section shall apply to those individuals who the Board determines, by a majority vote of a quorum of disinterested Trustees, acted in good faith and in its best interest. However, such rights shall not apply in relation to any matters as to which any such person shall be finally adjudged in such claim, suit, or proceeding to be liable for willful misconduct.

HLC may authorize the purchase and maintenance of insurance on behalf of such persons and HLC against any liability that arises from their actions in such capacities.

Article XVI: Corporate Seal

The corporate seal shall be in such form as may be approved by the Board of Trustees of HLC.

Article XVII: Checks, Notes and Contracts

The Board of Trustees of HLC shall determine the persons who shall be authorized on HLC's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness, and contracts; or to execute and deliver other documents and instruments. The Board may require officers, agents, employees and other persons so authorized pursuant to this Article to give security for faithful performance of their duties.

Article XVIII: Books and Records

HLC shall keep in its offices correct and complete records of the accounts and transactions of HLC and a current list of the members, Trustees, and officers of HLC. Such books and records may be in written form or in any other form capable of ready conversion to written or printed form.