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OF

HUBBARD COLLEGE OF ADMINISTRATION OF

### Article I

### Name

The name of the Corporation is HUBBARD COLLEGE OF ADMINISTRATION OF \_\_\_\_\_\_ (the "Corporation").

# Article II

## Offices and Registered Agent

Section 1. Offices. The Corporation shall maintain continuously in [give state] a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without [give state], as may be designated by the Board of Directors.

Section 2. Agent. The Corporation shall continuously maintain within [give state] a registered agent, who shall be designated by the Board of Directors.

# Article III

#### Members

Section 1. Eligibility. The Corporation shall not have members.

### Article IV

### Board of Directors

Section 1. General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers

provided a Board of Directors in the [give state] Nonprofit Corporation Act that are necessary or convenient to carry out the purposes of the Corporation.

# Section 2. Composition of the Board of Directors.

- A. The number of Directors constituting the Board of Directors shall be fixed by resolution of the Board of Directors but shall not be less than three nor more than twelve.
- В. The term of a Director shall be two years. The term of a Director also shall expire by his or her death, resignation, or removal in accordance with these Bylaws.
- Any vacancy in the Board of Directors, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors comprising the Board, shall be filled by the affirmative vote of a majority of the total number of Directors in office.
- D. A Director may resign at any time by giving notice thereof to the President.
- E. A Director may be removed, with or without cause, by a two-thirds' vote of the other Directors in office.

# Section 3. Meetings of the Board of Directors.

- A. Meetings of the Board of Directors shall be held at least one time each year. Special meetings shall be called at the discretion of the President or at the request of one-third of the Directors in office. The last meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.
- B. The time and place of all meetings of the Board of Directors shall be designated by the President. The meetings may be held within or without the District of Columbia.
- C. At least ten days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board may be held upon notice of five days. Notice of a meeting of the Board of Directors shall specify the date, time and place of meeting but, except as provided in Article VIII of these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director or mailed (including the sending of a telegram) to his or her business address.
  - D. A Director may waive notice of any regular or

special meeting of the Board of Directors by written statement filed with the Board, or by oral statement at any such meeting. Attendance at a meeting of the Board also shall constitute a waiver of notice unless the Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground the meeting was not lawfully called or convened.

- E. One-third of the number of Directors fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.
- F. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.
- G. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of a conference telephone or by means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
- H. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such written consent shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

### Article V

## Officers

Section 1. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may authorize, including a Vice President and an Assistant Treasurer. Officers may, but need not be Directors. Officers shall be chosen by the Board of Directors at the regular annual meeting of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Terms. All Officers shall hold their offices for such terms, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of

Directors.

Section 3. Removal and Vacancy. Officers shall hold office until their successors are chosen and qualified. Any Officer may be removed at any time by a majority of the Directors in office. A vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. Corporate Instruments. The President, Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws; except where such documents are required by law to be otherwise signed and executed or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 5. General Duties. The duties and powers of the Officers shall be as provided in or pursuant to these Bylaws or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6. The President. The President shall be the executive director and chief operating officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office in accordance with any policies and directives approved by the Board of Directors. The President shall serve as the presiding officer at any meeting of the Board of Directors and Executive Committee at which he or she is present. The President shall have the power to change the registered agent and registered office of the Corporation.

Section 7. The Vice President. In the absence of the President, the Vice President, if the office is authorized, shall serve as the presiding officer at any meeting of the Board of Directors and the Executive Committee. The Vice President shall perform all duties customary to that office and in addition thereto, such further duties as may be designated by the Board of Directors.

Section 8. The Secretary. The Secretary shall be responsible for keeping accurate records of the proceedings of all meetings of the Board of Directors and such other actions of the Corporation as the Board of Directors shall The Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of

the corporate seal of the Corporation and he or she, or some designated assistant, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the signature of the Secretary or such assistant secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

#### Section 9. The Treasurer and Assistant Treasurer.

- A. The Treasurer, and in the Treasurer's absence the Assistant Treasurer, if the office is authorized, shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the corporation in such depositories as shall be selected by the Board of Directors.
- B. The Treasurer, and in the Treasurer's absence the Assistant Treasurer, shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

## Article VI

### Indemnification

Section 1. General. The Corporation does indemnify to the maximum extent legally permissible, each Director or Officer or former Director or Officer of the Corporation against expenses (including attorneys' fees), judgments and fines actually and necessarily incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, proceeding or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of being or having been such Director or Officer.

Section 2. Costs of Settlement. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to curtailment of costs of litigation.

Section 3. Negligent Acts. Subject to the

provisions of Section 5 of this Bylaw, this indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director or Officer exists as to the Corporation, its Directors, Officers, agents, employees or creditors, or as to third parties.

<u>Section 4. Criminal Action</u>. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such Director or Officer or he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendre, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director or Officer was taken in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. Gross Negligence. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director or Officer has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation exclusive of issues or matters not related to the conduct on which judgment was based, unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. Nonexclusive Remedy. Any indemnification provided pursuant to this Bylaw shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any law, agreement, vote of the Board of Directors, or otherwise.

Section 7. Severable Provisions. Every provision of this Bylaw is intended to be severable, and if any term or provision is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity of the remainder of this Bylaw.

# Article VII

Statement of Nondiscriminatory Policy as to Students

Section 1. General. The HUBBARD COLLEGE OF admits students of any ADMINISTRATION OF race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

# Article VIII

#### Amendments

Section 1. General. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, if at least thirty days' written notice is given of the intention to take such action at such meeting.

#### CERTIFICATION

We, the undersigned, do hereby certify:

- 1. That we are the Directors of the HUBBARD COLLEGE OF ADMINISTRATION OF \_\_\_\_\_ (the "Corporation"), a nonprofit corporation incorporated under the laws of [name of state]; and

  2. That the foregoing Bylaws, consisting of seven (7) pages constitute a complete and accurate copy of the Bylaws of the Corporation, as duly adopted by the Directors of the Corporation on the \_\_\_\_\_ day of \_\_\_\_\_ 199\_\_.
- 3. That the foregoing Bylaws have not been modified and are in full force and effect as of the date of our execution of this Certificate.

Dated:	
Dated:	
Dated:	