Proposed Changes to the Bylaws of the Association and Commission

The ATS Board of Directors and the Board of Commissioners have reviewed issues related to the coordination of their work and the governance of the Association and Commission on behalf of member schools. In the process, the boards affirmed several values that should underlie the governance structure of the Association and Commission as well as guidelines for proposed changes to bylaws for consideration by member schools.

The values include

1. The value of a unitary ATS staff that serves the functions overseen by both the ATS Board of Directors and the COA Board of Commissioners. A unitary staff is more economical and provides for maximum staff coordination across functions.
2. The importance of enhancing the coordination of the work conducted by the two boards. While respecting the independence of decisions for their respective functions, ongoing coordination ensures that the work of the boards will best serve member schools.
3. The importance of ensuring that the ATS/COA corporate structures address the needs of both the Board of Directors and the Board of Commissioners.
4. The value of close cooperation between the two boards in anticipating and responding effectively to dramatic and fast-paced changes in theological education.

The guidelines include

1. That the COA Bylaws be revised so that the chair, vice chair, and Commission representative to the ATS board be elected by member schools of the Commission rather than by the Board of Commissioners.
2. That the ATS Bylaws be revised so that the Personnel Committee be replaced with a new Coordinating Committee (addressed below) that includes, among other duties, those currently assigned to the Personnel Committee.
3. That the bylaws of both ATS and COA be amended (1) to provide for a Coordinating Committee comprising the officers of the Association and Commission whose duties include coordinating the work of the Commission and Association, administration of personnel issues and policy with appropriate recommendations to the ATS Board of Directors, and interpreting the work of each board to the other, and (2) to clarify the role and responsibility of the executive director in the Commission as well as the Association.

On the basis of these values and guidelines, The ATS Board of Directors and COA Board of Commissioners recommend to the membership that the Bylaws of the Commission and Association be revised as follows:

(Underline indicates recommended new text. Strikethrough indicates text recommended for deletion).

Association Bylaws

Section 4.12 Executive Director

The Board shall elect in the manner described in this Section 4.12 an Executive Director to manage the operations of the Association. An ad hoc Search Committee appointed by the President and comprising an equal number of representatives from the Board of the Association and the Board of Commissioners of the Commission shall recommend to the Board of the Association the candidate for the position of Executive Director. The Board shall accept or reject the candidate recommended by the Search
Committee. The Board may terminate the appointment of the Executive Director, following an evaluative report by the Personnel Coordinating Committee, with the approval of at least two-thirds (2/3) of the Directors then in office and entitled to vote.

The Executive Director is an ex officio member of all Association committees and task forces, with voice but not vote, provided that the Executive Director shall not serve on any committee or task force when it is determining his or her compensation or evaluating his or her performance.

Section 5.1 Committees
The Association shall have the following standing committees: Officers Committee, Nominating Committee, Personnel Committee, Coordinating Committee, Finance Committee, and Audit Committee. There shall be such other standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Association. Such committees shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and other actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such.

Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, the Members shall elect committee members from among the persons nominated (i) by the Nominating Committee or (ii) if any Member presents a petition signed by at least five (5) Members and the written consent of the person(s) nominated, from the floor. The President shall appoint all committee chairpersons, except as otherwise provided in these Bylaws or in the resolution creating the applicable committee.

Upon expiration of their initial terms, committee chairpersons and members may be reelected to a committee for one additional term only. With the exception of the Officers Committee, persons who are not Directors are eligible to serve as committee members. Any person authorized to appoint the chairperson and/or members of any committee by these Bylaws or the resolution creating the applicable committee may appoint himself or herself as chairperson and/or committee member. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 5.5 Personnel Coordinating Committee
The Personnel Committee shall consist of the President, Vice President, Secretary, Treasurer, immediate past President of the Association, the Commission Representative to ATS, and the immediate past Chair of the Commission on Accrediting. The Personnel Committee shall oversee the implementation of personnel policies of the Association, consult with the Executive Director regarding personnel issues, recommend compensation ranges, recommend changes to personnel policies to the Board, and evaluate and review the performance of the Executive Director. The Coordinating Committee shall consist of the
President, Vice President, Secretary, and Treasurer of the Association, and of the Chair of the
Commission, the Vice Chair of the Commission, the Commission representative to ATS, and the
immediate past president of the Association, who will serve as a member of and chair of the Coordinating
Committee. The Coordinating Committee has two primary functions: (1) It shall oversee the
implementation of personnel policies of the Association, consult with the Executive Director regarding
personnel issues, recommend compensation ranges, recommend changes to personnel policies to the ATS
Board of Directors, and review and evaluate the performance of the Executive Director. (2) It will provide
a venue for interpreting the work of the ATS Board of Directors and the work of the Board of
Commissioners to one another and for coordinating that work on behalf of their respective member
schools, respecting the independent missions and authority of the two boards.

Commission Bylaws

Section 3.1 Authority
Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the
Articles of Incorporation of the Commission, the affairs of the Commission shall be under the general
direction of the Board of Commissioners, which shall administer, manage, preserve, and protect the
property of the Commission.

The authority of the Board of Commissioners shall include, without limitation: responsibility for all
decisions related to the accredited status of Members; adoption and oversight of the Commission’s
budget; proposal to the Members of amendments to these Bylaws and the Articles of Incorporation of the
Commission, subject to the approval of ATS as provided in Sections 9.1 and 11.1; oversight of the
Commission’s assets; approval of the auditors employed by the Commission; establishment of fees to be
assessed in the conduct of accreditation activities; recommendation of changes to the dues structure;
review and evaluation of the Standards and Procedures and recommendation of appropriate changes for
consideration for adoption by the Members; appointment of task forces and accreditation committees as it
deems necessary for fulfilling its responsibilities; designating one Commissioner to serve as the
Commission Representative to ATS; evaluation of the personnel, administrative, and other services
secured by contract with the Association; and establishment and evaluation of the employment policies of
the Commission through its agreement for contracted services with the Association.

Section 3.2 Number and Term
There shall be a minimum of twelve (12) and a maximum of sixteen (16) twenty (20) Commissioners. No
fewer than three (3) and no more than four (4) five (5) of the Commissioners shall be Public or Ministry
Practitioner Commissioners. The remaining Commissioners shall be Institutional Commissioners.
Institutional Commissioners are individuals who, at the time of their election as Commissioners, are
employed by a Member of the Commission. Public Commissioners are individuals who, at the time of
their election or reelection, are not (a) enrolled as a student in, or employed by, or a member of the
governing board of, or a consultant to an institution that is either accredited or a candidate for accreditation by the Commission or (b) a member of the governing board of, or employed by, ATS or (c) a spouse, parent, child, or sibling of any individual identified in (a) or (b). Ministry Practitioners are persons who, at the time of their election or reelection, are active in vocational ministry.

With the exception of the initial Commissioners, whose terms shall be specified in the resolution appointing them, each Commissioner shall serve for the following terms:

(a) Public or Ministry Practitioner Commissioners shall serve two-year terms and until such Commissioner’s successor has been duly elected and qualified or until the Commissioner’s earlier death, resignation, or removal; and

(b) Institutional Commissioners shall serve six-year, nonrenewable terms and until such Commissioner’s successor has been duly elected and qualified or until the Commissioner’s earlier death, resignation, or removal.

An Institutional Commissioner is not eligible to serve as a Commissioner for a period of one year after completing one full six-year term. A Public or Ministry Practitioner Commissioner is not eligible to serve as a Commissioner for a period of one year after completing two consecutive, full two-year terms.

Section 4.1 Enumeration
The officers of the Commission shall consist of a Chair, Vice Chair, Commission Representative to ATS, Secretary, Treasurer, and such other officers and assistant officers as the Members may, from time to time, designate.

Section 4.3 Nomination and Election
The Board of Commissioners shall elect the Chair and Vice Chair from among the Commissioners. At least thirty (30) days prior to the Biennial Meeting or any special meeting held to elect officers, the Nominating Committee shall nominate one or more persons for consideration for the positions of Chair, Vice Chair, and Commission Representative to ATS. The nominee for chair must be a current member of the Board of Commissioners. At the Biennial Meeting or a special meeting called for that purpose, the Members shall elect these officers from among the persons nominated (a) by the Nominating Committee or (b) if any Member submits a petition signed by at least five (5) Members and the written consent(s) of the person(s) nominated, from the floor. Unless otherwise specified at the time of election, new officers shall take office at the conclusion of the meeting at which they are elected.

The Board of Commissioners shall elect the Secretary from among the director staff members who support the work of the Commission. The Vice Chair serves as Treasurer by virtue of office (see 4.6)
Section 4.9 Other Officers; Commission Representative to ATS and Other Officers

The Commission Representative to ATS shall be a current member of the Board of Commissioners and serve with voice and vote on the ATS Board of Directors.

Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Members or the Board of Commissioners from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer that the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Commissioner solely by virtue of being an assistant officer. The Board of Commissioners shall designate one Commissioner as the Commission Representative to ATS, who shall serve as an ex officio Director of ATS.

Section 4.12 Administration

The Commission will normally contract with the Association for all of its personnel, facilities, administrative, and other organizational needs. The Executive Director of the Association serves as an ex officio member of all Commission committees and task forces, with voice but not vote.

Section 5.1 Committees

The Commission shall have the following standing committees: Officers Committee, Nominating Committee, Coordinating Committee, Finance Committee, Audit Committee, and Appeals Panel. There shall be such other standing and ad hoc committees as the Board of Commissioners may deem advisable in the administration and conduct of the affairs of the Commission. Such committees shall meet as necessary to accomplish their goals. The Board of Commissioners is authorized in its discretion to approve reimbursement for travel and other actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such.

Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, the Board of Commissioners or the Members at the Biennial Meeting or any special meeting called for that purpose shall elect committee members. In the case of committee members elected by the Members, the committee members shall be nominated by the Nominating Committee or, if any Member submits a petition signed by at least five (5) Members and the written consent(s) of the person(s) nominated, from the floor. The Chair shall appoint all committee chairpersons, except as otherwise provided in these Bylaws or in the resolution creating the applicable committee.

Upon expiration of their initial terms, committee chairpersons and members may be reelected to a committee for one additional term only. With the exception of the Officers Committee, persons who are not Commissioners are eligible to serve as committee members. Any person authorized to appoint the chairperson and/or members of any committee by these Bylaws or the resolution creating the applicable committee may appoint himself or herself as chairperson and/or committee member. The chairperson of
each committee shall determine the date and place of all committee meetings. Each committee may adopt
its own rules of procedure not inconsistent with these Bylaws.

Section 5.3 Officers Committee

The Officers Committee shall consist of the Chair, Vice Chair, and a third Commissioner elected by the
Board of Commissioners, the Commission Representative to ATS. The Chair shall serve as the chairperson
of the Officers Committee. The Officers Committee may act for the Board of Commissioners between
meetings, provided that it may not make decisions affecting accreditation status. The Officers Committee
shall meet at such times as the Chair may call or on petition of two (2) Officers Committee members. At
least twenty-four (24) hours’ oral or written notice shall be given for such meetings. A quorum for
conducting business at a meeting of the Officers Committee shall be no fewer than two (2) members. The
Chair shall present a full report of all Officers Committee decisions to the Board of Commissioners at the
next regularly scheduled meeting of the Board of Commissioners.

Section 5.4 Nominating Committee

The Nominating Committee shall consist of five (5) persons appointed by the Chair of the Board of
Commissioners, including two (2) Commissioners and three (3) representatives of Members that are not
represented on the Board of Commissioners. The Nominating Committee shall nominate the Chair, Vice
Chair and Commission Representative to ATS, and Commissioners as provided in Section 3.3 hereof and
shall nominate other committee members, including Appeals Panel Members, consistent with the policies
of the Board of Commissioners.

Section 5.5 Reserved Coordinating Committee

The Coordinating Committee shall consist of the President, Vice President, Secretary, and Treasurer of
the Association, and of the Chair of the Commission, the Vice Chair of the Commission, the Commission
representative to the ATS, and the immediate past president of the Association, who will serve as a
member of the committee and chair it. The Coordinating Committee has two primary functions: (1) It
shall oversee the implementation of personnel policies of the Association, consult with the Executive
Director regarding personnel issues, recommend compensation ranges, recommend changes to personnel
policies to the ATS Board of Directors, and review and evaluate the performance of the Executive
Director. (2) It will provide a venue for interpreting the work of the ATS Board of Directors and the work
of the Board of Commissioners to one another and for coordinating that work on behalf of their
respective member schools, respecting the independent missions and authority of the two boards.