20. Bylaws of the Commission on English Language Program Accreditation 104
ARTICLE I 104
ARTICLE II 104
ARTICLE III 104
ARTICLE IV 105
ARTICLE V 106

20. Bylaws of the Commission on English Language Program Accreditation

ARTICLE I

1. Name. The name of the organization is the Commission on English Language Program Accreditation (hereinafter the "Commission" or CEA), a nonprofit corporation organized under the laws of Virginia.

2. Location. The principal office shall be within or without the state of Virginia, as determined by the Commission.

3. Nature. The Commission is a nongovernmental, voluntary, nonprofit, and non-stock corporation.

4. Purpose. The purpose of the Commission is to affirm quality education through the development of standards and the accreditation of English language programs and institutions.

ARTICLE II

1. Members. Accredited English language programs and institutions are considered constituents of the Commission and voting members of the Constituent Council.

2. Annual Meeting. A meeting of the Constituent Council is held annually at a time and place determined by the Commission. Notice of the meeting, specifying the business to be conducted, shall be provided to constituents at least thirty days in advance of the meeting. The presence of 25% of the members constitutes a quorum. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws. Proxy voting is not permitted.

3. Special Meetings. The Chair of the Commission may call other special meetings of the Constituent Council. The rules for such special meetings are the same as provided for annual meetings in this Article II.

ARTICLE III

1. Commission. There shall be thirteen members of the Commission. Eleven are elected by the Constituent Council for three-year terms. Two other "public" members are appointed by the Commission.

2. Authority. The Commission provides leadership, determines policies, and maintains CEA and its programs. The Commission delegates to the Executive Committee, comprising the Chair, Chair-elect, Treasurer, and Secretary, responsibility for leadership of CEA when the Commission is not in session, consistent with any policies established by the Commission. The day-to-day oversight of the activities and programs of CEA shall be administered by the executive director.

3. Meetings. The Chair shall call regularly scheduled meetings of the Commission. Notice of such meetings shall be provided to commissioners at least thirty days in advance of the meeting. The chair may call special meetings with the approval of a majority of the commissioners. At either a regular or a special meeting, the presence of a majority of commissioners constitutes a quorum. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws.

4. Removal. A commissioner may be removed for cause or for nonperformance by a two-thirds vote of the Constituent Council. The Commission fills any vacancies on the Commission, according to guidelines prescribed in the *CEA Policies and Procedures.*

ARTICLE IV

1. Officers. The elected officers of the Commission on English Language Program Accreditation are the Chair, the Chair-elect, and the Treasurer, who also serves as chair of the Finance Committee. The executive director serves ex officio as the Secretary of the corporation and as a nonvoting member of the Executive Committee.

2. Elections and Term of Office. All officers, except the Secretary, are elected by the commissioners for one-year terms. The Secretary, as a nonvoting member of the Executive Committee, shall not participate in the election of officers.

3. Duties. The elected officers perform those duties that are usual to their positions and that are assigned to them by the Commission. In addition, the Chair, as the chief elected officer, presides at meetings of the Commission, the Executive Committee, and the Constituent Council. The Chair is an ex-officio member of all committees. The chair-elect acts in place of the Chair as directed by the Chair or when the Chair is not available. The Treasurer is the financial officer with responsibility for oversight of revenues and expenditures, and reporting on the financial affairs of CEA to the Commission and the Executive Committee. The Secretary is the recording officer of CEA, responsible for minutes, records, notices, etc.

4. Vacancies. If a vacancy occurs among the elected officers for any reason, the Commission fills that portion of the term not yet expired.

5. Removal: A commissioner may be removed for cause or for non-performance by a two-thirds vote of the Commission. The Commission fills any vacancies on the Commission, according to guidelines prescribed in the *CEA Policies and Procedures*.

ARTICLE V

1. Standing Committees, ad hoc committees, and task forces. The Standing committees may include the Executive Committee, the Standards Review Committee, the Standards Compliance Committee, the Finance Committee, and the Nominating Committee. Individuals shall be appointed to various committees according to the *CEA Policies and Procedures.*

2. Employees. The Commission is responsible for hiring the executive director. The executive director may engage employees or outside consultants as necessary.

3. Amendments. Amendments to these Bylaws may be made at any meeting of the Commission by a two-thirds vote, where notice of the proposed amendments was provided to Commissioners at least 30 calendar days in advance of the meeting.

4. Indemnification. Commissioners, officers, and other authorized employees or agents of CEA will be indemnified against claims for liability arising in connection with their positions or activities on behalf of CEA to the full extent permitted by law.

5. The fiscal year for CEA is the calendar year.

Established 2000
Amended December 2003
Amended December 2007
Review April 2018, no amendments
Last review August 2025, no amendments