

Section J:

MEAC Bylaws and Ethics

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Midwifery Education Accreditation Council

By-Laws

December 2019

I. Mission and Purpose

Section 1. Midwifery Education Accreditation Council, Inc, or “MEAC” is established to conduct accreditation reviews and accredit midwifery educational programs and institutions consistent with the regulations of the U.S. Secretary of Education for federally recognized accrediting agencies; to create standards and criteria for the education of midwives that reflect nationally recognized core competencies, skills, experiences and guiding principles of midwifery care; to provide a process for self-evaluation and peer evaluation for diverse educational programs; and to actively promote high quality education in midwifery through accreditation.

Section 2. MEAC is organized only for charitable, religious, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including distributions to organizations that qualify as exempt under that Section 501(c)(3), and specifically for the purpose of education. Regardless of other provisions of these Bylaws, MEAC shall not carry on any activities not permitted for a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or for a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. No substantial part of the activities of MEAC shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and MEAC shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. No part of the net earnings of MEAC shall benefit or be distributable to its Members, Directors, Officers, or other private persons, except MEAC may pay reasonable compensation for services and make payments in furtherance of its purposes.

Section 3. MEAC is a nonprofit corporation, originally incorporated in Arizona in July, 1991 and now registered as a foreign nonprofit corporation in Michigan.

II. Offices

The principal office of MEAC shall be located in the City of Ann Arbor, Washtenaw County, Michigan. MEAC may also have offices at such other places within the United States of America as the Board of Directors may from time to time determine.

III. Members

Section 1. MEAC shall have two types of members, voting and non-voting (affiliate). Each midwifery program and/or institution accredited or pre-accredited by MEAC shall be a voting member. Each voting member, regardless of the size of the institution or corporation, shall be entitled to one vote on any matter before the membership at any duly convened membership meeting. Voting members of MEAC have the responsibility to elect Board members and to approve amendments to these By-laws.

Section 2. Other persons or organizations interested in non-voting (affiliate) membership shall submit a letter of interest to a member of the Board of Directors. The Board of Directors will consider all letters of interest and has the option of declining to accept any non-voting candidate for membership.

Section 3. Termination of membership of non-voting members may be accomplished by an affirmative vote of two-thirds of all members of the Board of Directors, upon determining that the member has failed to support and actively participate in the activities of MEAC or has sought to hamper or otherwise discredit the objectives and mission of MEAC. A non-voting member may resign from MEAC membership by filing a written resignation with the Secretary. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Termination of membership of voting members will automatically occur if the accredited or pre-accredited program or institution voluntarily relinquishes its accreditation status, or if the Board of Directors makes a **final** decision to deny the renewal of accreditation or pre-accreditation, or to revoke the accreditation or pre-accreditation status of the member. Any such termination shall take effect on the date of MEAC's acceptance of notice that the institution or program is voluntarily relinquishing its accreditation or pre-accreditation status, or the date of the institution or program's receipt of notice of a final decision to deny or revoke accreditation or pre-accreditation status.

Section 5. Membership in MEAC is not transferable or assignable.

IV. Membership Meetings

Section 1. A regular annual meeting of MEAC members shall be held in the summer of each year at a location to be determined, or such other time and/or place as the Board determines for the election of Directors and for the adoption of revised bylaws, and for the transaction of such other business as may properly come before the Members at that time.

Section 2. Special meetings of the membership may be called by the President of the Board of Directors, or by a majority of the Board.

Section 3. The Board of Directors may designate any place within the United States of America, as the meeting place for any annual or special meeting of the membership.

Section 4. Written notice of meetings of the membership shall be mailed to the last known post office address of each member no less than 10 days before any such meeting, and, if for a special meeting, notice shall state the purpose thereof. Ballots for the use of members desiring to vote by proxy may accompany such notices of meetings if deemed necessary by the Board of Directors. If a meeting is called and proper notice cannot be given in advance, members may provide a written waiver of notice.

Section 5. Voting by written proxy shall be permitted at any MEAC annual membership meeting or any special meetings of the membership, provided that ballots for proxy vote are provided to all

members.

Section 6. Notice of the time and place of each regular or special meeting of the members, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each member, postage prepaid, or sent by facsimile or electronic mail at such mail address or electronic mail address as designated to the Secretary by the member, at least ten days before the day on which the meeting is to be held. A notice of special meetings to discuss matters requiring prompt action may be sent by facsimile or electronic mail or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting or who attends without protest.

Section 7. Whenever any notice is required to be given to any member under the provisions of the laws of the State of Arizona or under the provisions of the Articles of Incorporation or By-laws of MEAC, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall, be equivalent to the giving of such notice. Any action required or permitted to be taken by the membership thereof may be taken without a meeting if all members of MEAC consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the membership meeting. Written consent may be by facsimile or by electronic mail.

Section 8. Participation in a meeting of the MEAC membership may be by means of conference telephone or similar communications equipment or by facsimile, or by electronic mail or electronic chat, or other means by which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence at a meeting.

Section 9. The vote of a majority of the members present, or represented by proxy, at the time of the vote shall be the act of the membership.

V. Board of Directors

Section 1. The property, affairs, and activities of MEAC shall be managed and directed by a Board of Directors, which may exercise all powers of MEAC and do all acts and things not prohibited by law, the Articles of Incorporation, or these By-laws, as they deem best. The Board of Directors shall also be known as the accrediting commission, the decision-making body of the accrediting agency.

Section 2. The Board shall consist of not less than three and not more than thirteen persons. The number of Directors shall be fixed from time to time by a majority of the Board, provided that no decrease in the number of Directors shall shorten the term of an incumbent Director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Directors for a term of office continuing only until the next Annual Membership Meeting. At least one but no less than one-seventh of the members of the Board shall be members of the public and, to qualify as such, must not be an employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is accredited or preaccredited by MEAC or has applied for accreditation or preaccreditation; a member of any trade association or membership association related to, affiliated with, or associated with MEAC; or a spouse, parent, child or sibling of an individual associated with, affiliated with, or related to MEAC or to MEAC institutions or

programs or other associated, affiliated, or related organizations. However, if any public member ceases to serve for any reason, the Board may continue to act without the required number of public members only for as long as is necessary to be able to appoint a replacement.

Section 3. There shall be three cohorts of Directors of approximately equal numbers for each of three cohort years. Directors shall be elected prior to or at the Annual Meeting as set forth in Section 12 Article V of these By-laws for three-year terms, term of office to begin at the following Fall Board Meeting, or to fill vacancies or to shorter terms as necessary to maintain approximately equal cohort years. Any vacancy in the Board of Directors resulting from the death, incapacity, resignation, expiration of the term of office, removal or otherwise, shall be filled by majority vote of the remaining Directors then in office even though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor Director.

Section 4. Directors shall demonstrate a commitment to the mission and purposes of MEAC as stated in the Articles of Incorporation and these By-laws. Directors shall regularly attend Board meetings and participate in Board and Committee activities in a meaningful way. In the event a Director has two or more unexcused absences from Board and/or Committee meetings, the Executive Committee may request the resignation of the Director.

Section 5. Any Director may resign from office at any time by writing to the President. Acceptance of a resignation shall not be necessary to make it effective. The Board, with cause, may remove any Director at any time.

Section 6. Meetings of the Board may be held at any place as the Board may from time to time fix, or as specified in the notice or waivers of notice thereof. The meetings of the Board shall be held no less than two times during the year. Special meetings of the Board of Directors shall be held whenever called by a majority of the Board or of the Executive Committee, or by the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Unless a greater proportion is required by law or these By-laws, a majority of the entire Board present or by written proxy shall constitute a quorum for the transaction of business. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough Directors to leave less than a quorum. Decisions shall generally be made using the consensus process described in On Conflict & Consensus, 1987. The vote of a majority of the Directors present at the time of the vote shall be the act of the Board.

Section 8. In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting shall be given to absent Directors in the manner provided in Section 13 Article V of these By-laws.

Section 9. Each Director shall be entitled to one vote and one vote only at any and all meetings of Directors on each matter submitted to a Director's vote.

Section 10. The Directors shall receive no compensation for their services. The Board may authorize reimbursement for reasonable expenses. Directors are eligible to be employees of or consultants to MEAC and receive fair and adequate compensation for their services as employees or consultants, when not in conflict with the Ethics Policy of MEAC.

Section 11. The first election of the Board of Directors under these By-laws will proceed as follows. The Directors constituting the first Board of Directors and named in the Articles of Incorporation shall hold office until the first annual election of Directors in Fall 2005. Thereafter, Directors shall be elected or appointed in the manner and for the terms provided in the By-laws. Two months prior to the first annual meeting, a Nominating Committee shall prepare a slate of candidates for the Board. The Nominating Committee shall be appointed and act in accordance with Section 2 Article VII of these By-laws. The election will be done by a simple majority vote of voting members, ballots sent by mail to members at least six weeks prior to the Annual Membership Meeting. The election will take place prior to the Annual Membership Meeting. Each institution shall designate one representative and shall be entitled to one vote.

Section 12. Regular elections of the Board of Directors shall proceed as follows. According to Section 2 Article VII of these By-laws, the Nominating Committee shall prepare a slate of candidates for open seats on the Board for election at the Annual Membership Meeting. Elections will be done by simple majority vote of voting members, ballots sent by mail to members at least six weeks prior to the Annual Membership Meeting. The election may take place prior to or at the Annual Membership Meeting. Each institution shall designate one representative and shall be entitled to one vote.

Section 13. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each Director, postage prepaid, or sent by facsimile or electronic mail at such mail address or electronic mail address as designated to the Secretary by the Director, at least seven days before the day on which the meeting is to be held. A notice of special meetings to discuss matters requiring prompt action may be sent by facsimile or electronic mail or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting or who attends without protest.

Section 14. Whenever any notice is required to be given to any Director under the provisions of the laws of the State of Arizona or under the provisions of the Articles of Incorporation or By-laws of MEAC, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall, be equivalent to the giving of such notice. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or Committee. Written consent may be by facsimile or by electronic mail.

Section 15. Participation in a meeting of the Board or any Committee may be by means of conference telephone or similar communications equipment or by facsimile, or by electronic mail or electronic chat, or by other means by which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence at a meeting.

VI. Officers, Employees and Agents

Section 1. The Officers of both MEAC and of the Board shall be a President, a Secretary, a Treasurer, and one or more Vice Presidents, including the President-Elect, as the Board may from time to time appoint elect on an as needed basis. One person may hold more than one office except that no one person may hold the offices of President and Secretary, or President and Treasurer. The Officers shall be Directors. Board Officers shall be elected by the Board itself. There are no term limits for Officers.

Section 2. Each Officer shall be a member of the board and be elected by a majority vote of the Board of Directors present at any Fall meeting of the Board and shall hold office for a term of two years. In the event of an officer vacancy due to death, expiration of the Director's term before the end of their 2-year officer term, resignation, or removal, the Board shall fill the unexpired term by a majority vote of the Board of Directors. through appointment.

Section 3. The position of President is filled by either:

- 1) the current President who is elected for another term,
- 2) the President-Elect, through a confirmation vote of the Board when the current President's term ends, or
- 3) by a majority vote of the Board of Directors by the Board if the position of President is should the Presidency be vacated due to death, resignation or removal from the office or the Board. The Nominating Committee will solicit nominees for the President-Elect position for inclusion on the officer ballot.

A President who chooses to run for a subsequent two-year term must indicate this to the Nominating Committee and be included on the Officer ballot the year prior to the end of their current term. The President shall be the facilitator or designate the facilitator at all meetings of the Board, and shall be an ex-officio member of all Committees and the Advisory Board. The President shall have general supervision of the affairs of MEAC, including but not limited to the supervision of the staff, overseeing the development and implementation of procedures and policies, and accreditation and re-accreditation activities. The President shall keep the Board fully informed about the material activities of MEAC. The President has the power to sign and execute alone in the name of MEAC all contracts authorized either generally or specifically by the Board, unless the Board shall require an additional signature. The President shall present in writing at the Annual Meeting a report of the year's activities and shall file such reports as shall be required by the Arizona Corporation Commission.

Section 4. The election for President-Elect shall be initiated by the current President twelve months prior to the end of their term, or less in the case of the President needing to vacate their position early. The President-Elect shall participate in the activities of the current President in preparation for taking over the role of the President when they step down and is a member of the Executive Committee. The President-Elect shall be responsible for facilitating the work of the Nominations Committee. The President-Elect will assist the President in the preparation of reports, articles, policies and procedures, and assist the Treasurer in developing budgets and financial reports. The President-Elect shall have such other powers and duties as may be assigned to her or him them by the President and the Board. In the temporary absence of the President, the President-Elect in the order designated by the Board shall perform the duties of the President.

Section 5. The Secretary shall keep the minutes of the Annual Meeting, all meetings of the Board, and all meetings of the Executive Committee, and assure appropriate distribution. The Secretary shall be responsible for the giving and serving of all notices of the Board and MEAC, and shall have custody of all books and records of MEAC, except such financial records which shall be in the custody of the Treasurer. The Secretary shall review these By-laws annually and propose changes if appropriate. The Secretary shall have authority to attest instruments of the corporation and shall perform all of the duties customarily incident to the office of the Secretary, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 6. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of MEAC, and shall deposit or cause to deposit all moneys, evidences of indebtedness and other valuable documents of MEAC in the name and to the credit of MEAC in such banks and depositories as the Board may designate. The Treasurer shall also:

1. Oversee the financial affairs of MEAC, including recommending the annual operating budget for approval of the Board.
2. Oversee the business operations of MEAC by periodically reviewing the internal financial records and financial reports, including the Annual Report.
3. Assure that MEAC is complying with generally accepted accounting principles. The Treasurer shall recommend the selection of an independent Certified Public Accountant who shall audit the books and accounts of MEAC annually. They shall review the auditor's statement and assure any corrective action is implemented.
4. Conduct cost studies of programs and regularly report on the financial condition of MEAC and make recommendations to the Board.
5. Oversee MEAC's information system to assure auditability, adequacy and completeness of reports.

At the Annual Membership Meeting and at each regular meeting of the Board, the Treasurer shall render a statement of MEAC's accounts. The Treasurer shall at all reasonable times exhibit MEAC's books and accounts to any Officer or Director and shall perform all duties incident to the position of Treasurer, subject to control of the Board.

Section 7. The Board may designate such assistants to the Officers as it shall desire, with such duties as shall from time to time be assigned by the Board.

Section 8. In case of misconduct or neglect of duty of an Officer or Director, the Board may declare the position of such delinquent vacant and elect a replacement.

VII. Committees

Section 1. There shall be an Executive Committee and such other Committees as may be established by the Board or the President. The President shall appoint the Chair of each Committee, who shall be a Director.

Section 2. The Board of Directors will appoint a Nominating Committee consisting of not less than 3 committee members, including the President-Elect. The President-Elect shall recommend individuals for appointment to the Nominating Committee, and such individuals may be affiliated with MEAC voting members or members of the public. The Nominating Committee shall identify, contact, cultivate, and nominate candidates for election as eligible members of the Board of Directors, taking into account requirements of the U.S. Department of Education for representation by educators and practitioners on decision-making bodies. The Board of Directors will provide the Nominations Committee with guidelines for the qualifications needed in Board nominees so as to create a balanced board with a variety of skills and backgrounds. The Nominating Committee shall submit a slate of directors for election two months prior to the Annual Membership Meeting, after having secured the consent of each candidate to allow his or her name to be submitted for election. The Nominating Committee shall be a year-round, standing committee. Upon direction of the Board, the Nominations Committee may also nominate members to the Advisory Council.

Section 3. Each Committee shall be authorized to nominate additional Committee members, to be approved by the Board, including staff, consultants and persons who are not Directors.

Section 4. The Executive Committee shall be the Officers, the Executive Director in an ex-officio capacity, and such other members as determined by the Board. It shall be the key planning and coordinating body of MEAC and shall recommend annual commissions for the Committees. The Executive Committee shall have established meeting dates and also meet as the President determines, with at least one day's prior notice. A quorum shall consist of a majority of members of the Committee present or by written proxy. Committee minutes will be retained in the offices of MEAC and distributed to all Directors. The Executive Committee shall act on behalf of the Board in the periods between meetings of the Board on all matters within the authority of the Board, except as to the following matters:

- a. The amendment, altering or repeal of the By-laws or the adoption of new By-laws;
- b. Electing, appointing or removing any member of any Committee or any Director or Officer of MEAC;
- c. Amending or restating the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation;
- d. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of MEAC;
- e. Authorizing the voluntary dissolution of MEAC or adopting a plan for the distribution of the assets of MEAC;
- f. Changing decisions of the Board regarding the accreditation status of an institution or program, and;

- g. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 5. All Committees shall organize immediately after their appointment, elect a secretary, and adopt work plans. Except for the Executive Committee, no quorum shall be required for Committee meetings except as decided by majority vote of the Committee. The Committees shall present written reports at each Director's meeting and at any such time as the Directors may require. Such reports shall be filed at the MEAC office. Except for the Executive Committee, no Committee shall enter into any contract or incur any indebtedness or financial obligation of any kind except under specific authority of the Board.

VIII. Advisory Board

Section 1. The Board of Directors may elect to create an Advisory Board at any time. The Advisory Board shall be composed of no less than three nor more than fifteen Advisors who shall be presented by the Nominations Committee and elected at the Annual Meeting. Vacancies may be filled by the Board. The President of the Board shall be an ex-officio member of the Advisory Board.

Section 2. The Advisors shall have no authority to oversee the activities of MEAC but shall act only in an honorary capacity. They shall be available for advice and counsel; be the liaison between MEAC and community leadership; be the public advocate for the advancement of MEAC; and support capital campaigns and other fund-raising efforts.

Section 3. Meetings of the Advisory Board may be called by its President or by the President of the Board of Directors as specified for meetings of Directors in Section 13 Article V of these By-laws.

IX. Fiscal Matters

Section 1. The fiscal year of MEAC shall begin on the first day of July of each year and end on the thirtieth day of June each year.

Section 2. The Board of Directors may authorize any Officer or Officers, a Director or other agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of MEAC, and such authority may be general or confined to specific instances.

Section 3. No agreements or loans shall be contracted on behalf of MEAC, and no evidences of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. All checks, drafts or other orders for the payment of money or other evidences of indebtedness issued in the name of MEAC shall be signed by such Officer or Officers, or authorized agent as designated by the Board of Directors as are prescribed by these By-laws or as shall be from time to time determined by resolution of the Board of Directors.

Section 5. The funds of MEAC may be retained in whole or part in cash or be invested and reinvested from time to time in such property, real and personal, including stocks, bonds, or other securities as the Board may deem desirable. All monies of MEAC shall be promptly deposited from

time to time to the credit of MEAC in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Any Director, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time, for any proper purpose, MEAC's books and records of account, minutes and records to make extracts therefrom.

X. Litigation, Jurisdictional Venue, and Expenses

Section 1. Jurisdiction and venue of any suit, claim, or proceeding relating to membership, accreditation, or accredited status, whether a claim for damages or injunctive or declaratory relief, brought by an accredited member, former member, or applicant for membership and accredited status against MEAC, members of the Accreditation Review Committee, or Officers, employees, or agents of MEAC acting in their official capacity, shall only be in the U.S. District Court, District of Arizona, Phoenix Division, or the Superior Court of the State of Arizona for the County of Coconino. Accredited members, former members, and applicants must exhaust all administrative remedies provided for the MEAC Accreditation Handbook and By-laws before initiating any suit, claim, or proceeding in Court. Except where preempted by the laws of the United States or the rules or regulations of any agency of instrumentality thereof, these By-laws shall be interpreted, construed and governed by the laws of the State of Arizona. Notwithstanding the location or domicile of a party or Member, the parties irrevocably and unconditionally submit to the exclusive jurisdiction of the State of Arizona.

Section 2. An applicant for membership, member, or former member of MEAC shall reimburse MEAC for all costs and expenses (including attorney's fees) actually and reasonably incurred by MEAC in defending any suit, claim, or proceeding, whether for damages or for injunctive or declaratory relief, brought by an applicant, member, former member, or one or more present or former students of any of the foregoing against MEAC, the Accreditation Review Committee, any Board member of MEAC, or Officers, employees, or agents of MEAC, acting in their official capacity, where MEAC, the Review Committee, Board member, Officer, employee or agent shall have been adjudged to be the prevailing party in the suit, claim, or proceeding.

Section 3. Each member shall reimburse MEAC for all costs and expenses (including attorney's fees) incurred by it in the production of any of MEAC's or any Board member's records relating to such member in response to lawful requests from parties in litigation or from state or federal agencies.

Section 4. Each existing member and new member of MEAC shall be provided with a copy of these By-laws. Acceptance or continuation of membership in MEAC shall constitute each member's agreement to be bound by the provisions of these By-laws, as they may be amended from time to time, while a member of and subsequent to termination of membership in MEAC.

Section 5. Each applicant for membership in MEAC shall be provided with a copy of these By-laws. Application for membership in MEAC shall constitute such applicant's agreement to be bound by the provisions of these By-laws, as they may be amended from time to time, regardless of whether such applicant becomes a member of MEAC.

XI. Conflict of Interest

Section 1. All Directors shall comply with the Ethics Policy of MEAC. In particular, Directors must avoid any interest, influence, or relationship which might conflict, or appear to conflict, with the best interests of MEAC, or which might affect judgment or loyalty. Directors must promptly disclose any situation where an actual or potential conflict may exist; using the Certificate attached to the Ethics Policy, and remove themselves from negotiations, deliberations or votes involving the conflict.

XII. Indemnification

Section 1. MEAC shall indemnify any person who incurs expense by reason of the fact that they are or were a Director, Officer, member, agent or employee of MEAC. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law and shall not be denied or limited by the By-laws.

Section 2. To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of Directors, no Director of MEAC shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of MEAC existing at the time of such repeal or modification.

Section 3. The private property of the Directors, Officers, members, agents and employees of MEAC shall be forever exempt from its debts and obligations.

Section 4. MEAC may indemnify as above any managerial or non-managerial employee, Committee member, volunteer or agent to the extent that the Board shall determine after full investigation and in its sole discretion.

Section 5. MEAC may purchase and maintain such indemnity insurance, to the extent permitted by law, as will cover the obligations assumed hereunder.

XIII. Non-Discrimination

In all of its dealings, neither MEAC nor any of its duly authorized agents shall discriminate, harass, retaliate or discipline, nor tolerate the discrimination, harassment, retaliation or discipline against any individual or group on the basis of their actual, implied or perceived: race; color; national or ethnic origin or ancestry; religion or creed; sex, gender, gender identity or expression, including transgender identity; sexual orientation; marital status; familial status; age; disability; genetic information; or any other protected category under federal, state or local law.

Further, neither MEAC nor any of its duly authorized agents shall retaliate against any group or individual engaged in protected activities, such as the filing of a complaint, whistleblowing, or participating in the investigation arising from such processes.

XIV. Dissolution

In the event of dissolution, all of the remaining assets and property of MEAC shall, after allowing for necessary expenses thereof, be distributed to another organization exempt under IRS Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government for a public purpose, according to a final decision of the last Board of Directors and subject to approval as provided in Arizona law.

XV. Amendments

These By-Laws or the Articles of Incorporation may be added to, amended or repealed by affirmative vote of two-thirds of the members voting at a membership meeting, provided the notice of such meeting states the proposed amendment, alteration or repeal. The Secretary shall file amendments to these By-laws with the State of Arizona as required by law.

These By-laws were approved by the unanimous consent of the Board of Directors, October 18, 2007.

Bylaws originally adopted June 1991

Revised and adopted December 1996

Revised and adopted March 1998

Revised and adopted March 1999

Revised and adopted October 1999

Revised and adopted March 2002

Revised and adopted June 2005

Revised and adopted October 2007

Revised and adopted November 2013

Revised and adopted August 2018

Revised and adopted December 2019

Ethics Policy of the Midwifery Education Accreditation Council

Adopted June 2005

The highest standard of ethical conduct and fair dealing is expected of each employee, director, officer, volunteer and representative of MEAC. Our reputation is a valuable asset and therefore this Ethics Policy is set in place in order to earn the trust, confidence and respect of our consumers, our members, and our community.

This policy provides general guidance on the ethical principles. No policy can anticipate all situations. We expect honesty and good judgment from every individual. We must be sensitive to the way others might perceive and interpret our actions.

If you have any questions about this policy, it is your responsibility to consult your supervisor or the Executive Director. Everyone is expected to promptly disclose to the officers of MEAC any incident that may be in violation of this policy. Retaliation or retribution against anyone who brings violations to the board's attention shall not be tolerated.

I. Compliance with Laws and Regulations

All MEAC activities are to be conducted in compliance with the letter and spirit of all laws and regulations. MEAC representatives have a responsibility to understand the applicable laws, recognize potential dangers, and seek legal advice when necessary.

II. Conflicts of Interest

MEAC's policy is to have effective controls against conflicts of interest or the appearance of conflicts of interest by MEAC representatives. A "conflict of interest" is defined as a situation where members of the Board of Directors, staff, site visitors, or others acting in an official capacity for MEAC may have an opportunity to influence business or accreditation decisions in ways that could lead to personal gain or give improper advantage to associates.

1. Whenever MEAC is called upon to consider an application for accreditation or make an accreditation decision related to a midwifery education program or institution, and a MEAC Board member or committee member is affiliated with the program/institution, then that person:
 - a. Shall disclose prior to MEAC's discussion of the program's application or accreditation action the nature of their affiliation with the program/institution; and
 - b. Shall not be present during discussion of and voting on the program/institution's application or accreditation action.

2. No MEAC representative accompanying a site visit team or committee may be affiliated with the program/institution being visited.

For the purposes of this policy, a person is *affiliated* with a midwifery program or institution if they, or their spouse, parent, child, or sibling:

1. Has been an officer, director, trustee, employee, contractor, consultant, or student of the midwifery program or institution within the last two years;
2. Has had any other dealings with the institution or program from which they have or will receive cash or property within the last two years.
3. In any event, all previous relationships should be disclosed.

If for any other reason a MEAC representative believes they have a conflict of interest or the appearance of one with regard to any program or institution's application or accreditation action before MEAC, the representative shall declare the conflict or appearance of one.

If a representative of a midwifery program or institution that has an application or accreditation action before MEAC has a reason to believe a member or representative may have a conflict of interest or the appearance of one, or if any other members or MEAC's executive director may so believe, and if that member does not declare the conflict or the appearance of one, a request may be made that MEAC consider the matter. The possible conflict of interest or the appearance of one shall be discussed by all parties and resolved, if necessary, by consensus or vote, with all MEAC Board members entitled to vote.

Other areas involving conflict of interest include:

1. Employment decisions if these concern friends, business associates, relatives, or themselves.
2. Purchasing or other contract decisions in which the individual may have a personal interest.

III. Confidentiality

The information provided by institutions/programs subject to MEAC accreditation will be maintained in strict confidence and will be used solely for the purpose of evaluating the institution's/program's compliance with MEAC requirements.

The MEAC Board, site visitors, staff, and consultants will not discuss the accreditation matters related to an institution/program outside of the normal MEAC meetings unless such discussion is necessary to conduct MEAC business effectively. Any restrictions on the provision of otherwise confidential information may be superseded by the requirements of government agencies or national accreditation regulatory agencies.

MEAC collects personal information about employees and other representatives that relates to their involvement with MEAC. Access to this information is limited to people with a need to know and any release of the information to others must be authorized in advance by the Executive Director or the President of the Board of Directors. Personal information is released outside MEAC only with the

individual's approval and authorization of the Executive Director, except to verify employment or to satisfy legitimate investigatory or legal requirements.

IV. Giving and Receiving Gifts

MEAC representatives may not give or receive gifts from a supplier, governmental official, an accredited organization or applicant, or other organization. Exceptions may be made for gifts which are customary and lawful, are of nominal value, and are authorized in advance. Gifts or benefits for more than a nominal value should be reported promptly, and shall be returned or donated to a suitable charity and this exchange documented.

Meals and refreshments are acceptable if they are infrequent, are of nominal value, and are in connection with business discussions.

Anyone doing or desiring to do business with MEAC should be informed that all gifts other than advertising novelties are discouraged.

V. Political Activity

MEAC recognizes that employees may participate in the political process by supporting political parties, candidates, or causes. However, MEAC is a tax-exempt organization which is prohibited from directly or indirectly participating in any political campaign supporting or opposing any candidate or issue. MEAC may not contribute anything of value, including employee's time, to political campaigns, publish or distribute materials on behalf of any candidate or party, or engage in any other activity which may be considered political.

MEAC representatives may personally contribute to a candidate or party of their choice. However, no compensation or reimbursement by MEAC shall be received for a personal contribution. Any efforts devoted to political activity must be outside working hours. MEAC representatives must make clear that any statements on political or public issues are not those of MEAC.

V. Personal Conduct

MEAC strives to provide all employees, directors, volunteers and members a healthy, safe and positive environment. The climate at MEAC shall be free from discrimination and harassment.. See MEAC's Non-Discrimination policy.

MEAC shall not tolerate sexual advances or comments, threats of violence, or any other conduct that creates, in the opinion of the management of MEAC, an intimidating or otherwise offensive environment. Similarly, the use of racial or religious slurs, or any other remarks, jokes or conduct that encourages or permits an offensive environment will not be tolerated.

If a member, employee or volunteer is subjected to improper conduct, or becomes aware of the improper conduct of others, they should bring this to the attention of the Executive Director or the President of the Board of Directors. MEAC maintains an employee handbook for relevant policies. All complaints will be investigated promptly (consult MEAC employee handbook.).

VII. Use and Protection of MEAC Assets

Members have a fiduciary duty to preserve MEAC’s assets by demonstrating cost control and following vigorous procurement standards. MEAC employees, materials, equipment or other assets shall not be utilized for any unauthorized purpose. Assets shall be tracked and inventoried. Appropriate action shall be taken if there are any losses.

VIII. Accounting and Financial Reports

MEAC shall abide by accurate record keeping and reporting. Reimbursable business expenses should be justifiable, reasonable, and supported by receipts. Receipts are not required for per diem payments.

MEAC's financial statements and all books and records on which they are based must accurately reflect all of the organization's transactions. All disbursements and receipts of funds must be properly authorized and recorded. No undisclosed or unreported fund may be established for any purpose.

Those responsible for the handling or disbursement of funds must assure that all transactions are executed as authorized and recorded to permit financial statements in accordance with Generally Accepted Accounting Principles.

IX. Compliance

Failure to comply with this policy may result in formal disciplinary action that may include reimbursement to MEAC for any losses or damages, termination of employment, dismissal from the Board, and/or referral for criminal prosecution. Action may also be taken against anyone who fails to report a violation or withhold relevant information concerning a violation of this Ethics Policy. All ARC members, board members, employees and independent contractors must sign the attached Certification prior to their work with MEAC.

Adopted by the Board of Directors, June 27, 2005

Certification

I have read and understand the Ethics Policy of MEAC and I agree to abide by this policy in all dealings for and with MEAC. I state that I have no interests which conflict or may conflict with my service for MEAC except as set forth below.

I have a conflict of interest with regard to the following institutions or programs of midwifery education:

Signature

Print Name

Date