Annual Meeting and Assembly Materials
About the College Board

The College Board is a mission-driven not-for-profit organization that connects students to college success and opportunity. Founded in 1900, the College Board was created to expand access to higher education. Today, the membership association is made up of over 6,000 of the world’s leading educational institutions and is dedicated to promoting excellence and equity in education. Each year, the College Board helps more than seven million students prepare for a successful transition to college through programs and services in college readiness and college success—including the SAT® and the Advanced Placement Program®. The organization also serves the education community through research and advocacy on behalf of students, educators, and schools.

For further information, visit collegeboard.org.
Notice of the Annual Meeting of the Members.................................................................2

Statement from the Chair of the Board of Trustees.......................................................3

I. 2017 ANNUAL MEETING OF THE MEMBERS ..........................................................5
   Minutes of the 2016 Annual Meeting .................................................................5
   Report of the 2017 Trustee Committee on Finance .............................................6
   Report of the 2017 Trustee Committee on Membership ......................................7
   Election of New Members .....................................................................................7
   Report of the 2017 Trustee Committee on Nominations ......................................9
   Nominee and Trustee-Elect Profiles .....................................................................10
   Approval of the Restated and Amended Bylaws ..............................................13
      Resolution to Approve the Report of the Ad Hoc Committee on Bylaws and Advisory Structures .........................................................13
      Report of the Ad Hoc Committee on Bylaws and Advisory Structures .......... 13
      Resolution to Approve the Restated and Amended Bylaws. .........................21
      Restated and Amended Bylaws ......................................................................21

II. 2017 MEETING OF THE ACADEMIC ASSEMBLY .................................................27
    Minutes of the 2016 Meeting of the Academic Assembly .....................................27
    Report of the 2017 Academic Assembly Council ...............................................28
    Report of the 2017 Academic Assembly National Nominating Committee ..........28
    Approval of the revised Academic Assembly Governance Plan........................28

III. 2017 MEETING OF THE COLLEGE SCHOLARSHIP SERVICE ASSEMBLY ..........30
     Minutes of the 2016 Meeting of the College Scholarship Service Assembly ......30
     Report of the 2017 College Scholarship Service Assembly Council ..................31
     Report of the 2017 College Scholarship Service Assembly National Nominating Committee ............................................................31
     Approval of the revised College Scholarship Service Assembly Governance Plan 32

IV. 2017 MEETING OF THE GUIDANCE AND ADMISSION ASSEMBLY ....................35
    Minutes of the 2016 Meeting of the Guidance and Admission Assembly ........35
    Report of the 2017 Guidance and Admission Assembly Council .....................36
    Report of the 2017 Guidance and Admission Assembly National Nominating Committee ..............................................................36
    Approval of the revised Guidance and Admission Assembly Governance Plan ....37

2016–2017 MEMBER LEADERS OF THE COLLEGE BOARD....................................39

Alternate Delegate Designation Form ..................................................................46

Appendix: Redlined Version of Bylaws .................................................................47
Notice of the Annual Meeting of the Members

This is the official notice of the 2017 Annual Meeting of the Members (“Annual Meeting”), which will be held from 11 a.m.–12:15 p.m. on Oct. 27, 2017, at the New York Hilton Midtown, 1335 6th Ave., New York, NY 10019, in conjunction with Forum 2017. Please visit collegeboard.org/forum to view the preliminary program for the Forum, which runs from Wednesday, Oct. 25, to Friday, Oct. 27, 2017.

The Annual Meeting of the Members provides an opportunity for member delegates to speak directly to the elected leadership of the College Board. Douglas L. Christiansen, vice provost for university enrollment affairs, dean of admissions and financial aid, and associate professor of public policy and higher education at Vanderbilt University, and chair of the College Board's Board of Trustees, will lead this Annual Meeting.

At this year’s Annual Meeting, Members’ institutional delegates will vote on (1) Election of new Members of the College Board approved by the Board of Trustees upon recommendation of the Trustee Committee on Membership; (2) Election of Trustees; (3) Approval of the Restated and Amended Bylaws and accompanying Report of the Ad Hoc Committee on Bylaws and Advisory Structures; and (4) Consideration of any other business properly brought before the Annual Meeting.

Also at the Annual Meeting, the Trustee Committee on Finance will deliver its report to the Members.

These items are more fully described in the materials accompanying this Notice. While all of the Forum attendees are invited to attend the Annual Meeting, only Members in good standing as of the close of business on October 2, 2017, are entitled to notice of, and to vote at, the Annual Meeting and any adjournment thereof.

We encourage you to read the following materials carefully and if you are unable to attend, you may vote in advance of the meeting or assign a proxy for the meeting. All institutional delegates will have received an email with access to voting or assigning their proxy. Please feel free to share the agenda materials with any colleagues who are planning to attend the Forum.

At the Forum, you will have the opportunity to hear more about the work of the College Board’s member-led councils, which contribute to the development of future initiatives to further our mission. In addition, the annual meetings of the Academic Assembly, the College Scholarship Service Assembly, and the Guidance and Admission Assembly where delegates will vote on their revised governance plans will take place. We strongly encourage all delegates or their alternates to attend the meetings and vote on these important items. All Forum attendees are welcome.

We will continue our focus on supporting our membership by sharing experiences, best practices, and knowledge with an emphasis on sessions to help you in your daily work and to strengthen our collective voice on matters of equity and access for all students. We value the work of our Members and are committed to supporting and partnering with you to help to fulfill the College Board's mission and strategic goals. The College Board's commitment to increasing access and equity for all students has not changed since its founding colleges met in 1900.

Whether or not you plan to attend the Annual Meeting, we urge you to vote as promptly as possible by the close of business on Oct. 18, 2017, to ensure that you will be represented.

James Montoya
Chief of Membership, Governance, and Global Higher Education
Secretary of the Corporation
New York, N.Y.
October 2, 2017
Statement from the Chair of the Board of Trustees

On behalf of the Board of Trustees, welcome to the 2017 College Board Forum. We gather here in New York City, the city of the College Board's national office, after another remarkable year. The College Board's diverse and engaged membership and passionate and driven staff have worked tirelessly this year to push the boundaries of what is possible so that we can clear a path to college for all students. Here are some milestones:

• More than 7.3 million students participated in the SAT Suite of Assessments during the 2016-17 school year. The graduating class of 2017 was the largest cohort in SAT history, with more than 1.8 million students having taken the old or new SAT at least once during high school; 1.7 million took the new SAT, which was first administered March 2016. This fall we were able to share results from the first two years of PSAT-related assessments, and we saw something both rare and encouraging—scores increased across nearly all demographics and grades.

• This spring marked two full years of Official SAT Practice, and we celebrated new data that confirmed the value of this program. We know that studying for the SAT® on Official SAT Practice for 20 hours is associated with an average score gain of 115 points. That's nearly double the average score gain achieved by students who don't use Khan Academy®. Since its launch in June 2015, more than four million students have used Official SAT Practice on Khan Academy. Nearly 40% of all test takers reported using Official SAT Practice, making it the number one tool for SAT preparation. I want to recognize the role that admission officers played throughout the development of the SAT, emphasizing along the way the imperative of providing students the opportunity to prepare and improve in this way—we can now say those efforts are paying off.

• Last year, we made a commitment as an organization to improve operational stability and make the experience of using our programs and services easier for all of our stakeholders—but in particular for school counselors. We successfully hosted the first annual Score Week for Counselors last December with the release of PSAT/NMSQT® scores, and more than 5,000 counselors took advantage of the daily webinars, live customer support, and customized resources that we developed to help counselors access, understand, and use their students' PSAT/NMSQT scores to help them on their path to college. We reduced customer service wait times from nearly 27 minutes in 2015 to 4 seconds in 2016. Get ready for Score Week 2017, which kicks off on December 4.

• As we approach the second cycle of prior-prior year, I want to acknowledge and celebrate the success of year one, thanks to concerted collective action, planning, and engagement by our members. The rollout of prior-prior year was smooth and successful, including important adjustments to the CSS Profile®, the community-generated creation of rich resources and best practices, and deep partnership with other membership associations, including NACAC, NASFAA, and AACRAO. Over 1,000 members participated in discussions and webinars over the course of the 18-month effort. Special thanks to our financial aid members coming together to identify issues and build solutions; it couldn't have been done without your partnership.
The launch of the AP® Computer Science Principles course last year was the largest in the AP Program’s history; the course is designed to attract and engage a wide variety of students, including those traditionally underrepresented in computer science, such as women and minorities. AP CSP opens a pathway for them to pursue studies in college-level STEM and computing courses, positioning them for success in college and in a wide variety of disciplines and industries.

The Chan Zuckerberg Initiative (CZI) has recognized our mission and our work and is adding to our momentum by awarding the College Board one of its first major education grants. We announced a two-year partnership wherein the College Board will dramatically expand access to unique, personalized learning pathways—including PSAT-related assessments, free and interactive SAT practice on Khan Academy, and Advanced Placement® courses—which help prepare and propel students forward and identify a postsecondary program that best fits their needs and passions. The partnership will concentrate on giving students in lower-income communities and rural areas greater access to these tools and resources. With CZI’s support and through the work of our terrific partners, we will deliver opportunities to students at a much greater scale, reaching the most isolated communities.

Finally, throughout this year, College Board members came together to finalize a new draft of our organization’s bylaws—a process we go through at least every 10 years as required by our bylaws, led by our Ad Hoc Committee on Bylaws and Advisory Structures. We’ve made important changes that you will vote on this year, including a proposal to rename two of our National Assemblies (the College Scholarship Service Assembly will now be known as the CSS/Financial Assistance Assembly, and the Guidance and Admission Assembly will now be known as the Counseling and Admission Assembly).

We are gathering at a pivotal moment for our organization; the “redesigned” SAT is now just the SAT, more than four million students are practicing on Khan Academy, and more students from all backgrounds are enrolling in AP than ever before. Our commitment to innovation, equity, and improvement will not slow down. I encourage you to use your time here in New York to speak with your colleagues and find out what’s working for the students they serve. If everyone can bring just one insight back to their campuses about how to make it easier for students to succeed, then this year’s Forum has been a true success.

Wishing you a meaningful Forum and safe travels home,

[Signature]

Douglas L. Christiansen, Ph.D.
Chair, Board of Trustees, The College Board
Vice Provost for University Enrollment Affairs
Dean of Admissions and Financial Aid
Associate Professor of Public Policy and Higher Education
Vanderbilt University
Nashville, Tennessee
I. 2017 ANNUAL MEETING OF THE MEMBERS

Friday, Oct. 27, 2017
11 a.m.—12:15 p.m.

Annual Meeting Agenda
1. Welcome and Communications from the Chair
2. Communications from the President
3. Report of the 2017 Trustee Committee on Finance
4. Report of the 2017 Trustee Committee on Membership
   a. Election of New Members
5. Report of the 2017 Trustee Committee on Nominations
   a. Election of Trustees
6. Report of the Ad Hoc Committee on Bylaws and Advisory Structures
   a. Approval of the Report of the Ad Hoc Committee on Bylaws and Advisory Structures
   b. Approval of the Amended and Restated Bylaws
7. New Business*

* During new business all delegates are encouraged to raise issues for consideration by the Board of Trustees in 2017–2018.

Minutes of the Annual Meeting Held on Oct. 28, 2016

The 2016 Annual Meeting of the Members of the College Board was held at the Sheraton Grand Chicago Hotel, Chicago, IL, in conjunction with Forum 2016. Douglas Christiansen, chair of the Board of Trustees, presided.

Welcome and Communications from the Chair

Douglas Christiansen opened the meeting and welcomed the members. He then introduced Jeremy Singer, chief operating officer of the College Board; James Montoya, chief of membership, governance, and global higher education, and secretary of the corporation; Shirley Ort, chief of membership, governance, and global higher education, and secretary of the corporation; Shirley Ort, vice chair of the Board of Trustees; and Maghan Keita, past chair of the Board of Trustees. Douglas Christiansen expressed his gratitude to the members for their continued work in supporting the College Board and students. Following a motion, duly seconded, the Assembly resolved to approve the minutes of the 2015 Annual Meeting.

Douglas Christiansen provided an update on the work of the College Board in the context of the four cornerstones and highlighted accomplishments, such as the successful launch of the new SAT in March 2016, the registration of 2.2 million students for free Official SAT Practice on Khan Academy, and the launch of the new AP Computer Science Principles course. The organization continued to support members to advocate for uniform AP credit policies to improve processes and policies related to membership operations and communications with delegates and member leaders.

Communications from the Chief Operating Officer

College Board Chief Operating Officer Jeremy Singer thanked the Board for its leadership of the College Board, and Chair Douglas Christiansen in particular. He reviewed the great progress the organization had made in achieving its mission in the last year and acknowledged the work that still remained.

Report of the 2016 Trustee Committee on Finance

Scott Verzyl, vice chair of the Committee on Finance, presented the FY2016 program volume growth seen year over year in four major programs: Advanced Placement, PSAT-related assessments, SAT, and SAT Subject Tests™. Fee waivers and discounts increased at a higher rate than program volumes as a result of the efforts to expand access to our programs. Scott Verzyl stated that this increase in access does not include the additional low-income students being reached through SAT School Day or statewide contracts. The Board of Trustees continued to maintain a financial reserve as a way to manage risk and ensure that the organization was prepared to respond to future opportunities. Scott Verzyl noted that the Board of Trustees voted to reconstitute the Subcommittee on Investment as a stand-alone Trustee Committee in recognition of the importance of managing this reserve to the College Board’s financial sustainability.

Report of the 2016 Trustee Committee on Membership

Von Mansfield, chair of the Committee on Membership, presented the membership report and the slate of members for election to the College Board. The committee approved 236 applications determining eligibility by using guidelines developed and maintained by the committee. With the election of this year’s nominees, the College Board’s membership would surpass 6,100 members. In addition to considering applications, the committee kept a watchful eye on news and trends in education to stay abreast of the challenges facing our members and future members, as well as those that might affect the College Board as a membership association. In April, the committee fulfilled its annual charge to review the nondiscrimination policies of the association, accepting the current clause without amendment.

The committee met in April and September to review applications received during the 2015–2016 membership year. After the September meeting, the committee moved the slate of nominees 6 Annual Meeting of the Members for election to the Board of Trustees for approval prior to formal submission to the membership at the Annual Meeting.

In deliberation, the committee considered for membership only those institutions that embraced the mission and the College...
Report of the 2016 Trustee Committee on Nominations

Maghan Keita, chair of the Committee on Nominations, presented the Nominations report and the slate of candidates for election to the Board of Trustees. At its meeting, the committee considered potential candidates nominated by College Board member delegates and colleagues. The Committee on Nominations had extensive discussions regarding the right balance of skills and expertise on the Board of Trustees, and focused its attention on addressing two specific gaps: investment expertise and school counseling.

Following a motion, duly seconded, the following nominees were elected as Trustees of the College Entrance Examination Board under the provisions of Article II.F.1 of the Bylaws.

For Members for the term 2016–2020:

Nancy McCallin, President, Colorado Community College System, Denver, Colo.

Chat Leonard, Director of College Counseling, St. Louis Public Schools, St. Louis, Mo.

For the position of Chair for the term 2016–2018:

Douglas Christiansen, Vice Provost for University Enrollment Affairs, Dean of Admissions and Financial Aid, Associate Professor of Public Policy and Higher Education, Vanderbilt University, Nashville, Tenn.

For the position of Vice Chair for the term 2016–2018:

Barbara Gill, Associate Vice President for Enrollment Management, University of Maryland, College Park, Md.

Maghan Keita congratulated the new Trustees on their election to the College Board’s Board of Trustees.

Update from the Ad Hoc Committee on Bylaws and Advisory Structures

Paul Sechrist, chair of the Ad Hoc Committee on Bylaws and Advisory Structures, presented to Members on the work of the Ad Hoc Committee. He outlined the scope of the Committee’s work, its focus on consultation and engagement with Members, as well as the timeline and next steps for the Committee’s work.

New Business

Past Chair Maghan Keita moved for a resolution of appreciation for the retiring Trustees:

Whereas: They have provided individual leadership in heightening the College Board’s service to its members and access to higher education;

Whereas: They have collectively contributed to realizing the College Board’s strategic vision as a values-driven, market-sensitive, inclusive association championing educational excellence for all students;

Therefore, now, be it resolved: The members of the College Board salute the following Trustees whose terms of service end with this 2016 annual meeting for their service to members, to their colleagues, and to the students they serve: Nathan Brostrom; Chio Flores; Shirley Ort; William Schilling; and James Tilton.

The resolution was approved by acclamation by all present.

With no additional new business to present, and no additional business presented by the floor, Douglas Christiansen adjourned the meeting.

Resolves to approve the minutes of the 2016 Annual Meeting of Members.

Report of the 2017 Trustee Committee on Finance

Program volume growth continued year over year in our four major programs; Advanced Placement, PSAT-related assessments, SAT, and SAT Subject Tests. Fee waivers and discounts continued to grow as a result of our efforts to expand access to our programs. This increase in access does not include the additional low-income students being reached through SAT School Day or statewide contracts. Operating revenues increased 2.2% in 2016; strong performance across our core programs were offset by the new lower-priced SAT with no Essay. Operating expenses increased 7.3% due to investments in assessment redesign and the costs of the increased program volumes. Nonoperating revenues in the form of investment returns were very strong, and the result was an increase in net assets in our reserve of $54 million. While that increase indicates a healthy year, we are at the same time alert to the need to keep operating revenue and expense growth in balance.

The Board of Trustees has continued to maintain a financial reserve as a way to manage risks and respond to opportunities. The College Board reserve is in line with practices among healthy nonprofits and is less robust on a relative basis than that of some peer organizations. The size of the reserve reflects the scope of our financial responsibilities on behalf of students and our commitment to the long-term sustainability of our mission, including serving low-income students. The Board of Trustees voted to establish the Subcommittee on Investment as a stand-alone Committee on Investment in recognition of the importance of managing this reserve.
An external audit was completed for January to December 2016; this is the most recent audited financials. The Committee on Audit met three times during the year with internal and external auditors to review the external audit plan for the year, the scope, the schedule and results of various internal audit reviews, and the audited financial statements and related audit opinions.

College Entrance Examination Board
Statement of Financial Position
December 31, 2016
(in thousands of dollars)

<table>
<thead>
<tr>
<th>Assets</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Current assets</strong></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents (Note 2)</td>
<td>$226,413</td>
</tr>
<tr>
<td>Investments (Note 3)</td>
<td>503,397</td>
</tr>
<tr>
<td>Accounts and other receivables, net of allowance of $2,860</td>
<td>70,020</td>
</tr>
<tr>
<td>Due from Educational Testing Service</td>
<td>30,249</td>
</tr>
<tr>
<td>Grants and contracts receivable</td>
<td>2,120</td>
</tr>
<tr>
<td>Prepaid expenses and other current assets</td>
<td>12,863</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td>845,062</td>
</tr>
<tr>
<td>Investments, net of current portion (Note 3)</td>
<td>155,252</td>
</tr>
<tr>
<td>Property and equipment, net (Note 4)</td>
<td>75,481</td>
</tr>
<tr>
<td>Capitalized website costs and internal use software, net of accumulated amortization of $18,758</td>
<td>51,304</td>
</tr>
<tr>
<td>Deferred charges and other assets</td>
<td>7,543</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td><strong>$1,134,642</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities and Net Assets</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Current liabilities</strong></td>
<td></td>
</tr>
<tr>
<td>Accounts payable, accrued expenses and other</td>
<td>$66,508</td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>71,587</td>
</tr>
<tr>
<td>Accrued postretirement benefits (Note 6)</td>
<td>1,196</td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td><strong>139,291</strong></td>
</tr>
<tr>
<td>Deferred revenue, net of current portion</td>
<td>24,616</td>
</tr>
<tr>
<td>Accrued postretirement benefits, net of current portion (Note 6)</td>
<td>43,335</td>
</tr>
<tr>
<td>Deferred rent, net of current portion</td>
<td>34,073</td>
</tr>
<tr>
<td>Other long-term liabilities</td>
<td>5,204</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td><strong>246,519</strong></td>
</tr>
<tr>
<td>Commitments and contingencies (Note 7)</td>
<td></td>
</tr>
<tr>
<td>Net assets</td>
<td></td>
</tr>
<tr>
<td>Unrestricted</td>
<td>886,704</td>
</tr>
<tr>
<td>Temporarily restricted (Note 8)</td>
<td>1,419</td>
</tr>
<tr>
<td><strong>Total net assets</strong></td>
<td><strong>888,123</strong></td>
</tr>
<tr>
<td><strong>Total liabilities and net assets</strong></td>
<td><strong>$1,134,642</strong></td>
</tr>
</tbody>
</table>

Report of the 2017 Trustee Committee on Membership

For this membership year, the Committee approved 170 applications determining eligibility by using guidelines developed and maintained by the Committee. With the election of this year’s nominees, the College Board will surpass 6,170 members.

In addition to considering applications, the Committee kept a watchful eye on news and trends in education to stay abreast of the challenges facing our members and future members as well as those that might affect the College Board as a membership association. In April, the Committee fulfilled its annual charge to review the nondiscrimination policies of the association, accepting the current clause without amendment.

The Committee met in April and September to review applications received during the 2016–2017 membership year. After the September meeting, the Committee moved the slate of nominees for election to the Board of Trustees for approval prior to formal submission to the membership at the Annual Meeting.

Election of New Members

The members are invited to consider the following resolution:

<table>
<thead>
<tr>
<th>Resolves:</th>
<th>That the following applicants be elected as members to the College Entrance Examination Board under the provisions of Article II.F.1. of the Bylaws:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Academy of Holy Angels, Richfield, MN</td>
<td>Addison Trail High School, Addison, IL</td>
</tr>
<tr>
<td>American University of Sharjah, Sharjah, United Arab Emirates</td>
<td>Anderson County High School, Lawrenceburg, KY</td>
</tr>
<tr>
<td>Arlington High School, Arlington, TN</td>
<td>Armand Hammer United World College, Las Vegas, NM</td>
</tr>
<tr>
<td>Ashoka University, New Delhi, India</td>
<td>Aspira Business and Finance High School, Chicago, IL</td>
</tr>
<tr>
<td>Bahamas Academy, Nassau, Bahamas</td>
<td>Beaverton High School, Beaverton, OR</td>
</tr>
<tr>
<td>Bellville High School, Bellville, TX</td>
<td>Belton-Honea Path High School, Honea Path, SC</td>
</tr>
<tr>
<td>Boyd-Buchanan School, Chattanooga, TN</td>
<td>Brecksville-Broadview Heights High School, Broadview Heights, OH</td>
</tr>
<tr>
<td>Brighton Hall School, Burbank, CA</td>
<td>Brother Rice High School, Bloomfield Hills, MI</td>
</tr>
<tr>
<td>California Northstate University College of Health Sciences, Elk Grove, CA</td>
<td>Cedar Ridge High School, Round Rock, TX</td>
</tr>
<tr>
<td>City University of New York: Queens College, Flushing, NY</td>
<td>Clermont Northeastern High School, Batavia, OH</td>
</tr>
<tr>
<td>Colegio Franklin D Roosevelt American School of Lima, Lima, Peru</td>
<td>Columbia Basin College, Pasco, WA</td>
</tr>
<tr>
<td>Columbus North High School, Columbus, IN</td>
<td></td>
</tr>
</tbody>
</table>

Forum 2017 7
Report of the 2017 Trustee Committee on Nominations

The 2016–2017 Trustee Committee on Nominations was constituted in accordance with Article VII of the College Board Bylaws. Its members are:

Maghan Keita, Chair, Professor of History and Director for the Institute for Global Interdisciplinary Studies, Villanova University, Villanova, Pa.

Kaya Henderson, Vice Chair, Chancellor (Retired), Washington, D.C. Public Schools, Washington, D.C.

Philip Ballinger, Associate Vice Provost for Enrollment and Undergraduate Admissions, University of Washington, Seattle, Wash.

Douglas Christiansen, Vice Provost for Enrollment Affairs, Dean of Admissions and Financial Aid and Associate Professor of Public Policy and Higher Education, Vanderbilt University, Nashville, Tenn.

Karen Cooper, Director of Financial Aid, Stanford University, Stanford, Calif.

Nan Davis, Vice President, Institutional Enrollment, Austin College, Sherman, Texas

Lewis Ferebee, Superintendent, Indianapolis Public Schools, Indianapolis, Ind.

Pamela Paulson, Senior Director of Policy, Perpich Center for Arts Education, Golden Valley, Minn.

Daniel Porterfield, President, Franklin and Marshall College, Lancaster, PA

Daniel Rodas, Vice President and Director, Isaacson, Miller, Washington, D.C.

Paul Sechrist, President Emeritus, Oklahoma City Community College, Oklahoma City, Okla.

This Trustee Committee on Nominations was charged with identifying nominees to succeed Trustees whose terms expire with the conclusion of the 2017 Annual Meeting, as follows:

Maghan Keita, Chair, Professor of History and Director for the Institute for Global Interdisciplinary Studies, Villanova University, Villanova, Pa.

Kaya Henderson, Vice Chair, Chancellor (Retired), Washington, D.C. Public Schools, Washington, D.C.

Philip Ballinger, Associate Vice Provost for Enrollment and Undergraduate Admissions, University of Washington, Seattle, Wash.

Douglas Christiansen, Vice Provost for Enrollment Affairs, Dean of Admissions and Financial Aid and Associate Professor of Public Policy and Higher Education, Vanderbilt University, Nashville, Tenn.

Karen Cooper, Director of Financial Aid, Stanford University, Stanford, Calif.

Nan Davis, Vice President, Institutional Enrollment, Austin College, Sherman, Texas

Lewis Ferebee, Superintendent, Indianapolis Public Schools, Indianapolis, Ind.

Pamela Paulson, Senior Director of Policy, Perpich Center for Arts Education, Golden Valley, Minn.

Daniel Porterfield, President, Franklin and Marshall College, Lancaster, PA

Daniel Rodas, Vice President and Director, Isaacson, Miller, Washington, D.C.

Paul Sechrist, President Emeritus, Oklahoma City Community College, Oklahoma City, Okla.

This Trustee Committee on Nominations was charged with identifying nominees to succeed Trustees whose terms expire with the conclusion of the 2017 Annual Meeting, as follows:

Craig Becker, Associate Vice President, Financial Planning, Lafayette College, Easton, Pa.
For Members for the term 2017–2021:

The Committee submits the following slate of candidates for election at the 2017 Annual Meeting:


Michael Sorrell, President, Paul Quinn College, Dallas, Texas

At its meeting, the Committee considered potential candidates nominated by College Board member delegates and colleagues. The Committee on Nominations had extensive discussions regarding the right balance of skills and expertise on the Board of Trustees, and focused its attention on addressing specific gaps: finance and audit expertise, four-year college presidents, organizations.

The Committee submits the following slate of candidates for election at the 2017 Annual Meeting:

For Members for the term 2017–2021:


Rafael Ramirez-Rivera, Chancellor, Inter American University of Puerto Rico—Arecibo Campus, Arecibo, Puerto Rico

Kasandra Urquidez Vice President, Enrollment Management and Student Affairs, Advancement and Dean, Undergraduate Admissions, University of Arizona, Tucson, Ariz.

For a Member for the term 2017–2022:

Eric Zarnikow, Executive Director, Illinois Student Assistance Commission, Springfield, Ill.

The members are invited to consider the following resolution:

Resolution to Elect Trustees

Resolves, that, the following persons be, and they hereby are, elected as Trustees of the College Board, to serve, subject to the earlier of their resignation or removal, in accordance with the Bylaws of the College Board and the laws of the State of New York, until their successors shall have been duly elected or appointed and shall have been qualified.

The Committee would also like to note the election of two regionally elected Trustees, elected, respectively, by the Southern and New England Regional Assemblies for the term 2017–2021:

Zina Evans, Vice President for Enrollment Management, University of Florida, Gainesville, Fla., replacing Scott Verzyl, Associate Vice President for Enrollment Management and Dean of Undergraduate Admission, University of South Carolina, Columbia, S.C.

Thomas Moore, Superintendent, West Hartford Public Schools, West Hartford, Conn., replacing Caesar Storlazzi, University Director of Financial Aid, Yale University, New Haven, Conn.

The Committee further notes the incoming chairs of the National Assemblies, who will join the Board of Trustees for the term 2017–2021.

Hector Garcia, Superintendent, Plano 88, Plano, Ill., replacing Pamela Paulson, Senior Director of Policy, Perpich Center for Arts Education, Golden Valley, Minn.

Darnell Heywood, Director of College Counseling, Columbus Academy, Gahanna, Ohio, replacing Phil Ballinger, Associate Vice Provost for Enrollment and Undergraduate Admissions, University of Washington, Seattle, Wash.

Gail Holt, Director of Financial Aid, Amherst College, Amherst, Mass., replacing Karen Cooper, Director of Financial Aid, Stanford University, Stanford, Calif.

Nominee and Trustee-Elect Profiles

Zina L. Evans
Vice President for Enrollment Management
University of Florida
Gainesville, Fla.

Zina L. Evans is vice president for enrollment management at the University of Florida. As UF’s chief enrollment officer, she oversees the offices of Admissions, Student Financial Affairs, the University Registrar, and the Welcome Center. In her more than 25 years of experience in higher education, she has worked at such institutions as UC Berkeley, UC Irvine, UC Santa Barbara, and the University of Maryland. In addition, she held the position of director of research for the National Association for College Admission Counseling (NACAC).

Evans’s other involvements have included leadership roles on several state and national committees: chair of the College Board SAT Advisory Committee, chair of the College Planning Advising Committee, chair of the AP Higher Education Advisory Committee, executive board member for the Coalition for Access, Affordability, and Success, and chair of the Florida Higher Education Colloquium. Additionally, she has served on the Educational Testing Services TOEFL Advisory Committee, the Council for the Advancement of Standards in Higher Education, the State University System of Florida Admission and Registrar Committee, and the National Postsecondary Educational Collaborative. Evans recently received the Leroy W. Fails Award from the College Board Southern Region for outstanding contributions to the admission profession.

Darnell Heywood
Director of College Counseling
Columbus Academy
Gahanna, Ohio

During her 18-year career in college admission counseling, Darnell Heywood has dedicated herself to students and their transition to college. She began her career
at Kenyon College, her alma mater, serving as an assistant director and then associate director of admission. Following her passion for working with students, Heywood entered the counseling profession as director of college counseling at Columbus School for Girls. For the past seven years, she has served as director of college counseling at Columbus Academy.

Heywood has a strong belief in the opportunities that college provides for students. Her counseling is child-centered and focused on helping students to see the many paths to the future before them. Her college counseling program emphasizes appropriate course selection, college planning, parent programming, and financial aid counseling for students and families.

Throughout her career, Heywood has frequently presented information on various topics and trends at the College Board, and the NACAC and OACAC conferences. She has served on the OACAC Standards and Principles of Good Practice Committee and the Columbus College Fair Planning Committee, and as an OACAC High School Delegate. For three years, she was the vice chair for the Association of College Counselors from Independent Schools (ACCIS).

Her volunteer work with the College Board began when she was elected to serve as a Guidance and Admission Assembly representative in the Midwestern region. Following her term, she was asked to serve on the National Guidance and Admission Assembly Council as a Midwest representative and then was elected to the chair elect position. Additionally, Heywood represents the counseling community on the High School Membership Mobilization Advisory Team.

With her sense of humor, warmth, and intelligence, Heywood’s greatest strengths are her communication skills. She will lead collaboratively and welcome all membership voices as we navigate the opportunities and challenges ahead.

Gail Holt
Dean of Financial Aid
Amherst College
Amherst, Mass.

Gail Holt has built a 20-year career in higher education and financial aid administration around the goals of service, access, and leadership. In 2004, Holt brought a local version of the Indiana Student Financial Aid Association (ISFAA), and later the Lumina Foundation’s College Goal Sunday, to Massachusetts during her time as chair of the Massachusetts Association of Student Financial Aid Administrators (MASFAA) Early Awareness Committee. Holt continued to serve MASFAA in a leadership role as president of the association in 2009-10. When the Eastern Association of Student Financial Aid Administrators (EASFAA) Conference was held in Massachusetts in 2013, Holt served as conference chair.

Holt has laid a foundation for the development of future financial aid professionals through her nine years as a faculty member of the College Board’s Institute on Financial Aid. For 42 years the Institute was held in New England but began offering locations outside New England biennially in 2013. This has expanded exposure to seasoned aid professionals, as well as access to professional development opportunity for new and experienced financial aid administrators across the country.

While serving as senior associate director of Student Financial Services at Mount Holyoke College, Holt had the pleasure of participating in the partnership that brought young women from Miami, Fla., to Mount Holyoke through the POSSE Foundation. Holt worked directly with the parents and students to ensure their understanding and navigation of the resources necessary to provide access to their higher education dreams.

For years, parents have been listening to Holt deliver direct and informative guidance, instruction, and assurance as a local financing seminar ambassador, helping them manage the college financing application process. This public service connects practicing financial aid professionals to the families they serve and provides a vehicle for a shared understanding of goals and challenges. Holt has been the dean of Financial Aid at Amherst College since 2013.

Hector Garcia
Superintendent
Plano Community Unit School District 88
Plano, Ill.

As a low-income ESL student, Hector Garcia understood the vast opportunities that a challenging curriculum brings in terms of academic growth as well as the increase in self-efficacy. His challenging path through the K–12 system encouraged Garcia to become an educator and continue his passion for developing the sort of school culture where every student feels capable of success, even in the most rigorous courses. He started his career as a high school history teacher teaching multiple grades and historical topics. After a few years as a teacher and building administrator, he became the principal of a predominantly low-income and highly diverse school outside Chicago. In that role, Garcia expanded the Advanced Placement program and established record numbers in almost every AP category.

As a district administrator, Garcia has worked with staff to overcome both challenges and mindsets that often bar or limit exposing all students to the AP curriculum. In one school district where professional development funding was very limited, he worked with the College Board to establish the first AP Summer Institute hosted by a K–12 Illinois school district. This small local venture quickly grew to be the second largest AP Summer Institute in the state, only slightly behind the institute offered at Northwestern University. In another district, Garcia developed a coalition of teachers and administrators who systematically worked to ensure every student had access to the AP program.

Garcia has participated in numerous College Board events ranging from attendee to presenter. In recent years, he has been a part of two National Forum planning committees, a co-chair of the Prepárate™ conference, a Midwest regional committee member, and most recently the Midwest Region Academic Assembly...
Council representative and chair elect of the council. He has also testified before the Illinois Education Appropriation Committee to secure more school funding for low-income students in the AP program.

Jennifer Hardy  
*Programming and Web Development Instructor in Charge*  
Worcester Technical High School  

Jennifer Hardy is the programming and web development instructor in charge at Worcester Technical High School, where she has taught AP Computer Science, Database Fundamentals, Linux Essentials, and AP Computer Science Principles. In addition to her teaching responsibilities, Hardy trains the school’s student Help Desk technicians and is the coach of the debate team. She is highly regarded as an educator and was selected as the Worcester Technical High School Teacher of the Year in 2015. In addition, she received the 2016–2017 MIE Partners in Excellence Teacher award, which is determined on implementation of the AP program. Hardy has been an AP summer workshop consultant since 2011.

Thomas Moore  
*Superintendent*  
West Hartford Public Schools  
West Hartford, Conn.

Thomas Moore is superintendent of West Hartford Public Schools, West Hartford, Conn., where he spent his career as a history teacher and social studies department head before becoming principal at Conard High School, followed by assistant superintendent for the district, before taking on his current role in 2014. Moore is a past recipient of the United States Presidential Scholar Teacher Award and was named an Educational Policy Fellow by the Institute for Educational Leadership. He currently serves as New England’s regionally elected representative to the Academic Assembly Council, a position that is coupled with chairing the New England Regional Council’s Academic Subcommittee. Moore has previously served on the New England Regional Council and on the Forum Program Planning Committee.

Rafael Ramírez-Rivera  
*Chancellor*  
Inter American University of Puerto Rico  
Arecibo, Puerto Rico

Rafael Ramírez-Rivera is the chancellor of Inter American University of Puerto Rico—Arecibo Campus. Aside from his many university duties, he has also successfully launched and oversees the operation of a K–12 academy that belongs to the university. He is an active member of the community and has served in multiple organizations, including the Board of Directors of Columbia College Corporation, the Accrediting Council of Independent Colleges and Schools in Washington, D.C., the Private Education Association of Puerto Rico, and the Puerto Rico Council on Higher Education (PRCHE), among others. Since 2015, he has served as chair for the Advisory Board to the College Board Puerto Rico and Latin America office and as a member of the Accrediting Commission of ACICS.

Ramírez-Rivera began his professional career as an assistant to the president for Academic Affairs at Caguas City College in 1984. He has worked in a number of roles since, including serving as an associate academic dean at the Guayama Campus of Inter American University of Puerto Rico and as president of Huertas Junior College. He holds a B.A. and an M.A. in economics from the University of Puerto Rico and an Ed.D. in educational administration from Inter American University of Puerto Rico.

Kasandra Urquidez  
*Vice President, Enrollment Management and Student Affairs Advancement and Dean, Undergraduate Admissions*  
University of Arizona  
Tucson, Ariz.

Kasandra (Kasey) Urquidez is vice president for Enrollment Management and Student Affairs Advancement, and dean of Undergraduate Admissions at the University of Arizona (UA). In her role, Urquidez serves as the university’s chief enrollment strategist, overseeing the offices of Undergraduate Admissions, including domestic and international freshman and transfer enrollment; Early Academic Outreach; New Student Orientation; Scholarships and Financial Aid; the University Registrar; the Student Affairs Systems Group; Student Affairs Fund Development; and Academic Learning Support/Retention Services; as well as special university events and initiatives.

As a proud UA alumna, she began her career in 1994 after earning her bachelor’s degree in Family and Consumer Sciences from the College of Agriculture and Life Sciences. Since then, Urquidez has worked in various student service and leadership positions, including academic advisor, program coordinator, as well as director of New Student Orientation and assistant dean of Admissions. During her UA career, Urquidez earned two master’s degrees, from Chapman University and UA, and a doctoral degree in educational leadership with a concentration in higher education administration from Northern Arizona University. She has served on the College Board’s Guidance and Admission Assembly Council, Western Regional Council, and Forum Planning Committee.

Eric Zarnikow  
*Executive Director*  
Illinois Student Assistance Commission  
Springfield, Ill.

Eric Zarnikow is executive director of the Illinois Student Assistance Commission (ISAC), a state agency focused on making college more accessible and affordable for Illinois families. ISAC works at the intersection of money and...
knowledge, administering state grants and scholarships, including
the Monetary Award Program (MAP); managing the Illinois 529
prepaid tuition plan; and providing students and families with
objective, timely, and relevant information and counseling on the
college-going and financial aid process through its statewide
outreach programs.

Zarnikow is a former associate administrator at the U.S. Small
Business Administration (SBA), where he served as a presidential
appointee in two administrations. At the SBA, he led the Office
of Capital Access, was responsible for all of the agency’s
programs and operations concerning financial assistance to
small businesses, with 800 employees and a $90 billion loan and
investment portfolio. Prior to his work with the SBA, Zarnikow
spent over 25 years in the private sector, including serving
as senior vice president, chief risk officer and treasurer at
ServiceMaster. A certified public accountant, Zarnikow started his
career at Deloitte and received his bachelor’s degree from Iowa
State University and MBA from Drake University. He has served as
a nontrustee member of the Trustee Audit Advisory Committee
since 2014.

Approval of the Restated and Amended
Bylaws

The Ad Hoc Committee on Bylaws and Advisory Structures was
established by the Board of Trustees to advise on revisions
to the Bylaws as part of the decennial review. The full report
of the Ad Hoc Committee is included in these materials, along
with a redlined version of the bylaws so that members can
review the changes.

Resolution to Approve the Report of the
Ad Hoc Committee on Bylaws and
Advisory Structures

The members are invited to consider the following resolution:

Resolved: that, having examined a copy of the Report of the
Ad Hoc Committee on Bylaws and Structures, as
approved and adopted by the Board of Trustees at
a meeting on June 23, 2017, it is approved.

Report of the Ad Hoc Committee on
Bylaws and Advisory Structures

Preface

On behalf of the Trustee Committee on Bylaws and Advisory
Structures, I am pleased to present this final report of the
Committee, along with the Amended and Restated Bylaws of the
Corporation.

This report represents the culmination of work that began in
the fall of 2015. The Committee was committed to a thorough,
transparent, and collaborative process as we led the College
Board through a comprehensive review of the Bylaws and
advisory structures. This review included a great deal of
opportunity for the representatives of College Board members
and others to be engaged at every stage of the review process.

The Committee noted that the Bylaws and advisory structures
of the College Board exist within a rich and unique context,
which is informed by its history and purpose. The College Board
was created well over a hundred years ago to promote a more
equitable path for qualified students to enter America’s colleges
and universities. The organization has evolved to focus on all
aspects of the transition from high school to college, including a
suite of assessment tools, a program of research, a forum for the
discussion of common education issues, and the development of
educational standards.

The College Board remains the only organization that includes
a wide spectrum of educators from both secondary and
postsecondary education in its governing and advisory bodies, its
conferences and forums, and in its pursuit of equity and excellence.
The strength and beauty of the College Board is this unique linking
of secondary and postsecondary educational leaders.

It is within this context that the Committee approached the review
and resulting recommendations. I sincerely thank the members of
the Committee, supported by a team of College Board staff, who
worked so diligently and with great care throughout the review
process and in the development of this report.

Paul W. Sechrist
Chair, Committee on Bylaws and Advisory Structures

Introduction

The Committee on Bylaws and Advisory Structures (Committee)
submits its final report summarizing and providing the rationale
for the Committee’s conclusions and recommendations. This
final report has been approved by the Board of Trustees and
is proposed for adoption by the Members at the 2017 Annual
Meeting.

Members of the Committee

Paul Sechrist (Chair), President Emeritus, Oklahoma City
Community College

Gail Berson (Vice Chair), Vice President for Enrollment and Dean of
Admission, Mount Holyoke College

Philip Ballinger, Associate Vice Provost for Enrollment
Management and Undergraduate Admissions, University of
Washington

Steven Brooks, Executive Director Emeritus, North Carolina State
Education Assistance Authority

Douglas Christiansen, Vice Provost for University Enrollment
Affairs, Dean of Admissions and Financial Aid, Associate Professor
of Public Policy and Higher Education, Vanderbilt University

Karen Cooper, Director of Financial Aid, Stanford University
questions to guide the review:
The Committee began its work in late 2015 and considered key
in 2017.
report to the Members for consideration at the Annual Meeting
on Bylaws and Advisory Structures to lead a review and present a
years. Therefore, the Board of Trustees established a Committee
Bylaws in 2008. The Bylaws require a review at least every ten (10)
relevant, current, and clear. The Members adopted the current
and advisory structures to ensure that they continue to serve the Members, and are
Periodically, the Members have reviewed and revised the Bylaws
to support the transition of students from high school to
college, university, or other institutions of higher learning.
In carrying out these activities, the College Board and its
Members demonstrate a commitment to access and equity
for all students.

The College Board operates under a Charter granted to it in 1957
by the New York State Education Department. The Bylaws provide
the framework for the governance and advisory structures of the
College Board as a not-for-profit corporate entity under laws of
the state of New York. Any references to “statutes” or “applicable
law” in either the Bylaws or this report are to those applicable
statutes expressed in the New York Not-for-Profit Corporation
Law (“NYNPL”).

Periodically, the Members have reviewed and revised the Bylaws
to ensure that they continue to serve the Members, and are
relevant, current, and clear. The Members adopted the current
Bylaws in 2008. The Bylaws require a review at least every ten (10)
years. Therefore, the Board of Trustees established a Committee
on Bylaws and Advisory Structures to lead a review and present a
report to the Members for consideration at the Annual Meeting
in 2017.

The Committee began its work in late 2015 and considered key
questions to guide the review:

• As education and Member institutions change, what
revisions, if any, are needed to ensure that the Bylaws
continue to be relevant, useful, and practical in terms of
governance and advisory structures?

The Committee provided extensive opportunities for input,
including listening sessions and Member surveys. These yielded a
number of issues, including:

• Who should be Members (with consideration of
extending membership to individuals, middle schools,
and single high school districts)?
• What is the appropriate placement of international
Members in the governance structure (with
consideration of a new international region)?
• What is the appropriate composition of the Board of
Trustees (with consideration to balance, diversity, and
rounding out needed skills and knowledge)?
• Are the respective names, roles, and charges of
the national and regional assemblies appropriate,
contemporary, useful, and aligned with the overall
purpose of the College Board?

The Committee carefully considered and deliberated on each of
the issues and presents its conclusions in this final report. This
report also details the Committee’s preliminary recommendations
for changes to the Bylaws. In some cases, the Committee
conclusions do not require a change in the Bylaws but may require
some action by the Board of Trustees or College Board staff.
These recommendations for action are also detailed in this report.

Summary of Key Conclusions
and Recommendations

In general, the Committee recommends retaining much of
the governance and advisory structures outlined in the current
Bylaws. No significant changes in the Assemblies, delegates, or
the composition of the Board of Trustees are recommended. The
Committee affirmed, with significant support from Members, that
the basic governance and advisory structures remain relevant
and should be retained. However, there are recommendations for
revisions. This section of the report provides a summary of the
recommended revisions, along with other recommendations to
improve the governance of the College Board.

Concerning Membership, the Committee recommends modifying
the eligibility criteria for secondary and postsecondary systems.
The current Bylaws state that systems must be of “substantial
size” to be eligible for membership. The Committee recommends
deletion of the “substantial size” language to make it clear that all
systems can be considered for membership if the other criteria

Background

Founded in 1900, the College Entrance Examination Board,
now known as the College Board, is a not-for-profit member
corporation operating for educational purposes. The
Members of the corporation (Members) are institutions,
systems, and agencies that are engaged in or serving
secondary/higher education institutions and working together
to support the transition of students from high school to
college, university, or other institutions of higher learning.
In carrying out these activities, the College Board and its
Members demonstrate a commitment to access and equity
for all students.

The Committee provided extensive opportunities for input,
including listening sessions and Member surveys. These yielded a
number of issues, including:

• Who should be Members (with consideration of
extending membership to individuals, middle schools,
and single high school districts)?
• What is the appropriate placement of international
Members in the governance structure (with
consideration of a new international region)?
• What is the appropriate composition of the Board of
Trustees (with consideration to balance, diversity, and
rounding out needed skills and knowledge)?
• Are the respective names, roles, and charges of
the national and regional assemblies appropriate,
contemporary, useful, and aligned with the overall
purpose of the College Board?

The Committee carefully considered and deliberated on each of
the issues and presents its conclusions in this final report. This
report also details the Committee’s preliminary recommendations
for changes to the Bylaws. In some cases, the Committee
conclusions do not require a change in the Bylaws but may require
some action by the Board of Trustees or College Board staff.
These recommendations for action are also detailed in this report.

Summary of Key Conclusions
and Recommendations

In general, the Committee recommends retaining much of
the governance and advisory structures outlined in the current
Bylaws. No significant changes in the Assemblies, delegates, or
the composition of the Board of Trustees are recommended. The
Committee affirmed, with significant support from Members, that
the basic governance and advisory structures remain relevant
and should be retained. However, there are recommendations for
revisions. This section of the report provides a summary of the
recommended revisions, along with other recommendations to
improve the governance of the College Board.

Concerning Membership, the Committee recommends modifying
the eligibility criteria for secondary and postsecondary systems.
The current Bylaws state that systems must be of “substantial
size” to be eligible for membership. The Committee recommends
deletion of the “substantial size” language to make it clear that all
systems can be considered for membership if the other criteria

• Are there opportunities to refine language to make the
intention of the Bylaws clearer to Members and to the
public in general?
• What changes, if any, need to be made to the governance
and advisory structures for improved effectiveness or
efficiency?
• What may need to be changed or added to modernize
the Bylaws, comply with current applicable laws and
regulations, and reflect best practices for large not-for-
profit corporations?

The Committee provided extensive opportunities for input,
including listening sessions and Member surveys. These yielded a
number of issues, including:

• Who should be Members (with consideration of
extending membership to individuals, middle schools,
and single high school districts)?
• What is the appropriate placement of international
Members in the governance structure (with
consideration of a new international region)?
• What is the appropriate composition of the Board of
Trustees (with consideration to balance, diversity, and
rounding out needed skills and knowledge)?
• Are the respective names, roles, and charges of
the national and regional assemblies appropriate,
contemporary, useful, and aligned with the overall
purpose of the College Board?
have been met. This recommended change is explained in detail in the body of this report.

Also with regard to membership for institutions, the Committee recommends deletion of the word "substantial" in defining the level of use of College Board programs and services required for membership. This change is explained in detail in the body of this report.

The Committee recommends retaining the current membership eligibility requirements, which do not provide for individuals or middle schools. The rationale is provided in the body of this report.

The Committee also recommends retaining the current language, which includes the requirement that all persons of that gender or faith are treated in an equitable manner. The rationale for retaining the current language is provided in the body of this report.

While the basic governing structure around both the National Assemblies and the regional assemblies is retained, there is a recommended change in the names of two of the national assemblies. The recommended name of the current Guidance and Admission Assembly is the Counseling and Admission Assembly. The recommended name of the current College Scholarship Assembly is the CSS/Financial Assistance Assembly. Using a uniform template, each Assembly’s charge has been revised to reflect its focus. The Committee does not recommend adding an additional and separate regional assembly exclusively for international Members. Again, the rationale is included in the body of this report.

To comply with current applicable law as it relates to voting by Members, some changes are required and therefore recommended by the Committee. In summary, the current Bylaws provide for voting, under certain circumstances, by the "entire Membership" outside and separate from a duly called meeting of the Members. The applicable law requires that all votes of the Membership be at a duly called meeting of the Members. These votes of the Membership at duly called meeting (an Annual Meeting or Special Meeting) are votes of the entire Membership. Therefore, sections in the Bylaws that refer to votes by the entire Membership have been revised to state that these votes will be by Members at a duly called meeting.

The Committee recognizes that only a percentage of the Members are usually able to be physically present at a duly called Annual Meeting or Special Meeting of the Members. Therefore, the Committee recommends adding language, which is already prescribed in the applicable law, that Members may designate a proxy to vote on the Member’s behalf. The Bylaws continue to state that a Member must be present to vote. However, “present” is defined under the law quite broadly. It can mean either physically present, having a proxy present, voting electronically, or voting in advance. While legal considerations are driving these changes, the Committee has also concluded that it has the potential to significantly increase participation in voting by College Board Members. Additional notes related to this recommended revision are provided in the detailed section of this report.

Recent changes in NYNPL also contain requirements regarding Trustee Committees, including the Executive Committee. These changes in the law, which required additional language in the Bylaws, have been reflected in the section on Trustee Committees. Only small changes from current practice are necessary and will not materially impact the work of the Trustee Committees.

In addition, the Committee recommends a significant number of revisions in the wording of the Articles in the Bylaws. Most of these revisions are technical in nature, intended to clarify and modernize language, better reflect current practice, and eliminate language that is no longer relevant. The Committee also recommends adding Articles that reflect best practice requirements for corporate Bylaws and others required by applicable law. These new Articles, while important statements, do not change the basic governing structures. With the added Articles and rewording of other Articles, a reordering of the Articles to achieve a more logical and coherent presentation of the Bylaws was needed.

Further, the Committee recommends a revision of all applicable Articles to accurately reflect all of the key elements of the College Board’s purpose, to reflect the current practice of the Secretary, and to modernize the methods for votes taken by ballot. These revisions are detailed as follows:

- **Research.** While the Charter states that conducting research is one of the core purposes of the College Board, the current Bylaws refer only to programs and services. The Committee, supported by input from Members, recommends that all applicable Articles now include “research, programs, and services.” As a core purpose, the Committee also recommends that research continue to be a high priority for the College Board and appropriately monitored by the Board of Trustees.
- **Secretary of the Corporation.** The current Bylaws require application for membership, resignation of a Member, and notices regarding membership to go through the President. As a matter of current practice and the normal duties of a Secretary, these applications and notices come from the Secretary of the Corporation. The Committee, supported by input from Members, recommends that applicable Articles be changed from “President” to “Secretary of the Corporation.”
- **Ballots.** When ballots are called for in the current Bylaws, they are required to be mail ballots. Technology now makes the exclusive use of mail ballots obsolete. The Committee, supported by input from Members, recommends that applicable Articles remove the references to mail ballot and refer only to voting. The Committee also ensured that the Bylaws do not restrict opportunities for broad participation in meetings and voting, including but not limited to, participation in meeting via technology, electronic voting, and voting by proxy. These additional opportunities would be made available if desired and if the ability is available.
If the recommended revisions in the Bylaws are adopted, the substantive effects of the changes from current practice are as follows:

- Some of the votes and ballots previously conducted only by mail ballot will be permitted through other means, including electronic (if desired and if offered).
- Some meetings will provide for participation via technology, including participating in votes taken at the meeting (if desired and if offered). For example, Special Meetings will be given a high priority for a broad spectrum of opportunities for participation and voting.
- To be eligible for membership, secondary and postsecondary institutions will be required to demonstrate regular, but not necessarily substantial, use of College Board programs and services.
- To be eligible for membership, secondary and postsecondary systems will be required to demonstrate support for the work of the College Board, but not be of substantial size.
- To be eligible for membership, agencies will be required to demonstrate that their work in support of the purposes of the College Board is significant in terms of scale and/or impact on students.
- The name of the Guidance and Admission Assembly will be changed to Counseling and Admission Assembly.
- The name of the College Scholarship Service Assembly will be changed to CSS/Financial Assistance Assembly.
- Voting of the entire membership will be voted by the Members at a duly called meeting of the Members—either at an Annual Meeting of the Members or Special Meeting of the Members. Mail ballots of the entire membership referenced in the current Bylaws are no longer permitted under the applicable law, except when seeking unanimous consent of every Member.
- Members will be provided details on their legal right to designate a proxy for voting at a duly called meeting, if the Member’s delegate or alternate are unable to participate.
- The membership of the Executive Committee of the Board of Trustees must be approved by three quarters (3/4ths) majority of the members of the Board. The Executive Committee’s actions are restricted by the recent changes in NYNPL but still retain some authority to act on behalf of the Board of Trustees. Further, other committees of the Board of Trustees that are comprised of both trustees and nontrustees or only nontrustees, can be advisory/recommending committees only.
- Individuals who have a key relationship with the College Board will experience an increase in the quantity and quality of communication with the College Board.
- Middle school contacts and involvement will be enhanced through the respective high school Member and/or the respective system Member, and directly with the College Board. For example, middle school counselors, curriculum supervisors, principals, and teachers may be solicited from the respective high school and/or district Member institutions for involvement and input. These middle school contacts may expect communications directly from the College Board relevant to their important roles in college preparation and postsecondary success.
- Efforts to more effectively serve international Members will continue. Changes already underway to assign international Members to other than one region will also continue.
- The Trustee Committees on Membership, Nominations, and Governance will carefully monitor the composition of the Board of Trustees and the assembly councils to ensure balance and diversity so that the purposes of the College Board continue to be achieved and advanced.
- The governance plans of the assemblies will be better aligned to ensure equitable participation in the governance and advisory bodies. The practices of aligning agendas around common challenges, future plans, and advocacy will be given greater emphasis and support by College Board staff.
- The role of delegates and voting requirements will have greater clarity. Communication with delegates will be enhanced.
- The Board of Trustees, working with the assemblies, the Trustee Committee on Governance, and legal counsel, will develop a policy to remove a Trustee for cause, such as failure to perform the duties assigned to Trustees.

Detailed Conclusions and Recommendations

The Committee’s conclusions and recommendations in detail are outlined in this section of the report. The appendix to this report includes a “clean copy” of the revised Bylaws and a “redline version” of the current Bylaws’ document that tracks the changes. The conclusions and recommendations presented in this section follow the revised order and numbering of the Articles contained in the revised Bylaws document.

Article I: Nature and Purpose of the College Board

The Committee recommends that the language in the first Article be revised to align with the “nature and purpose” as stated in the College Board’s formal Charter. The new language also clearly identifies the organization as a not-for-profit membership corporation operating for educational purposes.
The Committee also recommends adding a parenthetical statement that the College Entrance Examination Board uses a shortened version of its legal name—"College Board." All further references in the Bylaws are to the "College Board."

The section in this first Article that generally defines the "Members" has been given greater emphasis. The purpose statement is taken from the formal Charter and clarifies that the purposes are accomplished through the development and coordination of research, programs, and services. This section of the Bylaws concludes by stating, "In carrying out these activities, the College Board demonstrates its commitment to access and equity for all students."

**Article II: Governance of the Corporation**

The Committee recommends moving the Article on "Governance" forward in the Bylaws document. This Article provides context important to the understanding of governance and activities, which are referenced early in the document. Therefore, "Governance of the Corporation" is now Article II.

No changes in the current language are recommended. The Committee affirms the current language indicating that the Board of Trustees governs the business and affairs of the College Board, while the President provides the day-to-day management of the College Board.

The Committee also supports the current requirement in the Bylaws to review the Bylaws no less than every ten (10) years and recommends no change to this statement.

**Article III: Membership**

Several key issues regarding membership were considered, including institutional versus individual membership, the evolving definition of gender, the role of middle schools in membership, and single high school districts and their member relationship with the College Board. The Committee recognized that membership is the strength and energy of the College Board and thoroughly considered these issues.

**Institutional versus individual membership.** Following consideration of institutional versus individual membership, the Committee concluded that institutional membership has stood the test of time, has served the College Board effectively, and can continue to be effective well into the future. Therefore, after extensive discussion, the Committee advises maintaining the current practice of having only institutional and not individual members. The Committee does support current efforts to enhance the communication with individuals associated with institutional members, while maintaining the structure and benefits of institutional membership.

**Rights related to same gender institutions.** The Committee fully endorsed, without reservation, the right of Members to educate persons of the same gender or a particular faith as long as all persons of that gender or particular faith are dealt with in an equitable manner. These long-standing rights and the current language are fully retained without changes. However, the Committee did spend time discussing the issues related to gender identity and the potential impact on practices in education. The Committee concluded that the current language is sufficient and allows for an interpretation by the Board of Trustees in a manner that is flexible as definitions and practices evolve.

**Middle schools.** With the increased involvement of middle schools in College Board programs and services, the Committee was asked to consider a revision in the Bylaws that would provide eligibility for membership. After an in-depth discussion, the Committee recommends that membership be held by high school(s) and/or district(s) to assist middle schools in preparing students for the successful transition from high school to college. While the Committee recognizes that preparation for college begins well before high school, the purpose and governance structure of the College Board are primarily focused on the critical transition of a student from high school to college. Therefore, the value of membership and the requirements of membership for middle schools were questioned. The Committee also noted, based on the input provided to it, that support for full membership for middle schools was limited. Many expressed concern that without a well-defined strategy for middle schools in the governance structures, inclusion in membership at this time was premature. The Committee was also informed that definition of a middle school is not consistent and varies from state to state and within states. While not insurmountable, this lack of consistency added support to the conclusion and recommendation of the Committee.

However, the Committee supports additional efforts to include middle school representatives in discussions related to College Board research, program, and services that directly impact their work. A middle school advisory group might be established, and regional and other councils could seek out middle school personnel for member-leader positions. Other possibilities include Forum sessions on best counseling practices for the transition between eighth and ninth grades, developing college/career exploration curricula for middle school students, and sharing resources on the vertical integration of college preparation throughout the district. Such efforts related to middle schools and middle school students should be continued and expanded in the future. Finally, the Committee strongly supports the current practice of extending member rate discounts to middle school personnel as a part of an aligned high school or district membership.

**Regular and substantial use requirement for institutions.** The Committee reviewed the current Bylaws requirement that Member institutions demonstrate "regular and substantial use" of College Board programs and services. The Committee recommends deletion of the word "substantial." The Committee, with support from the Board of Trustees, expressed concern that the inclusion of "substantial" could be interpreted as an overemphasis on a marketing/revenue effort, and that volume was a primary driver in determining eligibility for membership. It was also noted that the current interpretation of "substantial" is the regular use of only one (or more) program(s) or service(s) of the College Board. The
Committee concluded that “regular” use was of more importance in consideration of membership, and that the deletion of the word “substantial” better fit the spirit of the College Board’s values and current practice.

**Single high school and single campus systems.** The current requirement for secondary and postsecondary systems (districts) to be of “substantial size” was raised and deliberated by the Committee. The current interpretation of “substantial” requires a system to have at least two institutions in the system—two or more high schools in reference to secondary systems, and two or more campuses in reference to postsecondary systems. The Trustee Committee on Membership raised concerns about the “substantial size” requirement in the current Bylaws, and asked the Committee to consider a change that would allow for greater flexibility in determining membership for single high school districts and single campus college systems. The Committee spent a good deal of time considering the recommendation from the Membership Committee. In the end, the Committee concluded that the wording “substantial size” and its current interpretation do not reflect the values of inclusivity and equity espoused by the College Board. The Committee, therefore, recommends deletion of the words “substantial size” in this section of the Bylaws. The Committee affirmed that College Board membership should be open to all institutions and systems regardless of size. The Committee also noted that without a change, there is an inaccurate perception that the College Board focuses more on large districts. This recommended change, while supported by the Committee, the Trustee Committee on Membership, and the Board of Trustees, does come with some concern for the long-term impact on the balance and the role of higher education in membership and governance. Therefore, the Committee recommends an ongoing study of the impact of this change on balance and diversity needed in the membership so that the College Board’s purpose continues to be achieved and advanced.

**Article IV: Assemblies**

The Committee recommends that the Bylaws simply reference assemblies and then provide the details on the three (3) national assemblies and the six (6) regional assemblies. The opening of the Article on Assemblies states, “in order to advance the purpose of the College Board, as referenced in Article I, paragraph C, including the commitment to access and equity, the College Board shall designate assemblies as part of its governance and advisory structure. The assemblies are as follows: Academic Assembly, Counseling and Admission Assembly, CSS/Financial Assistance Assembly, and six (6) regional assemblies.”

The Committee found widespread support for the current structure of both the national and regional Assemblies and recommends few changes. The Committee, with the involvement of the respective assemblies, reviewed the names of the assemblies, their respective charges, and discussed the level of connection with the College Board as a whole, along with the role of the assemblies in the governance structure.

With respect to the three area-focused national assemblies, the Committee recommends the following:

- **Academic Assembly.** The Academic Assembly continues with its current name and structure with minor changes in wording to its charge to include “teaching” as well as learning. The current Academic Assembly Council supports this recommendation.

- **Counseling and Admission Assembly.** The Guidance and Admission Assembly name be changed to Counseling and Admission Assembly, retain its current structure, and include some minor changes to its charge. The current Guidance and Admission Assembly Council supports this recommendation. The Committee agreed that changing from Guidance to Counseling reflects a more inclusive and contemporary term related to the focus of this assembly.

- **CSS/Financial Assistance Assembly.** The College Scholarship Service Assembly name be changed to CSS/Financial Assistance Assembly, retain its current structure, and include some minor changes in wording to its charge. The current College Scholarship Service Assembly Council supports this recommendation. The Committee agreed that retaining CSS is important at this time, but adding Financial Assistance provided some needed definition of its focus and better describes the assembly’s focus.

**Regional Assemblies.** Regarding the six (6) regional assemblies, the Committee recommends that they be retained with their current name and geographic boundaries. The Committee concluded that the existing regions are serving Members effectively and have the capacity and structure to continue to add value to the governance and advisory structures of the College Board well into the future. Therefore, the Committee recommends that the current six regional assemblies be retained—New England, Middle States, Midwest, South, Southwest, and West.

The Committee noted the concerns regarding the role of the regional assemblies in the overall governance structure of the College Board. The Committee is aware of current efforts to better align the work of the national assemblies and the Board of Trustees with the regional assemblies. The Committee concluded that strategies for enhanced connections among the regional and national assemblies, included in the governance plans of the regional assemblies, present an opportunity for added value and significance to the regions as well as to the overall governance and consultative structures. These strategies should be continued and given greater priority and emphasis.

**International Members.** It was suggested by some that a new and separate “international region” be formed to exclusively serve the College Board’s international Members. The Committee carefully considered this suggestion, but concluded that it was premature to add a separate international region at this time. The Committee noted that the number of international Members remains relatively small, and the long-term strategic plan for international initiatives is evolving but is not yet clearly defined. The Committee, however,
adds its support to the current efforts to change and expand the assignment of international Members to other than one particular region.

**Funding for special projects.** One small edit is recommended with respect to the regional assemblies and special projects. The Committee recommends consistent language requiring special projects be considered for funding through the normal budgetary process. This recommended language provides consistency for all assemblies, including the national assemblies.

### Article V: Delegates

The Committee has determined that the delegate structure as it is now remains effective and continues to serve the College Board and its Members. However, the Committee did consider concerns regarding a lack of clarity around the role of delegates, voting, and mobilizing delegates on common issues. While a change in the Bylaws is not required, the Committee recommends that College Board staff continue their efforts to communicate effectively with delegates, align efforts among and between the various governance and advisory bodies, and regularly seek input and feedback on these efforts.

One sentence was added to clarify that an alternate must be affiliated with the Member. Another sentence was added to clarify that a delegate shall represent no more than one (1) Member, unless such has been appointed as a proxy for another Member.

### Article VI: Voting of Members and Delegates

The Committee recommends retaining almost all of the current language with added language referencing proxies and voting options. NYNPL provides the legal right of a Member to name a proxy. The Committee recommends that the Bylaws reflect this legal right. Therefore the new language in this Article provides the process for a Member to authorize a person to act as the Member’s proxy. The process is similar to the appointment of a delegate, which is through written notice to the Secretary of the College Board. All references to voting by delegates and alternatives now also include proxies.

The basic requirement for only one Member to have one vote is fully retained in the Article.

NYNPL also permits voting in advance or through technology. Language has been added to clarify these options, should these options be desired and available.

### Article VII: Annual Meeting of Members

The Committee recommends retaining the current rules and practice related to the Annual Meeting but does provide a required revision to voting on amendments and items of new business.

The current Bylaws provide for voting on amendments and new business but only as recommendations that would then need to be voted on by the entire membership through mail ballot. NYNPL states that votes taken at a meeting of the Members is a meeting of the entire membership if a quorum is present. These second votes of the entire membership, which has not occurred in almost two decades, are not legally permitted.

Therefore, to comply with the law and maintain a high level of engagement by the Members, the language on voting on amendments of resolutions that have been set forth in advance of the meeting, requires a 2/3 vote of the meeting to be considered as part of the original resolution at the meeting, as opposed to a mail ballot of the entire membership, which is no longer permitted under the law.

Resolutions raised at the meeting by a Member on an item not set forth in advance, if so directed by the 2/3 vote of the meeting, would be submitted to a vote of the Members at a subsequent duly called meeting, as opposed to a mail ballot, which is no longer permitted under the law.

With regards to the election of Trustees, the current Bylaws permit nominations to be added to the slate by Members at the meeting, following a majority vote by Members at the meeting. This process has been retained. The language has been clarified to allow the voting process to proceed at the meeting. The nominee with most votes is elected.

### Article VIII: Special Meeting of Members

The Committee recommends retaining the current rules and practice, and includes only clarifying language.

### Article IX: Dues of Members

The Committee recommends retaining the current language with no change.

### Article X: Board of Trustees

The Committee recommends retaining the current number and composition of the Board of Trustees. The current number is thirty-one (31). The Past Chair and the President are Trustees *ex officio*. The remainder are elected, either by an assembly or by the Members at large. The Chair, Vice Chair, and twelve (12) Trustees are elected by the Members at large. Nine (9) Trustees are elected by the regional assemblies, and six (6) are elected by the national Assemblies. The Committee noted that this composition has worked well and provides an avenue for strong regional and national assembly representation on the Board of Trustees. The Committee does recommend clarifying language regarding terms and temporary appointments in the event of unexpected vacancies. The clarifying language does not change long-standing practice.
Article XI: Nomination of Trustees
The Committee recommends retaining the current role of the Trustee Committee on Nominations and the requirements outlined in the current Bylaws.

The Committee noted that the current language is sufficient to support the recent efforts to align the timeline for the election of Trustees, and allows the Trustee Committee on Nominations to be more proactive in soliciting nominations to achieve balance and diversity, and that the solicitation includes a description of the skills and knowledge necessary in a Trustee.

Article XII: Meetings of Trustees
The Committee recommends retaining the current practices and rules. The Committee, however, does recommend modified language regarding participation in meetings to include new technologies consistent with the requirements outlined in applicable law.

Article XIII: Resignation of Trustees
The Committee recommends retaining the current language with no changes. However, it was noted that the Bylaws are silent on the removal of a Trustee. The Committee recommends that the Board of Trustees develop and adopt a policy on the removal of a Trustee for cause, such as failure to perform the assigned duties of a Trustee. Such a policy should be developed in conjunction with the assemblies.

Article XIV: Trustee Committees
The Committee recommends significant changes in this Article to reflect the requirements of recent changes in NYNPL. The Article now makes it clear that the Board of Trustees may establish, as it deems advisable, “Committees of the Board of Trustees” (composed only of Trustees and with limited delegated authority to act on behalf of the Board) and/or “Committees of the Corporation” (composed of Trustees and/or others, with only advisory/recommending responsibility). The law also has requirements specific to the Executive Committee of the Board of Trustees. The law provides limits on what actions can be delegated to the Executive Committee. Further, the members of the Executive Committee are designated with a resolution adopted by three-quarters majority of the Board of Trustees.

While the language in this Article is completely rewritten, the current practice of the Executive Committee and the other committees is similar to the new requirements in the law, with some adjustments that have already been implemented.

Article XV: Reimbursement for Expenses
The Committee recommends retaining the current language with no change. The current language permits the reimbursement of expenses related to attendance of meetings by Trustees and Committee members.

Article XVI: Officers
The Committee recommends retaining the current language with no change. The current officers include the Chair of the Board of Trustees, the Vice Chair, the President, a Secretary, a Treasurer, and other officers, as the Board of Trustees deems necessary.

Article XVII: Duties of Officers
The Committee recommends retaining the current practice and clarifying the language. The duties outlined align with current statutes, generally accepted duties, and current practice.

Article XVIII: Indemnification of Trustees and Officers
The Committee, on the advice of counsel, recommends the inclusion of a new Article that indemnifies Trustees and officers and expressly empowers the College Board to purchase indemnification insurance. The inclusion of the “indemnification” clause is standard for most corporate Bylaws.

Article XIX: Audit
The Committee recommends retaining the current language with no change. The current language requires the Board of Trustees to conduct, with a professional accounting firm, an annual audit of the financial accounts of the College Board.

Article XX: Notices and Waivers
The Committee, on the advice of counsel, recommends the inclusion of this new Article that provides the process by which legal notices may be given to Members, Trustees, or officers and the process to seek a waiver, if desired. The inclusion of the “notices and waivers” Article is standard for most corporate Bylaws.

Article XXI: Electronic Signatures
The Committee, on the advice of counsel, recommends the inclusion of this new Article that permits, to the extent allowed by law, the use of electronic signatures in the execution of documents. The inclusion of a statement permitting electronic signatures is standard language in most corporate Bylaws.

Article XXII: Statement of Nondiscrimination
The Committee, on the advice of counsel and input from Members, recommends the inclusion of this new Article that
states that the College Board or its agents will not discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, veteran status, sexual orientation, gender identity and expression, mental or physical disability, or any category protected by state and federal law. The inclusion of a statement of nondiscrimination is standard for most corporate Bylaws.

Article XXIII: Seal of the Corporation

The Committee recommends no substantive change but does recommend modified and additional wording to include what is required by statute in a corporate seal.

Article XXIV: Amendments to the Charter, Bylaws, and Suspension of the Bylaws

The Committee recommends retaining the basic concepts outlined in the Article but recommends renaming the Article to clarify what is addressed and to modify the language around voting on changes to the Charter and Bylaws.

The Committee affirms the right, provided in the current Bylaws, of any Member, Trustee, or Assembly to propose an amendment to the Charter or the Bylaws to be considered at an Annual Meeting of the Members. The text of any such proposal would be made available to the Members in advance of the meeting and voted on at the meeting. A two-thirds vote would be required to approve an amendment to the Charter. A majority vote would be required to approve an amendment to the Bylaws.

The Committee also affirms the right, provided in the current Bylaws, of any Member to introduce a new amendment to the Charter or Bylaws at an Annual Meeting. In the past, a two-thirds vote was required to authorize a mail ballot to the entire membership for this new amendment to be considered. Since this type of mail balloting is no longer permitted by law, the Committee recommends that, following a two-thirds vote of support for the new amendment raised at the meeting, it be placed on the agenda of a subsequent duly called meeting for a vote of the Members. This would allow, similar to the mail ballot, all Members the opportunity to fully consider the amendment before voting.

Resolution to Approve the Restated and Amended Bylaws:

The members are invited to consider the following resolution:

Resolves, that, having examined a copy of the amended Bylaws of the College Board, as approved and adopted by the Board of Trustees at a meeting on June 23, 2017, they are adopted and approved as the Amended and Restated Bylaws of the College Board, and a copy thereof shall be placed in the Minute Book of the College Board.

The College Entrance Examination Board Restated and Amended Bylaws
(DRAFT June 5, 2017)

I. Nature and Purpose

A. The College Entrance Examination Board (the College Board) is a not-for-profit membership corporation operating for educational purposes under a Charter granted by the Board of Regents of the University of the State of New York and on behalf of the New York State Education Department.

B. Members of the College Board are secondary and postsecondary institutions, districts and systems, and nonprofit educational associations, organizations, and agencies serving secondary and/or postsecondary education.

C. The purpose of the College Board is to serve educational organizations in connection with the transition of students from secondary schools to colleges and other institutions of higher learning and in the coordination of secondary school and higher education activities relating to the identification and evaluation of student performance and capabilities, the admission and educational guidance of students, and the development and coordination of related research, programs, and services. In carrying out these activities, the College Board demonstrates its commitment to access and equity for all students.

II. Governance

A. The business and affairs of the College Board shall be governed by the Board of Trustees and managed by the President.

B. The Board of Trustees shall have the power to act for the College Board in intervals between duly called meetings of the Members, including the right to exercise any power granted to the College Board by the Charter or by these Bylaws. Unless otherwise provided, the Board of Trustees shall make its own rules as to meetings and procedure.

C. The Board of Trustees shall periodically review the governance and advisory structures of the College Board to make sure that they serve the evolving needs of the College Board. Such a review shall occur no less frequently than once every ten (10) years.

III. Membership

A. The Board of Trustees shall establish and appoint a Trustee Committee on Membership to deal with issues relating to membership and shall authorize the Committee, with approval of the Board of Trustees, to interpret and apply the criteria of eligibility for membership set forth in this Article.

B. There is a single category of membership called "Member."
C. It is the responsibility of College Board Members to support equitable access to educational opportunities, admission, financial aid, and continuing enrollment for all students. The faithful discharge of this responsibility is a condition of initial and continuing membership, and is subject only to the right of an educational institution to define its mission in terms of educating persons of the same gender or of a particular religious faith as long as all persons of that gender or particular religious faith are dealt with in an equitable manner.

D. In connection with paragraph C of this Article, and with the approval of the Board of Trustees, the Trustee Committee on Membership shall develop and provide a written statement of its interpretation of a membership nondiscrimination policy. As a condition of membership, Members shall comply with this nondiscrimination policy.

E. New Members shall be elected on application to the Secretary of the College Board and recommendation of the Board of Trustees by a majority vote of the Members at a duly called meeting.

F. To be eligible for election:
   1. Secondary and postsecondary schools and institutions must be appropriately accredited and make regular use of one or more College Board programs and services.
   2. Secondary districts and postsecondary systems must have demonstrated an interest in and support for the work of the College Board. They must contain within the district or system an institution eligible for membership in the College Board and permit eligible individual institution(s) within the district or system to be Member(s) of the College Board.
   3. Nonprofit educational associations, organizations, and agencies serving postsecondary/higher and secondary education must be significantly engaged in activity in furtherance of education that has a special relevance to the purposes of the College Board.

G. The membership of any Member may be terminated at any time by the submission of its resignation in writing to the Secretary of the College Board. Membership may be terminated at any time by the Board of Trustees and shall terminate automatically if the conditions of eligibility for membership cease to exist.

IV. Assemblies

A. To advance the purpose of the College Board, as referenced in Article 1.C. of these Bylaws, including the commitment to access and equity, the College Board shall establish Assemblies as part of its governance and advisory structures. There shall be the following Assemblies: Academic Assembly, Counseling and Admission Assembly, CSS/Financial Assistance Assembly, and six (6) Regional Assemblies.

B. The Academic Assembly shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards related to providing universal access to high standards of teaching and learning. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article X of these Bylaws and the Governance Plan of the Academic Assembly.

C. The Counseling and Admission Assembly shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards related to providing opportunities for all students at critical educational transition points in their lives. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article X of these Bylaws and the Governance Plan of the Counseling and Admission Assembly.

D. The CSS/Financial Assistance Assembly, building on its College Scholarship Service legacy, shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards related to providing financial guidance and assistance to students, including all economic aspects of postsecondary attendance, affordability, and access. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article X of these Bylaws and the Governance Plan of the CSS/Financial Assistance Assembly.

E. There shall be six (6) Regional Assemblies of the College Board: Middle States, Midwest, New England, South, Southwest, and West. Each Regional Assembly shall be composed of delegates of all Members located in the geographical areas specified for each Assembly in each Regional Assembly Governance Plan. The geographical location of a Member shall determine its association with one of the Regional Assemblies. A Member not located within the geographical area of a Regional Assembly shall be assigned to one (1) of the Regional Assemblies by the Board of Trustees.

F. As provided in Article X of these Bylaws and their respective Governance Plans, the Regional Assemblies shall participate in the governance of the College Board by electing nine (9) members of the Board of Trustees, one (1) from each Regional Assembly. The additional three (3) members shall be elected from three (3) of the Regional Assemblies on a rotating basis on a schedule determined by the Board of Trustees.

G. Consistent with the purpose of the College Board, each Assembly shall provide a forum for its delegates:
   1. To further the understanding of the purpose of the College Board and of the utilization of its research, programs, and services;
   2. To discuss, review, and inform the research, programs, and services provided by the College Board and the policies and practices involved in the research, programs, and services;
   3. To identify issues facing Members that the College Board might usefully endeavor to assist in solving by developing new research, programs, and services;
   4. To exchange ideas on matters of educational concern relevant to the purposes and research, programs, and services of the College Board;
   5. To consider and adopt recommendations for transmission to the Board of Trustees and officers of the College Board and resolutions to be presented to the Annual Meeting of the Members.
H. Each Assembly shall adopt a written governance plan to facilitate the performance of its functions, which will be effective on approval by the Board of Trustees. Any amendments thereto shall be effective on the approval of the Board of Trustees.

I. An Assembly is not authorized to make legally enforceable commitments or to incur liabilities of any kind on behalf of the College Board. The necessary and reasonable expenses of operating an Assembly and supporting special projects shall be defrayed in accordance with the normal budgetary procedures of the College Board.

J. The procedure for nominating and electing Assembly-elected Trustees shall be prescribed in the Governance Plan for each Assembly, and designed to accord each Member that has representation in the Assembly full opportunity to participate in such nominations and elections.

V. Delegates

A. Each Member shall appoint up to four (4) delegates to participate on behalf of such Member in the governance and forums of the College Board. The persons so appointed shall represent the Member in meetings of the Assemblies and Members. Each Member shall designate a delegate to represent the Member in each of the following Assemblies: the Academic Assembly, the Counseling and Admission Assembly, and the CSS/Financial Assistance Assembly. One (1) delegate shall be designated to represent and vote on behalf of such Member on matters put before its Regional Assembly or the entire membership.

B. Each Member shall designate its delegates by written notice to the Secretary of the College Board. Each Member may select an alternate to act in the absence or incapacity of a delegate by providing written notice to the Secretary of the College Board. The designated delegates or alternates must be affiliated with the Member.

C. No delegate shall represent more than one (1) Member, unless such delegate has been appointed a proxy of another Member pursuant to Article VI.E. of these Bylaws.

D. On issues that are submitted to a vote of an assembly, each Member is entitled to one (1) vote.

VI. Voting of Members and Delegates

A. On issues that are submitted to a vote of the Members, each Member is entitled to one (1) vote.

B. A Member may authorize another person as a proxy to act for it by written notice to the Secretary of the College Board for any issues that are submitted to a vote of the Members at a duly called meeting. A proxy may be a person not affiliated with the Member.

C. The vote of a Member shall be cast by its delegate, alternate, or duly authorized proxy. To cast a vote at a meeting, a delegate or alternate must be present, or the Secretary of the College Board must have received the Member’s proxy in a timely manner. To the extent permitted by law and used by the College Board, present may include electronic participation in a meeting and/or receipt of a Member’s vote in advance of the meeting.

D. Any reference in these Bylaws to a majority vote or a percentage vote of the Members shall mean a vote by a majority or percentage vote, as the case may be, of the votes cast at a duly called meeting of the Members.

E. On issues that are submitted to a vote of the Members, the delegate, alternate, or proxy appointed to represent the Member shall cast its one (1) vote on behalf of the Member. For issues that are submitted to the Assemblies, the delegate, alternate, or proxy appointed to represent the Member in that Assembly shall cast its one (1) vote on behalf of the Member.

VII. Annual Meeting of Members

A. The Members shall meet annually at a time and place to be determined by the Board of Trustees. The Members shall be advised of the date of the Annual Meeting of Members at least twelve (12) months in advance.

B. The Secretary of the College Board shall send a formal notice of the Annual Meeting of Members to all Members at least two (2) weeks in advance thereof. The formal notice of the meeting shall specify the items of business to be considered at the meeting and shall set forth the text of any resolutions pertaining thereto proposed by the Board of Trustees, an Assembly, or a Member. To be included in the formal notice of the meeting, a resolution proposed by an Assembly or a Member must be submitted in writing to the Secretary of the College Board at least eight (8) weeks before the meeting.

C. One hundred (100) Members entitled to vote shall constitute a quorum for the Annual Meeting of Members. Ten (10) percent of the Members entitled to vote shall constitute a quorum for any Special Meeting of Members. If the absence of a quorum prevents a special meeting of the members of the College Board, or of a Regional or National Assembly from acting on an item of business, the Board of Trustees may submit the matter for the vote of the members by mail ballot.

D. A resolution pertaining to an item of business or any portion thereof, the text of which has been set forth in the formal notice of the meeting in accordance with paragraph B. of this Article requires the approval by a majority vote. A resolution pertaining to a proposed amendment to an item of business duly set forth or portion thereof may be introduced at the meeting by a Member and, if approved by a two-thirds vote of the meeting, included in the original resolution for consideration by the Members at the meeting.

E. A resolution pertaining to an item of business, the text of which has not been set forth in the formal notice of the meeting in accordance with paragraph B. of this Article, may be introduced at the meeting by a Member and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the Members at a subsequent duly called meeting.

F. Elections

1. When the Trustee Committee on Nominations nominates only one (1) individual for each Trustee or officer vacancy, and when in sofar as no nominations have been made for a Trustee or officer vacancy in addition to those proposed by the Trustee Committee on Nominations, the nominees proposed by the Committee shall be elected by a majority vote of the meeting.
2. Whenever there are multiple nominations for the same Trustee or officer vacancy, whether as a result of the proposals of the Trustee Committee on Nominations or of nominations by petition or nominations made at the Annual Meeting of Members, in accordance with Article XI of these Bylaws, the multiple nominations so made shall be submitted to a vote at the meeting, and the nominee receiving the largest number of votes, whether or not such votes constitute a majority of the votes cast for all nominees, shall be elected.

VIII. Special Meeting of Members
A. The Board of Trustees may call a Special Meeting of Members at any time and place, and the Secretary of the College Board shall send a notice of such meeting to all Members at least two (2) weeks in advance thereof.
B. No business shall be considered at a Special Meeting other than matters presented by the Board of Trustees and specified in the notice of the meeting.
C. The provisions of Article VII of these Bylaws, which detail the governing procedure at the Annual Meeting of Members, shall apply, insofar as relevant, to Special Meetings.

IX. Dues of Members
The membership dues of the College Board shall be fixed from time to time by the Board of Trustees. A Member that is in default for the payment of its dues at the opening of the Annual Meeting of Members is not eligible to vote at that meeting or thereafter for the payment of its dues at the opening of the Annual Meeting of Members if dues have not been paid for the two (2) previous successive years.

X. Board of Trustees
A. The Board of Trustees shall be composed of thirty-one (31) voting members, as follows:
1. The Chair, the Vice Chair, the immediate Past Chair, and the President, as members ex officio.
2. Nine (9) Trustees elected by the six (6) Regional Assemblies, one (1) each, with the additional three (3) to be elected on a rotating basis, as provided in Article IV.E of these Bylaws.
3. Six (6) Trustees elected by the Academic, Counseling and Admission, and CSS/Financial Assistance Assemblies, two (2) each, as provided in Article IV. B, C, and D of these Bylaws.
4. Twelve (12) Trustees elected by the Members, in accordance with the procedure specified in Articles VII. and VIII. of these Bylaws.
B. Except for the positions of the Chair, Vice Chair, Past Chair, and President, Trustees shall be elected for a term of four (4) years, commencing at the adjournment of the Annual Meeting of Members subsequent to the election of such Trustees and expiring at the adjournment of the Annual meeting four (4) years hence, or until a successor has been appointed or elected. The Trustees so elected are not eligible for immediate reelection. The positions of Chair and Vice Chair shall be elected for a term of two (2) years, commencing at the adjournment of the Annual Meeting of Members subsequent to the election of such officers and expiring at the adjournment of the Annual meeting two (2) years hence, or until a successor has been appointed or elected. The Chair and Vice Chair are eligible for immediate reelection. The Past Chair serves for the two years immediately following a term as Chair.
C. Whenever a vacancy occurs among the Trustees to be elected by an Assembly, a successor shall be chosen by the Assembly in accordance with these Bylaws and its Governance Plan, except that when a vacancy occurs before the expiration of a term, the applicable Assembly may designate a person to serve as Trustee until a successor can be elected by the Assembly. A successor shall be elected for the unexpired term of a predecessor in office unless only one (1) year remains in the unexpired term, in which case the successor shall be elected for a full term in addition to that one (1) year.
D. Whenever a vacancy occurs among the Trustees to be elected by the Members as a whole, a successor shall be chosen by the Members in accordance with Articles VII. and VIII. of these Bylaws, except that when a vacancy occurs before the expiration of a term, the Board of Trustees may designate a person to serve as Trustee until a successor can be elected by the Members. A successor shall be elected for the unexpired term of the predecessor in office unless only one (1) year remains in the unexpired term, in which case the successor shall be elected for a full term in addition to that one (1) year.

XI. Nomination of Trustees
A. The Board of Trustees shall establish and appoint a Trustee Committee on Nominations to solicit, evaluate, and propose nominees for those members of the Board of Trustees who are to be elected at the next Annual Meeting of Members and nominees for the offices of Chair and Vice Chair if a vacancy in such offices, or either of them, has or will occur by expiration of terms of office at the time of the Meeting. No member of the Committee shall be eligible for any such nomination. The Committee shall include at least two (2) persons not currently serving on the Board of Trustees. The procedures for nominating Trustees and officers shall be designed to accord each Member a full opportunity to participate in such nominations.
B. The Trustee Committee on Nominations shall file its report with the Secretary of the College Board at least twelve (12) weeks before the Annual Meeting of Members, proposing in its discretion either a single nomination for each Trustee and officer vacancy to be filled or multiple nominations for any such vacancy. The report of the Committee shall be distributed by the Secretary of the College Board to all Members at least eight (8) weeks before the Annual Meeting of Members.
C. An additional nomination for a vacancy for which the Trustee Committee on Nominations has proposed a nomination or nominations may be made by a petition signed by a delegate of each of fifty (50) Members. A nominating petition must be filed with the Secretary of the College Board at least four (4) weeks before the Annual Meeting of Members.
XII. Meetings of Trustees

A. Regular meetings of the Board of Trustees shall be convened periodically at times and places that shall be made known to the Members.

B. Special meetings of the Board of Trustees may be called by the Chair, the Secretary of the College Board, or at the written request of two (2) Trustees to the Secretary of the College Board.

C. At all meetings of the Board of Trustees, the presence of a majority of the entire number of voting Trustees shall be necessary to constitute a quorum sufficient for the transaction of business; and any act of a majority present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by applicable law, the Charter of the College Board, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

D. Unless otherwise restricted by the Charter of the College Board or these Bylaws, any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Trustees or the committee, which may be signed in counterparts, shall be filed with the minutes of proceedings of the Board of Trustees or the committee.

E. Unless otherwise restricted by the Charter of the College Board or these Bylaws, any one (1) or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board of Trustees or such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time, and such participation shall constitute presence in person at the meeting.

XIII. Resignation of Trustees

Any member of the Board of Trustees may resign by delivering a written resignation to the Secretary of the College Board.

XIV. Trustee Committees

A. The Board of Trustees may establish “Committees of the Board of Trustees,” composed only of Trustees with the authority to bind the Board of Trustees, and/or “Committees of the Corporation,” composed of Trustees and/or non-Trustees, with advisory responsibility, as it may deem advisable. Each Committee shall have the authority and perform the duties delegated to it by the Board of Trustees in accordance with the requirements and limitations of New York State Not-for-Profit Law (“NYSNPL”). Committees, other than the Executive Committee and any other “Committee of the Board of Trustees” shall be “Committees of the Corporation.” Such Committees of the Corporation shall be appointed by the Chair of the Board of Trustees. The Chair of the Board of Trustees may designate one or more Trustees as alternate members of any committee, who may replace any absent member or members at any meeting of such Committees of the Corporation.

B. The Board of Trustees, by resolution adopted by at least three-quarters of the Trustees present at the time of the vote where a quorum has been established, may designate from among its Trustees an Executive Committee or other committees of the Board of Trustees, consisting of three or more Trustees, which shall have all the authority of the Board of Trustees, to the extent provided in such resolution and permitted by NYSNPL.

XV. Reimbursement for Expenses

Members of the Board of Trustees and committees may be reimbursed for necessary expenses incurred in the performance of the duties of their offices pursuant to regulations prescribed by the Board of Trustees.

XVI. Officers

A. The officers of the College Board shall be a Chair and a Vice Chair elected by the Members and a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may determine, appointed by the Board of Trustees and holding office during its pleasure. Any offices filled by appointment, except those of President and Secretary, may also be combined. No officer, except the Chair and Vice Chair, need be affiliated with a Member of the College Board at the time of election.

B. The Chair and Vice Chair shall be elected to such offices for a term of two (2) years. They shall serve for such term and until the election of their respective successors. A vacancy in the office of Chair or Vice Chair shall be filled for the unexpired term at the next Meeting of Members. An election for Chair or Vice Chair shall be conducted in accordance with Articles VI and VIII of these Bylaws.

C. The officers, except the Chair and the Vice Chair, may receive compensation for the performance of duties associated with the office. The Board of Trustees determines the compensation of the President.

XVII. Duties of Officers

A. The Chair shall preside at all meetings of the Members and of the Board of Trustees and shall appoint committees, subject to the approval of the Board of Trustees.

B. The Vice Chair shall perform the duties of the Chair in the event of the Chair’s inability to serve or on the delegation of the Chair.
C. The President, subject to the authority of the Board of Trustees, shall be the chief executive officer of the College Board, responsible for carrying out its purposes in accordance with the policies determined by the Board of Trustees. The President shall appoint members of the staff, shall make an annual report on the business of the College Board, and shall execute all contracts or agreements and transfers of property on behalf of the College Board in accordance with the requirements of applicable law and Board of Trustees policies. In the event of a vacancy in the office of the President or the incapacity or absence of the President, the duties of the office shall be performed by such other officer(s) as the Board of Trustees may designate.

D. The Secretary and the Treasurer shall have the powers and discharge the duties that usually pertain to their respective offices or that the Board of Trustees or the President may prescribe.

E. Any other officers appointed by the Board of Trustees shall have such duties as may be assigned to them from time to time by the Board of Trustees or the President.

F. The President, the Secretary, and the Treasurer may delegate the performance of specific aspects of the duties of their respective offices to persons subject to their supervision, but such delegation shall not diminish the responsibility of the officer for the discharge of the duty involved.

XVIII. Indemnification of Trustees and Officers
The College Board shall, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the College Board against judgments, fines, amounts made in settlements, and reasonable expenses including attorneys’ fees. The College Board shall have the power to purchase and maintain insurance to indemnify the College Board and its Trustees and officers to the full extent such indemnification is permitted by law.

XIX. Audit
The Board of Trustees shall employ a professional accounting firm which shall make an annual audit of the College Board’s accounts and shall supply such other accounting services as may be required. The accountants’ report shall be open to inspection by any delegate of a Member.

XX. Notices and Waivers
Whenever any notice is required by law, the Charter, or these Bylaws to be given to any Member, Trustee, or officer, such notice, except as otherwise provided by law, may be given personally, or by mail, electronic transmission, or overnight courier. Any written waiver signed by the person entitled to such notice, or made by electronic transmission, whether before or after the meeting or the time stated therein, shall be deemed equivalent in all respects to such notice to the fullest extent permitted by law. Attendance at any meeting shall be considered waiver of the notice requirement.

XXI. Electronic Signatures
Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

XXII. Statement of Nondiscrimination
In all its dealings, neither the College Board nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, veteran status, sexual orientation, gender identity and expression, mental or physical disability, or any category protected by state and federal law.

XXIII. Seal of the Corporation
The seal of the College Board shall bear the name “College Entrance Examination Board,” “1957” (the year of organization), and the words “Corporate Seal,” “Not-for-Profit,” and “New York.”

XXIV. Amendments to the Charter, Bylaws, and Suspension of the Bylaws
A. The College Board shall petition the Board of Regents for amendment of its Charter whenever a proposed amendment is approved in accordance with this Article.

B. Any Member, Trustee, or Assembly may propose an amendment of the Charter or of these Bylaws. Any such proposal must be made for consideration at the Annual Meeting of Members and must be filed with the Secretary of the College Board eight (8) weeks before such meeting, and the text thereof shall be set forth in the formal notice of the meeting sent to all the Members. Such a proposal to amend the Charter or Bylaws may be made for consideration at a Special Meeting called by the Board of Trustees, in accordance with Article VIII of these Bylaws.

C. A proposed amendment of the Charter, the text of which has been set forth in the formal notice of the Annual Meeting of Members in accordance with Article VII of these Bylaws, requires the approval by a two-thirds vote. A resolution amending the proposed duly set forth amendment to the Charter, or portion thereof, may be introduced at the meeting and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the Members at a subsequent duly called meeting.

D. A proposed amendment of the Bylaws, the text of which has been set forth in the formal notice of the Annual Meeting of Members in accordance with Article VII of these Bylaws, requires the approval by a majority vote. A resolution amending the proposed duly set forth amendment to the Bylaws or portion thereof may be introduced at the meeting and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the Members at a subsequent duly called meeting.

E. The Bylaws of the College Board may be suspended at a duly called meeting of Members at which a quorum is present by unanimous consent of the Members in attendance.
II. ANNUAL MEETING OF THE ACADEMIC ASSEMBLY

Thursday, October 26, 2017
3–4:15 p.m.

Annual Meeting Agenda
1. Welcome and Communications from the Chair
   a. Approval of the Minutes of the Assembly’s annual meeting held on October 27, 2016.
2. Welcome from the Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation
3. Remarks from the Chief Operating Officer
4. Report of the Academic Assembly Council
5. Report of the Academic Assembly National Nominating Committee
6. Approval of the Revised Academic Assembly Governance Plan
7. Remarks from the Incoming Chair
8. New Business*

*During new business all delegates are encouraged to raise issues for consideration by the Academic Assembly Council in 2017–2018.

Minutes of the Assembly’s Annual Meeting
Held on October 27, 2016

A meeting of the Academic Assembly of the College Board was held at the Sheraton Grand Chicago Hotel, Chicago, Ill., in conjunction with Forum 2016.

Welcome and Communications from the Chair

Michael McDonough, chair of the Academic Assembly, convened the 2016 Academic Assembly. Following a motion, duly seconded, the Assembly

Resolved: To approve the minutes of the 2015 Annual Meeting of the Assembly.

Chair’s Report

Michael McDonough celebrated the work of the Assembly and Council for their advocacy of the development of programs for younger students. The Academic Assembly had held its first meeting outside of the Forum at the AP Annual Conference in July 2016 in order to engage with teachers and administrators. The discussion had focused on the development of Pre-AP® programs to support teachers and students to prepare for college-level work in high school, and the discussion had informed the development and timeline for the launch of these new programs. During the past year, the work of the Academic Advisory Committees had been refocused to support the integration of assessment and instruction at the College Board. The chairs of these committees served as members of the Academic Assembly Council, ensuring all subject groups were represented in the Council’s discussions. The Academic Assembly Council had advised the Board on the challenges and opportunities for all students in achieving academic preparedness, as well as where academic and administrative professionals would benefit from support from the College Board.

Communications from the Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation

James Montoya, in his new role as Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation, welcomed the Assembly delegates and praised their commitment to students, learning, and access. He reviewed the data from the 2016 membership survey with the Assembly, which highlighted high levels of engagement with and support for the College Board’s work.

Barbara Cronan, vice president for Membership, invited members of the Assembly to discuss the following question: How can the College Board make membership more meaningful to institutions and/or individuals? Assembly delegate discussions focused on professional development and support, as well as the need to further define the value of College Board membership.

Report of the Ad Hoc Committee on Bylaws and Advisory Structures

Pamela Paulson, past chair of the Assembly Council and representative to the Ad Hoc Committee on Bylaws and Advisory Structures, presented to the Assembly on the work of the Ad Hoc Committee. She outlined the scope of the Committee’s work, its focus on consultation and engagement with Members, as well as the timeline and next steps for the Committee’s work.

New Business

Hector Garcia, chair elect of the Academic Assembly, moved for a resolution of appreciation for the Council members and members of the National Nominating Committee whose term concluded at the end of the meeting:

Whereas: They have provided individual leadership in heightening the College Board’s service to its members and access to higher education; and

Whereas: They have collectively contributed to realizing the College Board’s mission;
Therefore, be it resolved: The Members of the College Board salute Odie Douglas, Tim Keirn, Paul Kohn, Charles Menifield, and Thomas Moore for their service to members, their colleagues, and the students they support.

Pamela Paulson shared information on the winners of the Excellence and Innovation in the Arts awards: Dougherty Valley High School, San Ramon, Calif.; Hoover High School, San Diego, Calif.; and Howard Middle School, Orlando, Fla.

With no additional new business to present, and no additional business presented by the floor, Michael McDonough adjourned the meeting.

Report of the 2017 Academic Assembly Council

The Academic Assembly Council met twice in the past membership year. On behalf of the Academic Assembly, we discussed matters relating to curriculum, assessment, and academic standards; we also met jointly with colleagues from the Guidance and Admission Assembly Council to discuss ways to work together to connect students to college success and opportunity.

The Council discussed the resources available to support students to become college ready, such as Official SAT Practice through Khan Academy. Millions of students have accessed this free, personalized practice tool over the last two years, and new data showed that studying for the SAT for 20 hours on free Official SAT Practice was associated with an average score gain of 115 points—nearly double the average score gain compared to students who didn’t use Khan Academy. We’ve shared with one another and College Board staff information on how teachers and schools have used the tools and integrated practice into their everyday classroom work.

We also focused on ways we can better support students from rural communities. The College Board is more committed than ever to reaching these students, and aims to bring the power of Advanced Placement—especially AP Computer Science Principles (AP CSP)—to more of them through partnerships with states, districts, and other nonprofits. A partnership with the Chan-Zuckerberg Initiative will help bring AP CSP to every school district in the country, with a special focus on rural communities, and will enable organizations like the National Rural Education Association to expand access to Official SAT Practice.

The Council shaped the development of additional resources for AP teachers and students, including measures to simplify test registration and administration. The Council’s voice significantly improved the new resources that were announced at the AP Annual Conference held in Washington, D.C., in July 2017.

The Council also provided feedback on tools such as the Roadmap to Careers, powered by the College Board and Roadtrip Nation, which is tied to the SAT Suite of Assessments and aims to support students (and the caring adults in their lives) with college and career planning.

Report of the 2017 Academic Assembly National Nominating Committee

The Academic Assembly National Nominating Committee reviewed the current and emerging needs of the Academic Assembly Council and presented a ballot that reflected the needs of the Council. The Academic Assembly National Nominating Committee expressed gratitude to all colleagues who have participated in the nominations process and recommended the following candidates for election.

For Chair Elect of the Academic Assembly for a two-year term, 2017–2019

Tim Keirn, Professor, California State University, Long Beach, Long Beach, Calif.

For a Member position on the Academic Assembly Council for the three-year term, 2017–2020:

Bryan McKinley Jones Brayboy, President’s Professor and Borderlands Professor of Indigenous Education and Justice, Arizona State University, Tempe, Ariz.

The results of the election will be announced at the Academic Assembly meeting.

Academic Assembly Resolution to Approve the Revised Governance Plan

Academic Assembly delegates are invited to consider the following resolution:

Whereas: The College Board Bylaws requires the Board of Trustees to routinely review the governance and advisory structures of the College Board to make sure that they serve the evolving needs of the membership and the organization; and

Whereas: The Board of Trustees, through the Ad Hoc Committee on Bylaws and Advisory Structures, reviewed and revised the Bylaws, which will be voted upon by the members at the Annual Meeting; and

Whereas: The revised Bylaws include changes that impact the governance plan of this Academic Assembly; Therefore, now, it is resolved: That the Assembly adopt and approve the recommendations for changes to its governance plan, set out in these materials; and

It is, further, resolved: That the Assembly recommends the Board of Trustees approve and adopt the revised governance plan at its next meeting.
The College Entrance Examination Board
Academic Assembly
Governance Plan

Article I
Name
The name of the assembly shall be the Academic Assembly of the College Board, herein referred to as the Assembly.

Article II
Membership
The Membership of the Assembly shall consist of all delegates of members of the College Board named to the Assembly.

Article III
Charge
The Academic Assembly shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards related to providing universal access to high standards of teaching and learning. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article X of the Bylaws and the Governance Plan of the Academic Assembly.

Article IV
Governance
A. Voting. All Assembly delegates of members of the College Board whose dues are paid are eligible to vote at meetings of the Assembly or by ballot. The chief executive officer of a member organization may designate a substitute to vote at a meeting in the absence of the regular delegate. No person shall represent more than one member or cast more than one vote.

B. Elections.
1. The Assembly shall participate in the governance of the College Board by electing members of the Board of Trustees in accordance with Article X of the Bylaws of the College Board and Article VI of this governance plan.
2. The Assembly shall elect a chair and chair elect, each to serve a two-year term. Incoming officers shall be installed at the Annual Meeting of the Assembly and shall assume their responsibilities following that meeting. The chair shall preside at the Annual Meeting of the Assembly and meetings of the Council. The chair, unless elected a Trustee of the College Board under IV.B.1. above, shall sit with the Board of Trustees as a member with voice, but without vote. If the chair is elected under IV.B.1. above, the chair elect shall so serve. The vice chair chair elect shall carry out the duties of the chair in the absence of the chair.

C. Meetings.
1. The Assembly shall meet at least annually, in conjunction with the National Forum of the College Board.
2. Notice of the Annual Meeting, including a preliminary agenda and the text of any amendments or resolutions proposed by the Assembly Council, the Board of Trustees, or a member delegate must be mailed to the membership at least two (2) weeks prior to the meeting. To be included in the call to the meeting, a resolution proposed by a member delegate must be submitted to the Secretary of the Corporation at least eight (8) weeks prior to the meeting. This requirement does not preclude a member from bringing new business to the floor at a meeting.
3. The delegates present and entitled to vote shall constitute a quorum.
4. Resolutions may be approved by a majority vote of the meeting unless otherwise provided in this governance plan.
5. Individuals who are not delegates of members and who are registered for the National Forum may attend the Annual Meeting of the Assembly and may be accorded the privilege of voice without vote by the chair with the consent of the delegates present.
6. The meeting rules established by the Board of Trustees contained in the current edition of Robert’s Rules of Order shall govern the Annual Meeting of the Assembly in all cases to which they are applicable, unless otherwise provided in this governance plan.

Article V
Assembly Council
A. The Assembly Council shall manage the affairs of the Assembly and shall advise the Board of Trustees and president of the College Board on matters of concern to the Assembly. It shall:
1. Plan the Annual Meeting and Forum activities of the Assembly;
2. Establish procedures for nominations and elections in accordance with this governance plan;
3. Transmit recommendations and resolutions of the Assembly to the president, the Board of Trustees, and the Annual Meetings of the Members of the College Board;
4. Provide advice on matters relating to College Board programs and services; and
5. Sponsor the undertaking and dissemination of appropriate research.
B. The Council shall be composed of 25 members, as follows:
   1. The chair, chair elect, and past chair of the Assembly, ex officio;
   2. Four elected by the members of the Academic Assembly;
   3. One elected by the Academic Assembly delegates to each of the regional assemblies for a total of six;
   4. The seven chairs of the academic advisory committees appointed by the chair of the College Board; and
   5. Three appointed by the chair of the College Board; and
   6. Two students appointed by the chair of the College Board.
C. Elected and appointed members of the Council shall serve three-year, nonrenewable terms. If a vacancy occurs before the expiration of a term of an elected member, the Council, on recommendation of the chair, may designate a person to serve until a successor can be elected by the members of the Assembly. A successor shall be elected for the unexpired term of the predecessor. Persons serving less than a three-year term are eligible for reelection.
D. A majority of the members of the Council shall constitute a quorum.

Article VI
Committees

A. A nominating committee shall be appointed by the chair from among current Council members. The nominating committee shall prepare slates of persons to be elected by the assembly as follows:
   1. Chair and chair elect of the Assembly;
   2. Members of the Council; and
   3. Assembly-elected members of the Board of Trustees of the College Board.
B. A Program Planning Committee appointed by the chair of the Assembly shall concern itself with the planning and development of Forum activities.
C. A Committee on Relations with Disciplinary Organizations appointed by the chair of the Assembly shall provide for representation of, and liaison with, disciplinary organizations.
D. The chair may create and appoint members to committees as necessary with the approval of the Council.

Article VII
Amendments

This governance plan may be amended by a majority vote at any Annual Meeting of the Assembly, provided the text of the amendment has been included in the Call to the Meeting. Any amendment becomes effective only upon approval of the Board of Trustees of the College Board.

III. ANNUAL MEETING OF THE COLLEGE SCHOLARSHIP SERVICE ASSEMBLY
Friday, October 27, 2017
9:30–10:45 a.m.

Annual Meeting Agenda

1. Welcome and Communications from the Chair
   a. Approval of the Minutes of the Assembly’s annual meeting held on October 27, 2016.
2. Welcome from the Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation
3. Remarks from the Chief Operating Officer
4. Report of the College Scholarship Service Assembly Council
5. Report of the College Scholarship Service Assembly National Nominating Committee
6. Approval of the Revised College Scholarship Service Assembly Governance Plan
7. Remarks from the Incoming Chair
8. New Business*

*During new business all delegates are encouraged to raise issues for consideration by the College Scholarship Service Assembly Council in 2017–2018.

Minutes of the Assembly’s Annual Meeting
Held on October 27, 2016

A meeting of the College Scholarship Service Assembly of the College Board was held at the Sheraton Grand Chicago Hotel, Chicago, Ill., in conjunction with Forum 2016.

Welcome and Communications from the Chair

Jon McGee, chair of the College Scholarship Service Assembly, convened the 2016 Academic Assembly. Following a motion, duly seconded, the Assembly

Resolved: To approve the minutes of the 2015 Annual Meeting of the Assembly.

Chair’s Report

Jon McGee celebrated the work of the Assembly and the Assembly Council. He spoke to the Assembly Council’s focused work with the Guidance and Admission Assembly Council to build a robust repository of aligned resources to support institutions,
students, and their families during the transition to an early FAFSA and prior-prior year. In addition, the Assembly Council worked alongside College Board staff and partners to produce a series of webinars; sessions at all regional forums and diversity conferences; and guides to facilitate campus discussions and standards of good practice to support members in their daily work.

Communications from the Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation

James Montoya, in his new role as Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation, welcomed the Assembly delegates and praised their commitment to students, learning, and access. He reviewed the data from the 2016 membership survey with the Assembly, which highlighted high levels of engagement with and support for the College Board’s work.

Barbara Cronan, vice president for membership, invited members of the Assembly to discuss the following question: How can the College Board make membership more meaningful to institutions and/or individuals? Assembly delegate discussions focused on professional development and support, as well as the need to further define the value of College Board membership and strengthen communication across the three assemblies.

Report of the Ad Hoc Committee on Bylaws and Advisory Structures

Karen Cooper, past chair of the Assembly Council and representative to the Ad Hoc Committee on Bylaws and Advisory Structures, presented to the Assembly on the work of the Ad Hoc Committee. She outlined the scope of the committee’s work, its focus on consultation and engagement with Members, as well as the timeline and next steps for the committee’s work.

New Business

Gail Holt, chair elect of the College Scholarship Service Assembly, moved for a resolution of appreciation for the Council members and members of the National Nominating Committee whose term concluded at the end of the meeting

Whereas: They have provided individual leadership in heightening the College Board’s service to its members and access to higher education; and

Whereas: They have collectively contributed to realizing the College Board’s mission;

Therefore, be it resolved: The Members of the College Board salute Robert Alexander, Phil Asbury, David Belanger, Kristine Butz, Nancy Coolidge, Kevin Jensen, Brian Matney, Cindy Masserelli-Gates, Rod Otto, Sandra Ramsay, Said Sewell, Forrest Stuart, Ryan Williams, and Ed Yergaloni for their service to members, their colleagues, and the students they support.

With no additional new business to present, and no additional business presented by the floor, Jon McGee adjourned the meeting.

Report of the 2017 College Scholarship Service Assembly Council

The College Scholarship Service Assembly Council met twice in the past membership year. On behalf of the College Scholarship Service Assembly, we discussed the economic aspects of college attendance and their impact on college access and completion, and we joined our colleagues from the Guidance and Admission Assembly Council to discuss ways in which we and the College Board can continue to support students and professionals in the current financial aid landscape.

This membership year, for the first time, the FAFSA, CSS/Financial Aid PROFILE®, Institutional Need Analysis System (INAS®), and Institutional Methodology (IM) all accepted “prior-prior year” income information. In addition, the FAFSA opened in October of 2016, aligning with the traditional PROFILE calendar. Council members, in cross-professional conversations, shared how these changes impacted access for students and the work of professionals in financial aid, enrollment services, admission, and counseling roles. Most Council members agreed that that students benefited from receiving more and better information earlier in the financial aid process, and institutions managed the transition well. We look forward to learning more and understanding the full impact of this change, particularly for low-income and first-generation families.

Council members were instrumental in the development of tools and resources for professionals navigating an earlier FAFSA and CSS/Profile availability and the move to include prior-prior year income information, and celebrated the success of those tools in supporting campus discussions and direct support for students. Financial aid and admission professionals celebrated the hard work of counselors who supported so many students as they submitted their FAFSA earlier than in previous years.

Since Official SAT Practice on Khan Academy launched in 2015, we’ve eagerly discussed and followed it. Millions of students have accessed this free, personalized practice tool during the last two years, and new data showed that studying for the SAT for 20 hours on free Official SAT Practice was associated with an average score gain of 115 points—nearly double the average score gain compared to students who didn’t use Khan Academy. We’ve shared with each other and College Board staff information on how teachers and schools are using the tools and integrating practice into their everyday classroom work.

Report of the 2017 College Scholarship Service Assembly National Nominating Committee

The College Scholarship Service Assembly National Nominating Committee reviewed the current and emerging needs of the College Scholarship Service Assembly Council and presented
a ballot that reflected the needs of the Council. The College Scholarship Service Assembly National Nominating Committee expressed gratitude to all colleagues who have participated in the nominations process and recommended the following candidates for election.

For Chair Elect of the College Scholarship Service Assembly for a two-year term, 2017–2019:

Samantha Veeder, Director of Financial Aid, University of Rochester, Rochester, N.Y.

For a Member position on the College Scholarship Service Assembly Council for the three-year term, 2017–2020:

Melissa Gagnon, Director, Guidance, Oak Hill High School, Wales, Maine

For a Member position on the College Scholarship Service Assembly Council for the three-year term, 2017–2020:

Raul Hinojosa, Jr., Director of Community Engagement, University of Texas at Dallas, Richardson, Texas

The results of the election will be announced at the College Scholarship Service Assembly meeting.

The College Entrance Examination Board
CSS/Financial Assistance Assembly
Articles of Association

Article I
Nature and Functions
A. The CSS/Financial Assistance (CSS/FA) Assembly is a national assembly of the College Board, authorized by Article V of the Bylaws of the College Board.
B. The CSS/Financial Assistance Assembly, building on its College Scholarship Service legacy, shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards related to providing financial guidance and assistance to students, including all economic aspects of postsecondary attendance, affordability, and access. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article X of these Bylaws and the Governance Plan of the CSS/Financial Assistance Assembly.
C. The purposes of the CSS/FA Assembly shall include:
   1. To articulate the ideals and principles that should animate the administration of student financial aid;
   2. To articulate and address the information needs of students and prospective students as regards the availability of financial aid;
   3. To promote the sharing of information and ideas among and between secondary schools and school systems, postsecondary institutions, and public and private agencies that are involved in helping students and families learn about, apply for, and obtain financial aid;
   4. To further the understanding and utilization of the programs, services, and activities of the CSS/Financial Assistance;
   5. To provide a continuing evaluation of the programs, services, and activities of the CSS/Financial Assistance; and,
   6. To identify problems confronting the members of the CSS/FA Assembly with regard to both educating students, families, and the public about financial aid and administering financial aid programs, with a particular emphasis on identifying areas in which CSS might usefully assist through the provision of new programs, services, and activities.
D. The responsibilities of members of the CSS/FA Assembly shall include:
   1. To advise the CSS/FA Council and, through the Council, the Trustees, officers, and staff of the College Board, about programs, services, and activities of the College Scholarship Service;

College Scholarship Service Assembly Resolution to Approve the Revised Governance Plan

College Scholarship Service delegates are invited to consider the following resolution:

Whereas: The College Board Bylaws requires the Board of Trustees to routinely review the governance and advisory structures of the College Board to make sure that they serve the evolving needs of the membership and the organization; and

Whereas: the Board of Trustees, through the Ad Hoc Committee on Bylaws and Advisory Structures, reviewed and revised the Bylaws, which will be voted upon by the members at the Annual Meeting; and

Whereas: The revised Bylaws include changes that impact the governance plan of this College Scholarship Service Assembly (the “Assembly”), including changing the Assembly’s name from College Scholarship Service Assembly to CSS/Financial Assistance Assembly;

Therefore, now, it is resolved: That the Assembly adopt and approve the recommendations for changes to its governance plan, set out in these materials; and

It is, further, resolved: That the Assembly recommends the Board of Trustees approve and adopt the revised governance plan at its next meeting.
Article II
Name
The name of the assembly is the “CSS/Financial Assistance Assembly.”

Article III
Membership in the Assembly
The membership of the CSS/FA Assembly consists of the delegates appointed to the assembly by the members of the College Board. Each member of the College Board is eligible to designate one delegate to the assembly in accordance with Article III of the College Board Bylaws.

Article IV
Responsibilities of Member Delegates
A. Each member of the assembly is entitled to one vote.
   1. Each member may be represented at the meetings of the CSS/FA Assembly by one delegate.
   2. Each member shall designate its delegate by written notice to the Secretary of the College Board.
   3. The vote of a member shall be cast by its delegate, whether the vote is taken at a meeting or by ballot. No person shall represent more than one member of the College Board or cast more than one vote.
B. Any reference herein to a majority vote or a percentage vote of the members of the CSS/FA Assembly or the CSS/FA Council shall mean a vote by a majority, or such percentage, of the votes duly cast at a meeting, or when a vote is taken by ballot, of the votes duly cast by such ballot. A reference to a vote, without further specification, shall mean a majority vote.
C. Notwithstanding Paragraph B of this article, no vote taken by ballot shall be effective unless votes are cast by twenty-five percent (25%) or more of the members entitled to do so.

Article V
Meetings of Member Delegates
A. The member delegates shall meet annually in conjunction with the Annual Meeting of the College Board. The CSS/FA Council, with the approval of the Board of Trustees of the College Board, may call a special meeting of the member delegates at a time and place determined by the Council.
B. The Secretary of the College Board shall issue, on behalf of the Chair of the CSS/FA Assembly, a formal notice at least two weeks in advance of any meetings to all member delegates. The agenda of the meeting shall be determined by the CSS/FA Council, except that it shall include any matters submitted by the Trustees of the College Board, and the agenda shall be specified in the notice. A member delegate may propose the inclusion of a subject on the agenda of the Annual Meeting by submitting such proposal in writing to the Secretary of the College Board at least eight weeks in advance of the meeting, and such proposal shall be considered by the CSS/FA Council, but shall only be included if the CSS/FA Council approves.
C. The member delegates present and entitled to vote shall constitute a quorum at any meeting, but if an item of business not included in the call to the meeting is raised, the matter must be submitted to the member delegates by mail ballot if fewer than 10 percent of the member delegates have been issued voting cards for that meeting.
D. The CSS/FA Council shall report through the Chair to the Annual Meeting on the action taken by the Council and the advice rendered by it to the Trustees of the College Board during the preceding year, and the consideration of such actions and advice shall be in order at the meeting, whether or not included in the agenda specified in the notice. The CSS/FA Council report shall be distributed in writing to the member delegates prior to the Annual Meeting.
E. The sense of the meeting, as determined by its vote, shall be communicated by the Chair to the Trustees of the College Board, together with the views, if any, of the CSS/FA Council on the issue involved.

Article VI
CSS/Financial Assistance Council
A. The affairs of the CSS/FA Assembly shall be managed by a Council composed of twenty-three (23) persons, elected or appointed as follows:
   1. The Chair, the Chair Elect, and the immediate Past Chair of the CSS/FA Assembly as members ex officio, for two-year terms.
   2. Five (5) members appointed by the Chair of the College Board, for three-year terms.
   3. Nine (9) members elected by the CSS/FA Assembly at large, for three-year terms.
   4. Six (6) members elected by the members of the CSS/FA Assembly in the areas of the six College Board Regional Assemblies, the members in each region electing one member, for three-year terms.
B. Terms.
   1. When a vacancy occurs in the position of a member of the Council appointed by the Chair of the College Board, a successor shall be appointed by such Chair for the unexpired portion of the term.
   2. When a vacancy occurs in the position of a member of the Council elected by the CSS/FA Assembly at large or by the members of the CSS/FA Assembly in the area of a Regional Assembly, a successor shall be chosen by the same electors. The CSS/FA Council may appoint an interim successor to serve until the next regularly scheduled election period of the Assembly in question, but not longer than one year.
3. Except as otherwise provided in this Article, a member of the Council shall be appointed or elected for a term of three years and until a successor is selected. Members are not eligible to succeed to the office upon completion of a full term.

4. At the time of their election, Council members shall be affiliated with a College Board member institution. This requirement is waived in the case of appointees named by the Chair of the College Board and the Immediate Past Chair, who serves ex officio.

C. The CSS/FA Council may appoint such committees as are necessary to assist it in discharging its responsibilities. It shall report annually to the CSS/FA Assembly, as provided in Article V hereof.

Article VII
Officers
A. The officers of the CSS/FA Assembly shall be a Chair and a Chair Elect elected by the member delegates.

1. At the time of election, the Chair and Chair Elect must be affiliated with a College Board member institution.

2. Candidates for positions of Chair and Chair Elect shall have prior CSS/FA Council and/or CSS/FA Council committee experience.

3. The Chair shall preside at all meetings of the CSS/FA Assembly and the CSS/FA Council. The Chair Elect shall perform the duties of the Chair in the event of the Chair’s inability to serve, or on delegation of the Chair.

B. The Chair and Chair Elect shall be elected to such offices for a term of two years and shall serve until the election of their successors. A vacancy in either office shall be filled by election for the unexpired term. Any election for Chair or Chair Elect shall be conducted in accordance with Article IX hereof.

C. The Chair or Chair Elect shall serve as an ex officio member of the Board of Trustees.

Article VIII
Trustee of the College Board
A. The members of the CSS/FA Assembly shall elect a Trustee of the College Board for a term of four years. At the time of election, the Trustee shall be affiliated with a College Board member institution. The election for CSS/FA Assembly Trustee shall be conducted in accordance with Article V hereof.

B. When a vacancy occurs before the expiration of such a term, the members of the CSS/FA Assembly shall elect a successor.

1. The CSS Council may appoint an interim successor to serve as Trustee until the CSS/FA Assembly is able to elect a successor. Such election shall be held as soon as practicable, but not later than six months from the occurrence of the vacancy.

2. The CSS/FA Assembly shall elect a successor for the remainder of any unexpired term unless only one year or less remains in the unexpired term, in which case, the successor shall be elected for a full term in addition to the remainder of the unexpired term.

Article IX
National Nominating Committee and Elections
A. A CSS/FA Assembly National Nominating Committee shall be established to propose nominees for at-large members of the CSS/FA Council, officers of the CSS/FA Assembly, and trustee of the College Board. No member of the Committee shall be eligible for such nomination.

B. The CSS/FA Assembly National Nominating Committee shall be composed of nine (9) members, chosen as follows:

1. Three (3) members appointed by the Chair of the CSS/FA Assembly.

2. Six (6) members elected by the members of the CSS/FA Assembly in the areas of the six College Board Regional Assemblies, each region electing one member.

3. Terms shall be two years in length, with elections and appointments occurring on a rotating basis.

4. The Chair of the CSS/FA Assembly shall designate one of the members to serve as Chair of the Committee.

C. The Committee shall file its report with the Chair of the CSS/FA Assembly, proposing in its discretion either a single nomination for each of the vacancies to be filled or multiple nominations for any such vacancy.

1. Elections shall be conducted by mail ballot.

2. In any contested election, the person receiving the largest number of votes, whether or not a majority of the votes cast, shall be elected.

3. Ballots shall permit a write-in for a person not nominated by the Committee.

D. The Chair of the CSS/FA Assembly shall determine the time when the report of the National Nominating Committee shall be filed, the mail ballots distributed, the returns counted, and the results announced, in consultation with the Secretary of the Corporation.

Article X
Effective Date and Amendment
A. This Plan of Governance of the CSS/FA Assembly shall become effective in accordance with its terms on approval by the Board of Trustees of the College Board, pursuant to Article V.C. of the Bylaws of the College Board.

B. Amendments to the plan may be proposed by a majority vote of the CSS/FA Assembly, in accordance with Article V hereof, and shall become effective on approval by the Board of Trustees of the College Board pursuant to Article V.C. of the Bylaws of the College Board.

C. The provisions of this Plan of Governance regulating the procedure to be followed at a meeting of members may be suspended at a meeting at which a quorum is present by unanimous consent of the members in attendance.
IV. ANNUAL MEETING OF THE GUIDANCE AND ADMISSION ASSEMBLY

Friday, October 27, 2017
8–9:15 a.m.

Annual Meeting Agenda

1. Welcome and Communications from the Chair
   a. Approval of the Minutes of the Assembly’s annual meeting held on October 27, 2016.
2. Welcome from the Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation
3. Remarks from the Chief Operating Officer
5. Report of the Guidance and Admission Assembly National Nominating Committee
6. Approval of the Revised Guidance and Admission Assembly Governance Plan
7. Remarks from the Incoming Chair
8. New Business*

*During new business all delegates are encouraged to raise issues for consideration by the Guidance and Admission Assembly Council in 2017–2018.

Minutes of the Assembly’s Annual Meeting Held on October 27, 2016

A meeting of the Guidance and Admission Assembly of the College Board was held at the Sheraton Grand Chicago Hotel, Chicago, Ill., in conjunction with Forum 2016.

Welcome and Communications from the Chair

Ronné Turner, chair of the Guidance and Admission Assembly, convened the 2016 Academic Assembly. Following a motion, duly seconded, the Assembly

Resolved: To approve the minutes of the 2015 Annual Meeting of the Assembly.

Chair’s Report

Ronné Turner celebrated the work of the Assembly and the professionals it represents for being on the front lines serving students across the country and welcomed counselors in particular, for joining the Assembly for the special session. She shared her appreciation for the response of College Board’s leaders, including President David Coleman, to the feedback on improving operations, streamlining communications, and addressing customer service issues. Ronné Turner announced that three members from the counseling community would be joining the Board of Trustees: Chat Leonard, director of college counseling for St. Louis Public Schools, St. Louis, Mo.; Marcia Hunt, director of college and academic advising at Pine Crest School, Fort Lauderdale, Fla.; and Jerry Pope, dean of college counseling for Niles Township High School District 219, Skokie, Ill.

Communications from the Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation

James Montoya, in his new role as Chief of Membership, Governance, and Global Higher Education, and Secretary of the Corporation, welcomed the Assembly delegates and praised their commitment to students, learning, and access.

Communications from the President

President and Chief Executive Officer David Coleman welcomed colleagues to the Guidance and Admission Assembly. He shared his reflections on the challenges the College Board had experienced and the impact of those challenges, particularly on counselors. He apologized for the additional work these issues had created and thanked members for their thoughtful and constructive feedback. He then shared the steps that had been taken to improve the business process of score releases and customer service support and communications to better serve counselors and the students they support. The delegates and members in attendance welcomed the work that had been undertaken to date and the planned supports for Score Week.

Report of the Ad Hoc Committee on Bylaws and Advisory Structures

Philip Ballinger, past chair of the Assembly Council and representative to the Ad Hoc Committee on Bylaws and Advisory Structures, addressed the Assembly on the work of the Ad Hoc Committee. He outlined the scope of the Committee’s work, its focus on consultation and engagement with Members, as well as the timeline and next steps for the Committee’s work.

New Business

Darnell Heywood, chair elect of the Guidance and Admission Assembly, moved for a resolution of appreciation for the Council members and members whose term concluded at the end of the meeting:
Whereas: They have provided individual leadership in heightening the College Board’s service to its members and access to higher education; and

Whereas: They have collectively contributed to realizing the College Board’s mission;

Therefore, be it resolved: The members of the College Board salute John Barnhill, Giles Eady, Patricia Goldsmith, Derrick Kang, and Shelly Landry for their service to members, their colleagues, and the students they support.

With no additional new business to present, and no additional business presented by the floor, Ronné Turner adjourned the meeting.

Report of the 2017 Guidance and Admission Assembly Council

The Guidance and Admission Assembly Council met twice this membership year to discuss the college admission, transition, and enrollment process, and joined both the Academic Assembly Council and the College Scholarship Service Assembly Council to discuss ways to work together to connect students to college success and opportunity.

With the counseling community in mind, the Council’s ongoing feedback has shaped improvements to the College Board’s customer service, support for the PSAT/NMSQT score release, fee waivers, and the accommodations process. December 2016 marked the first ever Score Week for Counselors, connecting professionals to webinars, video tutorials, one-pagers, and increased customer service supports a full week before their students received PSAT/NMSQT scores. More than 5,500 counselors participated in the rotating webinars: Every U.S. state and the District of Columbia had a webinar attendee, and eight states had over 200 participants; 37 countries and two territories (Puerto Rico and the U.S. Virgin Islands) were represented. Customer service call volume was 73.2% lower than last year, and call wait time was reduced to 4 seconds. Feedback from the counseling community had been overwhelmingly positive.

In response to feedback from professionals, students, and families, beginning January 1, 2017, the vast majority of students who are approved for and using testing accommodations at their school through a current Individualized Education Program (IEP) or 504 Plan will have those same accommodations automatically approved for taking the SAT, PSAT™ 10, PSAT/NMSQT, SAT Subject Tests, and AP Exams. Most private school students with a current, formal school-based plan that meets College Board criteria will also have their current accommodations automatically approved for College Board exams. This streamlined process builds on the College Board’s August 2016 expansion of testing accommodations that can be approved directly by schools without the need for additional documentation.

College Board staff provided a summary of the organization’s Future Admissions Tools and Models Initiative, which supports holistic and individualized admission review practices in four key areas: academic accomplishment and rigor, environmental context, process effectiveness and efficiency, and nonacademic factors. Council members offered feedback on initial prototypes and offered ideas for strategic use in both higher education and K-12 institutions. These tools will be subject to a more extensive pilot in 2017, and the results will be shared with the Council in the coming membership year.

Report of the 2017 Guidance and Admission Assembly National Nominating Committee

The Guidance and Admission Assembly National Nominating Committee reviewed the current and emerging needs of the Guidance and Admission Assembly Council and prioritized recruitment of counselors and admission professionals. The Guidance and Admission Assembly National Nominating Committee expressed gratitude to all colleagues who have participated in the nominations process and recommended the following candidates for election.

For Chair Elect of the Guidance and Admission Assembly for a two-year term, 2017–2019

John Barnhill, Assistant Vice President for Enrollment and Services, Florida State University, Tallahassee, Fla.

For a Member position on the Guidance and Admission Assembly Council for the three-year term, 2017–2020:

Richard Alvarez, University Director, Admission, Queens College, CUNY, Queens, N.Y.

Rodney Morrison, Associate Provost, Enrollment and Retention Management, Stony Brook University, Stony Brook, N.Y.

Tevera Stith, Director, KIPP through College at KIPP DC, Washington, D.C.

The results of the election will be announced at the Guidance and Admission Assembly meeting.
Guidance and Admission Assembly Resolution to Approve the Revised Governance Plan

Guidance and Admission Assembly delegates are invited to consider the following resolution:

Whereas: The College Board Bylaws requires the Board of Trustees to routinely review the governance and advisory structures of the College Board to make sure that they serve the evolving needs of the membership and the organization; and

Whereas: The Board of Trustees, through the Ad Hoc Committee on Bylaws and Advisory Structures, reviewed and revised the Bylaws, which will be voted upon by the members at the Annual Meeting; and

Whereas: The revised Bylaws include changes that impact the governance plan of this Guidance and Admission Assembly (the “Assembly”), including changing the Assembly’s name from Guidance and Admission Assembly to Counseling and Admission Assembly;

Therefore, now, it is resolved: That the Assembly adopt and approve the recommendations for changes to its governance plan, set out in these materials; and

It is, further, resolved: That the Assembly recommends the Board of Trustees approve and adopt the revised governance plan at its next meeting.

The College Board Counseling and Admission Assembly Governance Plan

Article I
Name
The name of the assembly shall be the Counseling and Admission Assembly of the College Board, herein referred to as the Assembly.

Article II
Membership
The Membership of the Assembly shall consist of all delegates of members of the College Board named to the Assembly.

Article III
Charge
The Counseling and Admission Assembly shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards related to providing opportunities for all students at critical educational transition points in their lives. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article X of the College Board’s Bylaws and the Governance Plan of the Counseling and Admission Assembly.

Article IV
Governance
A. Voting.
All Assembly delegates of members of the College Board whose dues are paid are eligible to vote at meetings of the Assembly or by ballot. The chief executive officer of a member organization may designate a substitute to vote at a meeting in the absence of the regular delegate. No person shall represent more than one member or cast more than one vote.

B. Elections.
1. The Assembly shall participate in the governance of the College Board by electing members of the Board of Trustees in accordance with Article X of the Bylaws of the College Board and Article VI of this governance plan.
2. The Assembly shall elect a chair and chair elect, each to serve a two-year term. Incoming officers shall be installed at the Annual Meeting of the Assembly and shall assume their responsibilities following that meeting. The chair shall preside at the Annual Meeting of the Assembly and meetings of the Council. The chair, unless elected a trustee of the College Board under IV.B.1. above, shall sit with the Board of Trustees as a member with voice, but without vote. If the chair is elected under IV.B.1. above, the chair elect shall so serve. The vice chair shall carry out the duties of the chair in the absence of the chair.
3. The Assembly shall elect members of the Assembly Council as provided in Articles V and VI of this governance plan.
4. All elections of persons shall take place by a vote of the delegates by ballot. The nominee receiving the largest number of votes for each slot, whether or not they constitute a majority of the votes cast for all nominees to fill the position, shall be elected.

C. Meetings.
1. The Assembly shall meet annually in conjunction with the National Forum of the College Board.
2. Notice of the Annual Meeting, including a preliminary agenda and the text of any amendments or resolutions proposed by the Assembly Council, the Board of Trustees, or a member delegate must be mailed to the membership at least two (2) weeks prior to the meeting. To be included in the call to the meeting, a resolution proposed by a member delegate must be submitted to the Secretary of the Corporation at least eight (8) weeks prior to the meeting. This requirement does not preclude a member from bringing new business to the floor at a meeting.
3. The delegates present and entitled to vote shall constitute a quorum.
4. Resolutions may be approved by a majority vote of the meeting unless otherwise provided in this governance plan.
5. Individuals who are not delegates of members and who are registered for the National Forum may attend the annual meeting of the Assembly and may be accorded the privilege of voice without vote by the chair with the consent of the delegates present.

6. The rules contained in the current edition of *Robert’s Rules of Order* shall govern the Annual Meeting of the Assembly in all cases to which they are applicable unless otherwise provided in this governance plan.

### Article V

**Assembly Council**

A. The Assembly Council shall manage the affairs of the Assembly and shall advise the Board of Trustees and president of the College Board on matters of concern to the Assembly. It shall:

1. Plan the Annual Meeting and Forum activities for the Assembly;
2. Establish procedures for nominations and elections in accordance with this governance plan;
3. Transmit recommendations and resolutions of the Assembly to the president, the Board of Trustees, and the Annual Meetings of the Members of the College Board;
4. Provide advice on matters relating to College Board programs and services; and
5. Sponsor the undertaking and dissemination of appropriate research.

B. The Council shall be composed of 23 members, as follows:

1. The chair, chair elect, past chair of the Assembly who shall serve, *ex officio*.
2. Six (6) elected by the members of the Counseling and Admission Assembly;
3. One (1) elected by the Counseling and Admission delegates to each of the regional assemblies for a total of six (6);
4. Six (6) appointed by the chair of the College Board; and
5. Two (2) students appointed by the chair of the College Board.

C. Elected and appointed members of the Council shall serve three-year, nonrenewable terms. If a vacancy occurs before the expiration of a term of an elected member, the Council, on recommendation of the chair, may designate a person to serve until a successor can be elected by the members of the Assembly. A successor shall be elected for the unexpired term of the predecessor. Persons serving less than a three-year term are eligible for reelection.

D. A majority of the members of the Council shall constitute a quorum.

### Article VI

**Committees**

A. A nominating committee shall be appointed by the chair with the approval of the Council. The Nominating Committee shall prepare slates of persons to be elected by the Assembly as follows:

1. Chair and vice chair of the Assembly;
2. Members of the Council; and
3. Assembly-elected members of the Board of Trustees of the College Board.

B. A Program Planning Committee appointed by the chair of the Assembly shall concern itself with the planning and development of Forum activities.

C. The chair may create and appoint members to committees as necessary with the approval of the Council.

### Article VII

**Amendments**

This governance plan may be amended by a majority vote at any Annual Meeting of the Assembly, provided the text of the amendment has been included in the Call to the Meeting. Any amendment becomes effective only upon approval of the Board of Trustees of the College Board.
2016–2017 MEMBER LEADERS OF THE COLLEGE BOARD

BOARD OF TRUSTEES

Douglas Christiansen, Chair
Vice Provost for University Enrollment Affairs, Dean of Admission & Financial Aid, Associate Professor
Vanderbilt University
Nashville, Tenn.

Barbara Gill, Vice Chair
Associate Vice President for Enrollment Management
University of Maryland: College Park
College Park, Md.

Maghan Keita, Past Chair
Professor of History
Villanova University
Villanova, Pa.

Pam Agoyo
Director, American Indian Student Services and Special Assistant to the President
University of New Mexico
Albuquerque, N.M.

Philip Ballinger
Associate Vice Provost for Enrollment and Undergraduate Admissions
University of California, Los Angeles
Westwood, Calif.

Nathan Brostrom
Chief Financial Officer
University of California System
Oakland, Calif.

Karen Cooper
Director of Financial Aid
Stanford University
Stanford, Calif.

Nan Davis
Vice President, Institutional Enrollment
Austin College
Sherman, Texas

Joseph P. Dragne
Superintendent of Schools
Ballston Spa High School
Ballston Spa, N.Y.

Kenneth Ender
President
Harper College
Palatine, Ill.

Lewis Ferebee
Superintendent
Indianapolis Public Schools
Indianapolis, Ind.

Gregg Fleisher
President
National Math and Science Initiative
Dallas, Texas

Marybeth Gasman
Professor of Higher Education & Director, Penn Center for Minority Serving Institutions
University of Pennsylvania

Kaya Henderson
Chancellor (Retired)
District of Columbia Public Schools
Washington, D.C.

Marcia Hunt
Director of College Counseling
Pine Crest School
Boca Raton, Fla.

Chat Leonard
Director of College Counseling, Metro Academic and Classical High School
Saint Louis Public Schools
Saint Louis, Mo.

Von Mansfield
Superintendent
Homewood-Flossmoor Community High School
Flossmoor, Ill.

Nancy McCallin
President
Colorado Community College System
Denver, Colo.

Michael McDonough
President
Raritan Valley Community College
Branchburg, NJ

Jon McGee
Vice President for Planning and Public Affairs
College of St. Benedict
St. Joseph, Minn.

Al Mijares
Superintendent
Orange County Department of Education
Costa Mesa, Calif.

Kaine Osburn
Superintendent
Lake Zurich Community Unit School District 95
Lake Zurich, Ill.

Pamela Paulson
Senior Director of Policy
Perpich Center for Arts Education
Golden Valley, Minn.

Jerry Pope
Dean of College Counseling
Niles Township West High School
Skokie, Ill.

Daniel Porterfield
President
Franklin and Marshall College
Lancaster, Pa.

Michael Sorrell
President
Paul Quinn College
Dallas, Texas

Caesar Storlazzi
University Director of Financial Aid
Yale University
New Haven, Conn.

Ronne Turner
Vice Provost for Admissions
Washington University
St. Louis, Mo.

Scott Verzyl
Associate Vice President for Enrollment Management & Dean of Undergraduate Admission
University of South Carolina: Columbia
Columbia, S.C.

Judy White
County Superintendent
Riverside County Office of Education
Riverside, Calif.

ACADEMIC ASSEMBLY COUNCIL

Michael McDonough, Chair
President
Raritan Valley Community College
Branchburg, NJ

Hector Garcia, Chair Elect
Superintendent
Plano Community Unit School District 88
Plano, Ill.

Pamela Paulson, Past Chair
Senior Director of Policy
Perpich Center for Arts Education
Golden Valley, Minn.

Venisa Beasley-Green
Director of Student Support and Interventions
Chicago Public Schools
Chicago, Ill.

Eric Bergholm
General Director of Advanced Academic Access
Hillsborough County Public Schools
Tampa, Fla.

Carolina Cardenas
Director, Academic Outreach and Early Assessment
California State University System
Long Beach, Calif.
Adrian Epps  
Associate Dean of Science and Mathematics  
Atlanta Public Schools  
Kennesaw, Ga.

Gail Kaplan  
Professor of Mathematics  
Towson University  
Towson, Md.

Tim Keirn  
Professor and Chief Reader–World History  
California State University: Long Beach  
Long Beach, Calif.

Xifan Liu  
Vice President for Academic Services  
Oklahoma School of Science and Mathematics  
Oklahoma City, Okla.

Thomas Moore  
Superintendent  
West Hartford Public Schools  
West Hartford, Conn.

Brendan Murphy  
Math Teacher and College Board Consultant  
John Bapst Memorial High School  
Bangor, Maine

Annette Parrott  
Teacher  
Lakeside High School  
Atlanta, Ga.

Britine Perkins  
Social Studies Facilitator  
South Grand Prairie High School  
Austin, Texas

Jennifer Pfannerstill  
Science Teacher  
North Shore Country Day School  
Winnetka, Ill.

Bernard Phelan  
Tutor and Consultant  
Rochelle Zell Jewish High School  
Deerfield, Ill.

Barbara Prichard  
Director of GT  
Fayetteville High School  
Fayetteville, Ark.

Deb Reisinger  
Assistant Professor of the Practice, Romance Studies  
Duke University  
Durham, N.C.

Brenda Santos  
Director of History Achievement, 5-12 Achievement First: Amistad High School  
New Haven, Conn.

Arsallah Shairzay  
Dean of Early College and Advanced Placement Programs  
Friendship Public Charter School: Collegiate Academy  
Washington, D.C.

Jeanette Stewart  
Teacher  
Marist School  
Atlanta, Ga.

Lynn Tuttle  
Senior Regulatory Policy Advisor  
National Association for Music Education  
Reston, Va.

---

COLLEGE SCHOLARSHIP SERVICE ASSEMBLY COUNCIL

Jon McGee, Chair  
Vice President for Planning and Public Affairs  
College of St. Benedict  
St. Joseph, Minn.

Gail Holt, Chair Elect  
Dean of Financial Aid  
Amherst College  
Amherst, Mass.

Karen Cooper, Past Chair  
Director of Financial Aid  
Stanford University  
Stanford, Calif.

Michael Albano  
Senior Associate Director of Financial Aid  
Wesleyan University  
Middletown, Conn.

Katherine Allen  
Director of Financial Aid  
University of Michigan: Dearborn  
Dearborn, Mich.

Tom Biedscheid  
Director of Financial Aid  
Colorado State University  
Fort Collins, Colo.

Kathryn Blaisdell  
Director, Student Financial Services  
Mount Holyoke College  
South Hadley, Mass.

Jana Cox  
Director, Student Financial Services  
Santa Rosa Junior College  
Santa Rosa, Calif.

Sebastian Dougherty  
College and Career Specialist  
Grulla High School  
Rio Grande City, Texas

Rachelle Feldman  
Associate Provost and Director  
University of North Carolina  
Chapel Hill, N.C.

Derem Finks  
Dean of College Counseling  
Cranbrook Kingswood School  
Bloomfield Hills, Mich.

Jeanie Gage  
Director of Financial Aid  
Texas A&M University–Corpus Christi  
Corpus Christi, Texas

Magdalena Hinojosa  
Vice President for Strategic Enrollment  
University Of Texas Rio Grande Valley  
Edinburg, Texas

Phil Kimrey  
Vice President for Student Affairs and Enrollment Management  
Samford University  
Birmingham, Ala.

Mary Nucciareone  
Director of Financial Aid  
University of Notre Dame  
Notre Dame, Ind.

Rodney Oto  
Associate Dean of Admissions and Director of Student Financial Services  
Carleton College  
Northfield, Minn.

Kate Peterson  
Assistant Provost Enrollment Management  
Oregon State University  
Corvallis, Ore.

Kathy Pivonka  
Director of Guidance/College Coordinator  
Cathedral High School  
Indianapolis, Ind.

Samantha Veeder  
Associate Dean of College Enrollment and Director of Financial Aid  
Syracuse University  
Rochester, N.Y.

Anne Walker  
Director, Financial Aid  
Rice University  
Houston, Texas

F. Carl Walton  
Vice President for Student Affairs  
Savannah State University  
Savannah, Ga.

---

GUIDANCE AND ADMISSION ASSEMBLY COUNCIL

Ronne Turner, Chair  
Vice Provost for Admissions  
Washington University  
St. Louis, Mo.

Darnell Heywood, Chair Elect  
Director of College Counseling  
Columbus Academy  
Gahanna, Ohio
Tracey Richards  
Director Financial Aid  
Montgomery County Community College  
Blue Bell, Pa.

Ellen Ruane  
Associate Superintendent  
Jersey City Public Schools  
Jersey City, N.J.

Elise Seraydarian  
Co-Director of College Counseling  
Glenelg Country School  
Ellicott City, Md.

Christopher Tully  
Superintendent  
Bergenfield School District  
Bergenfield, N.J.

Samantha Veeder  
Associate Dean of College Enrollment and Director of Financial Aid  
University of Rochester  
Rochester, N.Y.

Jacqueline Williams  
Dean of Undergraduate Admission  
Stevens Institute of Technology  
Hoboken, N.J.

Heather Wooldridge  
Coordinator, College and Career Readiness  
Baltimore County Public Schools  
Towson, Md.

Cordell Yee  
Tutor  
St. John’s College  
Annapolis, Md.

NEW ENGLAND REGIONAL ASSEMBLY COUNCIL

Julio Duarte, Chair  
Principal  
Conard High School  
West Hartford, Conn.

Grace Cheng, Chair Elect  
Director of Admission  
Wellesley College  
Wellesley, Mass.

David Belanger, Past Chair  
Director of Student Financial Services  
Smith College  
Northampton, Mass.

Michael Albano  
Senior Associate Director of Financial Aid  
Wesleyan University  
Middletown, Conn.

Matthew Baione  
Director of Guidance  
Salem High School  
Salem, Mass.

Catherine Capolupo  
Vice President for Enrollment Management  
Stonehill College  
Mansfield, Mass.

Kenneth Ferreira  
Assistant Vice President, Student Financial Services  
Franklin Pierce University  
Rindge, N.H.

Melissa Gagnon  
Guidance Director  
Oak Hill High School  
Wales, Maine

Denise Grant  
Director of Curriculum and Instruction  
Norwich Free Academy  
Norwich, Conn.

Jonathan Henry  
Vice President of Enrollment Management  
Husson University  
Bangor, Maine

Donna Kendall  
Associate Vice President of Enrollment Management  
Bentley University  
Waltham, Mass.

Michele Kosboth  
Director, Student Financial Planning  
Lasell College  
Newton, Mass.

Stacey Kostell  
Vice President for Enrollment Management  
University of Vermont  
Burlington, Vt.

Scott Laliberte  
Assistant Superintendent  
Londonerry School District  
Londonerry, N.H.

Thomas Moore  
Superintendent  
West Hartford Public Schools  
West Hartford, Conn.

Todd Salmosn  
Guidance Counselor  
West Boylston Middle-High School  
West Boylston, Mass.

Richard Silva  
Guidance Counselor  
East Providence High School  
East Providence, R.I.

Lisa Slavin  
Assistant Vice President, Enrollment Management  
Massachusetts Bay Community College  
Wellesley, Mass.

William Smith  
Director of Financial Aid  
Assumption College  

Caesar Storlazzi  
University Director of Financial Aid  
Yale University  
New Haven, Conn.

Adele Wolfson  
Schow Professor of Chemistry  
Wellesley College  
Wellesley, Mass.

Chanda Womack  
Supervisor of High School Programs  
College Crusade of Rhode Island  
Providence, R.I.

SOUTHERN REGIONAL ASSEMBLY COUNCIL

Alexis Pope, Chair  
Director of Admissions  
Appalachian State University  
Boone, N.C.

Chad Bryant, Chair Elect  
Senior Assistant Director, Office of Undergraduate Admissions  
Georgia Institute of Technology  
Atlanta, Ga.

Kimberly Scott, Past Chair  
Lead School Counselor  
Prince William County Public Schools  
Manassas, Va.

Kenneth Bassett  
Director, Student Learning  
Prince William County Public Schools  
Manassas, Va.

Eric Bergholm  
General Director of Advanced Academic Access  
Hillsborough County Public Schools  
Tampa, Fla.

Randolph Bernard  
Academic Specialist  
Lafayette Parish School District  
Lafayette, La.

Krista Domnick Ringler  
Director of Scholarships and Financial Aid  
North Carolina State University  
Raleigh, N.C.

Amy Fineburg  
Secondary Curriculum Specialist  
Jefferson County Board of Education  
Birmingham, Ala.

David Gupta  
Vice President, SRO  
College Board Southern Regional Office  
Atlanta, Ga.

Jaffus Hardrick  
Vice President, Human Resources, Vice Provost for Student Access and Success  
Florida International University  
Miami, Fla.
Marcia Hunt  
Director of College Counseling  
Pine Crest School  
Boca Raton, Fla.

Phil Kimrey  
Vice President for Student Affairs and Enrollment Management  
Samford University  
Birmingham, Ala.

Stacy Klein-Gardner  
Adjunct Associate Professor of Biomedical Engineering, Adjunct Associate Professor of Radiology  
Vanderbilt University  
Nashville, Tenn.

Amanda Lopez  
Coordinator, College & Career Counseling Services  
Osceola School District  
Kissimmee, Fla.

Heather Morrison  
P20 Projects Coordinator  
Mississippi Institutions of Higher Learning  
Jackson, Miss.

Amy Neloms  
Director K-12 Guidance and Counseling  
Charleston County School District  
North Charleston, S.C.

Matthew Nelson  
Director Advanced Academics & Talent Division  
Metropolitan Nashville Public Schools  
Nashville, Tenn.

Holley Nichols  
Senior Assistant Director for Scholarship Programming and Mentoring  
University of North Carolina System  
Chapel Hill, N.C.

Descatur Potier  
Program Director, GSU LIFT Pogram  
Georgia State University  
Decatur, Ga.

Christy Pratt  
Senior Associate Dean of Admission and Director of Operations  
University of Virginia  
Charlottesville, Va.

Rob Rhodes  
Director of School Counseling Services  
Greenville County School District  
Greenville, S.C.

Christian Rodriguez  
Director of College Counseling  
Webb School  
Bell Buckle, Tenn.

Pamela Royster  
Specialist, College and Career Readiness  
Jefferson County Public Schools  
Louisville, Ky.

Jenny Sawyer  
Executive Director of Admissions  
University of Louisville  
Louisville, Ky.

Chad Spencer  
Associate Dean and Associate Director of Financial Aid  
Davidson College  
Davidson, N.C.

Elizabeth Stack  
CAP Advisor  
Coral Gables Senior High School  
Coral Gables, Fla.

Abby Stotsenberg  
Senior Administrator  
Wake County Public School System  
Cary, N.C.

Hester Vasconcelos  
Director APSI  
Lake Oconee Academy  
Greensboro, Ga.

Scott Verzyl  
Associate Vice President for Enrollment Management & Dean of Undergraduate Admission  
University of South Carolina: Columbia  
Columbia, S.C.

Mary Wagner  
Director of Admissions  
University of South Carolina: Columbia  
Columbia, S.C.

MIDWESTERN REGIONAL ASSEMBLY COUNCIL

Jeff Allen, Chair  
Director of Admissions  
Macalester College  
St. Paul, Minn.

Mark Thomas, Chair Elect  
Principal  
Northview High School  
Grand Rapids, Mich.

Jefferson Blackburn-Smith, Past Chair  
Vice President for Enrollment Management  
Otterbein University  
Westerville, Ohio

Katherine Allen  
Director of Financial Aid  
University of Michigan: Dearborn  
Dearborn, Mich.

Venisa Beasley-Green  
Director of Student Support and Interventions  
Chicago Public Schools  
Chicago, Ill.

Mona Bowe  
Vice President for Enrollment Management  
Saint Mary’s College  
Notre Dame, Ind.

Brett Bowers  
Principal  
Homestead High School  
Mequon, Wis.

Heidi Carl  
Associate Dean for Enrollment Director of Financial Aid  
Wabash College  
Crawfordsville, Ind.

Jerry Cebryzniski  
Associate Vice-President for Financial Aid  
Lake Forest College  
Lake Forest, Ill.

James Cotter  
Executive Director of Admissions and Recruitment  
Michigan State University  
East Lansing, Mich.

Denise Dalton  
Student Services Chair  
Lemont Township High School  
Lemont, Ill.

Adam Diulio  
Campus Director, Financial Aid Scholarships  
Case Western Reserve University  
Cleveland, Ohio

Terry Henry  
Executive Director, College and Career Readiness  
Minneapolis Public Schools  
Minneapolis, Minn.

Rita Hines  
Math Teacher/Science and Math Instructional Coach  
Plano High School  
Plano, Ill.

Sara Beth Holman  
Director of Financial Aid  
Lawrence University  
Appleton, Wis.

David Johnson  
Vice Provost for Enrollment Management  
Indiana University Bloomington  
Bloomington, Ind.

Luis Narvaez  
Strategic Project Director  
Chicago Public Schools  
Chicago, Ill.

Kaine Osburn  
Superintendent  
Lake Zurich Community Unit School District 95  
Lake Zurich, Ill.
<table>
<thead>
<tr>
<th>Name</th>
<th>Title and Affiliation</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jerry Pope</td>
<td>Dean of College Counseling</td>
<td>Skokie, Ill.</td>
</tr>
<tr>
<td>Jennifer Smith</td>
<td>Senior Director, Curriculum and Instruction</td>
<td>Milwaukee, Wis.</td>
</tr>
<tr>
<td>Gregory Sneed</td>
<td>Vice President for Enrollment Management</td>
<td>Granville, Iowa</td>
</tr>
<tr>
<td>Marcia Williams</td>
<td>Dean, University High School Academy</td>
<td>Southfield, Mich.</td>
</tr>
</tbody>
</table>

**SOUTHWESTERN REGIONAL ASSEMBLY COUNCIL**

<table>
<thead>
<tr>
<th>Name</th>
<th>Title and Affiliation</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeffrey Miller, Chair</td>
<td>Executive Director of Curriculum and Instruction</td>
<td>Garland, Texas</td>
</tr>
<tr>
<td>Suzanne McCray, Chair Elect</td>
<td>Vice Provost for Enrollment Management, Dean of Admissions</td>
<td>Fayetteville, Ark.</td>
</tr>
<tr>
<td>Lisa Nucci, Past Chair</td>
<td>Director of College and Career Readiness</td>
<td>Leander, Texas</td>
</tr>
<tr>
<td>Steven Bloomberg</td>
<td>Executive Vice President</td>
<td>Oklahoma City, Okla.</td>
</tr>
<tr>
<td>Debra Creel</td>
<td>College and Career Counselor</td>
<td>Hermiston, Ore.</td>
</tr>
<tr>
<td>James Gaeta</td>
<td>Director of Financial Aid</td>
<td>Georgetown, Texas</td>
</tr>
<tr>
<td>Mary Beth Marks</td>
<td>Vice President, Enrollment Management</td>
<td>Sul Ross State University, Alpine, Texas</td>
</tr>
<tr>
<td>Grace Ann McKay</td>
<td>Secondary Mathematics Coordinator</td>
<td>Denton Independent School District, Denton, Texas</td>
</tr>
<tr>
<td>Wendi Miller-Tomlinson</td>
<td>Coordinator Secondary Programs</td>
<td>Las Cruces Public Schools, Las Cruces, N.M.</td>
</tr>
<tr>
<td>Tracey Morman</td>
<td>Director of Counseling &amp; College and Career Readiness</td>
<td>Amarillo Independent School District, Amarillo, Texas</td>
</tr>
<tr>
<td>Barbara Prichard</td>
<td>Director of GT</td>
<td>Fayetteville High School, Fayetteville, Ark.</td>
</tr>
<tr>
<td>Steven Shieles</td>
<td>Director College and Career Readiness</td>
<td>Sugar Land, Texas</td>
</tr>
<tr>
<td>Wendy Stouffer</td>
<td>Executive Director of Academic Scholarships and Financial Aid</td>
<td>University of Arkansas, Fayetteville, Ark.</td>
</tr>
<tr>
<td>Marla Strecker</td>
<td>Senior Associate of Research</td>
<td>Arkansas Department of Higher Education, Little Rock, Ark.</td>
</tr>
<tr>
<td>Christa Tucker</td>
<td>Collegiate Counselor</td>
<td>Spring High School, Dallas, Texas</td>
</tr>
<tr>
<td>Anne Walker</td>
<td>Director, Financial Aid</td>
<td>Rice University, Houston, Texas</td>
</tr>
<tr>
<td>Oliver Wallace</td>
<td>Director of Student and Family Advocacy</td>
<td>Tulsa Public Schools, Tulsa, Okla.</td>
</tr>
<tr>
<td>Charlotte Winkelmann</td>
<td>Director of College and Career Readiness and Guidance</td>
<td>Hays Consolidated Independent School District, Kyle, Texas</td>
</tr>
</tbody>
</table>

**WESTERN REGIONAL ASSEMBLY COUNCIL**

<table>
<thead>
<tr>
<th>Name</th>
<th>Title and Affiliation</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Antonio Esquibel, Chair</td>
<td>Executive Director of West Denver Network Schools</td>
<td>Denver, Colo.</td>
</tr>
<tr>
<td>Yvette Gullatt, Chair Elect</td>
<td>Vice Provost and Chief Outreach Officer</td>
<td>Walla Walla, Wash.</td>
</tr>
<tr>
<td>Marilyn Ponti, Past Chair</td>
<td>Director of Financial Aid Services</td>
<td>Fort Collins, Colo.</td>
</tr>
<tr>
<td>Jeremy Bogan</td>
<td>Associate Vice President and Dean of Admissions</td>
<td>Willamette University, Salem, Ore.</td>
</tr>
<tr>
<td>Matthew Bonser</td>
<td>Director of Admission</td>
<td>Colorado College, Colorado Springs, Colo.</td>
</tr>
<tr>
<td>Melody Bustillos</td>
<td>Counselor</td>
<td>Hermiston Senior High School, Hermiston, Ore.</td>
</tr>
<tr>
<td>Carolina Cardenas</td>
<td>Director, Academic Outreach and Early Assessment</td>
<td>California State University System, Long Beach, Calif.</td>
</tr>
<tr>
<td>Gary Coyne</td>
<td>Director of Evaluation and Assessment</td>
<td>University of California: Riverside, Riverside, Calif.</td>
</tr>
<tr>
<td>Nikki Danos</td>
<td>Director of College Counseling</td>
<td>Forest Ridge School Sacred Heart, Bellevue, Wash.</td>
</tr>
<tr>
<td>Arzie Galvez</td>
<td>Director, Advanced Learning Options</td>
<td>Los Angeles Unified School District, Los Angeles, Calif.</td>
</tr>
</tbody>
</table>
Scott Hill  
Regional Vice President, Western Region  
College Board - Western Regional Office  
San Jose, Calif.

Michelle Holdway  
Associate Director & Coordinator of University Scholarships  
University of Oregon  
Eugene, Ore.

Kathryn Kekaulike  
College Counselor  
Kamehameha Schools: Kapalama Campus  
Honolulu, Hawaii

Alyson Leatham  
School Counselor  
Wilsonville High School  
Wilsonville, Ore.

Michael McCormick  
Superintendent  
Val Verde Unified School District  
Perris, Calif.

Patricia Morales  
Director of Admissions & Relations With Schools  
University of California: Irvine  
Irvine, Calif.

Kellie Nehring  
Assistant Director of Financial Aid  
University of San Diego  
San Diego, Calif.

John O’Connor  
College Selection Facilitator  
Natrona County High School  
Casper, Wyo.

Melissa Pizzo  
Dean, Admission and Financial Aid Services  
Arizona State University  
Tempe, Ariz.

Glenna Roderick  
Instructional Facilitator  
Todd Beamer High School  
Tacoma, Wash.

Lisa Scott  
Director of College & Career Counseling  
Liberty High School  
Colorado Springs, Colo.

Robin Thompson  
Director of Financial Aid  
Pitzer College  
Claremont, Calif.

Kasandra Urquidez  
Vice President of Enrollment Management & Student Affairs Advancement, and Dean, Undergraduate Admissions  
University of Arizona  
Tucson, Ariz.

Anna Viggiano  
Educational Specialist  
Hawaii Department of Education  
Honolulu, Hawaii

Judy White  
County Superintendent  
Riverside County Office of Education  
Riverside, Calif.

Trina Wilson  
Senior Associate Director  
University of California: Davis  
Davis, Calif.

Erica Yamamura  
Associate Professor  
Seattle University  
Seattle, Wash.
Alternate Delegate Designation Form

Forum 2017

Only designated delegates of member institutions who have paid all outstanding dues are eligible to vote at the Annual Meeting of Members and the Assembly meetings.

If one or more of your institution's delegates are not attending the Forum and you would like to be designated as the delegate for the duration of the meeting, please take the following steps:

✓ Ensure that this form is completed by the appropriate person at your institution.
✓ Bring this form with you to the meeting at which you will be the alternate delegate.
✓ Collect your voting card from the Membership desk in the meeting.

Name of Institution: ________________________________

Name of Alternate Delegate: ____________________________

Title: ________________________________________________

I authorize that I have the authority to appoint an Alternate Delegate to vote at the following meetings (check all that apply):

☐ Annual Meeting of Members

☐ Academic Assembly Meeting

☐ Guidance and Admission Assembly Meeting

☐ College Scholarship Service Assembly Meeting

Authorized Signature (CEO, or other): ____________________________

Name: ______________________________________________________

Date: _______________________________________________________
Appendix: Redlined Version of Bylaws

The College Entrance Examination Board
Restated and Amended Bylaws
(DRAFT June 5, 2017)

Text that is crossed out and in grey has been deleted from the text of the Bylaws.
Text that is bold has been added to the text of the Bylaws.

THE COLLEGE ENTRANCE EXAMINATION BOARD
BYLAWS
(Revised November 7, 2008)

I. I. Nature and Purpose of the College Board
A. The College Entrance Examination Board (the College Board) is a not-for-profit membership corporation operating for educational purposes under a Charter granted chartered by the New York Board of Regents of the University of the State of New York and on behalf of under the New York State Education Department Education Law.

B. The Members of the College Board Corporation are secondary and postsecondary institutions, districts, and systems, and nonprofit educational associations, organizations, and agencies engaged in or serving secondary and/or postsecondary/higher or secondary education, and working together to support preparation for and transitions to postsecondary/higher education.

C. The purpose of the College Board is to serve educational organizations in connection with the transition of students from secondary schools to colleges and other institutions of higher learning and in the coordination of secondary school and higher education develop and coordinate activities related relating to the identification and evaluation of student performance and capabilities, academic preparation, the admission and educational guidance of students, and the development and coordination of related research, programs, and services, financial aid, and success in postsecondary/higher education. In carrying out these activities, the College Board demonstrates its commitment is committed to access and equity for all students.

XII. II. Governance of the Corporation
A. The business and affairs of the Corporation shall be governed by the Board of Trustees and managed by the President.

B. The Board of Trustees shall have the power to act for the Corporation College Board in intervals between duly called meetings of the Members, including the right to exercise any power granted to the Corporation College Board by the Charter or by these Bylaws. Unless otherwise provided, the Board of Trustees shall make its own rules as to meetings and procedure.

C. The Board of Trustees shall periodically review the governance and advisory structures of The College Board to make sure that they serve the evolving needs of the Corporation. Such a review shall occur no less frequently than once every 10 years.

III. III. Membership
A. The Board of Trustees shall establish and appoint a Trustee Committee on Membership to deal with issues relating to membership and shall authorize the Committee, with approval of the Board of Trustees, to interpret and apply the criteria of eligibility for membership set forth in this Article.

B. There is a single category of membership called “Member.”
C. It is the responsibility of College Board Members to support equitable access to educational opportunities, admission, financial aid, maintain policies and practices that create and support equitable access to admission, receipt of financial aid, and continuing enrollment for all students. The faithful discharge of this responsibility is a condition of initial and continuing membership, and is subject only to the right of an educational institution to define its mission in terms of educating persons of the same gender or of a particular religious faith as long as all persons of that gender or particular religious faith are dealt with in an equitable manner.

D. With regard to In connection with paragraph C. of this Article, and with the approval of the Board of Trustees, the non-discrimination clause, the Trustees Committee on Membership shall develop and provide a written statement of its publish, with the approval of the Board of Trustees, their interpretation of a membership nondiscrimination policy, this paragraph on a regular basis. As a condition of membership, Members shall comply with the interpretation of the this nondiscrimination policy, clause as approved by the Board of Trustees.

E. New members shall be elected on application to the President Secretary of the College Board and recommendation of the Board of Trustees by a majority vote of the Members at a duly called meeting.

F. To be eligible for election:

1. Secondary and postsecondary schools and institutions must be appropriately accredited and make regular and substantial use of one or more College Board programs and services.

2. Secondary districts and postsecondary systems of substantial size must have demonstrated an interest in and support for the work of the College Board. They must contain within the district or system an institutions eligible for membership in the College Board and permit eligible individual institution(s) within the district or system to be Members of the College Board.

3. Non-profit educational associations, organizations, and agencies serving postsecondary/higher and secondary education, must be significantly engaged in activity in furtherance of education that has a special relevance to the purposes of the College Board.

G. The membership of any Member may be terminated at any time by the submission of its resignation in writing to the Secretary of the College Board President. Membership may be terminated at any time by the Board of Trustees and shall terminate automatically if the conditions of eligibility for membership cease to exist.

III. National IV. Assemblies

A. To advance the purpose of the College Board, as referenced in Article 1.C. of these Bylaws, including the commitment to access and equity, the College Board shall establish Assemblies as part of its governance and advisory structures. There shall be the following Assemblies: Academic Assembly, Counseling and Admission Assembly, CSS/Financial Assistance Assembly, and six (6) Regional Assemblies. Each member shall appoint a delegate to each of three National Assemblies: the College Scholarship Service Assembly (CSS), the Academic Assembly, and the Guidance and Admission Assembly.

B. The Academic Assembly shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards participate in the work of the College Board by functioning as a forum for the consideration of issues and actions related to providing universal access to high standards of teaching and learning. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article XI- of these Bylaws and the Governance Plan of the Academic Assembly.

C. The Counseling and Admission Assembly shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards participate in the work of the College Board by functioning as a forum for the consideration of issues and actions related to providing educational opportunities for all students at crucial educational transition points in their lives. It shall participate in the governance of the College Board by electing two (2) Trustees, as provided in Article XI- of these Bylaws and the Governance Plan of the Counseling and Admission Assembly.

D. The CSS/Financial Assistance Assembly, building on its College Scholarship Service legacy, shall, as an advisory forum, inform and influence issues, research, policies, programs, and standards participate in the work of the College Board by related to providing financial guidance and assistance to students, including all a forum for the consideration of policies, programs, and standards within the field of the economic aspects of postsecondary attendance, affordability, and access. college attendance. It shall participate in the governance
of the College Board by electing two (2) Trustees, as provided in Article XI of these Bylaws and the Articles of Association. Governance Plan of the CSS/Financial Assistance Assembly.

E. There shall be six (6) Regional Assemblies of the College Board—Middle States, Midwest, New England, South, Southwest, and West. Each Regional Assembly shall be composed of delegates of all the Members of the College Board located in the geographical areas specified for each Assembly in each of their Governance Plans. The geographical location of a Member shall determine its association with one of the Regional Assemblies, an educational association or organization shall be determined for this purpose by the geographical location of a duly designated delegate. A Member not located within the geographical area of a Regional Assembly shall be assigned to one (1) of the Regional Assemblies by the Board of Trustees.

F. As provided in Article X of these Bylaws and their respective Governance Plans, the Regional Assemblies shall participate in the governance of the College Board by electing nine (9) members of the Board of Trustees, one (1) from each Regional Assembly. The additional three (3) members shall be elected from three (3) of the Regional Assemblies on a rotating basis on a schedule determined by the Board of Trustees.

G. Consistent with the purpose of the College Board, each Assembly shall provide a forum for its delegates:

- To further the understanding of the mission and purpose of the College Board and of the utilization of its research, programs, and services;
- To discuss, review, and inform the research, programs, and services provided by the College Board and the policies and practices involved in the research, programs, and services; their administration;
- To identify issues facing Members that the College Board might usefully endeavor to assist in solving by developing new research, programs, and services;
- To exchange ideas on matters of educational concern relevant to the purposes and research, programs, and services of the College Board;
- To consider and adopt recommendations and resolutions for transmission to the Board of Trustees and Officers of the College Board and resolutions to be presented to Annual Meetings of the Members of the College Board.

H. Each National Assembly shall adopt a written governance plan to facilitate the effective performance of its functions, which shall be effective on approval by the Board of Trustees of the College Board. Any amendments thereto shall be effective on the approval of the Board of Trustees. Such a plan, embodied in the Articles of Association of the College Scholarship Service Assembly, shall continue in effect until superseded or amended, with the approval of the Board of Trustees of the College Board.

I. An National Assembly is not authorized to make legally enforceable commitments or to incur liabilities of any kind on behalf of the College Board. The necessary and reasonable expenses of operating an National Assembly and supporting special projects shall be defrayed in accordance with the normal budgetary procedures of the College Board. Support for special projects may be provided by funds voluntarily contributed for the purpose by members of the Assembly but such contributions shall only be solicited after consultation with the Board of Trustees of the College Board and no member shall be obligated to make such contribution or be subject to assessment of any kind by the Assembly.

J. The procedure for nominating and electing Assembly-elected Trustees shall be prescribed in the Governance Plan of each Assembly, adopted in accordance with paragraph D. of this Article and designed to accord each Member of the College Board that is has representation in a member of the Assembly full opportunity to participate in such nominations and elections.

IV. Delegates

A. Each Member shall appoint up to three (3) persons delegates to participate on behalf of the such Member in the governance and forums of the College Board. The persons so appointed shall represent the Member in meetings of the Corporation and of the Regional Assemblies and Members, and one of such persons shall be designated to represent the member in each of the National Assemblies. Each Member shall designate a delegate to represent the Member in each of the following Assemblies: the Academic Assembly, the Counseling and Admission Assembly, and the CSS/Financial Assistance Assembly. One (1) delegate shall be designated to represent and vote on behalf of such Member on matter put before its Regional Assembly or the entire membership, and to receive membership mailings and publications. Alternates to act in the absence or incapacity of delegates may also be appointed.
B. Each member shall designate its delegates by written notice to the Secretary of the Corporation. Each Member may select an alternate to act in the absence or incapacity of a delegate by providing written notice to the Secretary of the College Board. The designated delegates or alternates must be affiliated with the Member.

C. No delegate shall represent more than one Member, unless such delegate has been appointed a proxy of another Member pursuant to Article VI.E. of these Bylaws, or cast more than one vote.

D. On issues that are submitted to a vote of an assembly, each Member is entitled to one vote. The members may at any meeting elect delegates at large for a term of three years and honorary delegates at large for an unlimited term. Such delegates shall have all the privileges of other delegates except the right to vote.

VI. Voting of Members and Delegates

A. On issues that are submitted to a vote of the Members of the College Board, each Member is entitled to one vote.

B. A Member may authorize another person as a proxy to act for it by written notice to the Secretary of the College Board for any issues that are submitted to a vote of the Members at a duly called meeting. A proxy may be a person not affiliated with the Member.

C. The vote of a Member shall be cast by its delegates, alternate, or duly authorized proxy, whether the vote is taken at a meeting or by mail ballot. To cast a vote at a meeting, a delegate or alternate must be present, or the Secretary of the College Board must have received the Member’s proxy in a timely manner. To the extent permitted by law and used by the College Board, present may include electronic participation in a meeting and/or receipt of a Member’s vote in advance of the meeting.

D. Any reference in these Bylaws to a majority vote or a percentage vote of the Members of the College Board shall mean a vote by a majority or such percentage vote, as the case may be, of the votes duly cast at a duly called meeting of the Members. College Board or, when a vote is taken by mail ballot, of the votes duly cast by such ballot.

E. On issues that are submitted to a vote of the delegates of the Members of the College Board, each delegate, the alternate, or proxy appointed to represent the Member shall cast its one vote on behalf of the Member. For issues that that are submitted to the Assemblies, the delegate, alternate, or proxy appointed to represent the Member in that Assembly shall cast its one vote on behalf of the Member. In all elections of individuals, the vote shall be by delegates.

VII. Annual Meeting of Members

A. The Members shall meet annually at a time and place to be determined by the Board of Trustees. The Members shall be advised of the date of the Annual Meeting of Members at least twelve months in advance.

B. The President of the College Board shall send a formal notice of the Annual Meeting of Members to all Members at least two weeks in advance thereof. The formal notice of the meeting shall specify the items of business to be considered at the meeting and shall set forth the text of any resolutions pertaining thereto proposed by the Board of Trustees, an Assembly, or a Member. To be included in the formal notice of the meeting, a resolution proposed by an Assembly or a Member must be submitted in writing to the Secretary of the College Board at least eight weeks before the meeting.

C. One hundred Members entitled to vote shall constitute a quorum for the Annual Meeting of Members. Any regular meeting of the Members. Ten percent of the Members entitled to vote shall constitute a quorum for any Special Meeting of the Members. If the absence of a quorum prevents a special meeting of the members of the College Board, or of a Regional or National Assembly from acting on an item of business, the Board of Trustees may submit the matter for the vote of the members by mail ballot.

D. A resolution pertaining to an item of business or any portion thereof, the text of which has been set forth in the formal notice of the meeting in accordance with paragraph B. of this Article requires approval by a majority vote. A resolution pertaining to a proposed amendment to an item of business duly set forth or portion thereof may be introduced at the meeting by a Member and, if approved by a two-thirds vote of the meeting, included in the original resolution for consideration by the Members at the meeting.
E. A resolution pertaining to an item of business, the text of which has not been set forth in the formal notice of the meeting in accordance with paragraph B. of this Article, may be introduced at the meeting by a Member and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the Members at a subsequent duly called meeting.

1. May not be amended at the meeting unless the amendment is approved by a two-thirds vote;
2. May be approved by a majority vote of the meeting unless the Bylaws otherwise provide, except that any action of the meeting, approving or rejecting such a resolution shall be submitted for mail ballot if:
   (a) a motion for such mail ballot is approved by a two-thirds vote of the meeting; or
   (b) the Board of Trustees, within two weeks of the adjournment of the meeting, determines by a majority vote of the full Board of Trustees that the issue is of such importance that the will of the members should be ascertained by a mail ballot.

F. Elections

1. When the Trustee Committee on Nominations nominates only one (1) individual for each Trustee or officer vacancy, and when or insofar as no nominations have been made for a Trustee or officer vacancy in addition to those proposed by the Trustee Committee on Nominations, the nominees proposed by the Committee shall be elected by a majority vote of the meeting.

2. Whenever there are multiple nominations for the same Trustee or officer vacancy, whether as a result of the proposals of the Trustee Committee on Nominations or of nominations by petition or nominations made at the Annual Meeting of Members, in accordance with Article VII XI. of these Bylaws, the multiple nominations so made shall be submitted to a vote at the meeting, of the members by mail ballot and the nominee receiving the largest number of votes, whether or not such votes constitute a majority of the votes cast for all nominees, shall be elected.

VIII. Special Meeting of Members

A. The Board of Trustees may call a Special Meeting of the Members at any time and place, and the President of the College Board shall send a notice of such meeting to all Members at least two (2) weeks in advance thereof.

B. No business shall be considered at a Special Meeting other than matters presented by the Board of Trustees and specified in the notice of the meeting.

C. The provisions of Article VIII. of these Bylaws, which detail the governing procedure at the Annual Meeting of Members, shall apply, insofar as relevant, to Special Meetings.

IX. Dues of Members

The membership dues of the College Board shall be fixed from time to time by the Board of Trustees. A Member that is in default for the payment of its dues at the opening of an Annual Meeting of Members is not eligible to vote at that meeting or thereafter until its dues have been paid. A membership shall terminate upon the adjournment of an Annual Meeting if dues have not been paid for the two (2) previous successive years.

X. Board of Trustees

A. The Board of Trustees shall be composed of thirty-one (31) voting members, as follows:

1. The Chair, the Vice Chair, and the immediately preceding Past Chair, the President, as members ex officio.

2. Nine (9) Trustees elected by the six (6) Regional Assemblies, one (1) each, with the additional three (3) to be elected on a rotating basis, as provided in Article IV. B, C, and D, paragraph C. of these Bylaws.

3. Six (6) Trustees elected by the Academic, Counseling and Admission, and CSS/Financial Assistance Assemblies, two (2) each, as provided in Article IV. B, C, and D of these Bylaws. Three Trustees elected by the three National Assemblies, one each, as provided in Article VII paragraphs D., E., and F. of these Bylaws.
4. Twelve (12) Trustees elected by the Members of the College Board in accordance with the procedure specified in Articles VII. and VIII. of these Bylaws.

5. The Chair or Vice Chair of each of the three National Assembly Councils as members ex officio.

B. Except for the positions of the Chair, Vice Chair, Past Chair, and President, as otherwise provided in this Article, Trustees shall be elected for a term of four (4) years commencing immediately upon the conclusion of the Annual Meeting of Members subsequent to the election of such Trustees in the year in which they were nominated and expiring at the conclusion of the Annual Meeting four (4) years hence, or until a successor has been appointed or elected, later and shall serve until the election of their respective successors. The Trustees so elected are not eligible for immediate re-election. The positions of Chair and Vice Chair shall be elected for a term of two (2) years, commencing at the adjournment of the Annual Meeting of Members subsequent to the election of such officers and expiring at the adjournment of the Annual Meeting of Members two (2) years hence, or until a successor has been appointed or elected. The Chair and Vice Chair are eligible for immediate re-election. The Past Chair serves for the two years immediately following a term as Chair, who has served continuously for four years or more shall not be eligible for immediate re-election.

C. Whenever a vacancy occurs among the Trustees elected by a Regional Assembly, a successor shall be chosen by the Assembly in accordance with these Bylaws and its Governance Plan, except that when a vacancy occurs before the expiration of a term, the applicable Assembly may designate a person to serve as Trustee until a successor can be elected by the Assembly, or a National Assembly is approaching termination, or a vacancy in such Trustee position otherwise occurs, the Regional Assembly or the National Assembly, as the case may be, that elected such Trustee shall elect a successor. The successor shall be elected for the unexpired term of a predecessor in office unless only one (1) year remains in the unexpired term, in which case the successor shall be elected for a full term in addition to that one (1) year, or, if the vacancy occurs within twelve months of the expiration of the term, for a full term in addition to the unexpired term.

D. Whenever a vacancy occurs among the Trustees to be elected by the Members of the College Board as a whole, a successor shall be chosen by the Members of the College Board in accordance with Articles VII. and VIII. of these Bylaws, except that when a vacancy occurs before the expiration of a term, the Board of Trustees may designate a person to serve as Trustee until a successor can be elected by the Members. A successor shall be elected for the unexpired term of the predecessor in office unless only one (1) year remains in the unexpired term, in which case the successor shall be elected for a full term in addition to that one (1) year.

III. XI. Nomination of Trustees
   Trustee Committee on Nominations:
   Nominations by Petition or at Annual Meeting

A. The Board of Trustees Chair of the College Board shall establish and annually appoint a standing Trustee Committee on Nominations to solicit, evaluate, and propose nominees for those members of the Board of Trustees who are to be elected at the next Annual Meeting of Members and nominees for the offices of Chair and Vice Chair of the College Board if a vacancy in such offices, or either of them, has occurred or will occur by expiration of terms of office at the time of the Annual Meeting. No member of the Committee shall be eligible for any such nomination. The Committee shall include at least two (2) persons not currently serving on the Board of Trustees of the College Board. The procedures for nominating Trustees and officers shall be designed to accord each Member a full opportunity to participate in such nominations.

B. The Trustee Committee on Nominations shall file its report with the Secretary of the College Board Corporation at least twelve (12) weeks before the Annual Meeting of Members, proposing in its discretion either a single nomination for each Trustee and officer vacancy to be filled or multiple nominations for any such vacancy. The report of the Committee shall be distributed by the Secretary of the College Board to all Members of the College Board at least eight (8) weeks before the Annual Meeting of Members.

C. An additional nomination for a vacancy for which the Trustee Committee on Nominations has proposed a nomination or nominations may be made by petition signed by a delegate of each of fifty (50) Members of the College Board. A nominating petition must be filed with the Secretary of the College Board Corporation at least four (4) weeks before the Annual Meeting of Members.
D. Additional nominations for any vacancy may be proposed at the Annual Meeting of Members the College Board by any member represented at the meeting, but no such nomination shall be effective unless it is approved as a nomination by a majority vote of the Members at the meeting.

I.XII. Meetings of Trustees

A. Regular meetings of the Board of Trustees shall be convened periodically at times and places that shall be made known to the Members of the College Board.

B. Special meetings of the Board of Trustees may be called by the Chair, the Secretary of the College Board, or the Vice Chair or, on the written request of two (2) Trustees to the Secretary of the College Board Corporation.

C. At all meetings of the Board of Trustees, the presence of a majority of the entire number of voting Trustees shall be necessary to constitute a quorum and sufficient for the transaction of business; and any act of a majority present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by applicable law, statute or by the Charter of the College Board, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

D. Unless otherwise restricted by the Charter of the College Board Corporation or these Bylaws, any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Trustees or the committee, which may be signed in counterparts, shall be filed with the minutes of proceedings of the Board of Trustees or the committee.

E. Unless otherwise restricted by the Charter of the College Board Corporation or these Bylaws, any one (1) or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board of Trustees or such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time, and such participation shall constitute presence in person at the meeting.

XII.-XIII. Resignation of Trustees

Any member of the Board of Trustees may resign by delivering a written resignation to the Chair or to the Secretary of the College Board Corporation.

XII.-XIV. Trustee Committees

A. The Board of Trustees may establish “Committees of the Board of Trustees,” composed only of Trustees with the authority to bind the Board of Trustees, and/or “Committees of the Corporation,” composed of Trustees and/or non-Trustees, with advisory responsibility, as it may deem advisable. Each Committee shall have the authority and perform the duties delegated to it by the Board of Trustees in accordance with the requirements and limitations of New York State Not-for-Profit Law (“NYSNPL”). Committees, other than the Executive Committee and any other “Committee of the Board of Trustees” shall be “Committees of the Corporation.” Such Committees of the Corporation shall be appointed by the Chair of the Board of Trustees. The Chair of the Board of Trustees may designate one or more Trustees as alternate members of any committee, who may replace any absent member or members at any meeting of such Committees of the Corporation. Appoint such committees of its members as it may deem advisable. Each such committee shall have the powers and perform the duties delegated to it by the Board of Trustees. Joint committees composed of Trustees and others and committees of non-Trustees, also may be appointed.

B. The Board of Trustees, by resolution adopted by at least three-quarters of the Trustees present at the time of the vote where a quorum has been established, may designate from among its Trustees an Executive Committee or other committees of the Board of Trustees, consisting of three or more Trustees, which shall have all the authority of the Board of Trustees, to the extent provided in such resolution and permitted by NYSNPL.
XVII.XV. Reimbursement for Expenses

Members of the Board of Trustees and committees may be reimbursed for necessary expenses incurred in the performance of the duties of their offices pursuant to regulations prescribed by the Board of Trustees.

XIII.XVI. Officers

A. The officers of the College Board shall be a Chair and a Vice Chair elected by the Members and a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may determine, appointed by the Board of Trustees and holding office during its pleasure. The offices of Chair and Vice Chair may be combined. Any offices filled by appointment, except those of President and Secretary, may also be combined. No officer, except the Chair and Vice Chair, need be affiliated with a Member of the College Board Corporation at the time of election.

B. The Chair and Vice Chair shall be elected to such offices for a term of two (2) years. They shall serve for such term and until the election of their respective successors. A vacancy in the office of Chair or Vice Chair shall be filled for the unexpired term at the next Meeting of the Members. An election for Chair or Vice Chair shall be conducted in accordance with Articles VII. and VIII. of these Bylaws.

C. The officers, except the Chair and the Vice Chair, may receive compensation for the performance of duties associated with the office. The Board of Trustees determines the compensation of the President.

XVII.XVII. Duties of Officers

A. The Chair shall preside at all meetings of the Members and of the Board of Trustees and shall appoint the standing committees and special committees, subject to the approval of the Board of Trustees.

B. The Vice Chair shall perform the duties of the Chair in the event of the Chair’s inability to serve or on the delegation of the Chair.

C. The President, subject to the authority of the Board of Trustees, shall be the chief executive officer of the College Board Corporation, responsible for carrying out its purposes in accordance with the policies determined by the Board of Trustees. The President shall appoint members of the staff, shall make an annual report on the business of the College Board Corporation, and shall execute all contracts or agreements and transfers of property on behalf of the College Board in accordance with the requirements of applicable law and Board of Trustees policies. In the event of a vacancy in the office of the President or the incapacity or absence of the President, the duties of the office shall be performed by such other officer(s) as the Board of Trustees may designate.

D. The Secretary and the Treasurer shall have the powers and discharge the duties that usually pertain to their respective offices or that the Board of Trustees or the President may prescribe.

E. Any other officers appointed by the Board of Trustees shall have such duties as may be assigned to them from time to time by the Board of Trustees or the President.

F. The President, the Secretary, and the Treasurer may delegate the performance of specific aspects of the duties of their respective offices to persons subject to their supervision, but such delegation shall not diminish the responsibility of the officer for the discharge of the duty involved.

XVIII. Indemnification of Trustees and Officers

The College Board shall, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the College Board against judgments, fines, amounts made in settlements, and reasonable expenses including attorneys’ fees. The College Board shall have the power to purchase and maintain insurance to indemnify the College Board and its Trustees and officers to the full extent such indemnification is permitted by law.
XVII.XIX. Audit
The Board of Trustees shall employ a professional accounting firm which shall make an annual audit of the College Board’s accounts and shall supply such other accounting services as may be required. The accountants’ report shall be open to inspection by any delegate of a member.

XX. Notices and Waivers
Whenever any notice is required by law, the Charter, or these Bylaws to be given to any Member, Trustee, or officer, such notice, except as otherwise provided by law, may be given personally, or by mail, electronic transmission, or overnight courier. Any written waiver signed by the person entitled to such notice, or made by electronic transmission, whether before or after the meeting or the time stated therein, shall be deemed equivalent in all respects to such notice to the fullest extent permitted by law. Attendance at any meeting shall be considered waiver of the notice requirement.

XXI. Electronic Signatures
Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

XXII. Statement of Nondiscrimination
In all its dealings, neither the College Board nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, veteran status, sexual orientation, gender identity and expression, mental or physical disability, or any category protected by state and federal law.

XVIII.XXIII. Seal of the Corporation
The seal of the College Board shall bear the name “College Entrance Examination Board,” “1957” (the year of organization), and the words “Corporate Seal,” “Not-for-Profit,” and “New York.”

The seal of the Corporation shall be in such form and shall bear such words or symbols as the Board of Trustees may determine.

XVIII.-XXIV. Amendments to the Charter, Bylaws, and Suspension of the Bylaws
A. The College Board Corporation shall petition the Board of Regents for amendment of its Charter whenever a proposed amendment is approved in accordance with this Article.

B. Any member, Trustee, or Assembly may propose an amendment of the Charter or of these Bylaws. Any such proposal must be made for consideration at an Annual Meeting of the Members and must be filed with the Secretary of the College Board eight (8) weeks before such meeting, and the text thereof shall be set forth in the formal notice of the meeting sent to all the members. Such a proposal to amend the Charter or Bylaws may be made for consideration at a Special Meeting by the Board of Trustees, in accordance with Article VIII of these Bylaws.

C. A proposed amendment of the Charter, the text of which has been set forth in the formal notice of the Annual Meeting of Members in accordance with Article VII of these Bylaws, requires the approval of the members at a meeting by a two-thirds vote. A resolution amending the proposed duly set forth amendment to the Charter, or portion thereof, may be introduced at the meeting and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the Members at a subsequent duly called meeting, confirmed by the approval of a majority vote of the members by mail ballot.

D. A proposed amendment of the Bylaws, the text of which has been set forth in the formal notice of the Annual Meeting of Members in accordance with Article VII of these Bylaws, requires the approval by a majority vote. A resolution amending the proposed duly set forth amendment to the Bylaws or portion thereof may be introduced at the meeting and, if so directed by a two-thirds vote of the meeting, submitted to a vote of the Members at a subsequent duly called meeting.
The Bylaws of the Corporation may be adopted, amended, or rescinded by a majority vote of the members at a meeting, but the action of the meeting approving or rejecting such proposal shall be submitted for determination by a majority vote of the members by mail ballot if:

1. A motion for such mail ballot is approved by a two-thirds vote of the meeting or,
2. The Board of Trustees, within two weeks of the meeting, determines by a majority vote of the full voting Board of Trustees that the issue is of such importance that the will of the members should be ascertained by a mail ballot.

E. The Bylaws may be suspended at a duly called meeting of the Members at which a quorum is present by unanimous consent of the Members in attendance.

IV. Regional Assemblies

K. The Regional Assemblies shall participate in the work of the College Board by providing a forum for the members in each region.

L. The Regional Assemblies shall participate in the governance of the College Board by electing nine members of the Board of Trustees, one each, with the additional three to be elected on a rotating basis, as provided in Article XI. of these Bylaws.

M. Each Regional Assembly shall adopt a written governance plan to facilitate the effective performance of the foregoing functions, which shall be effective on approval by the Board of Trustees of the College Board. Such a plan embodied in Bylaws or rules heretofore adopted by a Regional Assembly and approved by the Board of Trustees shall continue in effect until superseded or amended with the approval of the Board of Trustees.

N. No Regional Assembly is authorized to make legally enforceable commitments or to incur liabilities of any kind on behalf of the College Board. The necessary and reasonable expenses of operating the Regional Assemblies shall be defrayed in accordance with the normal budgetary procedures of the College Board. Support for special projects may be provided by funds voluntarily contributed for the purpose by members of the Assembly but such contributions shall only be solicited after consultation with the Board of Trustees of the College Board and no member shall, in any event, be obligated to make such contribution or be subject to assessment of any kind by a Regional Assembly.
2018 Events

The College Board Forum
Oct. 22–24 Dallas, TX
forum.collegeboard.org

Regional Forums
regionalforums.collegeboard.org

Western
Jan. 31–Feb. 2 Las Vegas, NV

Southern
Feb. 7–9 Orlando, FL

Southwestern
Feb. 14–16 Dallas, TX

Midwestern
Feb. 18–20 Chicago, IL

New England
Feb. 28–March 2 Boston, MA

Middle States
March 7–9 Philadelphia, PA

Upcoming Conferences

Higher Ed Colloquium
Jan. 20–22 La Jolla, CA
colloquium.collegeboard.org

A Dream Deferred™:
The Future of African American Education
March 18–20 Houston, TX
dreamdeferred.collegeboard.org

Historically Black Colleges
and Universities Conference
March 18–20 Houston, TX
collegeboard.org/HBCU

Prepárate™:
Educating Latinos for the Future of America
April 17–18 Los Angeles, CA
preparate.collegeboard.org

National Chinese Language Conference
May 16–19 Salt Lake City, UT
collegeboard.org/k12chinese

NASAI
Native American Student Advocacy Institute
June 6–8 Honolulu, HI
nasai.collegeboard.org

AP® Annual Conference
July 18–22 Houston, TX
collegeboard.org/apac
Join the Conversation

Search and tag social media posts with #CBForum.

/f/icollegeboard

@CollegeBoard
@CB_Forums

@CollegeBoard

Follow all the action at Forum on College Board All Access, our online source for member news: collegeboard.org/all-access