



AIRC Bylaws

AIRC Bylaws as Adopted by the Board of Directors, July 20, 2023.

Article I: Organization

For legal purposes, the name of the organization shall be the American International Recruitment Council. For marketing, membership and everyday use, the organization shall be AIRC: The Association of International Enrollment Management.

Article II: Purpose

The American International Recruitment Council is a 501(c)(3) non-profit association recognized by the U.S. Department of Justice and the Federal Trade Commission as the Standards Development Organization (SDO) for the field of international enrollment management.

AIRC's core purposes are to:

- Develop and uphold standards that promote effective and ethical international recruitment and enrollment management. Help to ensure transparency and integrity throughout the international enrollment management process through the communication of clear, accurate, sufficient, and relevant information by all AIRC members.
- Certify educational agencies based on AIRC agency standards.
- Encourage US educational institutions to adhere to AIRC's International Enrollment Management (IEM) Standards.
- Build, support and train a global network of professionals dedicated to continuous improvement of standards-based international enrollment management practices.
- Advocate on behalf of its core constituencies to policy makers, media, regulatory bodies and other professional organizations on topics related to the advancement of standards in the ethical and transparent recruitment of international students.

Article III: Membership and Dues

Except as otherwise provided herein, there shall be five categories of dues paying members:

- A) Accredited Institutional Members (each having full voting rights through one delegate),

consisting of U.S. accredited and/or state approved secondary and U.S accredited postsecondary educational institutions, and secondary schools, postsecondary institutions, or programs based outside the U.S. that are approved/registered by a U.S. accreditation agency, by a country's Ministry of Education, or other national or global equivalent educational governing body.

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B) Educational Agency Members (each having full voting rights through one delegate), which are organizations that recruit international students to attend U.S accredited and/or state-approved education institutions and have been awarded AIRC Certification. For the purposes of AIRC membership and certification, an educational agency is defined as an organization, company or association that recruits and refers students for enrollment into accredited colleges, universities, secondary schools, or other educational programs on a commercial 'fee for service' basis. The term 'fee for service' refers to any payment made by an institution or an individual student applicant to an agency for services related to the counseling advice, application process and acceptance into an educational institution or program.

C) Service Provider Affiliates (each having no voting rights), which include businesses and organizations that exclusively offer products and services that support international student enrollment at U.S. secondary and post-secondary institutions, or programs. These entities could be for-profit and non-profit education, marketing, technology, and media companies, consulting firms, and other businesses that do not directly recruit, refer international students, receive any compensation for student enrollments, or otherwise fit AIRC's definition of an educational agency (see the definition above).

D) Individual Members Unaffiliated with Academic Institutions or Support Organizations (referred to as "Individual Members," and who shall have no voting rights) which must be approved by AIRC Staff. May not directly recruit or place international students for compensation or remuneration or work for an organization that recruits or places international students for compensation or remuneration.

Membership Admission:

The Board shall adopt policies, procedures and forms governing the admission process for each membership class, including procedures for the election or approval of members in each class.

Retention of Membership:

Members of the AIRC, to retain their membership, shall: a) strive to conduct their activities in a manner consistent with AIRC's IEM and Agency Standards b) Conform to and comply with these Bylaws, and c) pay prescribed dues and other sums in a timely manner. The Board shall adopt policies and procedures governing the sanctioning or revocation of membership in each membership class, subject to the requirements of the following provision.

Termination of Membership:

The Board, at its sole discretion, may terminate a membership if it determines that it would no longer be in the best interest of the AIRC. Termination of membership of voting members requires an affirmative vote of not less than two-thirds (2/3s) of all voting-eligible Board members of the full Board.

Reinstatement of Membership: A former voting member may be reinstated to membership upon

such terms as the Board may designate and an affirmative vote of not less than two-thirds (2/3s) of all members of the full Board eligible to vote. The reinstatement of non-voting members shall be as prescribed by the Board.

Dues:

The Board shall determine the annual dues which shall be paid by each member in each membership class and, if created, sub-class. Dues shall be payable at a time and in the manner as the Board shall prescribe. All members must be current in their membership dues to maintain their membership.

Article IV: Officers of the AIRC

President

The President shall, as Chair of the Board, preside over all meetings of the membership and Board, and be responsible that the Executive Director faithfully carry out his or her obligations, including but not limited to carrying out the direction of the Board in accordance with these Bylaws and such resolutions as it may occasionally issue. Except as provided herein, the President shall appoint such Working Groups, Task Forces, and Ad Hoc Committees as s/he or the Board deems necessary. The President must be an institutional member. The President shall from time to time make or cause to be made such reports of the affairs of the AIRC to the membership at the Annual Conference and at each Board meeting, and otherwise as the Board may require. The President shall serve as an ex-officio non-voting member on all Committees of the Board.

President Elect

The President Elect shall preside at all meetings of the Board and the Association when the President is absent and perform such other duties as may be directed by the Board. He or she shall undertake such duties as the President shall designate and shall serve as conference Chair for the Annual Conference. The President Elect must be an institutional member.

Past President

The Past President shall preside at all meetings of the Board when the President and President Elect are absent, shall serve as Chair of the nominating committee, and perform such other duties as may be directed by the Board. The Past President must be an institutional member.

Treasurer

Subject to the direction and oversight of the Board, the Treasurer shall oversee the financial affairs of the AIRC. Collaborating with the President and the Executive Director, the Treasurer shall present an annual budget for approval by the Board. The Treasurer shall ensure that all organizational funds shall be deposited in a suitable bank account. The Treasurer shall be nominated by the Board and approved by an affirmative vote of a majority of all members of the full Board eligible to vote. The Treasurer must be an elected voting Board member.

Advocacy Chair

The Board may decide to appoint an individual to serve as Advocacy Chair. The Advocacy Chair shall research and recommend strategies to enhance AIRC's public policy outreach efforts. The Advocacy Chair shall be nominated by the Board and approved by an affirmative vote of a majority of all members of the full Board eligible to vote. The Advocacy Chair is a voting Board member.

Certification Commission Chair

The Certification Commission Chair serves as the liaison between the Board of Directors and the Certification Commission and is responsible for bringing before the Board of Directors recommendations of the Certification Commission requiring Board input or approval. The AIRC Certification Commission Chair is a voting Board member.

Election and Terms of Officers:

a. **President Elect:** The President Elect shall be elected by the Members of the Association via a secret electronic ballot at a time to be set annually by the Board prior to the Annual Conference of the AIRC. Each member organization in good standing shall designate one representative as its voting delegate. A plurality of cast votes will be required to win the election. In the case of a tie, the election will be determined by a vote of the Board.

The electronic ballot shall be either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the voting delegate at the member organization. Any ballot, electronic or otherwise, shall indicate the time by which the ballot must be received by the Association in order to be counted.

Upon completion of his or her one-year term, the President Elect shall become the President. Upon completion of his or her one-year term, the President becomes Past President. The terms of office of the President, President Elect, and Past President shall each be for one year, beginning with the designated Board meeting at the annual conference and ending with the close of the next annual designated Board meeting. The offices of President Elect, President and Past President are not renewable.

b. The Treasurer serves a one-year, renewable term.

Term Limitations:

No Past President shall be eligible to be re-elected to President Elect immediately after the end of his or her term. A Past President may be re-elected to the Board at the end of his/her term if s/he has not served two full consecutive terms as a Board member.

Vacancies:

A vacancy in the President position shall be filled by the President Elect. In the event the President Elect shall fill the vacancy of a President; such person shall complete the term of vacancy and shall serve the next succeeding term as President.

A vacancy in the President Elect position shall be filled by nomination of the Board and approved by a 2/3s vote of all the members of the full Board eligible to vote. An individual who is

appointed to fill a vacancy in the position of President Elect may accede to the Presidency only upon a majority vote of the voting Board members.

A vacancy in the Past President position shall not be filled until after the end of the then serving President's term. In such case, the President will assume the duties of Chair of the Nominating Committee.

All other officer vacancies (during unexpired terms) shall be filled by appointment by the Board and approved by a majority vote of all members of the full Board eligible to vote. All such appointees shall serve out the unexpired term of their predecessors in office.

Article V: Board of Directors of the AIRC

General Powers and Duties: The Board shall govern the business and affairs of the organization. The Board shall only act in the name of the organization when it shall be regularly convened in accordance with these bylaws. A majority of Directors shall always be institutional members. The Board shall, when it deems appropriate, consult the membership on key issues under consideration including, but not limited to, changes in organizational Bylaws and Standards.

Composition: The Board will be comprised of the following voting members: The President, President Elect, Past President, four (4) Institutional Delegates, and three (3) Certified Agency Delegates, the Advocacy Chair, and the Certification Commission Chair. An institution or organization shall not have more than one representative on the Board at any given time.

The Board will have the following non-voting members: the Executive Director and up to two (2) Expert Advisors. The Executive Director serves *ex officio* as a non-voting member of the Board for as long as he/she holds the position of Executive Director. The Board may decide to appoint up to two (2) individuals to serve as Expert Advisors who provide advice and guidance to enhance AIRC's strategies and operations. Expert Advisors provide perspectives to help inform Board discussions and deliberations. The Expert Advisors shall be nominated by the Board and approved by an affirmative vote of a majority of all members of the full Board eligible to vote.

All Board members' institutions or organizations must be in good standing at the time of election. Good standing for agency members is defined as currently certified and not under probation, and for all members as current in their dues.

Election and Terms of Board Members:

a. Except in the cases of the Chair of the Certification Commission, the Advocacy Chair, and Expert Advisors, all of whom are appointed by the Board, Board members shall be elected by the Members of the Association via a secret electronic ballot at a time to be set annually by the Board several months prior to the Annual Conference. Each member organization in good standing shall designate one representative as its voting delegate. A plurality of cast votes will be required to win the election. In the case of a tie, the election will be determined by a vote of the Board.

Elected Board members shall serve three-year terms, such terms to be staggered. Board members may serve only up to two full consecutive terms. After two full terms, a Board member may serve again after an absence from the Board of at least three years. In addition, there must be a three-year waiting period before any person from the departing Board member's institution or organization may serve on the Board.

An electronic ballot shall be submitted in such fashion as to enable a determination that the electronic transmission was authorized by the Member. Any ballot, electronic or otherwise, shall indicate the time by which the ballot must be received by the Association in order to be counted.

Expert Advisors are appointed Board members who serve one-year terms that are renewable for up to a total of three years. Up to two Expert Advisors may serve on the Board at the same time. Expert Advisors are nominated by the Board and approved by an affirmative vote of a majority of all members of the full Board eligible to vote. For the election and terms of the Advocacy Chair and the Certification Commission Chair, see above.

Vacancies:

All Board member vacancies shall be filled by appointment by the Board and approved by a majority vote of the remaining Board members eligible to vote and shall serve out the unexpired term of their predecessors in office. Vacancies in the Committee Chair positions shall be filled by appointment by the President and approved by a majority vote of the Board members eligible to vote.

Responsibilities:

The institutional and certified agency Board members are responsible for helping to establish and promote AIRC by assessing the needs of institutional and agency members within the framework of AIRC's mission and strategic goals, developing strategies for delivering enhanced member benefits, contributing to member communications and discussions, and conducting outreach to prospective members.

The Board as a whole carries certain pivotal responsibilities, including:

1. Determining the mission of the organization.
2. Selecting, appointing and replacing, when appropriate, the Executive Director.
3. Developing strategic plans and monitoring the performance of the organization against the plan.
4. Approving long-range plans.
5. Ensuring the financial solvency and fiscal integrity of the organization.
6. Participating and assisting in the processes of providing and attracting philanthropic support.
7. Enhancing the public standing of the organization.
8. Assessing contributions and performance of the Board.

Individual Board members have the following responsibilities:

1. Attending all Board meetings.
2. Consistently making recommendations and decisions based on what is good for the organization and not on what is good for another party or special constituency.

3. Contributing actively to Board meetings and other Board activities.
4. Stating openly during meetings when they disagree with a majority position.
5. Subsequently maintaining the confidentiality of board deliberations.
6. Acting as a spokesperson for the entire board only when specifically authorized to do so.
7. Consistently using designated organizational channels when conducting board business.
8. Making sure that important agenda items are communicated to the Board's Chair.
9. Being an advocate for the organization.
10. Bringing their own special talents to help the organization, without infringing on the proper role of Board-Staff responsibilities.
11. Participating in fundraising to the extent of the member's capacities and helping the organization gain access to other philanthropic sources as appropriate.
12. Keeping current on strategic issues surrounding the field of international student recruitment and enrollment management.
13. Refraining from actions that might prove detrimental to the reputation of the organization.

Compensation:

No Director other than the Executive Director shall for reason of his/her office be entitled to receive any salary or compensation except that Directors may be reimbursed on an exceptional basis for reasonable expenses related to official AIRC business. These expenses must be recommended by the Executive Director and approved by a majority of the Executive Committee. ([See explanation from the National Council of Non-Profits](#)).

Removal from the Board:

A Board Member shall be removed by a two-thirds (2/3s) vote of the remainder of all of the members of the Board eligible to vote when cause exists for such removal. Cause includes, but is not limited to

- acting not in the best interests of AIRC and its mission and goals.
- participating in less than half of Board meetings over a twelve-month period.
- resigning, retiring or being terminated from the member organization originally represented.
- failure of the member organization to remain current in dues.
- in the case of an agency, representing an agency which has been placed on probation or had its certification revoked.
- in the case of an Expert Advisor, the Board determines that the Advisor's expertise is no longer needed.

Committees

Executive:

The President, Past President, President Elect, Treasurer and Executive Director shall constitute the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board in matters pertaining to the management of the AIRC except as limited by applicable law and instructions of the Board and shall act for the Board between meetings of the Board. The Executive Committee shall report to the full Board any actions it takes at the next full meeting of the Board.

A meeting of the Executive Committee may be called by the President, President Elect, Past President, Treasurer or Executive Director.

The following actions are reserved exclusively to the full Board:

- Changes to these Bylaws
- Adoption of the overall organizational budget
- Changes to Certification standards or process
- Membership fees
- Definitional changes to memberships
- Appointments and Committee assignments designated to be made by the full Board.
- Employment of the Executive Director including terms and conditions of employment.

Nominations Committee:

The Nominations Committee shall nominate annually at least two qualified but no more than four candidates for President Elect and at least two but no more than four qualified candidates for each expiring Board member position. Candidates for the open positions on the Board will be solicited from the membership by the Nominations Committee. The proposed slate of qualified candidates shall be provided in writing to voting Association Members at least 60 days before the Annual Conference. The Past President shall serve as Chair of the Nominations Committee and decides on the composition and number of Committee members. The Committee shall include an agency and an institutional member.

The Nominations Committee will present the final recommendation of candidates to the Board for final approval by a majority vote of the members of the full Board eligible to vote.

Membership Committee:

The Membership committee addresses AIRC membership recruitment and retention strategies and issues related to membership in the AIRC. The goal of the Membership Committee is to assess and improve member benefits and to help staff in outreach to current and prospective AIRC members. The Committee is member-driven and open to members of any AIRC member type. The Membership Committee members shall be appointed to serve for a two-year term, renewable for a third year. The Chair of the Committee will be appointed by the Board and approved by a majority vote of the members of the full Board eligible to vote. The Chair shall be appointed to serve a two-year term, renewable for a third year. The Board may decide to have more than one membership committee.

Ad Hoc Committees and Task Forces:

Ad Hoc Committees and Task Forces may be created by the President or the Board. Members and chairs of Ad Hoc Committees and Task Forces shall be appointed by the President or Board for durations appropriate to the charge of the respective Committee or Task Force.

Additional Committees: The Board may establish other Committees as it deems appropriate.

Executive Director:

The Executive Director shall be appointed by, and serve at the pleasure of, the Board. S/he shall serve as the Chief Executive Officer of the AIRC and shall, along with the President, represent the organization. The Executive Director is responsible for the day-to-day management of the affairs of the organization, provides leadership in developing program, organizational and financial plans in collaboration with the

Board of Directors, and carries out plans and policies authorized by the Board. The Executive Director is a non-voting member of the Board for as long as he/she is in the Executive Director position.

Article VI: Meeting of the Board

Regular Meetings: The Board shall meet (both in-person and online) at such regular times and dates as designated by the President or the Board. The Board may make such rules and regulations governing its meetings as it may in its discretion determine necessary.

Notice of Meetings:

Written notice of the time, date, and place of Board meetings shall be given by the President or Executive Director to all Board members at least five days in advance of the meeting.

Place of Meetings:

The meetings of the Board shall be held at such place as the President or Board shall designate. The Board of Directors may meet through electronically mediated means (such as Internet conferencing) provided that all persons participating in the meeting can communicate with one another, and participation in such a meeting shall constitute presence in person at such a meeting.

Special Meetings:

The times, dates, and places of special meetings may be decided by the President, or by a majority of the members of the full Board eligible to vote.

Quorum:

A majority of the voting members of the full Board or any Committee of the Board shall constitute a quorum for the transaction of business, provided that a majority of the Board members constituting a quorum shall be Institutional Members. The quorum shall be determined at the beginning of any business meeting. In the case of a tie vote, the President votes again to break the tie.

Parliamentary Rules:

All meetings of the Board or any Committee shall be conducted in accordance with the latest edition of Robert's Rules of Order, New Revised.

Manner of Acting:

Except as otherwise provided by law, or by these Bylaws, all matters before the Board shall be decided by a majority vote of the members of the full Board eligible to vote at the meeting at which a quorum exists. No proxies shall be permitted in matters voted on by the Board or Executive Committee. For important, time-sensitive issues, the President may allow Board members to vote by email if they cannot be present for the meeting. However, the issue must have been discussed with the Board member(s) in question and there must not be any changes to the original item to be voted on. Any email vote must be sent to the President and to the Executive Director.

Action without Meeting:

Action required or permitted to be at a meeting of the Board may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all Board members and all the Board members consent to

such action. Such consent in writing shall be filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Article VII: Strategic Partners and Contributions

The Board may, at its discretion, identify and approve Strategic Partners, including associations, government agencies, or corporations which, upon mutual agreement, pledge to work strategically with AIRC to ensure complementarity and mutual support of each other's mission. AIRC Strategic Partners or their subsidiaries may not be directly engaged in the recruitment or placement of students into U.S. or foreign universities. The organization may also accept contributions from Corporations or Organizations which support AIRC's mission either through annual financial contributions or contributions of in-kind products and services which will advance AIRC's work.

The Board shall set policies under which such contributions may be accepted.

Article VIII: Certification Commission

The Board delegates to the Certification Commission responsibility for implementing and maintaining the AIRC Agency Standards and Certification process for agencies. The Certification Commission will serve as the review and approval body for all decisions on certification except for appeals, which are the purview of the Board of Directors. The Certification Commission will also develop procedures to address non-compliance with mandatory best practices and will investigate complaints regarding certified agency members which are brought to its attention through the AIRC comments process. When appropriate, the Certification Commission will act on complaints in accordance with its established procedures.

The Certification Commission may recommend changes to the AIRC Certification Standards or process, which changes shall be made available for comment by AIRC at-large members. All changes must be approved by a majority vote of the Board members eligible to vote.

The Certification Commission will be comprised of representatives of Institutional Members of the association and other professionals with significant experience in international education, certification and/or accreditation except for officers or staff of recruitment agencies. The Commission will nominate new members with appropriate backgrounds who must be approved by a majority vote of the Board members eligible to vote. The Certification Commission will select a Chair by majority vote of its members who will serve as a non-voting member of the AIRC Board of Directors. The Chair will serve a one-year term.

Article IX: Standards

The Board may undertake the development of Standards related to areas of international enrollment management.

Article X: Amendments

These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of two-thirds of the members of the full Board eligible to vote.

Article XI: Miscellaneous Provisions

Indemnification and Insurance:

Unless otherwise prohibited by law, AIRC shall indemnify any director or officer; any former director or officer, any person who may have served at its request as a director, officer partner, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity whether for profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, partner, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to AIRC for damages arising out of his own negligence or misconduct in the performance of a duty to AIRC. AIRC shall indemnify a director or officer to the extent the director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of AIRC against reasonable expenses incurred by the director or officer in connection with the proceeding. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. AIRC may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article or the District of Columbia Nonprofit Corporation Act of 2010. (Virginia statute)

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of AIRC to make any indemnification permitted by law. The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him' which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not AIRC would have the power to indemnify the person against that liability under law. In no case, however, shall AIRC indemnify, reimburse, or insure any person for any taxes imposed on such individuals under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time AIRC is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code. Moreover, AIRC shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code. If any part of this Article shall be found in any action, suit, or

proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Fiscal Year:

The fiscal year of the AIRC shall commence July 1.

Article XI: Dissolution

Should the AIRC cease to act and be dissolved, its property and assets remaining shall be paid over to and become the property of a charitable organization designated by the Board provided, however, that payment shall be made hereunder only to such corporations, trusts, foundations, or other organizations which are organized and operated exclusively for religious and/or charitable educational or scientific purposes and which are exempt from Federal Income tax under Section 501(a) of the Internal Revenue Code (the "Code") as now enacted or as may hereafter be amended as organizations described in Section 501 (C)(3) of the Code. In the event that the organizations herein above named shall not qualify hereunder, the amount which it would have received upon dissolution shall be paid over to one or more other qualifying organizations.