



BYLAWS Of AMERICAN INTERNATIONAL RECRUITMENT COUNCIL

As Amended September 28, 2011

ARTICLE I: ORGANIZATION

- 1.The name of the organization shall be the American International Recruitment Council (AIRC).
- 2.The organization shall have a seal which shall which will be in the following form:
A circular form of a Globe with the letters AIRC in bold. The color combinations should be red, white, and blue.

ARTICLE II: PURPOSE

The AIRC is a non-profit organization controlled by United States educational institutions. The purpose of the organization is to i) develop standards of ethical practice pertaining to recruitment of international students to American educational institutions, such standards to address two constituencies: educational institutions and student recruitment agents; ii) develop best practices and training to assist overseas student recruitment agents and institutions themselves to better serve both students seeking admission to American educational institutions, and iii) establish a framework through which participating agents can have their practices certified. In addition, the organization may undertake other activities as are necessary to accomplish its goals.

ARTICLE III: MEMBERSHIP

1. The four types of dues paying members will be:
 - A) Academic institutional members (each having full voting rights through its delegate), consisting of accredited American postsecondary educational institutions;
 - B) Agency members (each having full voting rights through its delegate) consisting of organizations that recruit international students from outside the US to attend American colleges, universities and other educational institutions, and which have been awarded AIRC Certification and are current in their membership dues.
 - (C) Affiliate members (no voting rights) consisting of related non-profit domestic or

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foreign organizations that wish to be involved in the development and activities of the organization.

(D) Pathway program members (each having full voting rights through one delegate) will consist of organizations providing or organizing credit bearing post-secondary academic pathway programs for international students through a contractual arrangement with an accredited U.S. institution.

2. Any membership may be revoked by a 2/3 vote of the Board of Directors.

ARTICLE IV: MEETINGS

The annual membership meeting shall take place coincident with the annual conference of AIRC.

The Secretary shall mail notification of annual meetings to every member in good standing at its address as it appears in the membership roll in this organization.

The presence of not less than 30% of the academic institutional members and any number of agency and other categories of voting members present shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting.

Special meetings of this organization may be called by the president when s/he deems it for the best interest of the organization. Notices of such meetings shall be mailed to all members at their addresses as they appear in the membership roll at least 30 days before the scheduled meeting date. Such notice shall state the reasons that such a meeting has been called, the business to be transacted at such a meeting and by whom it was called. This must have the approval of at least 2/3 of the Board of Directors.

No other business but that specified in the notice may be transacted at such a special meeting without the consent of at least 80% of all present and voting members at such a meeting.

ARTICLE V: VOTING

Only the delegates of academic institutional members, agency members, and pathway members may vote at meetings of the membership. The voting power of the members is apportioned as follows:

75% of the total vote shall be determined by the academic institutional members.

25% of the total vote shall be determined by the agency and pathway members. Thus, for example, if one-half of the academic institutional members vote in favor and one-

half against, the total academic institutional member vote would be 37 ½ % on each side.

If, on the same vote, the other categories of voting members voted 100% in favor of the proposition, their vote would be 25% in favor and none against. The overall total vote would be 62 ½ % in favor and 37 ½ % against.

At all meetings of the membership, except for the election of directors, all votes shall be by voice. Election of directors shall be by secret ballot.

At any regular or special meeting of the members, if a majority of those present and voting so requires, any question may be voted on by secret ballot.

ARTICLE VI: ORDER OF BUSINESS

1. Roll Call
2. Reading of minutes of preceding meeting
3. Committee Reports
4. Officer Reports
5. Old Business
6. New Business
7. Announcements from Floor
8. Adjournment

ARTICLE VII: BOARD OF DIRECTORS

The business of this organization shall be governed by a Board of Directors. The Board shall be comprised of no fewer than five voting members. At least 2/3 of the voting Board membership must be academic institutional members. Other members may be drawn from among certified agencies whose annual membership dues are current. The Board may, at its discretion, also invite no more than one at large member who is not affiliated with a member institution or agency. Board membership may be expanded by a vote of 2/3 of the Board. The Executive Director, Director of Certification and Chair of the Certification Board are ex officio, non-voting members of the Board of Directors.

The directors for this organization shall be chosen prior to the annual membership meeting. Each director will serve for a term of 3 years commencing at the end of the annual membership meeting. Board members may serve no more than three

consecutive terms. The exception will be at the beginning of the organization in that terms will be staggered such that only one-third of the directors will be voted on in a given year.

The Board of Directors shall have the control and management of the affairs and business of the organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Two thirds of the active members will compose a quorum of the Board of Directors. Each member shall have one vote and may not vote by proxy.

The Board of Directors may meet telephonically or through other electronically mediated means (such as Internet conferencing).

The Board of Directors may make such rules and regulations covering its meeting as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the balance of the term. The President of the organization shall be Chairman of the Board of Directors. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A Director may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII: OFFICERS and DUTIES

The officers shall be selected by and serve at the pleasure of the Board of Directors. The officers of the organization shall consist of:

President

The President shall serve as both President of the organization and Chairman of the Board, preside over all meetings of the membership and Board, appoint all Committees, see all documents and reports of the organization, and have such powers as may be reasonably construed as belonging to the Chief Executive of an organization.

Vice President

The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the organization with all rights, privileges and powers as if s/he had been in the duly elected president.

Treasurer

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. All organizational funds should be deposited in a regular business bank or saving account. The Treasurer must be one of the officers who can sign checks and drafts on behalf of the organization, and shall on a yearly basis report all income and expenses of the organization.

Secretary

The Secretary shall keep the minutes and records of the organization in an appropriate location, file any appropriate papers required by statute, federal or State, give and serve notices to members of the organization, be the official custodian of all records of the organization, may be required to sign checks and drafts of the organization, and shall attend to all correspondence of the organization.

No Officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

Officers can only be chosen from the delegates of the voting membership of the organization.

ARTICLE IX: ADVISORY COUNCIL

The organization may maintain an advisory council appointed by the Board of Directors. The Advisory council may provide guidance to the organization from expert individuals who might not otherwise fit into a membership category.

ARTICLE X: COMMITTEES

The organization will be composed of the following standing committees:

Certification Board

The AIRC Certification Board, appointed by the Board of Directors, will develop Standards and Certification processes for agents. The Certification Board will be comprised of voting members of the association and other senior professionals with significant experience in international education, certification and/or accreditation. Academic institutional members will always hold the majority.

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Compliance Board

AIRC will have a Compliance Board which will develop procedures to address non-compliance with mandatory best practices, and which will endeavor to resolve disputes that arise among members or are brought to its attention by students or other external bodies. The Compliance Board will be comprised only of voting members, with academic institutional members in the majority.

Professional Development Committee

The AIRC will maintain a Professional Development Committee which will develop training materials, workshops and any other appropriate activities, which will be utilized by its members. All classes of members are eligible to serve on this committee.

The Board of Directors may establish such other committees as it deems appropriate.

ARTICLE XI: DUES

All members will be assessed annual dues. The amount of these dues will be established annually by the Board of Directors.

ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended, repealed, are added to by an affirmative vote of not less than 2/3 of the Board of Directors present and voting.

ARTICLE XIII: PERIODIC REVIEW OF BYLAWS

The Board will comprehensively review these Bylaws 2 years after initial adoption, and then periodically at 3 year intervals.

ARTICLE XIV: DISSOLUTION

Should the organization be dissolved, voluntarily or involuntarily, its assets shall be applied and distributed as follows:

- (1) All liabilities and obligations of the organization shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;
- (2) Assets held by the organization upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be

returned, transferred, or conveyed in accordance with such requirements;

- (3) All other assets received and held by the organization and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to one or more domestic or foreign organizations, societies, or organizations engaged in activities substantially similar to those of this organization, subject to any further specific provisions in the plan of distribution described in paragraph (4) below;
- (4) Other assets shall be distributed according to a plan of distribution recommended by resolution of the board of directors and adopted by the vote of members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in these bylaws for the giving of notice of meetings of members. Such plan of distribution shall be adopted upon receiving at least two-thirds of the votes entitled to be cast.