



AIRC Bylaws as Adopted by the Board of Directors, July 28, 2017

Article 1: Organization

The name of the organization shall be the American International Recruitment Council (AIRC).

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 student recruitment.

AIRC's core purposes are to:

- Develop and uphold standards that promote effective and ethical international recruitment practices. Ensure transparency and integrity throughout the international student recruitment process through the communication of clear, accurate, sufficient, and relevant information by agencies and institutions.
- Certify agencies based on AIRC standards.
- Encourage US educational institutions to adhere to AIRC's Best Practice Guidelines.
- Build and support a global network of professionals dedicated to continuous improvement of standards-based international student recruitment 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) Academic 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;

B) Agency Members (each having full voting rights through one delegate), which are organizations that recruit international students from outside the U.S to attend U.S accredited and/or state approved education institutions and have been awarded AIRC Certification;

C) Pathway Program Members (each having full voting rights through one delegate representing the pathway secretariat) are organizations providing or organizing credit bearing post-secondary academic pathway programs for international students through a contractual arrangement with an accredited U.S. institution;

D) Global Academic Institutional Members (each having full voting rights through one delegate) consisting of secondary schools, or postsecondary institutions based outside the U.S. which are qualified by a recognized quality assurance system in their country.;

E) Individual Members Unaffiliated with Academic Institutions or Support Organizations (referred to as “Individual Members”) 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. Individual Members do not have voting rights but may be granted other benefits as appropriate

Procedure for Admission: The Board shall adopt, policies, procedures and forms governing the member admission process for each membership class, including procedures for the election or approval of members in each membership class. ***Retention of Membership:*** Members of the AIRC, in order to retain their membership, shall: A) conduct their activities in a manner consistent with AIRC’s *Best Practices in International Recruitment* b) Conform to and comply with these by-laws 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 member’s membership if it determines that such membership would not be or is no longer in the best interests of the AIRC. Termination of membership of voting members requires an affirmative vote of not less than two-thirds (2/3s) of all members of the full Board eligible to vote.

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 voting status.

ARTICLE IV: Officers of the AIRC

President

The President shall, as Chair, 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 carrying out the direction of the Board in accordance with these Bylaws and such resolutions as it may from time to time 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 Membership Meeting 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. Working 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 g 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 non-voting, ex-officio member of the Board. If the Advocacy Chair is an elected board member, s/he retains voting rights.

AIRC 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 Chair is a non-voting, ex-officio member of the Board. If the Advocacy Chair is an elected board member, s/he retains voting rights.

Election and Terms of Officers:

- a. The 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 Membership meeting of the AIRC. Each member organization in good standing shall designate one representative as its voting delegate. A plurality of those voting will be required for election. In the case of a tie, the election will be determined by a vote of the Board.

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 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.

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 become 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 shall be filled by nomination of the board and approved by a 2/3 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 members.

A vacancy in the Past President position shall not be filled until after the end of the then-serving President's term. 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 the 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 Certification 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 Board will have the following non-voting members: the Executive Director, the Certification Commission Chair, the Advocacy Chair, if one is designated, and such committee chairs as shall have been duly appointed. All members 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. 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 prior to the Annual Membership meeting of the AIRC. Each member organization in good standing shall designate one representative as its voting delegate. A plurality of those voting will be required for election. In the case of a tie, the election will be determined by a vote of the Board

Board members shall serve three-year terms, such terms to be staggered. Board members may only serve two full consecutive terms. After two full terms, a board member may serve again after an absence from the board of at least one year.

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.

Vacancies: All board members 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 delegates are responsible for helping to establish and promote AIRC by assessing the needs of institutional, pathway and agency members, developing programming or other means of delivering enhanced benefits to this constituency; contributing to member communications and discussions, and conducting outreach to potential members.

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.

Removal from the Board: A Director shall be removed by a two-thirds (2/3) 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, participation at less than half of Board meetings over a twelve month period, resignation, retirement or termination of the Director from the member organization originally represented, failure of the member organization to remain current in dues, or in the case of an agency, representing an agency which has been placed on probation or had its certification revoked shall constitute cause for removal.

Committees

Executive: The President, Immediate 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, or any two members thereof.

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 Members at least sixty days before the Annual Membership meeting. The Past-President shall serve as chair of the Nominations committee and decides on 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 of Directors for final approval by a majority vote of the members of the full board eligible to vote.

Membership Committee(s): The Membership committee(s) addresses the Member recruitment and policies and issues related to membership in the AIRC. Five (5) to (9) members may be considered for the Committee. The Membership Committee members shall be appointed to serve a two-year term, renewable for third year.

The Chair of the committee(s) will be appointed by the board and approved by a majority vote of the members of the full board eligible to vote. The Chair(s) shall be appointed to serve a two-year term, renewable for 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 of Directors 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, as well as to provide leadership in developing program, organizational and financial plans in collaboration with the Board of Directors and to carry out plans and policies authorized by the Board.

ARTICLE VI: Meeting of the Board

Regular Meetings: The Board shall meet at such regular times and dates as designated by the President or the Board. The Board of Directors may make such rules and regulations covering 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 telephonically or through other 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 Directors 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 By-Laws, all matters before the Board shall be decided by a majority vote of the members of the full board eligible to vote present 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 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 in office and all of the Board members consent to such action in writing setting forth the action taken. 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 Sponsorships

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

Certification Commission: The Board of Directors delegates to the Certification Commission responsibility for implementing and maintaining the AIRC Standards and Certification process for agencies. The Certification Commission will serve as the review and approval body for all decisions on certification with the exception of 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 take action 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 the members. All changes must be approved by a majority vote of the Directors 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 with the exception of 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 members of the full board of directors eligible to vote. The Certification Commission will select a chair by majority vote from its members eligible to vote who will serve as a non-voting member of the AIRC Board of Directors. The Chair will serve a one year term.

ARTICLE IX: Amendments

These bylaws may be altered, amended, repealed, are added to by an affirmative vote of two-thirds of the members of the full board eligible to vote.

ARTICLE X: 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. 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 individual 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 July1.

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.