



AIRC Bylaws as Adopted by the Board of Directors September, 2015

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.

ARTICLE III: Membership

The four types of dues paying members will be:

- A) Academic institutional members (each having full voting rights through one delegate), consisting of 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 higher 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) Affiliate Institutional Members consisting of U.S. accredited secondary schools, or secondary or tertiary institutions based outside the U.S. which are qualified by a recognized quality assurance system in their country. Representatives of affiliate Institutional members do not have voting rights but may be assigned other benefits as appropriate.
- E) All members must be current in their membership dues to maintain their voting status.

ARTICLE IV: Board Of Directors

The business of this organization shall be governed by a Board of Directors. 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 after due notice to all the directors of such meeting. A majority of Directors shall always be comprised of institutional members.

The Board shall, when appropriate, consult the membership on key issues under consideration including, but not limited to, changes in organizational bylaws and Certification Standards. When the organization's By-Laws are under review the Board of Directors may create interim solutions to conduct organizational business.

The Board shall, appoint an Executive Director to whom it shall delegate administrative management and oversight of the organization. The Executive Director will serve as a non-voting member of the Board of Directors.

The Board will be comprised of the following voting members: The President, President Elect/Treasurer, Immediate Past President, two (2) Institutional Delegates and two (2) Certified Agency Delegates. The composition of voting members of the Board shall always be an odd number.

The Board will additionally have the following non-voting members: the Executive Director, the Certification Commission Chair and one Advocacy Delegate.

The President Elect/Treasurer, Institutional Delegates to the Board and Certified Agency Delegates will be elected annually by the membership.

The Executive Director and the Advocacy Chair will be appointed by majority vote of the full Board.

The Certification Commission Chair will be elected by vote of the members of the Certification Board.

The following are requirements of the above positions:

President Elect/Treasurer

Must represent an institutional member in good standing at the time of election.

Institutional Delegates

Must represent an institutional member in good standing at the time of election.

Certified Agency Delegates

Must represent an agency member 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.

Elected Officers of the Board will serve the following terms beginning with the first Board meeting held following the annual conference:

President Elect/Treasurer-One year Term- successively rotating to President and Immediate Past President each for one year (total served by an individual being three years)

Institutional and Certified Agency Delegates - Two Year Terms

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.

Mid term 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.

A Director shall be removed by a majority vote of the remainder of the Board when cause exists for such removal. Participation at less than 50% 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.

Executive Committee

The President, Immediate Past President, President Elect/Treasurer, and Executive Director shall constitute the Executive Committee.

The executive committee shall report to the full Board any actions it takes at the next full meeting of the Board.

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.

A meeting of the executive committee may be called by the President, President Elect/Treasurer or any two members thereof.

ARTICLE V: Duties of Members

President

The President shall serve as both President of the organization and Chair of the Board, preside over all meetings of the membership and Board, serve as the direct liaison with the institutional, agency, and pathway delegates and serve as the supervisor of record of the Executive Director.

President Elect/Treasurer

The President Elect/Treasurer shall serve as the treasurer and chair of the finance committee, ensuring accountability for the integrity of organizational finances, and working closely with the President on all matters with the goal of assuming that position after one year. The President Elect/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.

Past President

The Past President shall take responsibility for the role of President in the event of the absence or inability of the President to exercise that office. The Past President also assumes the role of

Secretary and is responsible for the integrity of the organizational governance, ensuring that organizational activities are conducted in accordance with the bylaws, that the bylaws are current, and is the official custodian of all records of the organization. The Past President will also approve any filings of organizational documentation with government agencies. The Past President also chairs the nominating committee which annually nominates members for the elected slate of officers.

In the absence or inability to serve of a Past President the Board may appoint an individual to fill this responsibility who has previously served on the Board.

Institutional and Certified Agency Delegates

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. Each senior delegate (voted into office the previous year) shall be expected to form a working group consisting of not fewer than the junior delegate (voted into office the current year) and two other members to assist in these duties. The senior delegate will chair the committee which shall be expected to establish a set of strategic goals and regularly report on progress towards those goals to the Board as a whole.

Advocacy Chair

The Advocacy Chair is responsible for recommending strategy by which AIRC seeks to guide the development of responsible public policy in line with AIRC's mission. The chair may at his or her discretion appoint a council of additional members to advance this agenda.

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.

Executive Director

As the organization's chief executive, 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.

No Director other than the Executive Director shall for reason of his/her 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.

Article VI: Voting

Candidates for the open positions on the Board will be solicited from the membership by the Nominations Committee. The Nominations Committee will present the final recommendation of candidates for the Board of Directors for final approval by vote of the Board.

Election of Directors to the Board shall be by secret electronic ballot held at least 14 days prior to the annual conference. Each member organization in good standing shall designate one representative as its voting delegate. Voting delegates may vote for all categories of Board membership. A plurality of those voting will be required for election. In the case of a tie the election will be determined by coin toss at the annual conference conducted by the chair of the nominations committee or his or her designee.

ARTICLE VII: AIRC Advisers

The Board may, at its discretion, appoint individuals with specific expertise to advise the Board on specific aspects of AIRC's mission. Advisers may be either currently active or retired professionals. AIRC advisers may not be otherwise designated as either an agency, pathway, or institutional member delegate or currently involved in the development and/or management of student recruitment agencies which are not AIRC certified. The names of all AIRC advisers will be publicly available to the membership.

ARTICLE VIII: 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 IX: Committees

The organization must maintain the following standing committees and commissions and may appoint others at its discretion:

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 and then acted upon by the Board of Directors in accordance with such procedures as the Board shall determine.

The Certification Commission will be comprised of representatives of institutional members of the association and other senior 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 a relevant background who must be approved by a two-thirds vote of the full Board of Directors. The Certification Commission will select a chair from its members who will serve as a non-voting member of the AIRC Board of Directors.

Nominations Committee: The Nominations Committee is charged with identifying candidates to run for open positions on the Board of Directors. The Past President serves as chair of the committee, which shall include a representative of each member category. Where feasible Nominations Committee members should have previously served on the Board of directors.

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

ARTICLE X: Dues

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

PROPOSED: ARTICLE XI: Amendments

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

ARTICLE XIII: Dissolution

Should the organization be dissolved, voluntarily or involuntarily, its assets shall be applied and distributed as required by law.