

2023 AIC Bylaws Final

Section I: PURPOSES

1. The general purposes of the American Institute for Conservation of Historic & Artistic Works, Inc. (hereinafter referred to as “AIC”) are to further the purposes as set forth in Article Third of the Articles of Incorporation. AIC is the national membership organization that advances the practice and promotes the importance of the preservation of cultural heritage.

2. The specific purposes of the AIC are to:
 2. (a) Advance knowledge by encouraging education, study, and research of all subjects related to the preservation of cultural heritage; promote proficiency and skill in the practice of conservation; provide opportunities for continuing professional education; publish and disseminate technical and professional information; and improve conservation approaches and methods needed to protect, conserve, and care for cultural heritage.
 2. (b) Establish, maintain, and promote The AIC Code of Ethics and Guidelines for Practice and oppose any influences which would tend to lower such standards.
 2. (c) Publish, sell, circulate, and distribute publications in a variety of formats and participate in educational initiatives dealing with the conservation and preservation of cultural heritage.
 2. (d) Promote the awareness of conservation among related professionals and the general public.
 2. (e) Foster effective communication and collaboration with all other professionals involved in the guardianship and preservation of cultural heritage.
 2. (f) Serve as an advocate for conservation to federal, state, and local government agencies and other organizations.
 2. (g) Solicit funds and receive donations and legacies.
 2. (h) Take all action necessary or desirable in order to effectuate any of the purposes of the AIC provided that such action is in conformity with the provisions of the D.C. Nonprofit Corporation Act of 2010, as amended, and Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

3. Notwithstanding the aforementioned objectives, general and specific, the AIC shall not support with its funds or other resources any undertaking which would impose upon it and its members any finding or conclusion that the AIC were other than a professional business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

Section II: MEMBERSHIPS

1. Membership shall be open to any person who has shown an interest in the purposes for which the AIC is organized, without regard to race, gender, gender identity, age, color, religion, disability status, sexual orientation, marital status, or ethnic or national origin.
 1. (a). Per the Articles of Incorporation, members are divided into five classes: Fellows, Professional Associates, Associates, Institutional Members and Honorary Members. In these Bylaws:
 - Associates are referred to as MEMBERS
 - Professional Associates are referred to as Professional Members or PMs

- Institutional Members and Honorary Members remain Institutional Members and Honorary Members, respectively.

- “Fellow,” an honorific designation granted to certain individuals who, at the time of their nomination, are Professional Members

1. (b). MEMBERS with all capital letters refers to the class of membership that is MEMBER (formerly Associate). The word members in lower case refers to all individuals and institutions of any membership class.

2. All classes of membership except for Honorary Members and Institutional Members are required to adhere to *The AIC Code of Ethics and Guidelines for Practice*.

3. The Board of Directors shall appoint a Membership Committee as further described in Section V. 2. (a) to evaluate and make decisions on applications for Professional Member and Fellow designations. The classes of membership and the election or appointment and the qualifications of each class shall be as set forth below.

MEMBER

4. (a) Definition: A MEMBER is any person who shall have shown an interest in the purposes for which the AIC is organized.

4. (b) Qualifications: Conservators, allied professionals, students, or the interested general public shall be eligible to apply to become a MEMBER.

4. (c) Application process: Every application for membership as a MEMBER shall be submitted, as directed, to the AIC office. MEMBER applications may be approved upon receipt of the completed form and upon payment of the annual dues for one year.

4 (d) i. Voting: MEMBERS are entitled to vote on the following: 1) Election of Officers, Directors, and members of the Nominating Committee; and 2) Other issues on which a vote is requested by the Board of Directors. MEMBERS may not vote on Bylaws changes.

4. (d) ii. Participation: MEMBERS shall have the right to attend meetings, participate in discussions and serve on committees.

4. (d) iii. Use of logos/marks: MEMBERS are not entitled to use the AIC logo or marks in advertising or in representing themselves to the public as professional conservation practitioners.

PROFESSIONAL MEMBER (PM)

5. (a) Definition: MEMBERS in good standing who may be considered able through training, knowledge or professional experience, to further the work of conservation, in accordance with the purposes for which the AIC is established, and who shall have shown a commitment to these purposes shall be eligible for election as a Professional Member. The Professional Member shall be required to comply with the continuing professional development standards outlined by the Membership Committee. The Membership Committee, with the approval of the Board of Directors, may revise the criteria for training, knowledge and professional experience as it deems appropriate.

5. (b) Qualifications: Applications to become a Professional Member shall be made to the Membership Committee. All applications shall be supported by such evidence, examinations, and investigations as the Membership Committee, as approved by the AIC Board, may require of the knowledge, skill, and experience of the applicant Professional Member, and of the candidate’s fitness to further the purposes of the AIC.

5. (c) Application: If an applicant Professional Member meets the membership criteria, the Membership Committee shall declare the applicant to be elected and notify the applicant regarding membership status. Professional Members must agree in writing to abide by The AIC Code of Ethics and Guidelines for Practice.

5. (d) i. Voting: Professional Members are entitled to vote on the following: 1) Election of Officers, Directors, and members of the Nominating Committee; 2) Amendments to the Bylaws (in accordance with section VI of the Bylaws); and 3) Other issues on which a vote is requested by the Board of Directors

5. (d) ii. Participation: Professional Members shall have the right to attend meetings, participate in discussions and serve on committees.

5. (d) iii. Use of logo/marks: Subject to certain terms and conditions of use established from time to time by the Board of Directors, Professional Members in good standing may use the title “Professional Member” and any AIC marks associated therewith in advertising or in representing themselves to the public as professional conservation practitioners. They may also appear on the “Find a Professional” tool on AIC’s website.

FELLOW

6. (a) Definition: Any Professional Member who has made notable contributions to the methods, training, knowledge, and philosophy of the conservation profession is eligible to be nominated for the honorific title of Fellow. The Membership Committee, with approval of the Board of Directors, may revise the criteria for professionalism, service, and ethical practice as it deems appropriate. Fellows will retain their honor in perpetuity as long as they are a MEMBER in good standing. The honor may only be rescinded by board vote for documented cause. A Fellow may also be a Professional Member if they maintain the continuing professional development standards identified by the Membership Committee.

6. (b) Qualification: Fellows must agree in writing to abide by The AIC Code of Ethics and Guidelines for Practice.

6. (b) i. Application: Once eligible, there are two equal pathways to becoming a Fellow: Eligible Professional Members may be nominated by an existing Fellow; or eligible Professional Members may request a Fellow to support their nomination. Applications to become a Fellow shall be made to the Membership Committee in a format approved by the Committee.

6. (b) ii. Application Process: If an applicant Fellow meets the qualifications, the Membership Committee shall notify all Fellows of its intent to elect a Fellow and shall allow thirty days for comment on their eligibility as outlined herein. Upon the expiration of such thirty days and after consideration of any such comments, the Membership Committee may declare the applicant elected to Fellowship and notify applicant Fellow regarding their designation.

6. (c) i. Voting: Fellows are entitled to vote as Professional Members as outlined in 5. (d) i.

6.(c).ii Participation: Fellows shall have the right to attend meetings, participate in discussions and serve on committees.

6. (c) iii. Use of logos/marks: Subject to certain terms and conditions of use established from time to time by the Board of Directors, Fellows in good standing may use the title “Fellow” in representing themselves to the public. Unless they are also a Professional Member, a Fellow is not entitled to use any AIC logos or marks in advertising or in representing themselves to the public as professional conservation practitioners. Fellows without Professional Member status will not be listed in the “Find A Professional” tool on the AIC website.

HONORARY MEMBER

7. (a) The Board of Directors may from time to time in its absolute discretion confer Honorary Membership upon individual MEMBERS or persons whose distinguished contributions to the field of Conservation warrant such designation. Honorary Members shall not be required to pay any fees, dues or assessments.

7. (b) Honorary Members shall retain the voting rights and entitlements they held prior to their designation as Honorary Members.

INSTITUTIONAL MEMBER

8. (a) Any corporate body, organization or association which shall have shown an interest in the purposes for which the AIC is established shall be approved upon receipt of the completed form and upon payment of the annual dues for one year.

8. (b) Applications for Institutional Membership shall be submitted, as directed, to the AIC office. Membership in this category may be granted upon receipt by the AIC office of both the completed application and annual dues.

8. (c) An Institutional Member shall have no right to vote.

8. (d) Institutional Members are not entitled to use the AIC logo or marks in advertising or in representing themselves to the public as professional conservation practitioners.

MEETINGS

9. (a) An annual Business Meeting of the members shall be held at a time and place (or electronic platform), as designated by the Board of Directors.

9. (b) Special meetings of the members shall be held upon the call of the Board of Directors, the President, Secretary, or a majority of the members, at the time and place (or electronic platform) stated in the notice.

9. (c) Notice. Written, printed or email or other electronic notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than 30 days before the date of the meeting to each member entitled to vote at the meeting, either in person or by mail (including electronic platform), by or at the direction of President, Secretary, or other officers or persons calling the meeting.

9. (c) . i. Where a MEMBER is not entitled to vote at a meeting, they shall receive at least 10 days' notice of the vote with the same materials as the eligible voters.

9. (d) Quorum. A quorum at any meeting shall be at least ten percent (10%) of the votes entitled to be cast at a meeting.

9. (e) Voting. The affirmative vote of a majority of the votes entitled to be cast by members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members. Voting may be conducted in person, by proxy, mail, electronic mail, or any other means of electronic transmission.

9. (f) Electronic Meetings. Meetings may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to members, pose questions and make comments.

MEMBERSHIPS, OTHER

10. Membership Denial. Any MEMBER whose application for Professional Member has been denied by the Membership Committee may appeal such denial by filing a petition for review with the President of the AIC within thirty (30) days after receipt of notice of such denial.

10. (a) The Board of Directors shall appoint a Membership Review Committee consisting of five (5) members all being Professional Members, with at least one of whom shall be a current Director, and two of whom shall have the same specialty as the Appellant.

10. (b) No member of the Membership Committee shall also be a member of the Membership Review Committee. The Membership Review Committee shall review and consider the evidence presented to the Membership Committee and shall uphold such decision unless it shall find such decision arbitrary, capricious or an abuse of discretion.

11. Dues.

11. (a) Dues of each class of membership shall be established by the Board of Directors, and may change from time to time. Such dues will be used only to carry on the purposes of the AIC. Funds accumulated from these dues or other revenues will be held in account and administered by the AIC Executive Director under the oversight of the Board of Directors.

11. (b) Following the failure by any member to pay dues by the deadline posted by the AIC office, the Member will be contacted by the AIC office. Any member so notified shall be considered as having willfully forfeited membership in the organization if payment is not received by the date set by the AIC office. Upon payment of current membership dues, any former member whose membership has been forfeited for nonpayment of dues shall be reinstated in the same class of membership as held prior to membership forfeiture. However, if five (5) years have elapsed from the date for such forfeiture, the Membership Committee will determine if former Professional Member status will be reinstated or if an application for Professional Member must be resubmitted. Member and Institutional Members submit applications to the AIC office as stated in 4. (c) and 8.(b).

12. Termination of membership.

12. (a) General rule. Membership in the AIC shall terminate upon the resignation of a member, upon termination for failure to pay dues, or upon expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the profession of the AIC.

12. (b) Resignation. Any member of AIC may resign by contacting the AIC office, specifying the date on which the resignation shall be effective. Any such resignation will not release the resigning member from any annual dues or other obligations owed to the AIC prior to the date of resignation.

12. (c) Forfeiture. Upon resignation or expulsion from the AIC, any and all rights and privileges of membership, and any interest in the property or other assets of the AIC, shall be forfeited.

12. (d) Liability for dues. Suspension or expulsion from membership shall not relieve the member from liability for any unpaid dues or other duly assessed fees or charges.

13. Code of Ethics.

13. (a) Policy for addressing unethical conduct. All individual members are required to adhere to The AIC Code of Ethics and Guidelines for Practice. All Professional Members and Fellows must agree in writing to abide by The AIC Code of Ethics and Guidelines for Practice. The Board of Directors shall determine and adopt a written policy for addressing violations, which

has been reviewed and commented on by the Ethics and Standards Committee (as described in Section V 2.(b)). The policy will be delivered annually at the AIC Business Meeting. The policy will address: the manner of reporting and investigating allegations of unethical conduct and the process for conducting investigations, determining decisions, describing possible sanctions and the appeal process. The requirements for maintaining confidentiality throughout, from initial reporting to decision determination, will be communicated to all involved parties.

13. (b) Timeframe for decisions regarding unethical conduct. After receipt and consideration of the evidence provided by the Ethics and Standards Committee, the Board of Directors will render a written decision containing its opinion and setting forth sanctions, if any, necessary to protect the integrity of the AIC. Such decision shall be made within ninety (90) days of receipt of all evidence.

13. (c) Process to appeal unethical conduct decisions. Such decision is subject to appeal to the Appeals Committee (as a select committee described in Section V. 3 (a)). Such appeal must be requested in writing within thirty (30) days of receipt of the written decision by the AIC Board. Only the member whose conduct is alleged to be unethical may appeal the decision of the Board of Directors. The Appeals Committee shall base its decision solely upon the evidence produced and presented to the AIC Board which shall furnish it to the Appeals Committee within fifteen (15) days of receipt of said request for appeal. The Appeals Committee will enter its decision affirming, reversing or modifying the Board of Director's decision and will return its decision within sixty (60) days to the Board of Directors for appropriate action.

13. (d) Confidentiality. All correspondence regarding such alleged unethical conduct shall be held in strictest confidence by each individual involved.

SECTION III: DIRECTORS AND OFFICERS

1. Directors. The Board of Directors shall consist of eight individual members: President, Vice President, Secretary, Treasurer, and four additional members all elected by the voting membership of the AIC. The property, affairs, and business of the AIC shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the AIC and to committees such powers as provided for in these Bylaws. The Executive Director is an additional non-voting, ex officio member of the Board of Directors.

1. (a) Qualification and Term. Each Director must be either a Professional Member or a Fellow. Directors, including Officers, shall hold office for a term of three (3) years. Elected and qualified successors shall take office immediately following the next annual Business Meeting. The President and Vice President are eligible to serve no more than one (1) consecutive terms of office. The Treasurer and the Secretary and the remaining Directors shall be eligible to serve no more than two (2) consecutive terms of office.

1. (b) Vacancy. Should a vacancy occur, the AIC Board of Directors shall appoint an interim Director who is either a Professional Member or a Fellow. This interim Director shall serve until the adjournment of the next annual Business Meeting and may be nominated to stand election to fulfill the remainder of the vacating Director's term. Interim service shall not count toward term limits of Directors or Officers.

1. (c) Removal. The vote of a majority of the number of the Directors established by these Bylaws shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected or appointed.

2. Meetings of the Board of Directors.

2. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the District of Columbia or on an electronic platform, for the holding of regular meetings of the Board of Directors.

2. (b) Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the District of Columbia or on an electronic platform, as the place for holding any special meeting.

2. (c) Notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

2. (d) Quorum. The majority of the number of Directors established by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

2. (e) Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

2. (f) Action without a Meeting. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors in pen and ink or as a digital signature. Such consent shall have the same force and effect as a unanimous vote.

3. Officers. The officers of the AIC shall be a President, Vice President, Secretary, and Treasurer, elected by the voting membership of the AIC. The Board of Directors may establish other offices, including an Executive Director, one or more Assistant Secretaries, as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

3. (a) Qualifications and Term. The President and Vice President must be a Professional Member or a Fellow, each of whom will be elected for one three (3) year term, and will not be eligible to succeed themselves. Beginning in 2024, the Treasurer will be elected for a term of three (3) years and shall be eligible to serve no more than one additional consecutive three (3) year term of office. Beginning in 2025, the President and Vice President shall hold office for a term of three (3) years, and are not eligible to serve more than one consecutive term in their respective office. Beginning in 2026, the Secretary will be elected for a term of three (3) years and shall be eligible to serve no more than one additional consecutive three (3) year term of office. Elected and qualified successors shall take office immediately following the Annual Meeting. All officers of the AIC shall have duties as customarily pertain to their respective offices, and in addition such other duties as may be delegated to them from time to time by the President.

3. (b) Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

3. (c) Removal. The vote of a majority of the number of Directors established by these Bylaws shall be required to remove an officer from office prior to the expiration of the term for which that officer has been elected or appointed.

4. Paid Officers. The Board of Directors has the authority to appoint one or more paid officers, including an Executive Director. When an Executive Director is appointed, this person shall be responsible for carrying out the policies as set by the Board of Directors, for conducting the daily affairs of the AIC, and for employment of all other paid AIC personnel. The Executive Director, by virtue of the position, shall be an Assistant Secretary of the AIC. The Executive Director is an ex officio, non-voting member of the Board of Directors.

5. Director and Officer Elections.

5. (a) The Nominating Committee will name one or more candidates for each elective office and confirm each candidate's willingness and eligibility to serve if elected.

5. (b) The Nominating Committee shall invite in due time other nominations in writing from the membership-at-large.

5. (c) No further nominations will be accepted after a date ninety (90) days before the stated date of the Annual Meeting of the membership. The names of the nominees for office will be announced to the membership by the Nominating Committee. At least sixty (60) days in advance of the annual Business Meeting, an election platform will be made available to the members eligible to vote on the election of Directors and Officers. Votes must be submitted to the AIC office not less than thirty (30) days prior to the date of the Annual Meeting.

SECTION IV: PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall provide the rules of procedures for the AIC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the AIC may adopt.

SECTION V: COMMITTEES AND DIVISIONS

1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board that consist of one or more directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more advisory committee, specialty groups, or other divisions as it may determine to be desirable and may make such regulations for the management of same and may discontinue same as it may from time to time determine. The designation and appointment of any such committee or specialty group shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or that individual by law.

2. There shall be three (3) Standing Committees of the AIC no member of which may also be on the Board of Directors. These shall be:

2. (a) Membership Committee. A Membership Committee appointed by the Board of Directors consisting of a total of five (5) members who are Professional Members or Fellows, with no more than two (2) members who only hold the designation of Fellow for the following purposes: 1) reviewing Professional Member and Fellow designation membership applications; and 2) Establishing the Continuing Professional Development plan that is approved by the AIC Board of Directors. The Board of Directors establishes the term of office.

2. (b) Ethics and Standards Committee. An Ethics and Standards Committee appointed by the Board of Directors consisting of a total of five (5) members who are Professional Members or Fellows, with no more than two (2) members who only hold the designation of Fellow to

investigate allegations of unethical conduct as requested by the AIC President and following the Board of Directors-approved policy. The Board of Directors establishes the term of office.

2. (c) Nominating Committee. A Nominating Committee elected by the voting membership of the AIC consisting of three (3) members, two (2) of whom must be a Professional Member, the remaining member may be a Member or Fellow, for the purpose of presenting a slate of candidates for the annual election of Directors and Officers. The Nominating Committee receives a charge to execute its duty to appraise and vet the nominees for Officers and Directors of the Board of Directors and nominees for Nominating Committee.

2. (c) i. Terms of office for the Nominating Committee. The term of office for the Nominating Committee shall be three (3) years. Nominations for the Nominating Committee may be made to the Chair of the Nominating Committee up to three months before the stated date of the annual Business Meeting. The names of the nominees are announced to the membership at least two (2) months prior to the annual Business Meeting, and the election platform is made available for a vote by the Professional Members, Members, and Fellows. Votes must be submitted to the AIC office not less than 30 days prior to the date of the annual Business Meeting.

2. (c) ii. Vacancies. Should a vacancy occur, the Board of Directors shall appoint an interim member. This interim member shall serve until elections are held at the next annual Business Meeting and may be nominated to stand election to fulfill the remainder of the vacating member's term. This election will take place concurrent with the annual election of one new member to the Nominating Committee. The Chair shall be the longest serving member of the Committee.

3. Select Committees. There shall be at least four (4) Select Committees of the AIC. These shall be:

3. (a) An Appeals Committee for the sole purpose of hearing appeals regarding actions taken by the Board of Directors pursuant to the Code of Ethics and Guidelines for Practice. An Appeals Committee is appointed by the Board of Directors, with recommendations from the Ethics and Standards Committee, following a formal appeal and is to include Professional Members who have the same specialty as the member whose conduct is alleged to be unethical. The terms of the members shall expire upon completion of the appeals process for which they were appointed. Members of the Appeals Committee may be removed for cause only.

3. (b) An Audit Committee that serves to review AIC and its Foundation finances, consisting of one (1) AIC Officer that is not the Treasurer, and at least two (2) members, one of whom must be a Professional Member. The Executive Director is non-voting. The terms of the members shall expire upon completion of the audit process for which they were appointed.

3. (c) A Bylaws Committee consisting of five Professional Members. The terms of the members shall expire upon completion of the Bylaws review for which they were appointed.

3. (d) A Membership Review Committee as described in section II 9 (a) for the review of Professional Member applications that are denied and appealed. The terms of the members shall expire upon completion of the review for which they were appointed.

SECTION VI: AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or part, by a vote (including electronic vote) of not less than two-thirds (2/3) of the Professional Members and Fellows casting a vote at which a quorum is present (members who vote by electronic votes are deemed present). Notice of any proposed Bylaw change or changes must be furnished in writing (which

may include an electronic transmission) to the members entitled to vote not less than thirty (30) days prior to the vote.

SECTION VII: FISCAL YEAR

The fiscal year of the organization shall commence on January 1.

As amended _____