

## **AIC Bylaws Committee Explanation of Recommendations for Proposed Changes to the Bylaws in 2023**

In February 2022, the Bylaws Committee was called into service to review the Bylaws and recommend changes to conform with membership designation revisions approved by the membership in December 2021.

### *What are Bylaws?*

Bylaws are commonly defined as a set of rules established and adopted by an organization for the governance of its members and the regulation of its affairs (Robert's Rules of Order). The AIC Bylaws are among AIC's organizational documents, which also include the Articles of Incorporation, the Code of Ethics, and the Guidelines for Practice. Bylaws define the methods that govern an organization and must follow applicable laws in the jurisdiction and nationally where an organization is incorporated. Bylaws provide an overview of who is responsible for an organization and how it should be governed, but do not provide detailed instructions on processes that fall into the operational domain of an organization.

The Bylaws Committee is appointed and serves on behalf of the AIC board to update, change, or provide commentary on the Bylaws. The Bylaws Committee reviews and submits its recommendations for amendments to the board. Upon review by the board and legal counsel, amendments are voted on by Professional Associates and Fellows.

### *What is the reason for the 2023 Bylaws change?*

In December 2021 the AIC membership voted to change membership designations to create the Professional Member category (formerly called Professional Associate) and to assign professional development requirements for individuals who wish to become and maintain status as Professional Members; these requirements will begin in 2027. The membership also voted to make the category of Fellow an honorific category that is in addition to a member's categorization as a regular member or a Professional Member.

The AIC Board of Directors officially charged the Bylaws Committee to update the Bylaws to show the change in the categories of membership. The Committee was also asked to review the Bylaws to recommend changes for more inclusive language and governance practices (including voting eligibility and professional membership requirements for office) to allow for greater diversity in AIC's leadership positions, which include the AIC Board of Directors and members of standing committees (Appeals, Ethics and Standards, Membership, and Nominating).

As the Committee reviewed the Bylaws, which were last updated in 2015, it found opportunities to improve the structure of the Bylaws. The Committee received approval from the AIC Board of Directors to recommend changes to improve clarity and consistency of format in the 2023 proposed Bylaws.

### *Who sits on the Bylaws Committee?*

The Bylaws Committee is comprised of no more than five members who must be Professional Associates or Fellows. Members are selected by the board of directors. The board also selects one member to serve as committee chair. In the future, as proposed in the upcoming Bylaws revision, the Bylaws Committee will become a select committee that will be comprised of Professional Members and will serve until the Committee completes the charge assigned to it by the board.

The current Committee includes:

Sarah Stauderman, AIC Fellow, Chair, Bylaws Committee (2014-present)

Meg Craft, AIC Fellow, Bylaws Committee Member (2015-present)

Leslie Gat, AIC Fellow, Bylaws Committee Member (2022-present)

Stephanie Hornbeck, AIC Professional Associate, Bylaws Committee Member (2015-present)

Noah Smutz, AIC Professional Associate, Bylaws Committee Member (2022-present)

Tiffani Emig, Deputy Director, AIC and FAIC (ex officio)

Samantha Springer, AIC Director, Committees, Networks and Task Forces (ex officio)

### *Process for updating the AIC Bylaws*

The Bylaws include the following sections:

Section I: Purposes

Section II: Memberships

Section III: Directors and Officers

Section IV: Parliamentary Authority

Section V: Committees and Divisions

Section VI: Amendments

Section VII: Fiscal Year

Each section, with its respective subsections, was organized in a table so that the Bylaws Committee could review the Bylaws section by section and line by line. This is shown in the attached spreadsheet.

Beginning in February 2022, the Committee Chair assigned document sections for review and convened the Committee to discuss proposed changes. The Committee completed a line-by-line review in December 2022. Changes were proposed when the majority of members agreed after discussion. All 121 elements and section headings were reviewed and about half were edited, with the proposed revisions ranging from modest updates to major changes. The revised Bylaws were reviewed by the AIC board of directors and the AIC attorney. With further input, additional edits were made so that there are now suggested changes numbering about 80 elements.

Some notable changes exist in the proposed Bylaws:

- The Bylaws strive for inclusive language throughout the document.
- Section II: Memberships
  - Links the categories of membership labels found in the AIC Articles of Incorporation (1967) to the 2021 Membership Designation Vote
  - Adds a new requirement for individual members to uphold the AIC Code of Ethics and Guidelines for Practice
  - Assigns the responsibility for professional development activities related to Professional Member category to the appointed membership committee
  - Outlines the roles and responsibilities of Professional Members
  - Outlines the roles and responsibilities of Fellow, including that Fellows retain the voting right of the category of Professional Member as long as they remain members in good standing in any membership category
  - Provides a governance overview for administering ethical misconduct that includes annual issuance of an ethics violation process document at the AIC business meeting
- Section III: Directors and Officers
  - States the role of the Executive Director as a non-voting, ex officio member of the AIC Board of Directors
  - Places no limits on the composition of the board of directors in terms of the Professional Members who may hold Director or Officer positions
  - Updates the membership category that may hold President or Vice-President office to Professional Member
  - Outlines a revised term of all Officers for three years, with the President and Vice President serving only one term, with all other members of the Board of Directors eligible to serve two consecutive terms (see the description below)
- Section V: Committees and Divisions
  - Creates standing committees (Membership, Ethics and Standards, and Nominating), which are committees that operate perpetually
  - Creates select committees (Appeals, Audit, Bylaws, Membership Review), which are committees that are appointed and that expire upon the completion of the duty assigned to them

#### *Relating to the terms of the Officers and Directors*

Based on the December 2022 conversation with the AIC Board, the Bylaws Committee proposed that the President and Vice President have one term of three years each. The AIC Board explained to the Bylaws Committee that the current two-year terms were too short but the expectation of multiple terms for the Vice President and President leads to volunteer fatigue. A Vice President might serve for a total of 8 years on the AIC Board under the current scheme. The terms of the Treasurer and Secretary (currently at 2-year terms) were extended to three term years that are staggered. Without this proposed change (but changing the President and Vice President to three-year terms), AIC would have years in which up to four new officers would be elected at the same time. The proposal shows that the President elected in 2025 would have a 3-year term, as would the Vice President elected in 2025. The Bylaws committee suggests that the nominating committee look to fill in the 2025-2028 presidential term with

someone who has already been Vice-President or President. In 2028 the Vice President would become President. The colors in the chart below reflect the succession of Vice President to President.

Role	Year Elected	Year 3-year rule introduced	Follow on election years	Election year	Election year	Election year
Pres	2023 -- 2-year term ending 2025	2025	2028	2031	2034	2037
VP	2023 -- 2-year term ending 2025 and potentially becoming President	2025	2028	2031	2034	2037
Treas	2022	2024	reelect 2027	2030	reelect 2033	2033
Sec	2024	2026	reelect 2029	2032	reelect 2035	2038

These updates modernize the AIC Bylaws and help our organization become more inclusive. The proposed changes streamline some operational activities and help clarify the roles and responsibilities of members and committees. The updated Bylaws work hand-in-hand with the transition to new membership designations. The updated Bylaws also provide transparency around unethical conduct by ensuring an ethics violations process document is disclosed to members on an annual basis. The Bylaws Committee believes that this updated Bylaws governance document will support pathways for professional participation that benefit cultural heritage and uphold the Code of Ethics and Guidelines for Practice.