

<u>Current AIC Bylaws (revised 2015)</u>	<u>Proposed AIC Bylaws August 2023</u>	<u>Comments/AIC Changes</u>	<u>For Internal Use: Origin of the Charge</u>
Section I: PURPOSES	Section I: PURPOSES	NO CHANGE	
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 of conservation professionals that advances the practice and promotes the importance of the preservation of cultural property.	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.	Proposed revision articulates modern understandings of the conservation profession in its many forms of execution, and replaces outdated language from "cultural property" to "cultural heritage."	AIC Board January 2022: inclusivity
2. The specific purposes of the AIC are to:	2. The specific purposes of the AIC are to:	NO CHANGE	
2. (a) Advance knowledge by encouraging education, study, and research of all subjects related to the preservation of cultural property; 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	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.	Proposed revision replaces outdated language from "cultural property" to "cultural heritage."	AIC Board January 2022: inclusivity
2. (b) Establish, maintain, and promote the <i>Code of Ethics and Guidelines for Practice</i> for all conservation professionals and oppose any influences which would tend to lower such standards.	2. (b) Establish, maintain, and promote the <i>The AIC Code of Ethics and Guidelines for Practice</i> and oppose any influences which would tend to lower such standards.	Proposed revision removes "for all conservation professionals." As written, this revision includes all conservation and heritage professionals that choose to adhere to the <i>Code of Ethics and Guidelines for Practice</i>	AIC Board January 2022: inclusivity
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 property.	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.	Proposed revision replaces outdated language from "cultural property" to "cultural heritage."	AIC Board January 2022: inclusivity
2. (d) Promote the awareness of conservation among related professionals and the general public.	2. (d) Promote the awareness of conservation among related professionals and the general public.	NO CHANGE	
2. (e) Foster effective communication and collaboration with all other professionals involved in the guardianship and preservation of cultural property.	2. (e) Foster effective communication and collaboration with all other professionals involved in the guardianship and preservation of cultural heritage.	Proposed revision replaces outdated language from "cultural property" to "cultural heritage."	AIC Board January 2022: inclusivity
2. (f) Serve as an advocate for conservation to federal, state, and local government agencies and other organizations.	2. (f) Serve as an advocate for conservation to federal, state, and local government agencies and other organizations.	NO CHANGE	
2. (g) Solicit funds and receive donations and legacies.	2. (g) Solicit funds and receive donations and legacies.	NO CHANGE	
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).	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).	NO CHANGE	
3. Notwithstanding the aforementioned objectives, general and specific, the Corporation 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 Corporation 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).	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).	Changed from "Corporation" to "AIC" on advice of legal counsel	July 2023 legal review
Section II: MEMBERSHIPS	Section II: MEMBERSHIPS	Heading does not change. In this section on Memberships, the proposed revision is to reorder the Memberships Section logically: 1. General description; 2. Membership Committee establishment; 3. AIC Member; 4. AIC Professional Member; 5. AIC Fellow; 6. Honorary Member; 7. Institutional Member; 8. Meetings; 9. Memberships, Other	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity
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, age, color, religion, disability status, sexual orientation, marital status, ethnic or national origin.	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.	Proposed revision expands the inclusivity statement of the AIC.	AIC Board January 2022: Inclusivity

	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 - "Fellows," an honorific designation granted to certain individuals who, at the time of their nomination, are Professional Members	NEW. Proposed revision shows the historic membership classes (circa 1967) and the new membership classes voted and adopted in December 2021. This allows AIC to retain its original articles of incorporation in the District of Columbia.	July 2023 legal review and discussion with Bylaws Committee
	1. (b). MEMBERS with all capital letters refers to the class of membership that is MEMBERS (formerly Associates). The word members in lower case refers to all individuals and institutions of any membership class.	NEW. Disambiguation between the class known as MEMBERS (formerly Associates) and members that refer to the body of all members of any membership class. This use of MEMBERS is for these written Bylaws to maintain disambiguation.	July 2023 legal review and discussion with Bylaws Committee
	2. All classes of membership except for Honorary Member and Institutional Member are required to adhere to <i>The AIC Code of Ethics and Guidelines for Practice</i> .	NEW. Addition to the general membership definition that re-emphasizes the key importance of adhering to the Code of Ethics as a matter of membership in the AIC, providing a baseline for dialogue, collaboration, and communication. Because Institutional and Honorary Members have additional constraints related to the AIC, they are not included in this charge. COMMENT: The method of voting/endorsing changes to the AIC Code of Ethics and Guidelines for Practice are outlined within the Code/Guidelines not within the Bylaws; the current Code/Guidelines (2023) are being reviewed by a Code/Guideline committee and will provide methods for the adoption and change of the Code/Guidelines.	AIC Board August 2022: Inclusivity AIC Board discussion December 2022.
2. The Board of Directors shall appoint a Membership Committee consisting of Fellows and Professional Associates as further described in Section V2(a). The classes of membership and the election or appointment and the qualifications of each class shall be as set forth below.	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.	Proposed revision outlines the responsibility of the Membership Committee that reflects the membership designations as further described this section.	Bylaws Committee: Clarity July 2023 legal review
ASSOCIATE MEMBERS	MEMBER	Changed name of Associate Member to MEMBER	Membership Designation Vote December 2021
6. (a) Any person who shall have shown an interest in the purposes for which the AIC is organized shall be eligible for election as an Associate.	4. (a) Definition: A MEMBER is any person who shall have shown an interest in the purposes for which the AIC is organized.	Proposed revision updates the name of the Associate Member to AIC Member, per the membership designation vote December 2021. Proposed revision for all categories of membership throughout this document reorganizes the respective membership categories as follows: a. Definition; b. Qualification; c. Application Process; d. Benefits by category (voting, participation, use of logo, etc.)	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity
	4. (b) Qualifications: Conservators, allied professionals, students, or the interested general public shall be eligible to apply to become an a MEMBER.	NEW. This helps define who an AIC member is, and falls in parallel structure with the other membership categories.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
6. (b) Every application for membership as an Associate shall be submitted, as directed, to the AIC office. AIC Associate membership shall be approved upon receipt of the completed form and upon payment of the annual dues for one year.	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.	Changed to outline the application process.	Bylaws Committee: Clarity
6. (c) An Associate shall have the right to vote for Officers, Directors, and members of the Nominating Committee.	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.	Changed to outline that members may vote on issues that the Board of Directors identify as relevant for the membership.	Bylaws Committee: Clarity
6. (d) An Associate shall have the right to attend meetings, participate in discussions and serve on committees.	4. (d) ii. Participation: MEMBERS shall have the right to attend meetings, participate in discussions and serve on committees.	Changed to outline participation.	Bylaws Committee: Clarity

6. (e) Associates are not entitled to use the AIC logo or marks in advertising or in representing themselves to the public as professional conservation practitioners.	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.	Changed to outline the use of logos or marks.	Bylaws Committee: Clarity
PROFESSIONAL ASSOCIATES	PROFESSIONAL MEMBER (PM)	Changed name from Professional Associates to Professional Member. Proposed revision is that Section II.5 is the section for Professional Member.	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity
5. (a) Any member 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 Associate. 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. (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.	Proposed revision organizes the membership category as follows: a. Definition; b. Qualification; c. Application Process; d. Benefits by category. The definition reflects the language of the membership designation proposal that was approved by the AIC membership in December 2021.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
5. (b) Applications to become a Professional Associate of AIC 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 proposed Professional Associate, and of the candidate's fitness to further the purposes of the AIC. Letters of endorsement from Fellows or Professional Associates, as required by the Membership Committee, shall be submitted in support of each application.	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.	This proposed revision reflects the language in the membership designation proposal that was approved by the AIC membership in December 2021.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
5. (c) If an applicant Professional Associate meets the membership criteria, the Membership Committee shall declare the applicant to be elected and notify the applicant regarding membership status.	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.	Ditto	Membership Designation Vote December 2021 Bylaws Committee: Clarity
5. (d) Professional Associates must agree to in writing to abide by the <i>AIC Code of Ethics and Guidelines for Practice</i> .		Moved to 5. (c)	
(e) Professional Associates shall have the same voting rights as Fellows.	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	Updated and changed to list the voting privileges of Professional Member. Professional Members may vote on Amendments to the Bylaws. COMMENT: 1) the <i>Code of Ethics and Guidelines for Practice</i> are amended and ratified by a process embedded in the current standing <i>Code/Guidelines</i> which is a separate document from the Bylaws. As such, voting on the <i>Code/Guidelines</i> are not addressed here; and, 2) the <i>Code of Ethics and Guidelines for Practice</i> are (2023) being revised in order to update the <i>Code/Guidelines</i> and the method and eligibility of members towards amendment and ratification are being addressed by	Bylaws Committee: Clarity AIC Board Review December 2022: Ensuring voting access to important governance documents
(1) Election of Officers, Directors, and members of the Nominating Committee;		Moved to 5. (d)	
(2) Amendments to the Bylaws (in accordance with section VI of the Bylaws);		Moved to 5. (d)	
(3) And other issues on which a vote is requested by the Board of Directors.		Moved to 5. (d)	
	5. (d) ii. Participation: Professional Members shall have the right to attend meetings, participate in discussions and serve on	NEW. Added to be more explicit about the benefits of Professional Member.	

(f) Subject to certain terms and conditions of use, Professional Associates in good standing may use the title "AIC Professional Associate" and any AIC marks associated therewith in advertising or in representing themselves to the public as professional conservation practitioners.	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.	Changed to be more explicit about the benefits of Professional Member.	Bylaws Committee: Clarity
FELLOWS	FELLOW	Changed the section from II 4 to II 6	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity
4. (a) Any Professional Associate 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 Fellow. The Membership Committee, with approval of the Board of Directors, may revise the criteria for training, knowledge, and professional experience as it deems appropriate.	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.	Changed to reflect the change in the status of Fellow from a class of membership to being a honorary designation per the membership designation proposal approved by the AIC membership in December 2021.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
4. (b) Fellows must demonstrate adherence to the <i>AIC Code of Ethics and Guidelines for Practice</i> .	6. (b) Qualification: Fellows must agree in writing to abide by <i>The AIC Code of Ethics and Guidelines for Practice</i> .	This section outlines the essential qualification for Fellow designation, which is a written adherence to the Code of Ethics & Guidelines for Practice.	Bylaws Committee: Clarity
4. (c) Applications to become a Fellow of AIC shall be made to the Membership Committee in a format approved by the 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 proposed Fellow, and of the candidate's fitness to further the purposes of the AIC. Letters of endorsement from Fellows, as required by the Membership Committee, shall be submitted in support of each application.	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.	This section outlines the application process for Fellow, which was outlined by the Membership Designation Working Group and approved by the membership of AIC in December 2021.	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity
4. (d) 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 thereon by any Fellow. 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 Fellows regarding their membership status.	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.	This section outlines the application process for Fellow., which was outlined by the Membership Designation Working Group and approved by the membership of AIC in December 2021.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
4. (e) Fellows are entitled to vote on the following:	6. (c) i. Voting: Fellows are entitled to vote as Professional Members as outlined in 5. (d) i.	Changed to reflect that a Fellow Member will vote as a Professional Member (section 5.(d)i.). This is because the pathway to Fellow eligibility requires that a Fellow was once a Professional Member. This is true if a Fellow has not maintained their PM status, but has reverted to MEMBER status.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
(1) Election of Officers, Directors, and members of the Nominating Committee;		Moved to 5. (d) i.	
(2) Amendments to the Bylaws (in accordance with section VI of the Bylaws);		Moved to 5. (d) i.	
(3) And other issues on which a vote is requested by the Board of Directors.		Moved to 5. (d) i.	
	6.(c).ii Participation: Fellows shall have the right to attend meetings, participate in discussions and serve on committees.	NEW. Added to be more explicit about the benefits of Fellow.	

4. (f) Subject to certain terms and conditions of use, Fellows in good standing may use the title "AIC Fellow" and any AIC marks associated therewith in advertising or in representing themselves to the public as professional conservation practitioners.	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.	Changed to reflect that a Fellow designee may identify themselves as a Fellow, but that they must retain Professional Membership status to utilize PM marks and "Find A Professional" service.	Membership Designation Vote December 2021 Bylaws Committee: Clarity Legal review July 2023
HONORARY	HONORARY MEMBER	Changed name from Honorary to Honorary Member	Bylaws Committee: Clarity
3. (a) The Board of Directors may from time to time in its absolute discretion confer Honorary Membership upon 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. (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.	Changed from section 3 to section 7	
3. (b) Honorary Members shall retain the voting rights and entitlements they held prior to their designation as Honorary Members.	7. (b) Honorary Members shall retain the voting rights and entitlements they held prior to their designation as Honorary Members.	Changed from section 3 to section 7	
INSTITUTIONAL MEMBERS	INSTITUTIONAL MEMBER	Changed from Institutional Members to Institutional Member. This section is re-ordered to section II 8.	Bylaws Committee: Clarity
7. (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. (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.	NO CHANGE	
7. (b) Applications for Institutional Membership shall be submitted, as directed, to the AIC office. Membership in this category is granted upon receipt by the AIC office of both the completed application and annual dues.	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.	NO CHANGE	
7. (c) An Institutional Member shall have no right to vote.	8. (c) An Institutional Member shall have no right to vote.	NO CHANGE	
7. (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.	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.	NO CHANGE	
MEETINGS	MEETINGS	This section is changed to section 9.	Bylaws Committee: Clarity
8. (a) An annual Business Meeting of the members shall be held at a time and place, as designated by the Board of Directors.	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.	Added "or electronic platform"	
8. (b) Special meetings of the members shall be held upon the call of the Board, the President, Secretary, or a majority of the members, at the time and place (or electronic platform) stated in the notice.	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.	Added "or electronic platform" Clarified "Board" as "Board of Directors"	Legal review July 2023
8. (c) <i>Notice</i> . Written or printed 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), by or at the direction of President, Secretary, or other officers or persons calling the meeting.	9. (c) <i>Notice</i> . 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.	Added "including electronic platform"	
	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.	NEW. Revised DC Code Section 29-405.04 (d).	
8. (d) <i>Quorum</i> . A quorum at any meeting shall be at least ten percent (10%) of the votes entitled to be cast at a meeting.	9. (d) <i>Quorum</i> . A quorum at any meeting shall be at least ten percent (10%) of the votes entitled to be cast at a meeting.	NO CHANGE	

8. (e) <i>Voting</i> . 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. (e) <i>Voting</i> . 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.	NO CHANGE	
	9. (f) <i>Electronic Meetings</i> . 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.	NEW. This is a useful measure authorized by DC Code Sections 29-405.01 (e) and 29.405.02 (f) that will permit voting and meetings virtually.	
MEMBERSHIPS, OTHER	MEMBERSHIPS, OTHER	Changed to section 10.	Bylaws Committee: Clarity
9. <u>Membership Denial</u> . Any member whose application for Professional Associate or Fellow membership 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. <u>Membership Denial</u> . 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.	Updated to reflect change from Professional Associate to MEMBER.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
9. (a) The Board of Directors shall appoint a Membership Review Committee consisting of five (5) members at least two (2) of whom shall be Fellows, at least three (3) of whom shall be current Board Members, and two of whom shall have the same specialty as the Appellant.	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.	Updated to reflect change from Professional Associate to Professional Member . Updated to reflect a change in the "membership review committee" to be all Professional Members. The Membership Review Committee becomes a "select committee" as outlined under section V. Committees and Divisions.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
9. (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.	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.	NO CHANGE	
10. <u>Dues</u> .	11. <u>Dues</u> .	Changed to section 11.	Bylaws Committee: Clarity
10. (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. (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.	NO CHANGE	
10. (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 Associate or Fellow status will be reinstated or if an application for Professional Associate or Fellow must be resubmitted. Associate and Institutional Members submit applications to the AIC office as stated in 6.(b) and 7.(b).	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).	Changed to reflect changes in membership designation.	Membership Designation Vote December 2021 Bylaws Committee: Clarity
11. <u>Termination of membership</u> .	12. <u>Termination of membership</u> .	Changed to section 12.	Bylaws Committee: Clarity

11. (a) <i>General rule</i> . 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. (a) <i>General rule</i> . 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.	NO CHANGE	
11. (b) <i>Resignation</i> . 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. (b) <i>Resignation</i> . 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.	NO CHANGE	
11. (c) <i>Forfeiture</i> . 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. (c) <i>Forfeiture</i> . 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.	NO CHANGE	
11. (d) <i>Liability for dues</i> . Suspension or expulsion from membership shall not relieve the member from liability for any unpaid dues or other duly assessed fees or charges.	12. (d) <i>Liability for dues</i> . Suspension or expulsion from membership shall not relieve the member from liability for any unpaid dues or other duly assessed fees or charges.	NO CHANGE	
12. <i>Code of Ethics</i> . Allegations of unethical conduct should be reported in writing to the President of the AIC. Upon receipt of such written allegations the President of the AIC shall within thirty (30) days of receipt of said complaint notify the alleged offender(s) in writing of the charges and shall forward the complaint to the Chair of the Ethics and Standards Committee (as described in Section VI.2.b.) with a request that it determine whether or not the complaint merits investigation. If the Ethics and Standards Committee determines that the matter requires investigation it shall give written notice of its intent to investigate stating with specificity the issues under investigation and setting forth a timetable for the production of evidence. Both the accused and the complainant shall receive the notice and shall be entitled to give written and, at the committee's discretion, oral testimony, and to provide other evidence for the Ethics and Standards Committee which shall in turn present such evidence to the	13. Code of Ethics. 13. (a) <i>Policy for addressing unethical conduct</i> . All individual members are required to adhere to <i>The AIC Code of Ethics and Guidelines for Practice</i> . All Professional Members and Fellows must agree in writing to abide by <i>The AIC Code of Ethics and Guidelines for Practice</i> . 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.	Added heading. Changed to reflect similar structure for other areas of the Bylaws. Updated to reflect the preferred process for administering ethical misconduct complaints within the Institute. Changed section to 13. Made the recommendation that the annual update is delivered at the annual AIC Business meeting.	AIC Board and Executive Director charge of January 2016
After receipt and consideration of the evidence provided by the Ethics and Standards Committee, the AIC 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 sixty (60) days of receipt of all evidence.	13. (b) <i>Timeframe for decisions regarding unethical conduct</i> . 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.	Extend days of decision-making	Bylaws Committee: Process
Such decision is subject to appeal to the Appeals Committee (as a standing committee described in Section VI, 2. c.). 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 AIC Board. 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's decision and will return its decision within sixty (60) days to the Board for appropriate action.	13. (c) <i>Process to appeal unethical conduct decisions</i> . 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.	Change to heading; otherwise no change.	
All correspondence regarding such alleged unethical conduct shall be held in strictest confidence by each individual involved.	13. (d) <i>Confidentiality</i> . All correspondence regarding such alleged unethical conduct shall be held in strictest confidence by each individual involved.	Change to heading; otherwise no change.	

SECTION III: DIRECTORS AND OFFICERS	SECTION III: DIRECTORS AND OFFICERS	NO CHANGE	
1. <u>Directors</u> . The Board of Directors shall consist of eight people: President, Vice President, Secretary, Treasurer, and four Directors all elected by the Fellows, Professional Associates, and Associates 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.	1. <u>Directors</u> . 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.	Changed to reflect that the Board of Directors has eight voting members; that the Executive Director is non-voting, ex-officio member of the Board of Directors.	Bylaws Committee: Clarity
1. (a) <u>Qualification and Term</u> . Each Board member may be either a Professional Associate or a Fellow. At least one Director shall be a Professional Associate. Directors shall hold office for a term of three (3) years. Elected and qualified successors shall take office immediately following the next annual Business Meeting. Directors shall be eligible to serve no more than two (2) consecutive terms of office.	1. (a) <u>Qualification and Term</u> . 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.	Updated to reflect change from Professional Associate to Professional Member. Change "Each Board member" to "Each Director" to prevent confusion. Updated to reflect the new terms outlined in section II. 3 (a)	Membership Designation Vote December 2021 Bylaws Committee: Clarity
1. (b) <u>Vacancy</u> . Should a vacancy occur, the AIC Board of Directors shall appoint an interim Board member. This interim member 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 Board member's term. Interim service shall not count toward term limits of Board members. Should a Board member who is the only Professional Associate on the Board become a Fellow while in office, said Board member will complete the remainder of the elected term. However, another Professional Associate shall be elected at the earliest possible election.	1. (b) <u>Vacancy</u> . 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.	Changed to reflect that there is no limit on the number of Professional Members on the AIC Board of Directors	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity
1. (c) <u>Removal</u> . 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.	1. (c) <u>Removal</u> . 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.	NO CHANGE	
2. <u>Meetings of the Board of Directors</u> .	2. <u>Meetings of the Board of Directors</u> .	NO CHANGE	
2. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the District of Columbia, for the holding of regular meetings of the Board.	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.	Added wording on "on an electronic platform"	
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, as the place for holding any special meeting.	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.	Added wording on "on an electronic platform"	
2. (c) <u>Notice</u> . 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. (c) <u>Notice</u> . 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.	NO CHANGE	
2. (d) <u>Quorum</u> . 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.	2. (d) <u>Quorum</u> . 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.	Changed from "Board" to "Board of Directors."	

<p>2. (e) <i>Manner of Acting</i>. 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 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.</p>	<p>2. (e) <i>Manner of Acting</i>. 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.</p>	<p>Changed from "Board" to "Board of Directors."</p>	
<p>2. (f) <i>Action without a Meeting</i>. 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. Such consent shall have the same force and effect as a unanimous vote.</p>	<p>2. (f) <i>Action without a Meeting</i>. 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.</p>	<p>Changed to show that digital signatures are permitted on written documents.</p>	<p>Bylaws Committee: Process</p>
<p>3. <u>Officers</u>. The officers of the AIC shall be a President, Vice President, Secretary, and Treasurer, elected by the Fellows, and Professional Associates, and Associates of 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.</p>	<p>3. <u>Officers</u>. 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.</p>		
<p>3. (a) <i>Qualifications and Term</i>. The President and Vice President must be Fellows. Each officer shall hold office for a term of two (2) years, staggered so that the President and Vice President are elected in one year and the Secretary and Treasurer in the next year. Elected and qualified successors shall take office immediately following the Annual Meeting. All officers of the AIC shall have such 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. The President and Vice President shall be eligible to serve no more than two (2) consecutive terms of office. The Secretary and Treasurer shall be eligible to serve no more than three (3) consecutive terms of office.</p>	<p>3. (a) <i>Qualifications and Term</i>. 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.</p>	<p>Updated to open the President and Vice President positions to Professional Members or Fellows. Updated the terms of office so that the terms are three (3) years for all Officers, and that the President and Vice President offices are for one term only and that the Treasurer and Secretary may elect to run for a second term only. This is to streamline the volunteer commitment for Officers so that Officer's service will typically end after six years (presuming that the Vice President agrees to serve as the President and is duly elected by the AIC Membership through the nomination process).</p>	<p>AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity and Process AIC Board Discussion 2022 with Bylaws Committee See spreadsheet that outlines the approach to the staggered voting of the Officers (Stauderman March 2023)</p>
<p>3. (b) <i>Vacancy</i>. 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.</p>	<p>3. (b) <i>Vacancy</i>. 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.</p>	<p>NO CHANGE</p>	
<p>3. (c) <i>Removal</i>. 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.</p>	<p>3. (c) <i>Removal</i>. 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.</p>	<p>NO CHANGE</p>	
<p>4. <u>Paid Officers</u>. The Board of Directors may appoint one or more paid officers, including an Executive Director. If 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.</p>	<p>4. <u>Paid Officers</u>. 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.</p>	<p>Updated to clarify the role of Assistant Secretary of the AIC and to state the ex-officio, non-voting role that the Executive Director has on the Board of Directors.</p>	<p>Bylaws Committee: Clarity and Process</p>
<p>5. <u>Director and Officer Elections</u>.</p>	<p>5. <u>Director and Officer Elections</u>.</p>	<p>NO CHANGE</p>	

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. (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.	NO CHANGE	
5. (b) The Nominating Committee shall invite in due time other nominations in writing from the membership-at-large.	5. (b) The Nominating Committee shall invite in due time other nominations in writing from the membership-at-large.	NO CHANGE	
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. At least sixty (60) days in advance of the annual Business Meeting, the names of the nominees for office will be announced to the membership by the Nominating Committee. At the time of the publication of the completed slate, 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.	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.	Changed to reflect administrative aspects of voting online.	Bylaws Committee: Process
SECTION IV: PARLIAMENTARY AUTHORITY	SECTION IV: PARLIAMENTARY AUTHORITY	NO CHANGE	
The rules contained in the current edition of <i>Roberts Rules of Order Newly Revised</i> 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.	1. The rules contained in the current edition of <i>Roberts Rules of Order Newly Revised</i> 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.	NO CHANGE	
SECTION V: COMMITTEES AND DIVISIONS	SECTION V: COMMITTEES AND DIVISIONS	NO CHANGE	
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 him by law.	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.	Changed gendered language to neutral language.	AIC Board January 2022: inclusivity
2. There shall be four (4) Standing Committees of the AIC no member of which may also be on the AIC Board of Directors. These shall be:	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:	This section is proposed to be changed to show the use of standing committees and of select committees relevant to the purposes of AIC governance.	Bylaws Committee: Clarity and Process
2. (a) A Membership Committee consisting of five (5) members including at least three (3) Fellows and at least one Professional Associate for the purpose of reviewing Professional Associate and Fellow membership applications.	2. (a) <i>Membership Committee</i> . 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.	This section is changed to show that the Membership Committee is appointed and that it is also responsible for establishing the continuing professional development plan approved by the AIC Board of Directors. Note that the term is established by the Board of Directors.	Bylaws Committee: Clarity and Process
2. (b) An Ethics and Standards Committee consisting of five (5) members including at least three (3) Fellows and no more than two (2) Professional Associates.	2. (b) <i>Ethics and Standards Committee</i> . 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.	This section is changed to update the membership of the committee. Note that the term is established by the Board of Directors.	Bylaws Committee: Clarity and Process

<p>2. (c) An Appeals Committee consisting of three (3) AIC Fellows appointed by the Board of Directors. The three Fellows of said Appeals Committee shall serve for six (6) years each with a new Fellow to be appointed every other year at the last meeting of the AIC Board of Directors before the Annual Meeting. When considering an appeal, the Fellows of the Appeals Committee shall appoint two additional members who shall be full voting members and who shall have the same specialty as the member(s) whose conduct is alleged to be unethical. One of said additional members must be a Professional Associate if the accused is a Professional Associate. The terms of the two additional members shall expire upon completion of the appeals process for which they were appointed.</p>		<p>Removed from section on Standing Committees and Added to Section on Select Committees.</p>	<p>Bylaws Committee: Clarity and Process</p>
<p>Should a vacancy occur before a term has expired, the Board of Directors shall appoint a new member to serve out the remaining portion of the term.</p>		<p>Removed from section on Standing Committees and Added to Section on Select Committees.</p>	<p>Bylaws Committee: Clarity and Process</p>
<p>Members of the Appeals Committee may be removed for cause only.</p>		<p>Removed from section on Standing Committees and Added to Section on Select Committees.</p>	<p>Bylaws Committee: Clarity and Process</p>
<p>The sole purpose of the Appeals Committee shall be to hear appeals of all actions of the AIC Board of Directors taken pursuant to the <i>Code of Ethics and Guidelines for Practice</i>.</p>		<p>Removed from section on Standing Committees and Added to Section on Select Committees.</p>	<p>Bylaws Committee: Clarity and Process</p>
<p>2. (d) A Nominating Committee consisting of three (3) members, one of whom may be a Professional Associate or Associate, for the purpose of presenting a slate of candidates for the annual election of Directors and Officers.</p>	<p>2. (c) <i>Nominating Committee</i>. 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.</p>	<p>Updated to reflect the membership of the committee and to define the activities of the committee.</p>	<p>Bylaws Committee: Clarity and Process</p>
<p>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 Fellows, Professional Associate, and Associates. Votes must be submitted to the AIC office not less than 30 days prior to the date of the annual Business Meeting.</p>	<p>2. (c) i. <i>Terms of office for nominating committee</i>. 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.</p>	<p>NO CHANGE, except for numbering</p>	
<p>Should a vacancy occur, the AIC Board of Directors shall appoint an interim member of the same membership category as the vacating Nominating Committee 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.</p>	<p>2. (c) ii. <i>Vacancies</i>. 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.</p>	<p>NO CHANGE, except for numbering</p>	
	<p>3. <u>Select Committees</u>. There shall be at least four (4) Select Committees of the AIC. These shall be:</p>	<p>NEW. Select committees are term committees that are stood up for particular reasons. Membership in a Select committee expires upon completion of the task. Select committees related to governance and organization are: audit, appeals (ethics and membership), bylaws.</p>	<p>Bylaws Committee: Clarity and Process</p>

	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.	Taken from original section on Appeals Committee and placed in the Select Committee section.	Bylaws Committee: Clarity and Process
	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.	NEW	Bylaws Committee: Clarity and Process
	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.	NEW	Bylaws Committee: Clarity and Process
	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.	NEW	Bylaws Committee: Clarity and Process
SECTION VI: AMENDMENTS	SECTION VI: AMENDMENTS	NO CHANGE	
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 Fellows and Professional Associates 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.	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.	This section revised to update the name of the membership categories which may amend the Bylaws, i.e. Professional Members and Fellows. COMMENT: This section is referred to by the Code of Ethics and Guidelines for Practice (unrevised, 2023), in part, as the method to adopt or amend the Code/Guidelines. The committee charged with revising the Code/Guidelines (2023) will explicitly address the method of amendments to the Code/Guidelines in their update, thus no substantial change is required of the Bylaws at this time.	AIC Board January 2022: Membership Designation Membership Designation Vote December 2021 Bylaws Committee: Clarity AIC Board Review, December 2022: Ensuring voting access to important governance documents
SECTION VII: FISCAL YEAR	SECTION VII: FISCAL YEAR	NO CHANGE	
The fiscal year of the organization shall commence on January 1.	The fiscal year of the organization shall commence on January 1.	NO CHANGE	
As amended	As amended	NO CHANGE	