

BYLAWS
OF THE
AMERICAN INSTITUTE FOR CONSERVATION
OF HISTORIC & ARTISTIC WORKS

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 of conservation professionals that advances the practice and promotes the importance of the preservation of cultural property.

2. The specific purposes of the AIC are to:
 - (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 care for cultural property.

 - (b) Establish, maintain, and promote the *Code of Ethics and Guidelines for Practice* for all conservation professionals and oppose any influences which would tend to lower such standards.

 - (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.

 - (d) Promote the awareness of conservation among related professionals and the general public.

 - (e) Foster effective communication and collaboration with all other professionals involved in the guardianship and preservation of cultural property.

 - (f) Serve as an advocate for conservation to federal, state, and local government agencies and other organizations.

 - (g) Solicit funds and receive donations and legacies.

 - (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 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).

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, age, color, religion, disability status, sexual orientation, marital status, ethnic or national origin.
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.

HONORARY MEMBERS

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.

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

FELLOWS

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.

(b) Fellows must demonstrate adherence to the *AIC Code of Ethics and Guidelines for Practice*.

(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.

- (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.
- (e) Fellows 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);
 - (3) And other issues on which a vote is requested by the Board of Directors.
- (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.

PROFESSIONAL ASSOCIATES

- 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.
- (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.
- (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.
- (d) Professional Associates must agree to in writing to abide by the *AIC Code of Ethics and Guidelines for Practice*.
- (e) Professional Associates shall have the same voting rights as Fellows.

- (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.

ASSOCIATE MEMBERS

- 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.
- (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.
- (c) An Associate shall have the right to vote for Officers, Directors, and members of the Nominating Committee.
- (d) An Associate shall have the right to attend meetings, participate in discussions and serve on committees.
- (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.

INSTITUTIONAL MEMBERS

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

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

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

MEMBERSHIPS, OTHER

- 9. Membership Denial. 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.
 - (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.
 - (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. Dues.
 - (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.
 - (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. Termination of membership.

(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.

(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.

(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.

(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.

12. Code of Ethics. 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 AIC Board of Directors.

SECTION III: DIRECTORS AND OFFICERS

1. Directors. 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.

- (a) *Qualification and Term.* 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.
- (b) *Vacancy.* 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.
- (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.

- (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.
- (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.
- (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.
- (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.
- (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 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.
- (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. 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 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.
 - (a) *Qualifications and Term*. 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.
 - (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.
 - (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 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.
5. Director and Officer Elections.
 - (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.
 - (b) The Nominating Committee shall invite in due time other nominations in writing from the membership-at-large.
 - (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.

SECTION IV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts 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 him by law.
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:
 - (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.
 - (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.
 - (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.

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.

Members of the Appeals Committee may be removed for cause only.

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 *Code of Ethics and Guidelines for Practice*.

- (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.

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.

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.

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 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.

SECTION VII: FISCAL YEAR

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

As amended April 30, 2015