



The Source for Image Professionals®
Education · Experience · Excellence
www.aici.org

AICI Bylaws

Effective May 1, 2015

ARTICLE I. NAME

Sec. 1 The name of the organization shall be the Association of Image Consultants International®, hereafter referred to by its full name or its appellation, AICI®.

The Association of Image Consultants International is a non-profit corporation established under the laws of the State of Virginia, and meeting the rules and regulations of the Internal Revenue Service for non-profit status.

Sec. 2 The Association records and information shall be kept at the International Headquarters.

Sec. 3 No part of the Association's net earnings shall inure to the benefit of any member or other person. All funds received by the Association shall be utilized only to defray costs incurred in furtherance of Association programs, activities and administration.

ARTICLE II. DEFINITION AND PURPOSE

Sec. 1 The Association of Image Consultants International is a professional organization of those individuals engaged in the field of image consulting or a related field.

An image consultant is a professional who advises individuals, groups, and/or corporations on visual appearance, verbal and non-verbal communication.

Sec. 2 The purposes of this Association are to:

- A. Seek recognition, acknowledgment and respect for our industry and its members.
- B. Establish and maintain professional standards for members as defined in the Code of Ethics of AICI.
- C. Promote the highest quality service clients.
- D. Encourage the sharing of ideas and information among members.
- E. Sponsor continuing education and training for members at conventions, conferences, meetings, workshops and seminars.
- F. Develop strong liaisons with other organizations and professionals in related fields.
- G. Establish and support chapters internationally.
- H. Assist community colleges and similar institutions in establishing accredited image programs.
- I. Promote public understanding of the role of the image consultant.

ARTICLE III. MEMBERSHIP

Sec. 1 Responsibility of Membership. Applicants for membership shall agree to uphold the purposes and objectives of AICI, comply with AICI Bylaws and Code of Ethics, and use the specified logo appropriately when identifying themselves as organization members.

Members may select the Chapter with which they wish to affiliate. Those not selecting will be assigned a chapter based on geographic proximity.

Sec. 2 Membership categories are:

A. AICI Member:

An individual working in the field of image consulting or related fields. AICI Member category is for individuals who have a general interest in obtaining the knowledge and technical skills for personal advancement within the image professional industry.

B. AICI Skilled Member

Entrepreneur or corporate employee working in the field of image consulting or related fields. Skilled members must have a 20 hour minimum of professional image industry training from recognized image industry institutes, colleges, workshops offered by an AICI CEU Provider or other education providers. This does not include CEU programs offered at AICI Chapters or International Conferences. Course topics must be within the AICI Core Competencies. A course outline must be submitted. Membership applications will be approved by either the AICI Membership Committee or International Board of Directors monthly. Current paid Associate members in 2012 who are not FLC certified will be grandfathered in and automatically become AICI SkilledMembers. As a current paid member, they will not have to meet the 20 hour minimum training requirement.

C. AICI FLC

AICI FLC members have met the requirements of Skilled Membership. Payment, approval of the AICI FLC Application and Binder, and the successful passing the AICI FLC Exam, are requirements to officially be AICI FLC certified.

D. AICI CIP

AICI CIP members have met the requirements of Skilled Membership and AICI FLC membership. AICI CIP members have met all requirements to officially be AICI CIP certified.

E. AICI CIM

AICI CIM members have met the requirements of Skilled Membership, AICI FLC membership, and AICI CIP membership. AICI CIM members have met all requirements to officially be AICI CIM certified.

F. Affiliate Member

An individual working in an image-related affiliated business.

G. Distinguished Member

General members with the title of AICI CIP or AICI CIM who have earned distinction for service to AICI, are a minimum of 68 years of age and have been a member of AICI for a minimum of 15 years. Must submit a request to Vice President for Human Resources. The name is forwarded to the International Board of Directors for approval.

H. Academic

A group membership category for owners, faculty, students and members of an association, college, university, academy, school, or other educational institution that covers subjects pertaining to image, fashion, appearance, behavior and communication. This membership category will not have voting rights.

Sec. 3 Levels of Certification:

A Master

1) Qualifications for certification

- a) Entrepreneur or corporate employee working in the field of image consulting or related fields.
- b) A minimum of 5 years in an image related business.
- c) Complete Certified Image Professional Accreditation and Certified Master Accreditation.

B) Professional

- 1) Qualifications for Certification
 - a) Entrepreneur or corporate employee working in the field of image consulting or related field.
 - b) A minimum of two years in the image business.
 - c) Complete Certified Image Professional accreditation.
- C) First Level Certification
 - 1) Qualifications for Certification
 - a) Entrepreneur or corporate employee working in the field of image consulting or related field.
 - b) Successfully passes FLC written examination

Sec. 4 Resignation: Any member may, by giving written notice of such intention to the International VP of Membership, withdraw from membership. Withdrawal shall be effective upon fulfillment of all obligations to the date of withdrawal. All rights, privileges and interests of a member in or to the Association shall cease upon the withdrawal of membership. No refunds will be given for paid membership dues.

Sec. 5 Leave of absence: Members taking a sabbatical from business for a twelve to twenty four month period of time may apply for leave of absence by submitting this request to the International VP of Membership. The name is forwarded to the Board of Directors for approval. The member forfeits all privileges of membership during this time.

The member may request reinstatement sixty days prior to reinstatement with a letter to the International VP of Membership without the formal process of a membership application. If approved for reinstatement, the name is forwarded to the Board of Directors. The member is reinstated without loss of status upon payment of current dues and a reinstatement fee. If the member has qualified for an Accreditation as CIM, CIP, or FLC they are responsible for completing the necessary CEU's during their leave of absence to maintain this status and pay a processing fee upon reinstatement. (See Schedule of Fees in the Member's Manual).

ARTICLE IV. DUES

Sec. 1 Annual dues shall be paid to the international headquarters of AICI. A portion of the member's dues is rebated to their local Chapter: This portion will be approved by the Board of Directors.

Sec. 2 Dues for the membership year are payable 60 days before date of membership expiration. Members failing to pay dues by 30 days after expiration date shall forfeit the privileges of membership, to be automatically reinstated upon full, non-prorated, payment of dues plus the late fee.

ARTICLE V. FISCAL YEAR, FINANCES

Sec. 1 The fiscal year shall be July 1 to June 30.

Sec. 2 Bonding: Trust or security bonds shall be furnished for members of the Board of Directors or employees of the Association as needed. The cost of such bonds shall be paid by the Association.

Sec. 3 The Treasurer is responsible for the funds and finances of the Association. The Treasurer shall submit a report on the financial condition of the Association on a quarterly basis and at such other times as may be requested by the Board of Directors.

Sec. 4 Responsibility: The Association is not responsible for debts incurred by members without prior authorization of the Board.

Sec. 5 Review: The Treasurer shall arrange for an annual review or audit of the Association's financial records. The auditor shall be approved by the Board of Directors. The final report will be presented to the membership annually.

ARTICLE VI. ORGANIZATION

Sec. 1 The Association shall consist of one organization representing the entire body of membership.

- Sec. 2 Regional and International Chapters may be established upon petition by a group of members within guidelines recommended by the Chapter Formation and Membership Committees and approved by the Board of Directors.
- Sec. 3 Rules of Order: The meetings and proceedings of the Association shall be governed by Robert's Rules of Order, Newly Revised, unless otherwise provided by these Bylaws. The order of business may be altered or suspended at any meeting by a majority of the votes cast.
- Sec. 4 Anti-Trust: To the extent that any activities permitted by or powers granted in these Bylaws are in conflict with the laws of any jurisdiction in which the AICI operates, then the AICI shall not conduct such activities or exercise such powers in such jurisdiction. Without limiting the foregoing, the Board of Directors, nor any committee or panel appointed hereunder, under the Bylaws or by resolution of the Board of Directors shall be authorized to act, agree on, consider or discuss any matter prohibited by law.
- Sec. 5 Voting: General, AICI FLC, AICI CIP, AICI CIM, Affiliate and Corporate Members in good standing shall be entitled to one vote on all matters presented to the membership of the Association. A majority of voting members shall rule.

ARTICLE VII. OFFICERS

Sec. 1 Elected Officers: The officers of the Association shall be a President, President-Elect, Vice President Human Resources, Vice President Education, Vice President Certification, Vice President Marketing, Vice President Conference, Vice President Business Development, Secretary and Treasurer.

Sec. 2 Duties:

- A. President: The President shall be the executive officer and spokesperson of the Association, and shall preside at meetings of the Board of Directors and General Membership Meeting.

At these meetings and at such other times deemed proper, the President shall communicate to the Association or the Board of Directors pertinent matters and make such suggestions as may promote the Association.

With the exception of the Nominating Committee, the President shall be ex-officio members, with no right to vote, on all committees. The President shall direct the Ethics Committee.

The President shall give general supervision and leadership and perform such other duties as are necessarily incident to the office or as may be prescribed in the Policy and Procedure Manual or by the Board of Directors.

The President shall serve a two-year term.

- B. Past President: The Past President shall serve in an advisory capacity and shall perform such other duties as are prescribed in the Policy and Procedure Manual as directed by the President and Board of Directors in carrying out Association business and program of work.

The Past President shall serve a one-year term immediately following their President's term.

- C. President-Elect: The President-Elect will preside in the absence of the President. The President-Elect shall assist the President and shall perform such other duties as are prescribed in the Policy and Procedure Manual and as directed by the President and Board of Directors in carrying out Association business and program of work.

The President-Elect will be elected for the second year of the President's term for a one-year term, and will automatically assume the office of President the following year.

- D. Vice President Human Resources: The Vice President of Human Resources shall preside in the absence of the President and the President-Elect. The Vice President of Human Resources shall be in charge of all aspects of recruiting and maintaining membership for the Association and shall be responsible for all aspects of assisting chapter growth and development. The Vice President of Human Resources shall

perform such other duties as prescribed in the Policy and Procedure Manual and as directed by the President or the Board of Directors.

The Vice President Human Resources shall be elected, for a two-year term.

- E. Vice President Education: The Vice President Education shall be responsible for training for the Association, including training at Conference and providing Web-based learning opportunities, and for aiding training institutions that establish courses and certification in this field. The Vice President Education oversees CEU training approval and all CEU programs. The Vice President Education shall perform such other duties as prescribed in the Policy and Procedure Manual and as directed by the President or the Board of Directors.

The Vice President Education shall be elected, for a two-year term.

- F. Vice President Marketing: The Vice President Marketing shall be responsible for all public relations and communications with the general public and the media and shall be responsible for all communications with members. The Vice President Marketing shall perform such other duties as prescribed in the Policy and Procedure Manual and as directed by the President or the Board of Directors.

The Marketing Vice President shall be elected for a two-year term.

- G. Vice President Certification: The Vice President Certification shall be responsible for oversight and reviewing all aspects of association certification to include First Level Certification, Certified Image Professional, and Certified Image Master. The Vice President Certification shall perform such other duties as prescribed in the Policy and Procedure Manual and as directed by President or Board of Directors.

The Vice President Certification shall be elected for a two-year term.

- H. Vice President Conference: The Vice President Conference shall direct and oversee all of the activities before, during and after the Conference to see that all of the conference goals are being met. The Vice President Conference shall perform such other duties as prescribed in the AICI Operations Manual and as directed by the President or the Board of Directors.

The Vice President Conference shall be a two-year term.

- I. Vice President Business Development: The Vice President of Business Development shall direct and oversee all of the activities related to AICI's fundraising and strategic business alliance.

The Vice President of Business Development shall be a two-year term.

- J. Secretary: The Secretary shall record the proceedings and maintain the minutes of the General Membership Meeting as well as Board of Directors meetings. The Secretary shall perform such other duties as are in the Policy and Procedure Manual and as directed by the Board of Directors.

The Secretary shall be elected for a two-year term.

- K. Treasurer: shall ensure that accurate financial records are maintained, establish proper accounting procedures for the handling of Association funds, and be responsible for the safekeeping of Association funds and for developing the annual budget.

The Treasurer shall oversee the payment of all expenses incurred by the Association and supervise all disbursements upon approval by the President, and in accordance with the adopted budget.

The Finance Committee operating under the Treasurer shall submit a budget to the Board of Directors. Final approval of the budget is given by the Board of Directors.

The Treasurer shall submit written reports to the Board of Directors on the financial standing of the Association. The Treasurer shall perform such other duties as are prescribed in the Policy and Procedure Manual and as directed by the Board of Directors.

The Treasurer shall be elected for a two-year term.

- K. The Immediate Past President serves on the Board to provide continuity and perspective. The Immediate Past President shall perform such duties as prescribed in the Policy and Procedure Manual and as directed by the President or the Board of Directors. The term of the Immediate Past President is for one year.

Sec. 3 Delegation of Duties: Officers, upon approval of the Board of Directors, may delegate to the Executive Vice President any of their assigned duties.

Sec. 4 Elections

- A. Qualifications for Office: Any member having obtained First Level Certification, Certified Image Master or Certified Image Professional status and in good standing shall be eligible for nomination and election to an international office of the Association. Nominees for President and President-Elect must have previously served on the International Board of Directors or as Chairperson of an International Committee.
- B. Nominations and Elections: Candidates for International Officers shall be selected by the Nominating Committee and elected by a majority vote of the members in good standing. The term of office shall coincide with the fiscal year. No less than one candidate per office shall be listed on the ballot. A blank line shall also be provided on the ballot under each office for the members to write-in candidates of their choice.
- C. The Nominating Committee: The Nominating Committee shall consist of an odd number of members. The Immediate Past President or President-Elect shall chair this committee and the other committee members shall be appointed by the President.

This committee will select candidates for international office for the upcoming year. Members serving on this committee cannot appoint themselves or be appointed by other members of the committee for a Board of Directors position during their service.

- D. Voting: Ballots shall be sent to all AICI Skilled, FLC, AICI CIP, AICI CIM, and Affiliate members no later than sixty days in advance of the Annual Meeting. Return ballots shall be postmarked, email dated or fax dated no later than thirty days prior to the Annual Meeting.
- E. Installation: New officers shall be installed at the Annual Meeting.
- F. Term of Office: All elected officers except Past-President, President-Elect, Immediate Past Vice President Conference, and Vice President Conference Elect shall serve a term of two years, beginning with the new fiscal year. An officer may be re-elected for a second term of office or to another office. Officers, with the exception of the President who may serve eight consecutive years, may not exceed four consecutive years on the Board of Directors.
- G. Resignation. Any Officer may resign at any time by providing written notice to the International President or International Board of Directors and must provide a copy of the resignation to Headquarters. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the International President or the International Board of Directors.
- H. Dismissal. Officers have the obligation to assist with and attend meetings of the Executive Committee, Board of Directors, and membership. Officers may attend meetings in person or by phone. Officers may not miss more than two (2) meetings of the Executive Committee, Board of Directors or membership within the fiscal year unless approved by the International President. Officers are obligated to fulfill duties and responsibilities as outlined in these bylaws and the AICI Operations Manual. Officers not adhering to these

obligations will receive a written warning from the International President. If the International President is not fulfilling his/her obligations, he/she will receive a written warning from the International President Elect or Immediate Past President. Officers that do not adhere to the written warning will receive a written notification that he/she is no longer an Officer of the International Board. Any Officer may be removed for violation of the Bylaws, Code of Ethics or non-performance of the duties of office.

- I. Vacancies: In the case of the resignation or dismissal of an Officer, or if an Officer is unable to complete the term, any vacancy of office during the fiscal year shall be filled by appointment for the unexpired term by a majority vote of the Board of Directors.
- J. Compensation: Officers shall not receive compensation in any way for board meetings (in-person or teleconference), conference fees, hotel accommodations, professional speaker fees, any other incidental expenses, and transportation except when designated by the Board of Directors in writing (by letter or in Board meeting minutes) as an official representative of the Association. The Board of Directors may authorize reimbursement of expenses incurred.

Large International regions and United States regions may be represented by the Board of Directors of the most proximate chapter and Area Liaisons acting as official extensions of the chapter. Area Liaisons work under the supervision of the Chapter President and the International Vice President Membership. Area Liaisons shall be appointed by the International Vice President Membership with approval from the Board of Directors. The responsibilities of the Area Liaison will be defined and directed by the International Vice President Membership.

ARTICLE VIII. BOARD OF DIRECTORS

- Sec. 1 Composition: The governing body shall be called the Board of Directors and shall consist of the elected officers listed in Article VII: President, President-Elect, Vice President Human Resources, Vice President Education, Vice President Business Development, Vice President Certification, Vice President Marketing, Vice President Conference, Secretary, Treasurer and Immediate Past President.
- Sec. 2 Authority and Responsibility: The Board of Directors shall set annual goals, maintain communication among Chapters, determine priorities, set policies of the Association, administer the international budget, implement marketing strategies, and direct the affairs of the Association according to its purposes and Bylaws. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- Sec. 3 Meetings: The Board of Directors shall have a general meeting at the time and place of the Annual Conference and monthly or as determined by the Board of Directors.
- Sec. 4 Quorum: At any meeting of the Board of Directors, a majority of the Board of Directors members shall constitute a quorum.
- Sec. 5 Voting: At all meetings of the Board of Directors, each member shall have one vote. Voting by proxy shall be permitted via a written notification of proxy presented at the meeting.
- Sec. 6 The Executive Committee of the Board of Directors shall consist of the President, President-Elect, or Immediate Past President, Secretary, and Treasurer. It shall act for the Board of Directors between meetings, under authority of the Board of Directors to give the President the authorization to make emergency decisions when necessary. The Executive Committee will be responsible for the agreement and terms of agreement between the Association and the Association Management Company.

ARTICLE IX. COMMITTEES

- Sec. 1 The President or Board of Directors shall appoint such ad hoc committees as are required to carry on the business of the Association. Committees shall consist of at least two persons.
- Sec. 2 Standing Committees may be added or eliminated by the Board of Directors as needed. Standing Committee Chairpersons may appoint sub-committees.

Special committees may be appointed by the President and Board of Directors as the need occurs.

Each committee shall operate under a budget determined in advance, and may not exceed that amount without prior authorization from the Board of Directors. Committee assignments and budget allocations shall be in writing, and written reports of committee work including funds expended must be submitted to the Treasurer for approval.

ARTICLE X. CHAPTERS

- Sec. 1 The International Board of Directors shall have the right to organize and disband all Chapters in accordance with procedures established by the Membership Committee, and outlined in the Chapter Formation Handbook.
- Sec. 2 The International Board of Directors of the Association shall provide written Chapter Bylaws and Code of Ethics by which chapters shall operate and be bound.

ARTICLE XI. INDEMNIFICATION, LIABILITY

The Association shall indemnify any and all persons who may serve or who have served at any time as a director, officer, committee chairperson or staff member of the Association and their respective heirs, administrators, successor and assigns against any and all expenses incurred by or imposed upon such person in connection with any proceeding to

which such person may be made a party by reason of having been an officer, director, committee chairperson or staff member of the Association, or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own negligence or misconduct in the performance of duty; provided that in the event of the settlement of a suit the indemnification provided for in this section shall apply only when the Board of Directors approves such settlement and reimbursement is in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which the director, officer, committee chairperson or staff member may be entitled.

ARTICLE XII. AMENDMENTS

Sec. 1 These Bylaws may be amended by mail or email ballot or at any meeting of the qualified members provided the proposed amendments are mailed or emailed to the members at least thirty (30) days prior to such meeting. All provisions relating to voting shall prevail.

ARTICLE XIII. DISSOLUTION

Sec. 1 Upon dissolution, all remaining Association property and assets, tangible and intangible, after complete discharge of its obligations, shall be distributed to one or more charitable or non-profit organizations with objectives and purposes similar to those of the Association as the Board of Directors determines.

Bylaws amended by vote of AICI membership May 1, 2015