

**BYLAWS**  
**OF**  
**The Association for International Credential**  
**Evaluation Professionals**

**ARTICLE I**

**Name**

The name of this corporation is The Association for International Credential Evaluation Professionals (hereafter referred to as TAICEP). TAICEP is an association composed of individuals and organizations worldwide for the purpose of supporting and serving the profession of international credential evaluation.

**ARTICLE II**

**Purposes**

SECTION 1. IRC SECTION 501(c)(3) PURPOSES. TAICEP is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, TAICEP shall not carry on any other activities not permitted to be carried on:

By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code); or

By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

SECTION 2. GENERAL OBJECTIVES & PURPOSES. TAICEP is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Illinois General Not for Profit Corporation Act, and such other laws governing not-for-profit Illinois corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

SECTION 3. MISSION. The mission of TAICEP shall be as follows. The Association for International Credential Evaluation Professionals (TAICEP) has the single purpose of supporting and serving the profession of international credential evaluation by: providing a welcoming community for practitioners, conducting research, advancing thought leadership, identifying and advancing professional standards, offering professional learning and networking opportunities, and advocating for the profession and the practitioners who engage in this critical work.

**ARTICLE III**

## **Registered Agent and Offices**

TAICEP shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

### **ARTICLE IV**

#### **Membership**

**SECTION 1. MEMBERSHIP CLASSES AND VOTING RIGHTS.** TAICEP shall have the following membership classifications and voting rights:

Individual Membership is comprised of the following subcategories, qualifications and voting rights:

**Actively involved.** Individuals who are actively involved in the practices of or responsible for policies and practices that affect the field of international credential evaluation. Each individual member in this subcategory shall be entitled to one vote on each matter submitted to a vote of the members.

**Retired.** Individuals who have retired from employment in the field of international credential evaluation and remain committed to the goals of professional development in international credential evaluation. Each individual member in this subcategory shall be entitled to one vote on each matter submitted to a vote of the members.

**Unaffiliated.** Individuals who are interested in entering the profession of international credential evaluation but are currently not engaged in any full-time employment. Individuals in this category have no voting rights.

**Students.** Individuals who are full-time students who are not engaged in any full-time employment. Individuals in this category have no voting rights.

**Organization Membership** is open to public or non-public organizations or institutions that employ persons who perform international credential evaluation services or are nationally or regionally appointed information centers on credential evaluation. Organizations may register and pay membership fees for one or more employees who is/are actively involved in the practices of or responsible for policies and practices that affect the field of international credential evaluation. An organization or institution as an entity has no voting rights. Voting rights are reserved for each person for whom the organization or institution registers and pays.

**Affiliate Membership** is open to individuals and organizations that have parallel purposes to TAICEP, that may provide products and services, and/or that may be comprised of members who are involved in broader fields of education, training, or licensure, global affairs, etc., such as other professional membership organizations, technology providers, etc. Affiliate members have no voting rights.

**SECTION 2. DUES.** The Board shall determine the annual dues which shall be paid by each Member, and may require dues of a different amount for each class of member. Dues shall be payable at a time and in the manner as the Board shall prescribe.

SECTION 3. MEETINGS. A membership meeting, either in-person or virtual, shall be held at least every two years at such date, time, and place as shall be determined by a resolution passed by a majority of the Board of Directors and designated in a notice of such meeting. Virtual membership meetings may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of members received in such manner shall have the same force and effect as votes at a meeting at which the members are physically congregated.

SECTION 4. QUORUM. At least one-tenth of the eligible voting members, being either present for in-person or virtual meetings or casting votes electronically, shall constitute a quorum at all membership meetings and elections. All voting will be carried by a simple majority of those present and eligible to vote at which there is a quorum. Eligible voting members in good-standing can vote. Good-standing is conferred to those members who have fully paid dues for the year in which a vote is cast or have otherwise been awarded good-standing by the Association.

SECTION 5. MANNER OF ACTING. The act of a majority of the eligible voting members present at a meeting at which a quorum is present shall be the act of the membership, except as otherwise provided by statute or these bylaws. No member can act as proxy on any matter.

SECTION 6. NOTICE. Notice of the membership meeting shall be sent to each member by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting.

SECTION 7. TRANSFER OF MEMBERSHIP. Individual membership shall not be transferable or assignable. Organization membership may be transferred or assigned within the member's organization. Affiliate membership shall not be transferable or assignable.

SECTION 8. TERMINATION OF MEMBERSHIP. After conducting an appropriate hearing, the Board of Directors by affirmative vote of two thirds of all board members, may expel a member for cause, including, but not limited to: (a) failing to comply with the purposes and standards of TAICEP; and (b) failing to maintain requirements for membership.

SECTION 9. DURATION OF MEMBERSHIP. Membership expires one year from receipt of payment.

## **ARTICLE V**

### **Board of Directors**

SECTION 1. GENERAL POWERS. The Board of Directors determines policy and direction for TAICEP. Further, the affairs and business of TAICEP shall be managed by or under the direction of its Board of Directors. The Board of Directors may, by general resolution, delegate to officers and to committees such powers as provided for in these Bylaws.

SECTION 2. COMPOSITION. The Board of Directors shall be TAICEP members in good-standing, and shall consist of a minimum of nine (9) directors who shall include the President-elect, President and Past President, Vice President of Standards and Quality, Vice President of Membership Outreach and Engagement, Vice President of Professional Development, Vice President of Resources and Knowledge Management, Treasurer, and Secretary. Additional

Director-at-Large positions may be established by the Board. The Executive Director (hereafter referred to as 'Executive') shall be an ex-officio member of the Board without vote.

Officers. The Officers of the Board shall be the President-elect, the President, the Past-president, the Treasurer, the Secretary, and such other directors as may be determined by the Board of Directors. The Board of Directors may decide not to fill all offices and they may appoint such other Officers as they shall deem necessary and appropriate. Such Officers shall be vested with such authority and shall be obligated to perform such duties as shall be prescribed by the Board of Directors.

Board Protocols and Duties: Shall be set forth in the Standing Rules.

SECTION 3. MEETINGS. The Board of Directors may provide by resolution the time and place for holding membership meetings, regular meetings, or special meetings of the Board.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by a majority vote of the Board of Directors.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be sent in writing to each director at his or her address as shown by the records of TAICEP at least two (2) days previous thereto by overnight courier, facsimile, electronic mail, or other mode of written transmittal, not less than two (2) days before the time scheduled for such meeting, and must include the time, date, and place of such meeting. Any director may waive notice of any meeting before, at or after such meeting. However, no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting.

SECTION 6. QUORUM. A presence of a majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such board meetings must be approved by a majority of the entire Board of Directors before said decisions become official.

SECTION 7. 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 statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 8. BOARD MEETINGS. Meetings of the Board may be conducted by in-person or virtually by conference calling, teleconferencing, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

SECTION 9. ACTION BY UNANIMOUS WRITTEN CONSENT. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 10. TERMS OF OFFICE. The term of office for the President-elect shall be three consecutive years, serving one-year as President-elect, one year as President, and one year as Past-president. The term of office for all other directors shall be two (2) years. Directors may serve for successive two (2) year terms for a total of four (4) sequential years, before having to take a minimum of a one (1) year hiatus. Terms for all presidents-elect and directors shall begin

on January 1st of the first year of the term and end on December 31st of the second year of the term, unless the term is extended until such time as a successor has been elected and/or appointed.

#### SECTION 11. ELECTION AND COMPENSATION.

Elected. The President-elect, the Vice President of Standards and Quality, the Vice President of Membership Outreach and Engagement, the Vice President of Professional Development, the Vice President of Resources and Knowledge Management, the Treasurer, the Secretary and Director-at-Large positions are elected by TAICEP eligible voting members in good-standing. The election may be held through either paper or electronic ballots. Individual members and organization members (each individual of the organization) shall be entitled to one vote. Affiliate members and sponsors shall not be entitled to vote.

Compensation. No director of TAICEP shall receive compensation for their services to their Board responsibilities.

SECTION 12. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, as specified by statute.

SECTION 13. VACANCIES. A vacancy in the President position shall be filled by the President-elect who shall serve the remainder of the President's term and subsequently their one-year President term. Any vacancy in other directorships caused by the death, resignation, removal, disqualification, or otherwise, shall be appointed by the Board of Directors. A director selected to fill a vacancy shall serve the remaining unexpired term of his or her predecessor in office. Vacancies may be filled at any meeting of the Board of Directors.

SECTION 14. EXECUTIVE: The Board of Directors shall have the authority to hire an Executive Director. Unless a contract, these Bylaws, or a law provides otherwise, the Board of Directors may remove such Executive Director with or without cause at a meeting called for that purpose. Removal shall require a two-thirds (2/3) vote of all Board members.

SECTION 15. STANDING RULES. The Board of Directors may establish Standing Rules to govern TAICEP's operations as it determines are necessary or desirable. Standing Rules adopted may not contradict the Bylaws, and in all cases the Bylaws take precedence.

## **ARTICLE VI**

### **Committees**

The Board of Directors, by resolution adopted by a majority of the directors in office, may establish one or more committees.

SECTION 1. BOARD COMMITTEES. The Board Committees are:

Committee for Governance, Finance, and Audit. Responsible for overseeing the governance structure for TAICEP as appropriate, the long-term financial sustainability of TAICEP, and TAICEP's compliance with relevant legislation concerning the financial reporting of its activities. The Past-president serves as Chair. The Treasurer serves as a member. Additional directors may be appointed by the President to serve a one-year term.

Collaborative Relations and External Funding. Responsible for seeking connections with organizations that advance TAICEP's goals and maintaining meaningful engagement. Seek external funding, such as but not limited to grants, for TAICEP. Further, the Committee shall provide leadership for and monitor the activities of TAICEP's Membership Outreach and Engagement fund-raising efforts to ensure such efforts and activities reflect TAICEP's vision, mission and values and align with the strategic plan. The Chair is appointed by the President. The Vice President of Membership Outreach and Engagement serves as a member. Additional directors may be appointed by the President to serve a one-year term.

SECTION 2. STANDING COMMITTEES. Each standing committee shall be composed of a chair-elect, a chair and at least two members. Committee chairs-elect shall be elected by the membership. Appointment of committee members, terms of office, and rules and procedures shall be set forth in the Standing Rules. The Standing Committees are:

Committee for Standards and Quality. Engages in the establishment and maintenance of standards for professional practice. Identifies leading trends in and advances knowledge of credential evaluation practice, and develops research standards, frameworks, and processes. Evaluates organizational output to ensure quality.

Committee for Membership Outreach and Engagement. Develops and executes membership growth strategies and member engagement and retention initiatives.

Committee for Professional Development. Offers relevant, high-quality professional development programs and services to members, such as but not limited to, trainings, webinars, workshops and conference content planning.

Committee for Resources and Knowledge Management. Organizes, posts, and maintains, credential evaluation resources as well as develops new resources.

Conference Committee. Responsible for multi-year conference planning and oversight.

SECTION 3. SUB-COMMITTEES. Standing Committees may establish subcommittees which shall require approval of the Board of Directors. The approval process for establishing a subcommittee and its make-up shall be set forth in the Standing Rules.

SECTION 4. ADDITIONAL LEADERSHIP STRUCTURES. Other leadership structures such as but not limited to task forces or advisory councils may be established. The protocols for establishing additional leadership structures, their approval, their make-up and operations shall be set forth in the Standing Rules.

## **ARTICLE VII**

### **Contracts, Checks, Deposits, and Funds**

SECTION 1. CONTRACTS. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of TAICEP, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of TAICEP shall be signed by such officer or officers or agent or agents of

TAICEP and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of Standards of TAICEP.

SECTION 3. DEPOSITS. All funds of TAICEP shall be deposited from time to time to the credit of TAICEP in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of TAICEP any contribution, gift, bequest, or devise for the general purposes or for any special purpose of TAICEP.

## **ARTICLE VIII**

### **Books and Records**

TAICEP shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of TAICEP may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day in January in each year and end on the last day of December each year.

## **ARTICLE X**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of TAICEP, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **ARTICLE XI**

## **Indemnification**

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF TAICEP. TAICEP may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of TAICEP) by reason of the fact that he or she is or was a director, officer, employee, or agent of TAICEP, or is or was serving at the request of TAICEP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of TAICEP and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of TAICEP or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF TAICEP. TAICEP may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of TAICEP to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of TAICEP, or is or was serving at the request of TAICEP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of TAICEP, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to TAICEP, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee, or agent of TAICEP has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by TAICEP only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by TAICEP in advance of the final disposition of such action, suit, or proceeding, as authorized by

the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by TAICEP as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 7. INSURANCE. TAICEP may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of TAICEP, or who is or was serving at the request of TAICEP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not TAICEP would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. NOTICE TO MEMBERS. If TAICEP has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, TAICEP shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 9. MERGERS. For purposes of this Article, in the event of a merger and TAICEP is the surviving entity, any merging entity (including any entity having merged with a merging entity) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging association, or was serving at the request of such merging association as a director, officer, employee, or agent of another association, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to TAICEP, as the surviving entity, as such person would have stood with respect to such merging entity if its separate existence had continued.

SECTION 10. REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of TAICEP" shall include any service as a director, officer, employee, or agent of TAICEP that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of TAICEP" as referred to in this Article.

## **ARTICLE XII**

### **IRC 501(c)(3) Tax Exemption Provisions**

SECTION 1. LIMITATIONS ON ACTIVITIES. No substantial part of the activities of TAICEP shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and TAICEP shall not participate in, or otherwise intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of TAICEP shall inure to the benefit of, or be distributed to, its members, directors, or trustees, officers, or other private persons, except that TAICEP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of TAICEP's purposes.

SECTION 3. DISTRIBUTION OF ASSETS. Upon the dissolution of TAICEP, its assets remaining after payment, or provisions for payment, of all debts and liabilities of TAICEP shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Illinois.

## **ARTICLE XIII**

### **Amendments**

SECTION 1. PROCEDURES. These Bylaws may be amended or restated by a majority vote of the Members of TAICEP. Amendments or restatements may be proposed, in writing, by any Member, the President or the Board of Directors. Any proposed amendments or restatements must be presented in writing to the chair of the Committee for Governance and Finance no later than March 15 of each year, in order to be considered at the next scheduled annual meeting. A copy of the proposed amendment or restatement shall be provided to eligible voting members along with the notice of the meeting sent in accordance with the provisions of Article IV, Section 3, and the proposed amendment or restatement shall be submitted to the vote of the members at such meeting.

SECTION 2. EFFECTIVE DATE. Bylaws Amendments approved in 2021 shall take effect on January 1, 2022.

SECTION 3. TRANSITION PROVISIONS. In order to facilitate a smooth and orderly transition to the 2022 Bylaws, the 2021 Election shall include one-year terms of service for the following positions: President, Past-president, Secretary, Vice President of Professional Development, Vice President of Standards and Quality, and Chairs of Standing Committees. This is a one-time provision for these positions commencing on January 1, 2022. This provision shall expire on December 31, 2022.

## **ARTICLE XIV**

### **Parliamentary Authority**

Robert's Rules of Order (newly revised) shall govern the conduct of business of TAICEP in all cases in which they are applicable and are not in conflict with these bylaws or other policies or rules of TAICEP. A parliamentarian may be appointed or retained by the Board of Directors for any meeting of the membership or Board of Directors.

*Approved: October 2, 2015*  
*Amended: September 29, 2016*  
*Amended: September 6, 2017*  
*Amended: October 3, 2018*  
*Amended: October 23, 2019*  
*Amended: July 9, 2020*  
*Amended: July 29, 2021*