

**BYLAWS OF THE  
Association of International Graduate Admissions Consultants**

(adopted November 15, 2007)  
(revised March 29, 2011, April 5, 2013, November 5, 2014)

**ARTICLE I  
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the Association of International Graduate Admissions Consultants, a California nonprofit mutual benefit corporation (the “Corporation”), shall be in such locality as may be determined by the Board of Directors (the “Board”). The Board is hereby granted full power and authority to change said principal office from location to another within the State of California. Any change of location shall be noted by the Secretary opposite this section or this section may be amended to state the new location.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of California, as required by the California Nonprofit Mutual Benefit Corporations Code. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II  
PURPOSE AND OBJECTIVE**

The purpose for which the Corporation is formed is to promote high ethical standards and professional development among graduate admissions consultants, increase public understanding of graduate admissions consulting, and enhance channels of communication with complementary organizations and entities.

**ARTICLE III  
MEMBERSHIP**

Section 1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member (individually “Member” or collectively, “Members”). There shall be the following classes of Members:

- a. Individual Consultant Members. Individual Consultant Members shall consist of graduate admissions consultants who have an interest in the purpose and objective of the corporation and who meet any additional requirements for Individual Consultant membership as may be imposed by the Board from time to time.

b. **Organization Members.** Organization members shall consist of organizations whose company or a portion of their company represent graduate admissions consultants who have an interest in the purpose and objective of the corporation and who meet any additional requirements for Organization membership as may be imposed by the Board from time to time.

b. **Associate Members.** Novice Consultant Members shall consist of graduate admissions consultants who have an interest in the purpose and objective of the corporation and who meet any additional requirements for Novice Consultant membership as may be imposed by the Board from time to time.

c. **Affiliate Members.** Affiliate Members shall consist of professionals in fields related to graduate admissions who have an interest in the purpose and objective of the corporation and that meet any additional requirements for Affiliate membership as may be imposed by the Board from time to time.

d. **Student Members.** Student Members shall consist of currently registered full-time students who are interested in graduate admissions who have an interest in the purpose and objective of the corporation and that meet any additional requirements for Student membership as may be imposed by the Board from time to time.

Section 2. **Admission of Members.** Admission of all applicants for membership, after qualification, shall be determined by the majority vote of the Board of Directors or in such manner as the Board of Directors may determine.

Section 3. **Annual Dues.** Annual dues, if any, for Members or with respect to memberships shall be established and may be modified by a resolution of the Board. Applicable dues shall be payable in advance upon submitting an application to join the Corporation. When a Member joins at a time other than at the commencement of a year, applicable dues shall be prorated upon a quarterly basis. Dues may be established, as determined by the Board, on a per Member or a per membership basis.

Section 4. **Voting Rights.** Individual Consultant Members & Organizational Members in good standing shall have the right to vote on the following matters only: election of the Board of Directors, approval of any amendments to the Bylaws that may be proposed to increase or decrease the number of Directors, to amend Members' voting rights, to reclassify, cancel or add a class of membership, and on such other issues as the Board may choose to bring before the Members. Voting on all other matters is expressly reserved for the Board. Other classes of Members may attend meetings of the Members, but may not vote. A Member is in good standing if dues and fees are current at the time of the vote.

Each Individual Member of the Corporation that is entitled to vote shall have no more than one

(1) vote.

Each Organizational Member of the Corporation that is entitled to vote shall have at least one (1) vote, but no more than five (5) votes, as determined by the board in the policies and procedures based on the number of persons within the organization that serve as graduate admissions consultants or individuals who have an interest in the purpose and objective of the corporation.

A named individual, specified at the time of taking up or renewing membership, shall be designated Elector for the Organizational Member. It is the responsibility of the Organizational Member to ensure that the Secretary of the Corporation is provided with a current contact address for its Elector. In the event that a Member wishes to change its designated Elector, an owner or managing director for that Organizational Member must deliver written notice to the Secretary of the Corporation, identifying (with full contact information) both the original Elector and the new Elector, and stating that electoral rights should be transferred from the former to the latter. Such notice shall be given not less than fourteen (14) days before the date of the first Meeting in which the Organizational Member wishes its new Elector to be entitled to vote. In the event that an Organizational Member has not designated an Elector at least fourteen (14) days before a Meeting, the Organizational Member's vote(s) shall not be cast at that Meeting.

#### Section 5. Membership Meetings.

- a. There shall be an annual meeting of the Members upon such date, time and place as the Board shall determine. Members shall receive not less than ten (10) days prior and not more than ninety (90) days prior written notice of the annual meeting. Notice shall be given in the manner specified in Section 2 of Article VII of these Bylaws, and the notice shall state the purposes of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to Members. The annual meeting may be conducted by electronic transmission, teleconference or electronic video screen communication as long as the reasonable opportunity to participate including an opportunity to read or hear the proceedings of the meeting are substantially concurrent with those proceedings.
- b. Special meetings of the Members may be called by the Chair or President of the Board, by at least two Officers or upon the request of five (5) percent of the voting Members. Members shall receive not less than ten (10) days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these Bylaws, and the notice shall state the purposes of the special meeting. The special meeting may be conducted by electronic transmission, teleconference or electronic video screen communication as long as the reasonable opportunity to participate including an opportunity to read or hear the proceedings of the meeting are substantially concurrent with those proceedings.

Section 6. Quorum and Voting. Each voting Member in good standing shall have one (1) vote at any meeting of the Members. A quorum shall consist of 33 percent of the total Members eligible to vote. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Members. Voting by proxy shall not be permitted.

Section 7. Action Without a Meeting. Action Without a Meeting. Any action which may be taken at any regular or special meeting of Members may be taken without a meeting. Voting Members shall receive a written ballot not less than ten (10) days prior and not more than thirty (30) days prior to the ballot return date. Ballots may be sent by electronic transmission by the corporation and responses may be returned to the corporation by electronic transmission. Voting by proxy shall not be permitted.

Section 8. Liability of Members.

- a. No Member shall be liable for any obligation incurred by the Corporation except the payment of annual dues, if applicable.
- b. All rights of a Member in the Corporation's property shall cease upon the termination of such Member's Membership. Except as otherwise provided in Section 7351 of the Nonprofit Mutual Benefit Corporation Law, termination shall not relieve the Member from any obligation for charges incurred, services or benefits actually rendered, dues or fees levied, arising from contract or otherwise, before the date of termination. The Corporation shall retain the right to enforce any such obligation or to obtain damages for its breach.

Section 9. Removal. Any Member may be removed from membership by a two-thirds (2/3) vote of the Board of Directors or Members for cause, which is defined as failure to pay dues for three (3) months; occurrence of any event that renders a Member ineligible for membership or causes the Member to fail to satisfy membership qualifications; and failure in a material and serious degree to observe the rules of conduct of the corporation or engagement in conduct materially or seriously prejudicial to the purpose and interest of the corporation, or other material cause.

Section 10. Resignation. A Member may resign upon written notice to the Secretary of the Corporation. A resigning Member shall not be entitled to any return of any dues or any other paid contributions.

#### **ARTICLE IV** **BOARD OF DIRECTORS**

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The Members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than five (5) and no more than nine (9) Individual Consultant in good standing. Each Business Organization Member of the Corporation shall have no more than one (1) Director, even if more than one (1) individual representative of that Member participates in Corporation activities.

Section 3. Election and Term of Office. The voting Members of the Corporation shall elect the Members of the Board. Directors shall serve for a term of three (3) years, beginning in the month of August or as may thereafter be changed from time to time by the Board of Directors as needed.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any Director may be removed from such office, with or without cause, by a two-thirds vote of the voting Members at any regular or special meeting of the Members called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining Members of the Board for the unexpired term.

Section 7. Regular Meetings. Regular meetings of the Board shall be held two (2) times each year or as necessary at such time, day, and place as shall be designated by the Board.

Section 8. Special Meetings. Special meetings of the Board may be called at the direction of the President or in writing by a majority of the voting Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any regular meeting of the Board shall be given at least ten (10) days previous to the meeting and in the manner set forth in Section 2 of Article VII or without notice if the time and place are fixed by these Bylaws or the Board. Notice of special meetings of the Board shall be given at least four (4) days' previous by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote via electronic transmission or orally of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the Directors.

Section 13. Telephone Meeting. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest.

(a) In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall fully inform the Board as to the material facts as to the circumstances of such conflict and the Director's interest. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Section 15. Fees and Compensation of Directors. No Director shall receive any salary for his or her services as a Director or committee member. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as agent, counsel, or in any capacity other than as a Director, and receiving compensation therefore, nor from being reimbursed for expenses incurred in the Corporation's business. Such reimbursement shall be in an amount as may be determined by resolution of the Board to be just and reasonable. Such compensation shall be paid only if approved by a vote of a majority of the voting power of the Corporation.

## **ARTICLE V OFFICERS**

Section 1. Officers and Qualifications. The officers of the Corporation shall be established as a President, a President-Elect, Immediate Past-President, a Secretary, and a Treasurer, all of which shall be Directors then in office and as may thereafter be changed from time to time by the Board of Directors as needed. The officers of the Corporation shall have such other assistant officers as the Board may deem necessary, and such officers shall have the authority prescribed by the Board.

Section 2. Election of Officers. The President-elect, Secretary and Treasurer of the Corporation shall be elected by a majority of the Directors then in office.

Section 3. Term of Office. The President-Elect, President and Immediate Past-President shall each serve one year terms and shall succeed to the next office in the following order: President-Elect, President & Immediate Past-President. Secretary and Treasurer will mirror the board members term of office as elected; not to exceed three years  
Officers shall serve no more than two (2) consecutive terms of office in the same position.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the Directors then in office (not including the officer whose removal is being considered) at any regular Board meeting or special meeting of the Board expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by majority vote of the remaining Members of the Board for the unexpired term.

Section 7. President. The President shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board.

Section 8. Vice President. The Vice President shall act for the President when the President is absent or incapacitated; and in general perform all duties incident to the office of Vice President and such other duties as may be assigned by the Board.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff Members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure staff Members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 11. Bonding. If requested by the Board, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board.



## **ARTICLE VI COMMITTEES**

Section 1. Executive Committee. Between meetings of the Board, the day-to-day affairs of the Corporation may be conducted by an Executive Committee, the Membership of which shall be as set forth in a resolution of the Board.

Section 2. Committees and Task Forces. The Board may create and appoint Members to committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board, and shall give advice and make non-binding recommendations to the Board. However, no committee or task force shall have the authority to create any other committees, approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors have a material or financial interest; or expend corporate funds not budgeted to the committee.

Section 3. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

## **ARTICLE VII MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year end of the corporation shall be as established by the Board of Directors or as may thereafter be changed from time to time by the Board of Directors as needed.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer, or Member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 3 Maintenance of Corporate Records. The Corporation shall keep at its principal office: (a) adequate and correct books and records of account; and (b) minutes in written form of the proceedings of the Board, committees of the Board and the Members.

Section 4 Maintenance and Inspection of Articles, Bylaws and Other Corporate Records. The Corporation shall keep at its principal office, the original or a copy of the Articles and these Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 5. Conflicts. In the case of any conflict between the Articles and these Bylaws, the Articles shall control.

## **ARTICLE VIII INDEMNIFICATION**

Unless otherwise prohibited by law, the Corporation may indemnify any Director or officer or any former Director or officer, and may by resolution of the Board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages or other relief arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## **ARTICLE IX AMENDMENTS TO BYLAWS**

These Bylaws may be adopted upon the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast by the voting Members. Amendments to the Bylaws may be proposed by any Member or by the Board. These Bylaws may be amended upon the affirmative vote of two-thirds of the Directors then in office unless an amendment proposes increasing or decreasing the number of Directors, amending Members' voting rights and reclassifying, canceling or adding a class of membership as specified in Section 1 of Article III of these Bylaws.

## **ARTICLE X DISSOLUTION**

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the Directors or persons in charge of the liquidation shall divide any remaining assets among the Members in accordance with their respective rights therein, or if the same cannot be determined, by agreement of the Members, or failing agreement, as required by law.

### **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the present acting Secretary of the Association of the International Graduate Admissions Consultants and the above Bylaws were adopted by the voting Members of the corporation, in accordance with Article IX of these Bylaws on November 15, 2007.



Ricardo Betti  
Secretary

November 15, 2007  
Date