



Association of Insurance Compliance Professionals®

Bylaws of Association of Insurance Compliance Professionals®

Prepared:

Daniel Cotter, finalized in September 2025, clean final 1/15/2026



Association of Insurance Compliance Professionals®

Bylaws

ARTICLE I. NAME

The name of this organization shall be the “Association of Insurance Compliance Professionals,” hereinafter called the “Association.”

ARTICLE II. PURPOSE

Section 1. Purpose

The purpose of the Association is to foster the exchange of ideas among Members and to provide education with respect to statutes and regulations which govern insurance rates, rules, forms and general compliance issues, by sponsoring, conducting, or participating in research and educational activities for the benefit of the insurance community.

Section 2. Position

Statements made by Directors, Officers, or Members shall not purport to be by, or on behalf of, the Association, its Board of Directors, or any committee unless in accordance with authority given and procedures determined in each instance by the Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership

There shall be four classes of membership in the Association as follows:

- A. Industry Members. Industry Members shall be defined as persons employed by insurance companies, persons from industry trade associations or persons who perform functions related to compliance with insurance laws and regulations. Individuals employed by firms and corporations involved in supplying goods and services to the insurance industry may also be Industry Members.
- B. Regulatory Members. Regulatory Members shall be defined as persons employed by city, county, state or federal governmental agencies or persons from regulatory trade associations.

- C. Student Members. Student Members shall be defined as persons who are enrolled and in good standing at an accredited two-year or four-year college or university but does not apply to students who qualify as an Industry Member or Regulatory Member.

- D. Retired Members. A Retired Member shall be or have been an Industry Member or Regulatory Member who has retired from regular occupation in an insurance business or profession and not currently professionally affiliated in an insurance field. He or she shall have been a member in good standing of the Association prior to becoming retired. He or she may not retain this class of membership as of the next membership renewal date following reemployment and/or gainful professional affiliation in an insurance business or profession.

Unless otherwise stated in these Bylaws, references to "Member" in these Bylaws shall mean persons in any of the foregoing classes.

Section 2. Rights of Membership

- A. Members shall have the right to make motions and vote, and to participate in Association-sponsored activities except as otherwise provided by these Bylaws, or as determined by the Board of Directors.
- B. All members are eligible to serve on all committees and the Board of Directors.
- C. Notwithstanding the preceding, while Student Members may vote, no Student Members may serve on the national Board of Directors or run for any national Officer position.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An Annual Meeting of Members shall be held during the annual national conference of the Association or at such time and place as determined by the Board of Directors.

Section 2. Special Meetings

Unless otherwise prescribed by statute or by the Certificate of Incorporation, the President may call a special meeting of the Members for any purpose. The President or Secretary shall call a special meeting if a majority of the Board of Directors so requests in writing. A request for a special meeting must state the purpose of the proposed special meeting.

Section 3. Notice of Meetings

Notice of a meeting of Members, stating the time, place and purpose thereof, shall be given to each Member at least twenty (20) days before the date fixed for the meeting.

Section 4. Presence at Meetings

For any meeting of Members, presence shall be defined as personal appearance. However, if approved by the President, telephonic or electronic appearance shall also be permitted. If telephonic and/or electronic means of communication is/are utilized, all participating Members must be able to communicate with and hear each other during the meeting.

Section 5. Agenda

An agenda will be published in advance of each meeting.

Section 6. Minutes

Minutes shall be kept of each meeting of the Association. Preparation of such minutes shall be the responsibility of the Secretary. The minutes shall include the site and date of the meeting, a summary of the discussion and such other information as deemed advisable.

Section 7. Quorum at Meetings

For meetings of the Association, a Quorum is defined as the lesser of five (5) percent of the total Membership or 30 Members. When a Quorum is present at any meeting, the vote of a majority of the Members present shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of the Bylaws or the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 8. Voting

Voting of Members shall be permitted either by mail or electronic means unless otherwise indicated by the Board of Directors. On all voting matters, each Member is entitled to one vote.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Officers

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, Past President, General Counsel and Executive Director.

Section 2. Directors

The Directors of the Association shall consist of the following:

- Until the 2025-2026 elections are held, there shall be one Elected Director for each region, whose work address or home address is within the defined geographical area of the region, except as provided under Section 6 of this Article. Beginning with the 2025-2026 elections, there will be six Elected Directors,
- Event Oversight Director
- Learning and Development Director
- Regulatory Affairs Director

Section 3. Duties of Officers and Directors

The duties of the President, Vice President, Secretary, Treasurer, Past President, Elected Directors, General Counsel and Executive Director are as follows:

President

The President shall perform all duties customary to the office; shall perform such other duties as may be prescribed by the Board of Directors; shall, with Board of Directors' approval, appoint from the membership Chairpersons of those committees required by the Bylaws that have no designated appointment therein, as well as such other committees as may be required; and shall preside at all meetings of the membership.

Vice President

The Vice President shall perform such duties as may be assigned by the President or Board of Directors and shall become President upon expiration or termination of the President's term of office.

Past President

The Past President shall serve as Vice Chairperson of the Governance Committee for the Board of Directors. The Past President shall perform such other duties customary to the office and which the President or Board of Directors may assign.

Secretary

The Secretary shall keep a full and accurate record of the proceedings of all meetings of the Association membership and Board of Directors; shall direct the distribution of notices and agendas for all such meetings; shall take the roll at Board of Directors meetings; and shall perform such other duties customary to the office and which the President or Board of Directors may assign.

Treasurer

The Treasurer shall be responsible for all funds of the Association and shall present an accounting of the same at the Annual Meeting of the Association and perform such other duties customary to the office and which the President or Board of Directors may assign. The Treasurer shall be the Chairperson of the Finance Committee.

Elected Directors

Each Elected Director shall be responsible for representing the interests of the Association and for communicating Board decisions to the members of the Region of the Association which he/she represents.

Event Oversight Director

The Event Oversight Director shall be responsible for the execution of National and Regional events in conjunction with the Board, the Association's committees or as otherwise directed by the President. The Event Oversight Director shall chair as many committees as appropriate to execute the Association events.

Learning and Development Director

The Learning and Development Director shall be responsible for the development of timely and relevant educational content in support of the Association's mission, vision, and strategy and to develop proprietary coursework supporting the Association's accreditation programs. The Learning and Development Director shall work with the management company to administer the Association's scholarship program.

Regulatory Affairs Director

The Regulatory Affairs Director shall be primarily responsible for representing the Association to external entities including, but not limited to regulatory and governmental agencies, other industry organizations to ensure that the Association remains relevant as the industry evolves. The Regulatory Affairs Director shall work with the management company to establish the Association's relevance despite social, political, and economic changes.

General Counsel

The General Counsel shall serve as the Association's primary resource with respect to legal and regulatory matters which affect the Association, its Members and its activities, including but not limited to antitrust issues. In addition to any other committees on which the General Counsel may serve, the General Counsel shall serve as a member of the Governance Committee.

Executive Director

The Executive Director is responsible for the day-to-day administrative activities of the Association. In addition to any other committees on which the Executive Director may serve, the Executive Director shall serve as a member of any committee(s) established to coordinate national conferences planned by the Association.

Section 4. Board of Directors

The Board of Directors shall govern the activities of the Association and shall be comprised of the following: President, Vice President, Secretary, Treasurer, Past President, Elected Directors, Event Oversight Director, Learning and Development Director, and Regulatory Affairs Director all of whom shall be members in good standing of the Association. The General Counsel and Executive Director shall be non-voting members of the Board of Directors.

Section 5. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Past President and any other such Directors as the Board may determine. The General Counsel and Executive Director shall be non-voting members of the Executive Committee.

The Executive Committee, during the intervals between Board of Directors meetings, shall possess and exercise all powers of the Board of Directors in the management of the Association in such a manner as the Executive Committee shall deem best for the interests of the Association.

At meetings of the Executive Committee, three (3) voting members of the Executive Committee shall constitute a Quorum. The majority vote of those members of the Executive Committee who are present and have a vote shall decide any questions brought before such meeting.

All actions of the Executive Committee will be reported to the Board of Directors at its next meeting and shall be subject to revision or alteration by the Board of Directors, provided that no acts or rights of third parties shall be affected by such revision or alteration.

Section 6. Vacancies

National Officers.

Vacancies or impending vacancies occurring for any reason, including removal by action of the Board of Directors, among Officers and Directors shall be filled by Members in good standing for the balance of the unexpired term as follows:

President. In the event of a vacancy or impending vacancy, the Vice President shall succeed to the office to serve for the balance of the term. In the event the Vice-President is unwilling or unable to serve, the Board of Directors shall appoint a successor to serve for the balance of the term.

Vice President. In the event of a vacancy or impending vacancy, the Board of Directors shall appoint a successor to serve for the balance of the term. In such case, the appointed Vice President does not automatically succeed to the office of President but may be added to the ballot for President for election by the membership.

Secretary, Treasurer. In the event of a vacancy or impending vacancy, the Board of Directors shall appoint a successor to serve for the balance of the term.

Past President. In the event of a vacancy or impending vacancy, the Board of Directors shall appoint a Past President to serve for the balance of the term. In the event a Past President is unavailable, the Board may appoint a past member of the Board of Directors.

Directors. In the event of a vacancy or impending vacancy, the Association's Board of Directors may appoint a successor to serve for the balance of the term.

Until the 2025-2026 elections are held, should an Elected Director cease to work or reside (whichever formed the basis of the qualification) in the defined geographical area of the Region, the Members will determine whether that Elected Director will continue on the Board or whether to elect a successor Elected Director to complete the term. Should an Elected Director continue to serve in this situation he/she will continue to be a member of said region until the expiration of his/her term.

ARTICLE VI. ELECTION AND APPOINTMENT OF OFFICERS AND DIRECTORS

Section 1. Term of Office

Prior to each Annual Meeting of the Association, a Vice-President shall be elected. Every 2 years, prior to the Annual Meeting of the Association, a Treasurer and a Secretary shall be elected. The Treasurer and Secretary elections shall occur on alternate years. The current Vice President, if elected to such office, shall succeed to the office of President. In the event the Vice President is unable to serve as President for any reason, a President shall also be elected.

Officers and Directors shall assume office during the Annual Meeting immediately following their election. The term of office is one (1) year for the President and Vice President. The term of office is two (2) years for the Treasurer and Secretary.

Elected Directors shall be elected to the Board of Directors by members of the Association Elected Directors shall have a two (2) year term of office.

Beginning with the 2025-2026 elections, no more than two (2) Elected Directors shall be elected from the same Region. In addition, no more than two (2) Elected Directors shall be employed by the same company or group

of companies. The Governance Committee shall take steps to assess the slate of nominees to ensure such geographic and company diversity.

The Event Oversight Director, Learning and Development Director, and the Regulatory Affairs Director shall be appointed by the President, Vice President, Secretary, Treasurer, Past President, and Elected Directors for a term of two (2) years.

Members may not hold more than one national office at the same time.

All candidates for office must be Members in good standing to run for election and hold office.

Section 2. Re-Election

The President and Vice President, shall not be eligible to serve consecutive terms in the same position. All Officers and Directors are eligible to serve non-consecutive terms in the same position. Officers and Directors may serve consecutive terms in different positions. Notwithstanding the preceding, the Secretary, Elected Directors and Treasurer may each serve two (2) consecutive terms in their respective positions if duly re-elected for a second two (2) year term. The Event Oversight Director, Learning and Development Director, and Regulatory Affairs Director may each serve two (2) consecutive terms in their respective positions if duly re-appointed for a second two (2) year term. Notwithstanding the foregoing, for 2024-2025 term, the Learning and Development Director shall only serve a one-year term, and then be eligible for reappointment the following year. This first year shall NOT count against the term limits restriction.

Section 3. Nominating

Nominations of Officers and Directors for annual elections shall consist of those recommended by the Governance Committee upon the Governance Committee's review of nominations it has received. A Member may submit his/her name to the Governance Committee during the sixty (60) day period designated by the Governance Committee. No person shall be eligible for nomination to more than one position on the national ballot. No person shall be eligible for nomination to a national position if that person's election will result in his or her holding two positions at the national level. Prior to any vote, any person nominated shall affirm his or her willingness to serve by confirmation sent by mail or electronic means to the Chair of the Governance Committee or such person's name shall be removed from the list of nominees. Beginning with the 2025-2026 election, the Governance Committee shall take steps to ensure that no more than two (2) Elected Directors are elected to the Board in any given election year from the same Region or company/group of companies. Furthermore, the Governance Committee, with Past President oversight, shall review the list of nominees to ensure an adequate balance in the lines of insurance representation.

The Past President, as Vice Chair of the Governance Committee, shall have oversight of the nominating and elections process.

Section 4. Eligibility and Voting

The Board of Directors shall fix a date not more than thirty (30) days before the date of release of ballots as a date for determining Members eligible to vote. A complete list of these Members will be prepared, arranged in alphabetical order, showing names and addresses of eligible Members. Such list shall be produced and kept during the election process, subject to the inspection of any Member who may request to examine it.

Nominations for any positions which are up for election shall be slated by the Governance Committee. The Board of Directors shall be responsible to review the slate of candidates identified by the Governance Committee and to approve that slate of candidates for announcement to the Members of the Association under procedures set forth in these Bylaws or otherwise approved by the Board of Directors.

The vote for Officers and Directors will be by mail or electronic means. Voting at any special meeting will be handled as directed by the President. Ballots shall be sent to each Member entitled to vote. Such ballot shall: (a) name each candidate for Executive Office submitted by the Governance Committee; (b) name each candidate for Elected Director submitted by the Governance Committee; (c) provide a means whereby the Member has an opportunity to specify the person(s) for whom he/she wishes to vote; and (d) provide a space whereby the Member is given the opportunity to specify person(s) for whom he/she wishes to vote who have not been named on the ballot in the Governance Committee's slate of candidates. The deadline for votes to be returned shall be no less than fifteen (15) days after the ballots have been distributed.

Only one (1) ballot may be cast by each Member. The ballot shall be returned at least five (5) days prior to the commencement of the Annual Meeting. Proxy ballots shall not be allowed.

Each Member may vote for candidates for Vice President, Secretary, Treasurer and Elected Directors. Each Member may also vote for Presidential candidates, should a vacancy occur pursuant to Article V, Section 6. For each position, the person receiving the greatest number of votes shall be named the successful candidate.

ARTICLE VII. REMOVAL AND REPLACEMENT OF OFFICERS AND DIRECTORS

The Board of Directors may remove any Officer or Director of the Association for failure to fulfill his or her duties and responsibilities or for violation of the Code of Professional Conduct of the Association.

Removal of an Officer or Director shall be initiated by the filing of a petition of removal with the Secretary, or Vice President if the Secretary is the subject of the petition of removal. The petition of removal shall specify the Officer's or Director's alleged failure(s) to fulfill his/her duties and responsibilities and/or violation of the Code of Professional Conduct of the Association.

For the removal of an elected Officer or Director, the petition for removal shall either be signed by 1) three (3) Members of the Board of Directors, or 2) twenty (20) percent of the total Association Membership for a national Officer or 3) twenty (20) percent of the total Membership of the Region represented by the Director who is the subject of a petition of removal.

For the removal of an appointed Officer or Director, the petition for removal shall be signed by three (3) Members of the Board of Directors.

The Officer receiving the petition of removal shall notify the Officer or Director who is the subject of the petition of removal at least thirty (30) days prior to the meeting of the Board of Directors at which a vote will be taken on the petition.

The Officer or Director who has been so notified may file a written response with the Officer who received the petition of removal, at least ten (10) days prior to the meeting at which the removal action will be voted upon. The written response shall set forth any explanation for the alleged failure(s) or violation(s) for consideration by the Board of Directors. The Officer or Director who is the subject of the petition of removal shall be permitted reasonable opportunity to address the Board of Directors before a vote is taken on removal. The Board of Directors shall consider the Officer's or Director's written response prior to voting. The Officer or Director will be removed upon a two-thirds (2/3) vote of the voting members of the Board of Directors.

In addition, any member of the Board of Directors shall be removed from office if he or she ceases to be a member in good standing of the Association for any reason, unless cured within fifteen (15) days after notice thereof.

A vacancy created by the removal of an Officer or Director shall be filled in accordance with the provisions of ARTICLE V of these Bylaws.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held according to an annual pre-set calendar. If such time and place as previously designated becomes difficult or inappropriate, a revised schedule may be implemented. At least three (3) meetings of the Board of Directors shall be held during each calendar year.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each Director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors.

Section 3. Presence at Meetings

For any meeting of the Board of Directors, presence shall be defined as personal appearance. However, if approved by the President, telephonic or electronic appearance shall also be permitted. If telephonic and/or electronic means of communication is/are utilized, all participating members of the Board of Directors must be able to communicate with and hear each other during the meeting.

Section 4. Quorum of the Board

For meetings of the Board of Directors, a Quorum is defined as the presence of the majority of the voting members of the Board of Directors. If a Quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting to a subsequent date. Notice of the new date shall be given by the Secretary to all members of the Board of Directors at least five (5) days prior to the date of the rescheduled meeting.

Section 5. Voting at Board of Director Meetings.

Except as may otherwise be provided in these Bylaws, each voting member of the Board shall be entitled to one vote.

Section 6. Actions taken without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent thereto is provided in writing or electronically by all voting members of the Board. The consent shall be filed with the minutes of proceedings of the Board of Directors.

Section 7. Voting

The majority vote of those members of the Board of Directors who are present and have a vote shall decide any questions brought before the Board of Directors, unless otherwise indicated in the Bylaws.

ARTICLE IX. NATIONAL COMMITTEES

Section 1. Standing and Special

The Board of Directors may establish such standing or special committees as it may deem advisable or necessary to further the interests of the Members of the Association. Membership on such committees shall be from among the Members, who need not be Officers of the Association.

Section 2. Appointment of Chairpersons

The President, with approval by the Board of Directors, may appoint (if there is no automatic assignment of Chairperson in these Bylaws), direct, and terminate chairpersons of committees as the needs of the Association require. The Vice President, with the approval of the current Board of Directors, may appoint (if there is no automatic assignment of chairperson in these Bylaws) the chairpersons of committees to assume those positions at the beginning of the Vice President's term as President.

Section 3. Composition

All committee chairpersons shall be authorized to appoint and dismiss individual Members of their committees as is necessary to accomplish those tasks assigned. Chairpersons shall advise the President in writing of their committees' composition and any changes thereto.

Section 4. Term

Unless otherwise provided in these Bylaws, membership on a committee is without limitation as to term.

Section 5. Reports

Each committee shall submit reports regarding the status of its initiatives to the Board of Directors as required.

Section 6. Governance Committee

In addition to any other committees appointed by the Board of Directors pursuant to Section 1 of this Article, there shall be a Governance Committee which shall be chaired by a member in good standing appointed by the Board of Directors, with the Past President serving as a Vice Chair of the Governance Committee. In accordance with a policy established by the Board of Directors, the committee shall propose one or more candidates for each Officer or Director position to be filled. Notwithstanding the foregoing, no nominee shall be proposed for President unless the Vice President is unable to accede to this office.

ARTICLE X. REGIONS

Section 1. Regions

The Board of Directors shall determine the regions within the Association.

The Association currently consists of the following Regions:

- Region I: Comprised of Connecticut, Maine, Massachusetts, New Hampshire, New York (other than New York City, Staten Island and Long Island) Rhode Island, and Vermont
- Region II: Comprised of District of Columbia, Delaware, Maryland, New York City, Staten Island and Long Island, New Jersey, Pennsylvania, and Virginia
- Region III: Comprised of Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas and Virgin Islands
- Region IV: Comprised of Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, West Virginia, and Wisconsin
- Region V: Comprised of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming
- Region VI: Comprised of American Samoa, Arizona, California, Colorado, Guam, Hawaii, Nevada, New Mexico, Northern Mariana Islands and Utah

Section 3. Region Members Defined

Membership of the Region shall be comprised of all active Members in good standing of the AICP whose work address or home address is within the defined geographical area of the Region, except as provided in Article V, Section 6. Notwithstanding the foregoing, beginning on January 1, 2026, Members may elect to be a member of any Region.

Section 4. Rights of Region Members

Any Member may attend any Region event.

ARTICLE XI. NOTICES

All notices under these Bylaws may be given in writing by mail, overnight mail service, facsimile or similar types of transmission and also by electronic means such as email or similar types of transmission and delivered to the current address of the recipient then appearing on the books of the Association. Notice shall be deemed to have been given at the time the notice is mailed or transmitted.

Whenever any notice is required to be given under the provisions of applicable statutes and/or regulations, or of the Certificate of Incorporation or by these Bylaws, a waiver in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to having received proper notice.

ARTICLE XII. COMMUNICATIONS

Section 1. Corporate Documents

A copy of the Certificate of Incorporation, Bylaws, and/or membership directory shall be provided to each Member of the Association upon written request.

Section 2. Minutes

Directors shall receive copies of the minutes of all meetings of the Association and the Board of Directors and also shall receive copies of reports issued by Regions and Committees of the Association. Members, upon request to the Secretary, may also receive copies of minutes and reports.

Section 3. Communications

The Association shall utilize one or more forms of communication in order to periodically provide Members with information to support the Association's mission and purposes.

Opinions expressed in any published medium by any person shall not infer a position by or on behalf of the Association.

Section 4. Logo

The logo of the Association is reserved for use by the Association and shall not be used for any purpose unless it complies with the policy adopted by the Board of Directors.

ARTICLE XIII. DUES

The Board of Directors shall establish policies on the dues for classes of membership.

ARTICLE XIV. ASSOCIATION FUNDS

The funds of the Association shall be deposited in its name with such banks, trust companies or other depositories as the Treasurer may designate. All checks, notes, drafts and other negotiable instruments of the Association shall be signed by the Treasurer or Officers, or such agents as the Board of Directors may designate.

ARTICLE XV. FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE XVI. SEAL

The Association seal shall be such device, impression or design as is designated by the Board of Directors. The seal may be used by causing it or a facsimile to be impressed or affixed or otherwise reproduced.

ARTICLE XVII. POLICY STATEMENTS ON ANTITRUST, CONFLICTS AND SPEAKERS

Section 1. Antitrust and Speaker Disclaimer

The following shall be read by the President or other Officer at the opening of all Member meetings:

The Association is organized to promote the common interests of its Members and members of the insurance compliance industry by promoting relationships, exchanging information and providing learning opportunities in a dynamic regulatory environment. In furtherance of this objective, the Association is committed to operating within the letter and spirit of all applicable federal and state laws, including antitrust laws.

The opinions, statements and information provided by any speaker are solely those of the speaker and do not represent the views or positions of the AICP, its members, officers, directors, sponsors or agents.

Section 2. Conflicts of Interest

The following shall be read by the President or other Officer at the opening of all Board meetings:

The Association is committed to identifying and avoiding any conflicts of interest that may apply to decisions made regarding the operations of the Association. All Board members are required to declare any conflicts of interest that may apply to any matter that comes before the Board and to comply with the Association’s Conflict of Interest Policy.

ARTICLE XVIII. CODE OF PROFESSIONAL CONDUCT

The Association and its Members shall maintain a Code of Professional Conduct. The Code of Professional Conduct shall be approved and provided to the Members by the Board of Directors.

ARTICLE XIX. AMENDMENTS

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the Members. Any such action by the Board of Directors may be taken at a regular or special meeting for which notice of the purpose shall be given and shall require an affirmative vote of two-thirds (2/3) of those members of the Board of Directors who have a vote. Any such action by the Members may be initiated by a petition 1) from the lesser of five (5) percent of the total Membership or thirty (30) Members, and 2) delivered to a member of the Board of Directors then in office. Action thereon shall be taken at the next regular or special meeting of the Board of Directors in the manner previously described in this ARTICLE.

ARTICLE XX. DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE ORGANIZATION

On the dissolution of the Association, any remaining funds after all debts of the Association are paid shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

ARTICLE XXI. INDEMNIFICATION

The Association shall indemnify its Officers, Directors, employees and agents to the fullest extent currently or hereafter permitted by the laws of the State of Delaware.

Action (Review/Update)	Date	Individual	Comments
Created		AICP Bylaws Committee	
Review / Update	6/14/2018	Susan Cornett	Revised to follow AICP guidelines: <ul style="list-style-type: none"> - added logo and cover page - revised font size and type for title and content - added revision history table

Review/Update	9/21/2019	Daniel Cotter	Revised to change Bylaws Committee to Governance Committee and other minor committee structure
Review/Update	08/12/2020	Daniel Cotter	Revised to add Student Membership.
Review/Update	09/25	Daniel Cotter	2024 Restructure and removal of regions