



CONSTITUTION OF THE FELLOWS OF THE ACADEMY OF INTERNATIONAL BUSINESS

Adopted 24 June 2022

I. Name and Relationship to the Academy of International Business (AIB)

The name of this association, founded in 1976, shall be “The Fellows of the Academy of International Business” (Fellows). The Fellows comprise a subset of the membership of the Academy of International Business (AIB) but are an autonomous, self-governing body, as called for in the AIB Bylaws (Article VIII). Fellows must individually adhere to this Constitution and the AIB Code of Ethics. Fellows serve as Ambassadors for AIB’s Mission, Vision, and Values.

II. Objectives and Activities of the Fellows

- A. The objectives of the Fellows are to recognize outstanding contributions to the scholarship and practice of international business, to exercise a leadership role in education and scholarship in the field, and to provide a forum for interaction among the Fellows as well as for the dissemination of knowledge in the field of international business.
- B. The Fellows shall hold a Business Meeting annually at a time and place that the Fellows Executive designates. Other activities of a scholarly or educational nature, appropriate to the objectives of the Fellows, may be performed, usually in conjunction with the AIB.
- C. There shall be regular communications between the AIB and the Fellows on goals, policies, activities, and accomplishments of their respective organizations, as well as on the development of education and research in international business.

III. Structure and Functions

- A. The Fellows Executive shall comprise a Dean, a Deputy Dean, and a Secretary-Treasurer, each serving for terms of approximately three years, spanning three annual meetings of the Fellows. The Deputy Dean shall not automatically succeed the next Dean when the current Dean’s term of office ends.
- B. The Dean, as the chief administrative officer of the Fellows, shall be responsible for organizing and overseeing all activities of the Fellows, presiding over the Business Meeting, and appointing a Deputy Dean and a Secretary-Treasurer, who will assist in conducting the affairs of the Fellows. The Dean may appoint one or more persons as committees to perform particular functions, as the need may arise.
- C. The Deputy Dean shall assist the Dean in performing his/her functions and responsibilities. The Deputy Dean works closely with the Dean on leadership and management matters involving the Fellows, may take on responsibility for one or more of these matters, and shall deputize for the Dean when appropriate. In the event of the untimely death or incapacitation of the Dean, due to illness or other conditions preventing the Dean from undertaking his/her duties, the Deputy Dean shall become the Acting Dean until the Dean resumes his/her duties. If the Dean is unable to

perform his/her duties over a continuous period longer than four months, then a new Dean shall be elected by the Fellows according to Section X of this Constitution.

- D. The Secretary-Treasurer shall assist the Dean, communicate with the membership, and liaise with the AIB Secretariat with respect to secretarial and financial matters involving the Fellows, including, but not limited to: (1) record keeping and financial accounts, (2) election of new Fellows, (3) the annual Business Meeting, and (4) the Fellows dinner associated with the AIB's annual conference.
- E. In their decision-making, the Fellows Executive and other decision-making groups within the Fellows, are expected to follow the principles of good governance for nonprofit organizations. That is, they shall exercise their fiduciary duties, taking into account the facts and circumstances of the situation.

IV. Membership Categories

- A. Fellows shall be grouped into three categories: Active, Inactive, and Honorary.
- B. Active Members are individuals who were either inducted at the time the association was first founded or elected as Fellows. Active Members must: (1) have paid their initiation fees by the time of their induction; (2) be in good standing as a member of the AIB; (3) attend at least one of the annual Business Meetings in any rolling three-year period; and (4) adhere to requirements of this Constitution and the AIB Code of Ethics. Attendance at the annual Business Meeting shall be excused if written expressions of regret are sent to the Secretary-Treasurer, in advance of each occasion.

Only Active Members can vote, nominate or second candidates for AIB Fellowship, and serve on committees appointed by the Dean, as outlined in Article VII.A.

- C. Inactive Members are Fellows who have chosen this status or have been moved to Inactive status for not meeting the requirements of Article IV.B, as judged by the Dean. Inactive Members do not have to pay AIB dues. Inactive Members may return to Active Member status after remedying all deficiencies regarding the requirements in Article IV.B, as judged by the Dean.
- D. Honorary Fellows are individuals who have been honored as International Educator of the Year, International Executive of the Year, or John Fayerweather Eminent Scholar. Honorary Fellows are not required to be members of the AIB. They are not subject to the requirements, nor have the privileges, of Active or Inactive Members as specified in Articles IV.B. and IV.C.
- E. The Fellows shall keep a roster of deceased Fellows.
- F. Fellows shall receive all communications relevant to their status (Active, Inactive, or Honorary).

V. Membership Eligibility

- A. Except for Honorary Fellows, eligibility to become a Fellow shall be restricted to members of the AIB who are in good standing at the time they are nominated, who are international business scholars, teachers, or administrators, who have significantly helped to develop knowledge or practice in the field, and who have made significant contributions to the AIB.
- B. Once elected, the title of Fellow is normally irrevocable. However, in the extraordinary case where an Active Member has been judged by the AIB Ethics Review Committee to have committed an Egregious ethical violation under the AIB Code of Ethics, or where the AIB Board has revoked the

Fellow's membership in the AIB, the Dean shall move the Member immediately from Active to Inactive status. The Dean may also appoint a Committee of three past Deans, with the most distant Dean as Chair, to recommend to the Dean whether the Member should be expelled from the Fellowship. Should the Dean revoke membership, an amendment to the Dean's decision may be initiated by a written petition of at least five Active Members.

- C. An individual may resign from the Fellows at any time, by written notification to the Dean.

VI. Limits on Membership

- A. For the purpose of determining how many new Fellows can be elected in a particular year, only those Active Members below the age of sixty-six as of January 1st of the year of the election shall be counted, and their number shall not exceed two percent of the AIB membership.
- B. There shall be no limit to the number of new Active Members that may be elected in one year, subject only to the above constraint of not exceeding two percent of the AIB membership, for Active Members under the age of sixty-six as of January 1st of the year of the election. If the number of candidates elected in any one year would violate this overall limit, then only those receiving the highest percentage of YES votes (as a percentage of the YES and NO votes for the candidate) and keeping within this limit shall be elected as AIB Fellows. If a tie should occur, the tie shall be decided using the highest percent of YES votes (as a percentage of YES, NO, and ABSTAIN votes for the candidate).
- C. There shall be no limit on the number of Honorary or Inactive Members.

VII. Voting and Nominating Privileges of Members

- A. Only Active Members may nominate, vote, and serve on Fellows committees. This includes voting, nominating, and seconding candidates for election as new Fellows, and participating in voting pertaining to the John Fayerweather Eminent Scholar, the election of a new Dean, and amendments to this Constitution. Only Active Members may serve on committees appointed by the Dean.
- B. The Dean may appoint a Surfacing Committee of three to five Active Members to propose three or fewer additional nominees who, in their opinion, should be considered for membership. This committee shall engage in a broad consultative process in order to identify potential candidates who may have been overlooked by the normal nomination process. In so doing, the Surfacing Committee is expected to search for a nominator and seconder for each nominee, so as to fulfill the requirements of Articles VII.A and IX.

VIII. Election and Selection of Honorary Fellows

- A. The nomination of Honorary Fellows – namely, the John Fayerweather Eminent Scholar, the International Educator of the Year, and the International Executive of the Year awardees – shall be made by nominating committees of one or more Active Members, appointed by the Dean.
- B. To be eligible as the John Fayerweather Eminent Scholar, a candidate shall be someone whose functional discipline is not international business and who is not regularly an AIB member, but whose scholarship has significantly influenced international business research.

- C. The John Fayerweather Eminent Scholar nominating committee shall put forward one candidate to be voted on by all Active Members. The candidate must receive the approval of three quarters of Active Members voting to be selected.
- D. The nominating committees for the International Educator of the Year and the International Executive of the Year shall each put forward one or more candidates, from which the Dean will approve one candidate for each award.

IX. Election of New Fellows

- A. Approximately five months prior to the expected date of the next annual Business Meeting, the Secretary-Treasurer shall invite nominations and seconding for potential new Fellows, and shall announce a deadline for their submission. The nominator and seconder must both be Active Members. A standard format shall be used for the nomination, seconding, and curriculum vitae of candidates. No call for nominations shall be issued if the number of Active Members below the age of sixty-six as of January 1st of the year of the election exceeds two percent of the current AIB membership.
- B. Active Members may be involved in no more than two nominations in any election of new Fellows. As organizers of the election process, neither the Dean nor the Secretary-Treasurer shall nominate or second candidates during their terms in office.
- C. Nominations shall not be accepted from nominators or seconders who (i) are affiliated with the same university or organization as the candidate at the time of the nomination, (ii) have been a faculty member of the academic department from which the candidate received his/her terminal degree at the time it was granted, (iii) have served in a mentoring relationship with the candidate during his/her terminal degree, or (iv) have had a co-authored paper with the candidate accepted for publication within the previous two years.
- D. The election of new Fellows shall be conducted by the Secretary-Treasurer, who shall solicit nomination and seconding letters from the Active Members, together with the curriculum vitae form completed with input from the candidate. Nominators and seconders shall attest that their candidate meets the criteria in Article V.A. and that they have followed proper forms and procedures according to Section IX.
- E. The Secretary-Treasurer shall be responsible for monitoring the election and ensuring that all criteria for nominating and electing new Members have been met. Only those candidates meeting the criteria in Article V.A, and who have been nominated and seconded by Active Members using proper forms and procedures according to Section IX, shall be placed on the ballot.
- F. The Secretary-Treasurer shall provide Active Members with access to the ballot, and the deadline for receipt of ballots shall be three weeks (21 days) from that date. The Secretary-Treasurer shall communicate the results of the election to the Active Members after notifying the candidates and their nominators and seconders.
- G. The ballot shall offer three options for Active Members to select: YES (voting for the election of the candidate), NO (voting against the election of the candidate), and ABSTAIN (voting neither for nor against election of the candidate).
- H. Each new Fellow shall be declared elected by the Secretary-Treasurer only if he/she receives a YES vote from at least sixty percent of the total number of YES votes and NO votes returned by Active Members regarding his/her candidacy, subject to a minimum number of YES votes

equivalent to 40 percent of the total number of YES, NO, and ABSTAIN votes cast.

X. Election of the Dean

- A. The newly elected/selected Dean shall normally serve for a three-year term of office, and may not serve two full consecutive three-year terms.
- B. At the beginning of the third year of the current Dean's term, a Nominating Committee shall be appointed by the current or Acting Dean. The Committee shall be comprised of three past Deans, with the most distant Dean serving as Chair. The Committee shall invite suggestions from the Fellows, and then nominate the next Dean of the Fellows. If two candidates are put forward by the Nominating Committee, the Dean shall direct the Secretary-Treasurer to hold an election. The winning candidate must receive the approval of a majority of the Active Members voting and shall be declared as the new Dean by the Secretary-Treasurer.
- C. If the current Dean dies or is unable to do his/her administrative work for more than four continuous months, the Nominating Committee (as defined in Article X.B) shall convene and ask the Deputy Dean to serve as the Acting Dean while a new search for the next Dean is in progress. The Secretary-Treasurer shall continue to serve until the new Dean's term begins. In their decision-making, the Nominating Committee shall follow the Good Governance Rule (Article III.E).
- D. The current Dean shall be ineligible to vote in any election for his/her successor, except to break a tie.

XI. Dues

Any adjustment to the initiation fee for newly elected Fellows shall be determined by a majority of Active Members voting through a ballot, subsequent to discussion at an annual Business Meeting of the Fellows.

XII. Meetings and Other Activities

- A. The Fellows shall hold at least one Business Meeting annually, either virtually or in person.
- B. Should the Dean be unable to attend or preside at a Business Meeting, he/she shall designate the Deputy Dean or another Active Member to preside.
- C. A dinner for Active Members, newly elected Honorary Fellows, and guests shall ordinarily be held at the annual AIB Conference.
- D. Other activities may be originated at the initiative of the Dean. However, if this activity involves substantial cost of time or money, then the Dean shall first obtain a majority vote of approval for this activity from Active Members attending the next annual Business Meeting or from a separate vote of Active Members if urgency requires the latter course of action.
- E. The Fellows may, from time to time, confer the AIB Fellows Distinguished Service Award on one of their own Members in recognition of that Member's extraordinary service over a sustained period to the Fellows and to the AIB. The award may be given posthumously. The current Dean and at least two prior Deans shall constitute a Surfacing Committee for nominations; the

committee may nominate up to one candidate per year. To be selected for this award, the candidate must receive the approval of a majority of the Active Members voting.

XIII. Amending this Constitution

- A. Proposals to amend this Constitution shall normally be initiated by a committee of at least three Active Members appointed by the Dean.
- B. An amendment proposal may be initiated by an Active Member at the annual Business Meeting, provided the proposal receives a majority of the votes of the Active Members present. An amendment proposal may also be initiated through a written petition of at least five Active Members. In either case, the proposed amendment shall be checked for conformity with other articles of this Constitution by a committee appointed by the Dean and including at least one of the amendment proposers.
- C. All proposed amendments conforming to Sections A or B of this Article shall be promptly sent by the Secretary-Treasurer to all Active Members for voting. Amendments shall be adopted if they receive the favorable votes of at least sixty percent of all Active Members voting by a specified date.

* This Constitution reflects the amendments approved in July 2015, December 2016, June 2018, and June 2022.