



M E E T I N G P R O F E S S I O N A L S I N T E R N A T I O N A L

**MEETING PROFESSIONALS INTERNATIONAL
BYLAWS**

PROPOSED AMENDMENTS TO THE BYLAWS

**ARTICLE I
NAME AND LOCATION**

SECTION 1. NAME AND LOCATION: The name of this organization shall be Meeting Professionals International (MPI), a nonprofit corporation incorporated in the State of Illinois.

SECTION 2. OFFICES: The registered office of MPI shall be located in the State of Illinois and MPI shall maintain an office or offices in such other localities as may be determined by the Board of Directors.

**ARTICLE II
OBJECTIVES AND MISSION**

SECTION 1. OBJECTIVES: The objectives of MPI shall be as set forth in its Articles of Incorporation.

SECTION 2. MISSION: The mission of MPI shall be as adopted by the Board of Directors.

**ARTICLE III.
MEMBERSHIP**

SECTION 1. REGULAR MEMBERSHIP: Persons engaged in the meeting industry or who provide materials and services to it, for business and industry, trade associations and professional societies, church and religious organizations, educational institutions, fraternal groups, labor unions, and others shall be eligible for regular membership. Policies governing eligibility and participation of regular members shall be determined by the Board of Directors. The Board of Directors may also classify regular members based upon such reasonable and uniform criteria as it may decide from time to time.

SECTION 2. STUDENT MEMBERSHIP: Individuals actively enrolled in a post-secondary academic program shall be eligible for student membership. Policies governing eligibility and participation of student members shall be determined by the Board of Directors. The Board of Directors may also classify student

members based upon such reasonable and uniform criteria as it may decide from time to time.

SECTION 3. LIFE AND HONORARY MEMBERSHIP: Life and honorary membership may be conferred upon regular members of MPI at such time and under such terms, as the Board of Directors shall determine.

SECTION 4. APPLICATIONS FOR MEMBERSHIP: All applicants for membership shall complete and sign the appropriate form of application provided by MPI and submit the application to MPI.

SECTION 5. ADMISSION OF MEMBERS: Admission of all applicants for membership shall be in such a manner as the Board of Directors may determine.

SECTION 6. CENSURE, SUSPENSION OR TERMINATION OF MEMBERSHIP: Members may be censured, suspended or removed from membership by the Board of Directors for cause by a two-thirds (2/3) vote or as otherwise provided by the Board of Directors.

SECTION 7. REINSTATEMENT: A former member desiring reinstatement of membership shall do so in accordance with procedures and such terms and conditions as set forth by the Board of Directors.

SECTION 8. RESIGNATION: Any member may resign by submitting a written resignation in accordance with policies and procedures as may be established by the Board of Directors. Under no circumstances shall such resignation relieve the member so resigning of the obligations to pay any dues, fees or other charges accrued but unpaid.

SECTION 9. RIGHTS AND RESPONSIBILITIES: All members and classes of members shall have such rights and responsibilities as these bylaws and the Board of Directors may determine from time to time.

ARTICLE IV CHAPTERS, COUNCIL OF CHAPTER PRESIDENTS, SPECIAL INTEREST GROUPS AND REGIONAL COUNCILS

SECTION 1. CHAPTERS: For the mutual benefit of all, for the advancement of the meetings profession and to further the objectives and services of MPI, the Board of Directors may charter, modify or revoke charters for chapters of MPI; and the Board of Directors shall establish the appropriate terms, conditions and policies. Chapters shall have such rights and responsibilities as the Board of Directors may prescribe from time to time. The Board of Directors may also establish other affiliated organizations such as clubs, student groups and similar entities consistent with appropriate terms, conditions, and policies as adopted by the Board of Directors.

SECTION 2. COUNCIL OF CHAPTER PRESIDENTS: The president or designee of each chapter chartered in accordance with these bylaws shall be a member of the Council of Chapter Presidents. The council, which shall meet at least once each year, shall provide advice and counsel to the Board of Directors. The

council shall have such rights and responsibilities as the Board of Directors may prescribe.

SECTION 3. COMMUNITY GROUPS: For the mutual benefit of segments of the membership, the Board of Directors may prescribe policies dealing with community groups. Such groups shall have rights and responsibilities as the Board of Directors may prescribe.

SECTION 4. REGIONAL COUNCILS: For the mutual benefit of chapters and membership growth, the Board of Directors may establish, modify or dissolve councils composed of chapters in geographic regions. Such councils shall have rights and responsibilities as the Board of Directors may prescribe.

ARTICLE V DUES, FEES AND ASSESSMENTS

SECTION 1. ESTABLISHMENT OF DUES, FEES, ASSESSMENTS AND CHARGES: Membership dues and membership fees and assessments, if any, for all members, including chapter members, shall be established by the Board of Directors. Charges for activities, services and materials shall be established by the president/CEO.

SECTION 2. DELINQUENCY AND CANCELLATION: As determined by the Board of Directors, any member delinquent in dues, fees or assessments shall be notified of such delinquency and may be suspended from further services or dropped from membership, and thereupon forfeit all rights and privileges of membership.

SECTION 3. REFUNDS: No dues, fees or assessments shall be refunded to any member.

ARTICLE VI MEETING OF MEMBERS AND VOTING

SECTION 1. ANNUAL MEETING: The annual meeting of MPI shall be held at such place and on such dates as may be determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS: Special meetings of members of MPI may be called by the Board of Directors at any time, or shall be called by the chair of the board at such time and place as designated by the chair of the board within thirty (30) days following receipt of a request signed by at least twenty percent (20%) of the members who have a right to vote. The business to be transacted at any special meeting shall be stated in the meeting notice.

SECTION 3. NOTICE OF MEETINGS: Written notice of any meeting of MPI members shall be sent by mail, facsimile or electronic media to the last known address of each then voting member not less than twenty (20) days and not more than sixty (60) days before the date of the meeting.

SECTION 4. VOTING: On matters to be voted upon by MPI members, each eligible voting member shall have one (1) vote and may take part and vote in person or by proxy. Unless otherwise specifically required by the laws of Illinois

or provided by these bylaws, a majority vote of those members present in person or by proxy and voting shall govern. Mail, facsimile or electronic voting shall be conducted in accordance with policies as approved by the Board of Directors and these bylaws.

SECTION 5. VOTING BY MAIL, FACSIMILE OR ELECTRONIC MEDIA: Proposals to be offered to the members for a mail, facsimile or electronic media vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposals are endorsed by at least twenty percent (20%) of the voting members, in which case board approval shall not be necessary. In such a vote, the lesser of one thousand (1000) or ten percent (10%) of all members then eligible to vote shall be required to cast a ballot to constitute a valid action, and a majority of those voting shall determine the action unless otherwise required by the laws of Illinois, or these bylaws.

SECTION 6. QUORUM OF MEMBERS: At an annual or special meeting of members, a quorum shall consist of five percent (5%) or one thousand (1000) members then entitled to cast a vote, represented in person or by proxy, whichever is less provided that not less than fifty (50) members are present at the meeting. In the event a quorum is not present, those in attendance may adjourn the meeting until a quorum is present without further notice. If a quorum is present, the affirmative vote of a majority of the yes/no votes present and voted, either in person or by proxy, shall be the act of the members unless the vote of a greater number is required by the laws of Illinois, the articles of incorporation or these bylaws.

SECTION 7. CANCELLATION OR POSTPONEMENT OF MEETINGS: The Board of Directors may cancel or postpone any annual or special meeting with or without cause.

SECTION 8. RULES OF ORDER: All meetings of MPI shall be governed by parliamentary law as set forth in *Robert's Rules of Order*, most recent edition, when it does not conflict with the laws of Illinois, articles of incorporation, these bylaws or policies of MPI.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS: The elected officers of MPI shall be a chair, chair-elect, immediate past chair and vice chair, finance. . The president/CEO, without vote, is also an officer. Officers shall serve until their successors have been duly elected, qualified and assume office.

SECTION 2. QUALIFICATIONS FOR OFFICE: Any member in good standing who has completed one (1) full year on the Board of Directors prior to nomination or is on the Board of Directors at the time of nomination, is eligible for nomination and election to an officer position of MPI with the exception of the candidate for chair-elect. The chair-elect nominee must be a member of the Board of Directors during the year in which he/she is nominated.

SECTION 3. MANNER OF ELECTION AND TERM: Elected officers shall be elected as prescribed by the policies adopted by the Board of Directors. Each elected officer shall take office on the first day of the fiscal year of MPI following election and serve a term of one (1) year and until their successors are duly elected, qualified and assume office. The chair-elect shall automatically become chair of the board on the first day of the next fiscal year following election as chair-elect. Officers shall serve as members of the Board of Directors.

SECTION 4. RE-ELECTION: The Chair and/or Chair Elect upon the recommendation of the Board Development Committee and approved by the Board of Directors may be re-nominated for one additional one year term. The Vice Chair may serve in such office for up to three consecutive one year terms. If selected to fill an unexpired one year term, the extended term shall not be considered for determining eligibility for subsequent reelection to the office.

SECTION 5. VACANCIES AND REMOVAL: With the exception of the office of chair of the board and chair-elect, the Board of Directors, in its discretion, may fill any vacant office. An officer so selected shall serve until the end of the fiscal year and until a successor is duly nominated and elected by the membership. In the event a vacancy occurs after the nominating process is closed but before the end of the fiscal year, a person so selected to fill a vacancy shall serve until the end of the next fiscal year and until a successor is duly nominated and elected by the membership in accordance with these bylaws. In the event of a vacancy in the office of chair of the board, the chair-elect shall automatically fill the balance of the term of office for the unexpired term and shall then assume the term of office of chair of the board which the chair-elect pursuant to these bylaws would otherwise assume in his or her own right. In the event of any vacancy in the office of chair-elect, the board shall fill the office for the balance of the term of office for the unexpired term only. Such individual shall not automatically succeed to the office of chair of the board upon the completion of the unfulfilled term of chair-elect unless duly elected in accordance with these bylaws to the office of chair-elect.

ARTICLE VIII DUTIES OF OFFICERS

SECTION 1. CHAIR OF THE BOARD: The chair shall preside at all meetings of the Board of Directors. The chair of the board shall serve as a member, ex-officio, on all committees. At the annual meetings and such other times as deemed proper, the chair of the board shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of MPI. The chair of the board shall perform such other duties as are necessarily incident to the office and as may be prescribed by the Board of Directors.

SECTION 2. CHAIR-ELECT OF THE BOARD: In the absence of the chair of the board or the chair of the board's inability or refusal to act, the chair-elect shall perform the duties of the chair of the board. On the first day of next succeeding fiscal year of MPI after taking office, the chair-elect shall perform such other duties as may be prescribed by the chair of the board, and/or Board of Directors.

SECTION 3. VICE CHAIR OF FINANCE: The vice chair of finance shall perform such duties as are assigned by the chair of the board, and/or the Board of Directors.

SECTION 4. IMMEDIATE PAST CHAIR OF THE BOARD: The immediate past chair of the board shall serve as a voting member of the Board of Directors, and perform such duties as may be prescribed by the chair of the board and/or Board of Directors.

ARTICLE IX BOARD OF DIRECTORS

SECTION 1. AUTHORITY AND RESPONSIBILITY: The governing body of MPI shall be the Board of Directors. The Board is responsible for reviewing and approving the organization's strategic plans. The Board oversees financial integrity and monitors performance against achievement of strategy and long-term vision. The Board shall be responsible for the hiring, continual performance assessment and compensation of the President/Chief Executive Officer. The Board shall have such other powers and authority as granted to it by the laws of Illinois and these bylaws. The board may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable

SECTION 2. COMPOSITION: The Board of Directors shall consist of the chair, chair-elect, immediate past chair, vice chair of finance and not less than seven nor more than eleven directors elected by the membership in accordance with the bylaws and such policies as may be adopted by the Board of Directors. The current chair of the MPI Foundation Board of Trustees shall serve as an ex officio member, without vote, of the Board of Directors. The president/CEO shall also be an ex-officio member, without vote, of the Board of Directors.

SECTION 3. MANNER OF ELECTION AND TERM: Directors and officers, except for the chair of the board who shall succeed to office from the office of chair-elect, shall be elected by the voting membership in accordance with policies adopted by the Board of Directors. Elected directors and officers shall take office on the first day of the fiscal year following their election. Directors shall serve a term of three (3) years and until their successors have been elected and assume office. Ex-officio directors shall serve for a term coinciding with their respective office and as prescribed by policies as adopted by the Board of Directors.

SECTION 4. RE-ELECTION: No member of the Board of Directors who has been elected by the vote of the membership to serve one (1) full three (3) year term shall be eligible for re-nomination and re-election until at least one (1) year has elapsed from the expiration of the prior term. Notwithstanding, however, a director who has served a three year term shall be eligible to serve up to three consecutive one year terms. At no time shall more than fifty percent (50%) of the Board be comprised of individuals serving one year terms. Upon recommendation of the Board Development Committee and approval by the Board of Directors an exception under extraordinary circumstances may be made.

SECTION 5. QUORUM OF THE BOARD: At any meeting of the Board of Directors, no less than a majority of the then voting members of the Board shall constitute a quorum for the transaction of the business of MPI and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present, unless otherwise required by law, the articles of incorporation or these bylaws.

SECTION 6. MEETINGS OF THE BOARD: A regular meeting of the Board of Directors shall be held no less than four (4) times during each fiscal year and will be open for attendance by any MPI member in good standing except when meeting in executive session. Meetings shall be held as determined by the chair, or the Board of Directors. Notice of each meeting shall be given to all directors not less than five (5) days nor more than sixty (60) days before the meeting is to be held. Special meetings of the Board of Directors may be called by the chair at the request of any six (6) members of the Board of Directors, by notices sent to each member of the Board of Directors, not less than five (5) days nor more than sixty (60) days before the meeting is to be held.

SECTION 7. VOTING: Voting rights of a director shall not be delegated to another nor exercised by proxy.

SECTION 8. ABSENCE: Any director, including elected officers, who has been absent from one (1) regular meeting of the Board of Directors shall request an excused absence from the chair. If the director misses the next Board of Directors meeting, the director shall be deemed to have resigned from the Board of Directors and the vacancy shall be filled as provided by these bylaws, unless a further excused absence for extraordinary reasons shall be granted by the other members of the Board of Directors.

SECTION 9. VACANCIES AND REMOVAL: The Board of Directors, in its discretion, may fill any vacancy occurring on the Board of Directors. A director so selected by the Board to fill a vacancy shall serve until the end of the fiscal year and until a successor is duly nominated and elected by the membership in accordance with these bylaws. In the event a vacancy occurs after the nominating process is closed but before the end of the fiscal year, a person so selected to fill a vacancy shall serve until the end of the next fiscal year and until a successor is duly nominated and elected by the membership in accordance with these bylaws. The voting membership, at their discretion, by the affirmative vote of two thirds (2/3) of its members voting, may remove any director for cause.

SECTION 10. COMPENSATION: Directors and elected officers shall not receive any compensation for their services.

SECTION 11. OTHER MEANS OF GIVING NOTICE AND TRANSACTING BUSINESS: The Board of Directors may give notice and transact business by mail, facsimile, or electronic media as to the fullest extent may be allowed by Illinois law and in accordance with policies as may be adopted by the Board of Directors.

ARTICLE X
STANDING AND SPECIAL COMMITTEES

SECTION 1. BOARD DEVELOPMENT COMMITTEE: In accordance with policies adopted by the Board of Directors a Board Development Committee shall be appointed annually which shall assist the Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices as well as the development and evaluation of the Board of Directors and nomination process for directors and officers. MPI management may serve as a resource to the committee.

SECTION 2. AUDIT AND FINANCE COMMITTEE. In accordance with policies adopted by the Board of Directors an Audit and Finance Committee shall be appointed annually which shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of MPI's financial reporting processes and accounting practices and the performance, qualifications, and independence of MPI's independent auditors.

SECTION 3 PRESIDENT/CEO PERFORMANCE COMMITTEE. IN ACCORDANCE WITH POLICIES ADOPTED BY THE BOARD OF DIRECTORS A PRESIDENT/CEO PERFORMANCE COMMITTEE SHALL BE APPOINTED ANNUALLY WHICH SHALL ASSIST THE BOARD OF DIRECTORS IN FULFILLING ITS OVERSIGHT RESPONSIBILITIES TO annually evaluate the performance of the president/chief executive officer and make recommendations as to the terms and conditions of the president/CEO's continued employment and compensation.

SECTION 4. OTHER APPOINTED BODIES: The chair of the board or the chair-elect, in accordance with policies approved by the Board of Directors, shall establish and appoint such other committees, subcommittees, advisory councils, or task forces as are necessary and which are not in conflict with other provisions of Illinois law or these bylaws. The duties and procedures of such committees shall be prescribed by the Board of Directors. Advisory councils may also be appointed by the President/CEO to provide advice and counsel to the President/CEO.

ARTICLE XI
EXECUTIVE AND STAFF

SECTION 1. APPOINTMENT: The Board of Directors shall employ an individual, who need not be a member of MPI, as the salaried staff head and who shall have the title of president/CEO. The terms and conditions of employment shall be as specified by the Board of Directors and shall be set forth by contract. Employment and discharge of the president/CEO shall require a two-thirds (2/3) vote of the then entire Board of Directors, and shall be in accordance with any employment contract.

SECTION 2. AUTHORITY AND RESPONSIBILITY: The president/CEO shall be the chief executive officer of MPI and responsible for all management functions.

ARTICLE XII
FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of MPI shall be prescribed by the Board of Directors.

SECTION 2. BONDING: Trust or security bonds shall be furnished for the chair, president/CEO and such other officers or employees of MPI as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors and the cost paid by MPI.

SECTION 3. BUDGET AND ANNUAL FINANCIAL REPORTS: The Board of Directors, in advance of the next fiscal year, shall adopt an annual operating budget covering all activities of MPI. A financial report of the year just completed shall be presented to the Board of Directors and membership as directed by the Board of Directors.

SECTION 4. AUDIT: The accounts of MPI shall be audited not less than annually by a certified public accountant who shall be approved by the Board of Directors, and who shall provide a report for the Board of Directors as directed by the Board of Directors.

ARTICLE XIII
MISCELLANEOUS

SECTION 1. OPERATION AND USE OF FUNDS: MPI shall be organized and operated exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and no part of the net earnings of MPI shall inure to the benefit of any director, officer, member or other private person, except that MPI shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 2. DISSOLUTION: Upon the dissolution of MPI, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of MPI, dispose of all of the assets of MPI exclusively for purposes similar to the purpose of MPI in such manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

SECTION 3. POLITICAL ACTIVITIES: MPI shall not contribute any of its earnings or property or provided any services for any political candidate, committee, party or organization.

SECTION 4. INDEMNIFICATION: To the fullest extent allowed by and in accordance with the laws of Illinois, MPI shall 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 MPI) by reason of the fact that he or she is or was a director, officer, employee or agent of MPI, or who is or

was serving at the request of MPI 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 MPI 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, 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 which he or she reasonably believed to be in or not opposed to the best interests of MPI or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful. In addition and to the extent available, MPI shall purchase insurance for such indemnification and as determined by the Board of Directors.

ARTICLE XIV AMENDMENTS

These bylaws may be amended or repealed by a two-thirds (2/3) vote of the members present in person or by proxy at any annual or special meeting of MPI duly called and regularly held providing notice of such proposed changes have been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds (2/3) of those voting by mail, facsimile or electronic media ballot, conducted in accordance with such procedures as may be prescribed by the Board of Directors. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of at least five percent (5%) of the membership. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.