

Meeting Professionals International
New England Chapter, Inc.
Bylaws

(Last Revised: March 30, 2006)

Article I – Name and Location

Section 1. The name of the organization is MEETING PROFESSIONALS INTERNATIONAL NEW ENGLAND CHAPTER, INC. (MPI/NE), a not for profit corporation, incorporated in the Commonwealth of Massachusetts.

Section 2. The New England Chapter operates as a chapter of Meeting Professionals International (MPI). In these Bylaws, all articles and sections pertain to the "Chapter" unless specifically designated "MPI."

Section 3. The geographical area covered by the Chapter shall include those areas as defined by Meeting Professionals International.

Section 4. The offices of MPI/NE shall be located by decision of the Chapter Board of Directors.

Article II – Objectives

Section 1. The objectives of the Chapter shall be the same as those set forth in the Chapter Policy Manual, and as stated in the articles of incorporation of MPI.

Article III – Membership

Section 1. Chapter and MPI membership is concurrent.

Section 2. Membership Qualifications and Classifications: Membership qualifications and classifications shall be described in the current MPI Bylaws, except that student members do not qualify for a seat on the chapter board of Directors unless appointed by the Chapter President.

Section 3. Application for Membership: All applicants for membership shall complete and sign the form of application provided by MPI and submit the application to the principal office of MPI.

Section 4. Membership Obligations: A. All members must agree to abide by the MPI Principles of Professional Conduct and Ethics. B. All members are expected to support the Chapter by attending as many meetings as possible.

Section 5. Removal and Reinstatement: Removal and reinstatement shall be defined in current MPI Bylaws.

Article IV – Dues

Section 1. Dues and Fees; Delinquency and Cancellation; Refunds: Dues and fees, delinquency and cancellations; and refunds shall be defined in the current MPI Bylaws and policies.

Article V – Meeting of Members and Voting

Section 1. Regular Meetings: Regular meetings will be held at times and places as determined by the Board of Directors.

Section 2. Annual Meetings: The Annual meeting of MPI/NE shall be held at such places and on such dates as may be determined by the Board of Directors. Officers and directors shall be installed at such meetings and reports shall be submitted.

Section 3. Special Meetings: Special meetings may be called by the President within thirty (30) days of receipt of a written request signed by at least ten percent (10%) of the Chapter members. The business to be transacted at any special meeting shall be stated in the notice thereof.

Section 4. Meeting Notices: Written notice of all meetings shall be mailed to the last known address of each member at least fifteen (15) days preceding the date of the meeting

Section 5. Voting at Meetings: At all meetings of the Chapter, each member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

Section 6. Voting by Mail: Proposals to be offered to the membership for vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposals are endorsed by at least ten percent (10%) of the voting members, in which case, Board approval shall not be necessary. Members

may vote by mail, fax, or e-mail. No less than fifteen (15%) percent of all members eligible to vote shall cast a ballot to constitute a valid action, and a majority of those voting shall determine the action.

Section 7. Cancellation of Meeting: The Executive Committee may cancel or postpone any regular meeting or Annual Meeting for cause. If the Annual meeting is postponed, provision must be made to hold it within thirty (30) days from postponement.

Section 8. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of fifteen percent (15%) of the membership.

Section 9. Rules of Order: The meetings and proceedings of the Chapter shall be regulated and controlled according to the most current Robert's Rules of Order for Parliamentary procedure, except as may be otherwise provided by the Bylaws.

Section 10. Attendance: Any member of MPI shall be allowed to attend all chapter general membership meetings at the member fee. No restriction on the number of meetings a member can attend shall be imposed. The proof of membership shall be the individual's current MPI membership card. Non-members of MPI shall be allowed to attend no more than two (2) regular chapter monthly meetings per fiscal year. Any member or nonmember attending a chapter meeting shall adhere to the reservation and cancellation policy of the chapter.

Article VI – Officers

Section 1. Elected Officers: The elected officers of the Chapter shall be President, President elect, a Vice President Member Services, Vice President Finance, Vice President Communication, Vice President Programs and Immediate Past President, to be elected by the membership as prescribed by the Bylaws and to serve until their successors have been duly elected and assume office.

Section 2. Eligibility: Any member in good standing who has served one year as a member of the Board of Directors is eligible for nomination and election to any elective office.

Section 3. Nomination And Election: The President shall appoint a Nominating Chairperson according to the policies of the Chapter for the purpose of nominating a slate of Officers and Board of Directors. Elections shall be conducted by March 1.

Section 4. Terms of Office: Each elected Officer shall take office July 1 and shall serve for a term of one (1) year or until his/her successor is duly elected and installed. Each elected Officer shall serve concurrently as members of the Board of Directors and as a member of the Executive Committee.

Section 5. Re-Election: No elected officer, having served two (2) full terms, shall be eligible for re-election to the same office until at least one (1) year has elapsed.

Section 6. Vacancies And Removal: A vacancy in any office due to death, resignation, or other cause shall be filled for the balance of the term by a majority vote of the Board of Directors at any regular or special meeting of the board. The Board of Directors, at its discretion, may remove an officer by a two-thirds (2/3) vote of all members of the Board.

Article VII – Duties of Officers

Section 1. President: The President shall serve as Chairperson of both the Board of Directors and the Executive Committee. The President shall appoint the chairs of all committees and shall serve as a member, ex officio, with a right to vote, on all committees except the Nominating Committee. At the Annual Meeting and at other such times deemed proper, the president shall communicate to members such matters and make such suggestions that will promote the welfare and increase the usefulness of the Chapter. The President shall perform such other duties as are necessarily incident to the office of President, or, as may be prescribed by the Board of Directors.

Section 1A. President-Elect: In the absence of the President or the President's inability or refusal to act, the President-elect shall perform the duties of the President, and when so doing, shall have all of the powers of and be subject to all the restrictions upon the President, Executive Committee and/or Board of Directors.

Section 2. Vice President Member Services: The Vice President Member Services shall perform duties that may be prescribed by the President, and/or Board of Directors.

Section 3. Vice President Communication: The Vice President Communication shall be responsible for the recording of minutes of meetings of MPI/NE and the Board of Directors and maintaining a permanent record of all Chapter minutes and documents including committee minutes, and shall carry into execution all orders, votes and resolutions not otherwise committed.

Section 4. Vice President Finance: The Vice President Finance shall be in charge of the Chapter's funds and/or assessments; shall establish proper accounting procedures for handling of funds, and shall

be responsible for keeping of such funds in banks, trust companies, and/or investments as are approved by the Executive Committee. The Vice President Finance shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times when called upon by the President. The Vice President Finance shall file Chapter tax reports to MPI, and Internal Revenue Service and State agencies as required.

Section 5. Vice President Programming: The Vice President Programming shall perform duties that may be prescribed by the President and/or Board of Directors.

Section 6. Immediate Past President: The President shall succeed to Immediate Past President and shall serve on the Board of Directors and Executive Committee as a voting member.

Section 7: Delegation of Duties: Duties of officers may be delegated to other persons on the Board of Directors.

Article VIII – Board of Directors

Section 1. Authority and Responsibility: The governing body of the Chapter shall be the Board of Directors. The Board of Directors shall have the supervision, control and direction of the affairs of MPI/NE, its committees and publications; shall determine its policies and/or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition: The Board of Directors shall consist of the following eight (8) Officers: President, President-elect, Vice President Member Services, Vice President Communications, Vice President Finance, Vice President Programming, Vice President of Special Events, Immediate Past President; as well as a minimum of six (6) additional directors elected by the membership. The Board of Directors shall be composed of both planner and supplier members, the comparative ratio of which will be even in number when and where possible. Classification as planner or supplier relative to Board participation shall be determined by the individual's membership category in MPI.

Section 3. Eligibility: Any member of MPI in good standing for a period of one year is eligible for any elective position of the Board of Directors.

Section 4. Nomination and Election: The Nominating Committee shall request suggestions from the membership for Directors allowing thirty (30) days for suggestions and shall act in accordance with the policies of the Chapter.

Section 5. Terms of Office and Reelection: Board members take office July 1 and serve two (2) years or until their successors assume office. Directors may be reelected for one additional term, and after two (2) successive terms are not eligible for another term until at least one (1) year has elapsed.

Section 6. Vacancies and Removal: Vacancies in any elective position are to be filled for the balance of the term by a majority vote of the Board of Directors. Any officer or director may be removed from office for cause by a two-thirds (2/3) vote of all members of the Board.

Section 7. Meetings: Meetings of the Board of Directors are to be held on a regular basis at times and places as determined by the Board of Directors and will be open for attendance by any Chapter member in good standing.

Section 8. Voting: Voting rights of a Director shall not be delegated to another nor exercised by a proxy.

Section 9. Quorum of the Board: A majority of the Board constitutes a quorum for the transaction of the business of the Board and any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present.

Section 10. Absence: Any elected Officer or Director who has been absent from two (2) consecutive regular meetings of the Board of Directors without just cause shall automatically vacate the seat on the Board of Directors, and the vacancy shall be filled as provided by the Bylaws. The Board, however, shall consider each absence of an elected Officer or Director as a separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that meeting.

Section 11. Compensation: Directors and elected officers shall not receive any compensation for their service as an MPI Chapter Officer/Director, rather such roles are considered to be a contribution of time and expertise to the Chapter.

Article IX – Executive Committee

Section 1. Authority and Responsibility: The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the

Board by these Bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail, fax or e-mail prior to the next Board meeting or at the next Board meeting.

Section 2. Composition: The Executive Committee consists of the President, President-elect, Vice-President Member Services, Vice President Administration, Vice President Finance, and the Immediate Past President.

Section 3. Vacancies: Any vacancy occurring in the Executive Committee among the elected officers shall be filled in the manner as prescribed in Article VI, Section 6, of the Bylaws. Any Executive Committee member appointed to fill a vacancy shall serve the unexpired term.

Section 4. Meetings: The Executive Committee meets at the call of the President or at the request of two (2) members of the Committee.

Section 5. Quorum: A majority of the Executive Committee constitutes a quorum for the transaction of business of the Executive Committee, and any actions of the Executive Committee shall be reported to the Board of Directors for ratification by mail, fax, or e-mail prior to the next Board meeting or at the next Board meeting.

Article X – Standing and Special Committees

Section 1. Budget and Finance Committee: The Budget and Finance Committee shall be the Executive Committee. The Vice President Finance shall serve as Chairperson. The Committee shall review the annual budget of the Chapter and make recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances of the Chapter as the Board of Directors may determine from time to time.

Section 2. Nominating Committee: The President shall appoint a Chairperson of the Nominating Committee with the approval of the Executive Committee. The remaining members of the Nominating Committee shall be appointed by the Chairperson with the approval of the Executive Committee. There shall be no less than four (4) members including the Chairperson.

Section 3. Special Committees: The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees, or task forces as are necessary. and which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors upon their appointment.

Section 4. Programming Committee: The Chairperson of the Programming Committee shall be appointed by the President with the approval of the Executive Committee. The Committee shall be responsible for the planning and executing of the educational programs of the chapter which reflect the objectives of MPI.

Section 5 Appointment of Chairs: The chairperson of each committee and task force shall be appointed by the President unless otherwise provided in these bylaws.

Section 6 Archive Committee: The Archive Committee shall serve to preserve and catalog the historical documentation of the Chapter since its inception. The Committee shall be chaired by an individual to be appointed by the President of the Chapter. The composition of the Committee shall be determined by the Chair in consultation with the President.

Article XI – Association Management

Section 1. Association Manager: An Association Manager may be employed by the Board of Directors to serve at its discretion. The Association Manager duties and compensation shall be determined by the Board. Employment and discharge of the Association Manager shall require a two-thirds (2/3) majority vote of the entire Board of Directors. The Executive Director shall serve as a non-voting member of the Chapter's Board.

Article XII – Finance

Section 1. Fiscal Period: The fiscal period of the Chapter shall be July 1 to June 30.

Section 2. Bonding: Bonding for the Chapter is available through MPI. To receive chapter bonding the chapter's financial records must adhere to the following: 1) Two people are required to sign checks; 2) A third party has to reconcile the bank statement (who does not sign checks or make deposits); 3) The chapter must have an annual audit or accounting review done.

Section 3. Budget: With recommendation of the Budget and Finance Committee, the Board of Directors in advance of the next fiscal period, shall adopt and annual operating budget covering all activities of the Chapter. The Vice President Finance shall furnish a financial report for the year just completed to the

Board of Directors and to MPI within sixty (60) days and the membership within ninety (90) days following the end of the fiscal period.

Section 4. Audit: The accounts of the Chapter shall be reviewed not less than annually by a Certified or Chartered Public Accountant who shall be recommended by the Board within thirty (30) days following the completion of each fiscal period.

Article XIII – Miscellaneous

Section 1. Operation and Use of Funds: The Chapter shall be organized and operated exclusively within the meaning of SECTION 501 (c) (3), of the Internal Revenue Service Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) and no part of the net earnings of MPI/NE shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. Dissolution: Funds are to be used only to accomplish the objectives and purposes specified by the Chapter and no part of such funds shall inure nor shall they be distributed to Chapter members. On dissolution of the Chapter, any funds and all records/files are to be returned to MPI.

Section 3. Political Activities: The Chapter shall not contribute any of its earnings or property or provide any services for any political candidate, committee, party or organization.

Section 4. Indemnification: The Chapter shall indemnify and hold harmless each person who is now, or shall hereafter serve as a director, officer, employee or agent of MPI/NE, from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having heretofore or hereafter been director, officer, employee or agent of MPI/NE or by reason of any action alleged to have been heretofore taken or omitted by him or her as such director, officer, employee or agent, and shall reimburse each person for all legal and other expenses (including the cost of settlement) reasonably incurred by him or her in connection with any such claim, liability, suit, action against, or be reimbursed for any claims, liabilities, cost or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his or her own negligence or willful misperformance of his or her duties as such director, officer, employee or agent. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses, may be made, and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum if unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any such person under the provisions of this SECTION shall not exclude any other right to which he or she may be lawfully entitled, not shall anything herein contained restrict the right of MPI/NE to indemnify or reimburse such person in any case even though not specifically provided herein.

Article XIV – Amendments

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the membership and returned by mail ballot, facsimile, or electronic media ballot, provided the proposed change has been sent to the members thirty (30) days prior to the ballot deadline.

Section 2. The Board of Directors may propose amendments to the bylaws upon its own initiative or upon petition addressed to the Board of at least ten percent (10%) of the Chapter members. The Board of Directors shall present all such proposed amendments to the membership with or without recommendation.

Section 3. The Chapter must accept the MPI minimum Chapter Bylaws. All additions, deletions and changes must be approved in advance by the Executive Vice President of MPI with the exception of the name changes or territorial boundaries which must be approved by the Board of Directors of MPI prior to being submitted to the Chapter membership for approval.

Re-Reviewed and Approved for Submission to MPI on June 6, 2006