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## CHAPTER BYLAWS

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### ARTICLE I. NAME AND LOCATION

- Section 1. The name of this organization should include Meeting Professionals International Orange County Chapter ("Chapter"), a not for profit corporation, incorporated in the state/province of California.
- Section 2. The Orange County operates as a chapter of MEETING PROFESSIONALS INTERNATIONAL subject to all policies, rules, practices, procedures, regulations, bylaws, etc., made applicable by MPI to its chapters, regardless of the Chapter's specific acceptance of any of the above and the time such are adopted by 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 will 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 MPI's Chapter Policy Manual and as stated in the Chapter's Articles of Incorporation.

### ARTICLE III. MEMBERSHIP

- Section 1. Chapter and MPI membership is concurrent. Individuals who are members of MPI shall also be considered members of their chapter of choice. The terms of membership of both MPI and its chapters shall run concurrently.
- Section 2. Membership qualifications and classification shall be as described in the current MPI Bylaws. Any member in good standing of MPI is eligible to become a member of the chapter regardless of geographic area or location of business.
- Section 3. Application for Membership. All applicants for membership shall complete and sign the paper form of application or have provided authorization online and submit the application to MPI Headquarters.
- Section 4. Membership Obligations.  
A. All members must agree to abide by MPI's Principles of Professionalism.  
B. All members are expected to support the Chapter by attending as many meetings as possible.
- Section 5. Removal and Reinstatement of membership shall be defined in the current MPI Bylaws.

### ARTICLE IV. DUES

Section 1. Dues and Fees, Delinquencies and Cancellations, Refunds shall be as defined in the current MPI Bylaws and Policies. Memberships are held 60 days past their expiration date and then dropped for nonpayment of dues.

## **ARTICLE V. MEETINGS 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 Meeting. The Annual Meeting shall be held at such place and date as may be determined by the Board of Directors. Officers and Directors shall be installed at such meetings, and reports shall be submitted. The Annual Meeting must be held prior to June 30 of each fiscal year

Section 3. Special Meetings. Special meetings may be called by any officer of the chapter within thirty (30) days of receipt of 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 or emailed to the last known address of each member at least fifteen (15) days preceding 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 or Email. (Proposals to be offered to the membership for mail or email vote, 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). In a mail vote, no less than fifteen percent (15%) 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. Additionally, Board approval is not necessary for election ballots.

Section 7. Cancellation of Meetings. The Board 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. At the Annual Meeting 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 Rule of Order for parliamentary procedure, except as may be otherwise provided by these 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. Any member attending a Chapter meeting shall adhere to the reservation and cancellation policy of the Chapter.

Section 11. Chapter elections shall be pursuant to the current policies by MPI.

**ARTICLE VI. OFFICERS**

Section 1. Elected Officers. The elected officers of the Chapter shall be a President [required for all chapters], a President-elect [required for all chapters], Immediate Past President [required for all chapters], Vice President Administration [required for all chapters, unless paid staff fulfills these responsibilities], Vice President Finance [required for all chapters], Vice President Membership [required for large, extra large and extra extra large chapters Vice President Education and Vice President Communications [required for large (C), extra large (D) and extra extra large (E) chapters, as indicated below] to be elected by the membership as prescribed by the Bylaws and to serve until their successors have been duly elected and have assumed office.

Chapter Size	A	B	C	D	E
# members	50 - 150	151- 250	251 - 400	401 - 600	601 +
# Directors	4	4	6	8	10

Section 2. Eligibility. Any member, of the chapter and MPI, other than a student member unless otherwise provided, in good standing is eligible for nomination and election to any elective office. It is preferable that the member have served on the Board of Directors

Section 3. Nomination and Election. The Immediate Past President shall chair and appoint a Nominating Committee according to the procedures as provided in these Bylaws for the purpose of nominating a slate of Officers and Directors. Elections shall be conducted by March 31. The executive shall also approve proposed nominating committee prior to activities.

Section 4. Term 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 a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Term of office and Re-election. Officers may be elected only once to the position, unless otherwise authorized by MPI or appointed by chapter board of directors or Chapter nominating committee.

Section 6. Vacancies-Removal. Vacancies in offices due to death, resignation, or other causes shall be filled for the balance of the term by a majority vote of the Board of Directors at any regular Meeting. The Board of Directors, at its discretion, may remove any officer by a two-thirds (2/3) vote of all members of the Board. However, a vacancy in the office of Immediate Past President shall be filled for the balance of the term by the last Immediate Past President willing to serve. A vacancy in the office of President shall be filled for the balance of the term by the President-elect or Immediate Past President, whichever is determined by a

majority vote of the Board of Directors. A vacancy in any Vice President position shall be determined by a majority vote of the Board of Directors.

## **ARTICLE VII. DUTIES OF OFFICERS**

Section 1. President. The President shall serve as chairman of both the Board of Directors and the Executive Committee. The President shall also serve as a member, ex-officio, with right to vote on all committees except the Nominating Committee. The President or designee will serve as a member of the International Council of Chapter Presidents.

At the Annual Meeting and at such other times, the President shall communicate to the 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 or as may be prescribed by the Board of Directors.

Section 2. President-elect or designee. The President-elect or designee shall preside at all meetings in the absence of the President, work with officers to ensure chapter minimum standards are met, develop leadership succession planning strategies for chapter and shall perform such other duties that may be delegated by the President and/or the Chapter Board of Directors.

Section 3 Immediate Past President. The Immediate Past President shall serve as the Nominating Committee Chair, ensuring compliance and support of chapter bylaws and policy, Assist with The Chapter of the Year (COTY) preparation as needed and shall perform other duties that may be delegated by the President and/or the Chapter Board of Directors.

Section 4. Vice President Administration The VP Administration shall oversee the activities of committees assigned, ensure minutes are taken at all meetings of the board of directors, perform any other duties as assigned by the president or board of directors and or Article XI Section 1.

Section 5. Vice President Finance The Vice President Finance shall oversee the Chapter's funds and financial records. The VP Finance shall oversee collection of all funds and/or assessments; shall establish proper accounting procedures for the handling of funds; and shall be responsible for keeping the funds in such 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 (US Chapters only), the Internal Revenue Service and state/province agencies as required.

Section6. Vice President Membership. The Vice President Membership shall oversee new member recruitment, new member orientation, member recognition programs, scholarships and Chapter retention. The Vice President Membership will access membership reports including new members and retention from the MPI database and report at all meetings of the Board of Directors and at other times when called upon by the President.

Section7. Vice President Education. The Vice President Education shall oversee the educational offerings of the Chapter, to include program planning and educational alignment with the MPI strategic plan. The Vice President Education shall also oversee s registration, logistics, content and speaker sourcing for all meetings. The Vice President Education will in addition oversee any regional education conference, leadership institutes, the Women’s Leadership Initiative, CMP/CMM programs, the Multi-cultural Initiative, and any new programs that MPI initiates, so long as these programs are current and active programs within MPI. The Vice President Education will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section8. Vice President Communications. The Vice President Communications shall oversee the chapter communications. Vice President of Communications will oversee the timely communications as needed to provide effective newsworthy information to the membership. In addition, the Vice President of Communications shall oversee the production of the chapter newsletter, directory and website, their content and accuracy, and all written communication that is provided by the chapter both internally and externally. The Vice President of Communications shall also ensure that all written communications follows the chapter Strategic Plan currently in place. The Vice President Communications will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 8. Delegation of Duties. Duties of officers may be delegated to other persons by the Board of Directors.

**ARTICLE VIII. BOARD OF DIRECTORS**

Section 1. Authority and Responsibility. The governing body shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, its committees and communications; shall determine its policies and/or changes therein; shall actively pursue its objectives and supervise the disbursement of 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 authority and responsibility to the Executive Committee.

Section 2. Composition. The Board of Directors shall consist of the President, President-elect or designee, Vice President Administration– if applicable, Vice President Finance Vice President Membership, Vice President Education, Vice President Communications and the Immediate Past President and the minimum number of other Directors based on the following chart:

Chapter Size	A	B	C	D	E
# members	50 - 150	151- 250	251 - 400	401 - 600	601 +
# Directors	4	4	6	8	10

The Board of Directors shall be composed of planner and supplier members The chapter may use best effort to maintain a balanced ratio.

Section 3. Eligibility. Any member,of the chapter and MPI, other than a student member unless otherwise provided, in good standing is eligible to be a member of the Board of Directors.

- Section 4. Nomination and Election. The Nominating Committee shall be chaired by the Immediate Past President. The Nominating Committee shall solicit recommendations and shall act in accordance with the policies of the Chapter.
- Section 5. Term of Office and Re-election. Directors take office July 1 and serve two (2) years or until their successors assume office. Directors may be re-elected for one (1) additional term, and after two (2) successive terms are not eligible for another term until at least one (1) year has elapsed. A Directors term in office is measured by years of service not the position they hold.
- Section 6. Vacancies and Removals. 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 are to be held a minimum of once per quarter 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. A majority of the Board constitutes a quorum for the transaction of the business of the Board and any such business (unless otherwise precluded by these Bylaws) thus transacted shall be valid providing it is affirmatively passed by a majority of those present.
- Section 10. Absences. An Officer or Director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws. However, the Board shall consider each absence of an elected Officer or Director as separate circumstance and may expressly waive such absence by a two-third (2/3) vote of the Board 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 stead 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 or email or at the next Board meeting.
- Section 2. Composition. The Executive Committee varies with chapter size based on the following chart:

Chapter Size	A	B	C	D	E
# members:	50 - 150	151 - 250	251 - 400	401 - 600	601+
Executive					

<b>Committee:</b>					
President	YES	YES	YES	YES	YES
President Elect	YES	YES	YES	YES	YES
Immediate Past President	YES	YES	YES	YES	YES
Vice President Finance	YES	YES	YES	YES	YES
Vice President if applicable Administration	YES	YES	YES	YES	YES
Vice President Membership			YES	YES	YES
Vice President Education			YES	YES	YES
Vice President Communications			YES	YES	YES

Section 3. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as prescribed in Article VI, Section 6 of these 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 such business actions of the Executive Committee shall be reported to the Board of Directors for ratification by mail or at the next Board Meeting.

**ARTICLE X. DIRECTORS, COMMITTEES & POSITION CODING**

Section 1. To facilitate communications with MPI and to track responsibilities and reporting relationships the Chapter will organize the Board of Directors based on this chart:

<b>Executive Committee/ Vice Presidents</b>	<b>Primary Responsibility</b>	<b>Directors</b>	<b>Code</b>
<b>President</b>	Oversee all chapter business		PRS
<b>President-Elect</b>	Succession Planning, Minimum Chapter Standards		PRE
	Leadership Training, Mentoring – Members and students	Director, Leadership Development	LDV
<b>Immediate Past President</b>	COTY, Nominations, Past Presidents Council		IPP
<b>Vice President-Finance</b>	Finances, Budgeting, Accounting Standards		FIN
	Golf, Trade Shows, Special Networking	Director, Special Events	SEV
	Auctions	Director, Fundraising	FDR
	Sponsorships, Partnership Marketing	Director, Strategic Alliances	STA
	CD's, Mutual Funds, Prudent Reserve	Director, Investments & Reserves	IVR
<b>Vice President- Administration if applicable</b>	Archives, Minutes, Action items, Roberts Rules of Order, By-Laws, Policies & Procedures		ADM
<b>Vice President-Communications</b>	Oversee Chapter Communications		1COM

<b>Vice President-Education</b>	Website, Job Bank	Director, Marketing	1MKT
	Newsletter, Directory	Director, Publications	1PUB
	Media, Press	Director, Public Relations	1PBR
	Newsletter, Banner Ads	Director, Advertising	1ADV
	Local Charity	Director, Community Outreach	1CMO
	Government Affairs	Director, Advocacy	1GVT
	Oversee all Educational Programs		1EDU
<b>Vice President- Membership</b>	Registration, Logistics, Content and Speaker Sourcing	Director, Monthly Programs	1MOP
	Chapter/Regional Education Conference, Leadership Institutes, Women's Leadership Initiative, CMP/CMM, Multi-Cultural Initiatives	Director, Prof. Development	1PFD
	Oversee all Membership related programs	Director, Special Education Projects	1SEP
	Recruitment, New Member Orientation		1MEM
	Recognition Programs, Scholarships	Director, Recruitment	1MER
	Retention, Hospitality	Director, Awards/Recognition	1AWR
		Director of Member Care	1MEC

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Section 2. Budget and Finance Committee. The Budget and Finance Committee shall be the Executive Committee as determined in Article IX Section 2. The VP Finance shall serve as chairman. 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 3. Nominating Committee. The Immediate Past President shall chair the Nominating Committee. The remaining members of the Nominating Committee shall be appointed by the chair with the approval of the Executive Committee. There shall be no less than four (4) members including the chairman.

Section 4. 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.

## **ARTICLE XI. PAID STAFF ADMINISTRATORS**

Section 1. Paid staff administrators may be employed by the Board of Directors to serve at its discretion. Duties and compensation shall be determined by the Board. Disclosure of duties and fees paid for specific services is required as outlined by MPI. Employment and discharge of paid staff administrators shall require a majority vote of the Board of Directors.

## **ARTICLE XII. FINANCE**

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

Section 2. Bonding. United States and Canadian chapters shall maintain bonding through MPI. European Chapters shall seek to obtain bonding or other secure transaction process.

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

the Chapter membership within ninety (90) days following the end of each fiscal period.

- Section 4. Audit. The accounts of this Chapter shall be reviewed not less than annually by a Certified or Chartered Public Accountant or a committee of no fewer than two qualified individuals who do not have any financial authority within the Chapter and 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 US Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law , Canadian Law, European Union Law, or other jurisdiction in which MPI may have chapters) and no part of the net earnings of the Chapter shall inure to the benefit of any Director, Officer, member or other private person, except the Chapter 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 or be distributed to Chapter members.

On dissolution of the Chapter or a determination by MPI that the Chapter is no longer eligible to be an MPI chapter, any funds and all records/files are to be returned to MPI and the Chapter shall no longer indicate or imply any affiliation with MPI.

- Section 3. Political Activities. The Chapter shall not contribute any of its earnings or property or provide any endorsement or service 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 the Chapter 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 a Director, Officer, employee, or agent of the Chapter, or by any reason of any action alleged to have been heretofore or hereafter been a Director, Officer, employee, or agent of the Chapter.

### **ARTICLE XIV. AMENDMENTS**

- Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of returned mail or email ballots, provided no less than fifteen percent (15%) of all members eligible to vote shall cast a ballot and the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.

- Section 2. Amendments may be proposed by the Board upon its own initiative or upon petition of at least ten percent (10%) of the Chapter members addressed to the Chapter Board. All such proposed amendments shall be presented to the membership by the Board of Directors 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 President/CEO of MPI or his or her delegate with the exception of 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.