

International Association of Exhibitions and Events Midwestern Chapter Bylaws

Article I - Purpose

The Mission of IAEE Midwestern Chapter is to provide dynamic educational programs and events, networking, leadership and marketing opportunities for people committed to the exhibition and events industry that:

- Enhance the development of members' professional growth and personal achievement
Encourage and extend volunteer and leadership opportunities to enhance the IAEE membership experience
- Provide opportunities that promote participation and collaboration among members both within the chapter and the overall industry
- Acknowledge blended membership demographics of Manager and Supplier members
- Encourage and support participation in the CEM program

Article II - Membership and Dues

Section 1.

Companies which are a member of IAEE and assigned to this chapter may become a member of this Chapter. Persons who are member representatives of an IAEE member may become member representatives of a Chapter. An organization must pay Chapter dues to be recognized as a member of the Chapter.

Section 2.

Member companies who join IAEE that are geographically located in the following locations are automatically enrolled into the Midwestern Chapter.

Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, Northwestern Indianan and Wisconsin

Article III - Meetings and Membership

Section 1.

The Chapter is required to conduct an Annual Meeting of members of the Chapter. Such meeting must occur during the third quarter or early in the fourth quarter of each calendar year. The date and location of such meeting shall be determined by the Chapter's Board of Directors.

Section 2.

Special Chapter Meetings of the Membership shall be held at such times and places as designated by the Chapter's Board of Directors or when at least 20% of the members of the Chapter shall request a special meeting in writing.

Section 3.

A written or electronic notice of every meeting shall be furnished to each member representative at least twenty (20) days in advance of the meeting.

Section 4.

Each Chapter member representative is entitled to one vote and may take part and vote in person or by absentee ballot completed in advance. At Regular or Special Meetings of the Chapter, a quorum consists of ten (10) percent of those member representatives who are then in good standing. A majority of the member representatives present and voting shall govern.

Section 5

To the extent permitted by applicable law, a chapter member representative vote on any matter may be conducted by mail, by facsimile transmission, or by electronic message (including, but not limited to, electronic mail or website submission), or any combination of such methods.

Article IV - Officers

Section 1.

The Officers of the Chapter shall include a Chair, Vice-Chair, Secretary/Treasurer, and the Immediate Past Chair.

To acknowledge the chapter's membership demographics of both organizer and supplier members, the offices of Chair, Vice-Chair and

Secretary/Treasurer must alternate between these two-member types annually.

Section 2.

The Chair shall be the chief elected officer of the Chapter. The Chair shall call and preside at all meetings of the Board of Directors. The Chair shall be an ex-officio non-voting member representative of all standing committees except the Nominating Committee. The Chair shall present a report at the Chapter's Annual Meeting regarding the state of the Chapter and its accomplishments during the year.

Section 3.

The Vice Chair shall act in absence of the Chair.

Section 4.

The Executive Director of the chapter is responsible for keeping all records of the Chapter, including minutes of meetings of the Chapter and the Chapter's Board of Directors. The Executive Director shall provide a copy of the minutes of each meeting of the Board of Directors to IAEE when such minutes are adopted by the Chapter's board of directors.

Section 5.

The Secretary/Treasurer shall serve as the Chair of the Chapter's Finance Committee and account for all moneys due the Chapter and all of the Chapter's disbursements. The Secretary/Treasurer shall oversee the administrative staff to ensure all reports and taxes required by the federal, state, local governments and IAEE are properly completed.

Section 6.

All Officers shall have served on the Chapter's Board of Directors for at least one year. Officers shall hold office for a term of one (1) year, or until their successors are duly elected and qualified. No member representative shall be elected to serve for more than two consecutive terms in any office.

If at any time an officer wishes to leave during their term in office, the remaining officers along

with the Board of Directors will vote on and appoint a replacement for the vacancy.

A member of the current Board of Directors wishing to move into an Officer's role should express their interest to any of the current Officers, Chapter's Executive Director, or the Immediate Past Chair.

Article V - Board of Directors

Section 1.

Including the elected Officers, the Board of Directors shall consist of at least (6) members with at least (2) event manager and (2) associate members at all times.

Directors (this does not apply to Officers) shall hold office for a term of three (3) years, or until their successors are duly elected and qualified. Directors shall serve no more than two (2) consecutive terms in any one position.

This Board shall be the governing body of the Chapter and have the power to conduct all affairs of the Chapter, except as may be otherwise provided by law, by these Bylaws, and the Bylaws of IAEE.

In order to receive benefits and services as well as serve as an officer, director, or member of a committee or task force of IAEE chapters, a person must be a member representative of a member in good standing.

Associate (supplier/vendor) member representatives are permitted to hold any office in the Chapter. All Officers and Directors of the Chapter must first be member representatives and in good standing throughout their elected period of IAEE.

Section 2.

A board member or officer may be removed as permitted by applicable law.

Section 3.

The Board of Directors shall meet at least once each calendar quarter. The Chapter Chair shall

be required to call a meeting of the Board when requested to do so in writing by any four (4) members of the Board of Directors.

Section 4.

Written or electronic notices of all Board of Directors meetings should be furnished to all members of the Board at least five (5) days in advance.

Section 5

Telephonic Meetings and Written Votes

Members of the Board or any committee appointed by the Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Written votes may be taken pursuant to applicable law.

Section 6.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority of those present and voting at any Board of Directors Meeting will be required to take action.

Section 7.

Vacancies on the Board of Directors shall be filled by the Board of Directors; successors chosen in this manner shall serve until the next regular election.

Section 8.

Nominating Committee - Within ninety (90) days after the Annual Meeting, the Chapter Chair shall appoint two-chapter member representatives to join the Immediate Past Chair, to make up the nominating committee. The nominating committee shall be chaired by the Immediate Past Chair.

This Committee shall prepare a slate of nominations for each office and Directorship for vote in accordance with Articles IV and V. No member of the Nominating Committee is eligible to serve more than one consecutive term on this Committee.

Section 9.

On September 1 of each year, the Nominating Committee shall circulate a slate of candidates for each Office & Directorship to the membership. If the 1st day of September falls on a weekend or holiday, the slate will be sent out on the first business day that follows.

Additional nominations for any Office and/or Directorship may be made by submitting a petition signed by ten (10) or a majority of the members, whichever is lesser, and be received by the Nominating Committee in writing no later than thirty (30) days prior to the Annual Meeting.

On November 1 of each year, an electronic ballot will be sent out to all chapter members. If the 1st day of November falls on a weekend or holiday, the ballots will be sent out on the first business day that follows. Election voting will close on November 12 of each year. The slate will be approved if 51% of the votes returned, vote in favor of the slate.

Article VI - Finance

Section 1.

The fiscal year of the Chapter shall begin on January 1st.

Section 2.

The chart of accounts, descriptive of the Chapter's financial activities for use in reporting income, expenses, and the financial position of the Chapter, shall be provided to IAEE at times specified by the association.

Section 3.

The Executive Director shall submit to IAEE semi-annual financial reports no later than August 15th and February 15th.

Article VII - Chapter Responsibilities

Section 1.

Chapter Bylaws and dues structures are subject to prior approval of IAEE.

Section 2.

Each Chapter shall have the right to hold meetings and conduct programs for the benefit of its Chapter members and member representatives, so long as they are compatible with the purposes and objectives of IAEE.

Section 3.

Each Chapter shall provide a summary to IAEE of its activities, along with copies of minutes and financial reports as follows:

February 15 – Year End Financials of Previous Year
August 15 – Semi-Annual Financials of Present Year
Monthly or by End of Year – Board of Directors Minutes.

Section 4.

A Chapter may operate and be identified only as a Chapter of the International Association of Exhibitions and Events and shall not at any time purport to represent IAEE.

Section 5.

IAEE shall furnish to the Chapter a written policy regarding the appropriate use of the IAEE logo and trademark. Chapters are required to follow the provisions of the logo use policy and may not adopt alternative logos in any case.

Article VIII - Parliamentary Authority

The order of business for meetings shall be determined by the Presiding Officer. These bylaws and Robert's Rules of Order, Newly Revised, shall govern the conduct of the meetings.

Article IX - Amendments

A petition to amend or repeal these Bylaws may be submitted in writing to IAEE if a majority of the Member representatives of the Chapter approve of such petition. Such amendments must be approved by a vote of the IAEE Board of Directors before they become effective

Article X - Dissolution

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no member or member representative of the Chapter shall have the rights or interest in or to the property or assets of the Chapter.

In the event of the dissolution of the Chapter, the Chapter Board of Directors shall distribute any assets remaining after the discharge of all liabilities to the International Association of Exhibitions and Events.

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