

International Association of Exhibitions and Events (IAEE) – Southwest Chapter Bylaws

Article I - Purpose

IAEE promotes the unique value of exhibitions and other events that bring buyers and sellers together such as road shows, conferences with an exhibition component, and proprietary corporate exhibitions. IAEE is the principal resource for those who plan, produce and service the industry.

The mission of the Southwest Chapter of the IAEE is to promote IAEE and the expansion of the exhibition industry by being a premiere resource in education, engagement and best practices for the Exhibitions and Events industry in Southern California (defined by zip codes) Arizona and Nevada

Article II - Membership and Dues

Section 1

Persons who are member representatives of IAEE may become a member representative of a Chapter. An organization must pay Chapter dues to be recognized as a member of the Chapter. Persons can belong to more than one chapter and must contact IAEE Headquarters to do so

Section 2

A person must first become a member representative of IAEE before joining a chapter. Voting Members of IAEE chapters shall consist of member representatives who are involved in the management, planning, production, and support of exhibitions and similar events intended to bring buyers and sellers together.

Section 3

IAEE shall encourage members to support their local Chapters. Chapter dues collected by IAEE will be rebated to chapters the month following the month the dues were received.

Section 4

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 employed by a Voting Member in good standing.

Article III - Meetings of the Membership

Section 1

The Chapter is required to conduct an Annual Meeting of the member representatives of the Chapter. Such meeting must occur by the end of the third quarter of the 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. The notice shall state the place, day and time of meeting, who called the meeting and the purpose(s) for which the meeting is called.

Section 4

A Chapter member representative is entitled to one vote and may take part and vote in person electronically 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

Virtual Meetings – For Regular and Special meetings of the Chapter, member representatives may participate in the meeting by means of suitable electronic communications system, including videoconferencing technology, electronic transmission, or the Internet, provided that such electronic communications system must either contain or be accompanied by information from which it can be determined that each person participating in the meeting has authorized their respective transmissions. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 6

To the extent permitted by applicable law, a 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, or other officers as may be deemed necessary from time to time by the Board of Directors.

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 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 Secretary or Secretary/Treasurer is responsible for keeping all records of the Chapter, including minutes of meetings of the Chapter and the Chapter's Board of Directors ~ And shall perform all other duties common to this office. The Secretary or Secretary/Treasurer 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

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 successors are duly elected and qualified. No member representative shall be elected to serve for more than two consecutive terms in any office.

Article V - Board of Directors

Section 1

Including the elected Officers, the Board of Directors shall consist of at least five (5) persons, with at least two (2) at-large persons, for a minimum of seven (7) persons.

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 International Association of Exhibitions and Events (IAEE).

Associate member representatives are permitted to hold any office in the Chapter. All Officers and Directors of the Chapter must first be employed by a Voting member in good standing throughout their elected period of IAEE.

Section 2

A board member may be removed "for cause" by a two-thirds (2/3) vote of the Chapter's Board of Directors. Excessive absences may be a basis for removal of a Chapter Board member.

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. The notice shall state the place, day and time of the meeting, who called the meeting and the purpose(s) for which the meeting is called.

Section 5

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

Section 6

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 7

Within ninety (90) days after the current year's Annual Meeting, the Chair shall appoint a Nominating Committee of three (3) members and not to include more than one current Member of the Board of Director. This Committee shall prepare a slate of nominations for each office and Directorship for vote in accordance with Article IV and V and following Section 8 protocol. No member of the Nominating Committee is eligible to serve more than one consecutive term on this Committee.

Section 8

At least sixty (60) days before the current year's Annual Meeting, the Nominating Committee shall circulate a slate of candidates for each Office & Directorship to the membership or as soon as practical thereafter.

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.

Each nominee standing for election to the Board of Directors shall be a representative of a member organization in good standing.

Section 9

The Board, in its discretion, can appoint ex-officio board members. An ex-officio board member shall be a committee chairman and a current member representative who is appointed by the board and elected by a majority of the board. The ex-officio board member shall not have voting rights and shall serve for a term of one year. The ex-officio board member can serve for a maximum of three terms as chair of the same committee.

Section 10

Telephonic and Electronic Meetings – Members of the Board or any committee appointed by the Board may participate in and hold a meeting by means of (a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, or by (b) another suitable electronic communications system, including videoconferencing technology, electronic transmission, or the Internet, provided that such electronic communications system must either contain or be accompanied by information from which it can be determined that each person participating in the meeting has authorized their respective transmissions. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

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 the International Association of Exhibitions and Events at times specified by the association.

Section 3

The Treasurer or Secretary/Treasurer 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

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

Section 3

The 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 International Association of Exhibition and Events so long as they are in conformity with the provisions of the Chapter Charter Document, 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, unless approved by IAEE.

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 may be approved by a two-thirds (2/3) vote of the IAEE Board of Directors.

Article X - Dissolution

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no member 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