

Bylaws

MPI NORTHERN CALIFORNIA CHAPTER BYLAWS

ARTICLE I. NAME AND LOCATION

Section 1. The name of this organization is Meeting Professionals International Northern California Chapter (MPINCC), a not for profit corporation, incorporated in the state of California.

Section 2. MPINCC 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 MPINCC unless specifically designated MPI.

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

Section 4. MPINCC's offices will be located by decision of MPINCC's Board of Directors.

ARTICLE II. OBJECTIVES

Section 1. MPINCC's objectives 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. MPINCC and MPI membership is concurrent. Individuals who are members of MPI shall also be considered members of their chapter of choice.

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 virtual or physical meetings as possible, both locally and internationally.

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 MPINCC Board of Directors.

Section 2. Annual Meeting. The Annual Meeting shall be held at such place and date and will 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 MPINCC Officer 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 MPINCC meetings, 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 MPINCC Board of Directors 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 the date of 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 MPINCC 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 MPINCC 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 an MPINCC meeting shall adhere to MPINCC's reservation and cancellation policy.

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

ARTICLE VI. OFFICERS

Section 1. Elected Officers. The elected officers of MPINCC shall be a President, a President-elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education and Vice President Communications 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. The Vice President Administration role shall be filled by a paid staff member as determined by the MPINCC Board of Directors and shall be named Executive Director. Officers shall be a combination of Suppliers and Planners.

Section 2. Eligibility. Any member in good standing, other than a student member unless otherwise provided, who has served

a minimum of one (1) year as a Director, is eligible for nomination and election to any elective office, except President, who is qualified after serving two (2) years on the MPINCC Board of Directors, one of which is President-Elect. Any member in good standing is eligible for nomination and election to the MPINCC Board of Directors. It is preferable that they have served as a Committee Chair.

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 committee 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 MPINCC Board of Directors and as a member of the Executive Committee.

Section 5. 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 appointment by the President and a majority vote of the Board of Directors at any regular or special meeting. The President and Board of Directors, at its discretion, may remove any officer by a two-thirds (2/3) vote of all members of the MPINCC Board of Directors. 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.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. President. The President shall serve as Chair 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. The President shall approve of all Committee Chairs.

Section 2. President-elect. The President-elect 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 MPINCC Board of Directors. President-elect shall assume the office of President on July 1 of the year following term as President-elect.

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 MPINCC Board of Directors.

Section 4. Vice President Administration.

The VP Administration position shall be served by a paid staff administrator and be named Executive Director. The Executive Director will 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 Article XI Section 1.

Section 5. Vice President Finance. The VP Finance shall preside at all meeting in the absence of the President and the President-Elect. The VP of Finance shall oversee the activities of committees assigned as outlined in the MPINCC Organizational Chart. VP Finance shall oversee the Chapter's funds and financial records. The VP Finance shall work with the Executive Director and paid staff accountant in overseeing 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 work with the Executive Director and paid staff accountant to file Chapter tax reports to MPI (US Chapters only), the Internal Revenue Service and state/province agencies as required.

Section 6. Vice President Membership. The Vice President Membership shall oversee new member recruitment, new member orientation, member recognition programs, scholarships, Chapter retention and any other such position as determined in the MPINCC Organizational Chart. The Vice President Membership will direct MPINCC's paid staff administrators to maintain current membership information and in accessing 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.

Section 7. 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 direct MPINCC's paid staff administrators in overseeing registration, logistics, content and speaker sourcing for all meetings. The Vice President Education will in addition oversee any regional education conference, leadership institutes, CMP program, and any new programs that MPI initiates, so long as these programs are current and active programs within MPI. The Vice President Education will oversee any other such positions as determined in the MPINCC Organizational Chart. The Vice President Education will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 8. 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 of Communications shall have overall responsibility of MPINCC's needs assessment surveys and shall oversee any positions as determined in the MPINCC Organizational Chart. 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 9. Delegation of Duties. Duties of officers may be delegated to other persons by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The MPINCC governing body shall be the Board of Directors, who shall have supervision, control and direction of MPINCC affairs, 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 of Directors 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 MPINCC Executive Committee.

Section 2. Composition. The Board of Directors shall consist of the President, President-elect, Vice President Administration (Executive Director), Vice President Finance Vice President Membership, Vice President Education, Vice President Communications and the Immediate Past President and a minimum of six (6) Directors. The majority of the Board of Directors shall not be composed of suppliers, unless circumstances are impossible to meet such quota, and the designation is approved by a two-thirds (2/3) majority vote of the MPINCC Board of Directors.

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. At no time may two (2) members of the same organization serve concurrently as either an officer or member of the Board of Directors, except where approved by a two-thirds (2/3) majority vote of the MPINCC 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 MPINCC policies.

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 Director's term in office is measured by years of service not the position they hold. Directors are eligible for nomination and election as an Officer after a minimum of one (1) year as a Director.

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 MPINCC Board of Directors.

Section 7. Meetings. MPINCC Board Meetings 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 MPINCC member in good standing. Members other than the MPINCC Board of Directors may have no voice in the meeting and no voting privileges. MPINCC members may bring items on the agenda by contacting the President or Executive Director in writing fifteen (15) days prior to the next regularly scheduled Board Meeting.

Section 8. Voting. All policy matters relating to MPINCC are valid only when determined by a minimum two-thirds (2/3) vote by the MPINCC Board of Directors present provided there is quorum. If an immediate decision needs to be made in between board meetings, as deemed necessary, the

President and Executive Director may call a special meeting with the Executive Committee.

Electronic Voting is subject to the same guidelines as “in person” voting including Robert’s Rules of Orders (Motion, Discussion, Call for Vote). Electronic voting shall be used in the circumstance of a yes/no vote. In the case of a yes/no vote, appropriate notice will be required for deadline for submission of the vote.

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 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, email or at the next Board meeting.

Section 2. Composition. The Executive Committee is composed of the President, President-elect, Immediate Past President, Vice President Finance, Vice President Administration (Executive Director), Vice President Membership, Vice President Education and Vice President Communications. The Executive Committee shall be a combination of planner and supplier members.

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, email 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:

<u>Executive Committee/ Vice Presidents</u>	<u>Primary Responsibility</u>	<u>Directors</u>	<u>Code</u>
President	Oversee all chapter business		PRS
President-Elect	Succession planning, Minimum Chapter Standards, Leadership Development, Mentoring – Members & Students, Leadership Institute		PRE
Immediate Past President	COTY, Nominations, Past Presidents Council, All-Cal Conference		IPP
Vice President – Finance	Finances, Budgeting, Accounting Standards, CD's, Mutual Funds, Prudent Reserves		FIN
	Trade Show, Special Networking (Holiday Reception, Gala)	Director, Special Events	SEV
	Auctions, Sponsorships, Partnership Marketing	Director, Fundraising & Sponsorship	FDR
Vice President – Administration (Executive Director)	Archives, Minutes, Action Items, Robert's Rules of Order, By-Laws, Policies & Procedures, Directory		ADM
Vice President – Communications	Oversee Chapter Communications, Chapter Magazine		1COM
	Media, Press, Event Promotion, Local Charity	Director, Marketing	1MKT
Vice President – Education	Oversee all Educational Programs		1EDU
	Venue Sourcing, Content & Speaker Sourcing, CMP	Director, Education	1PFD
Vice President – Membership	Oversee all Membership-Related Programs		1MEM
	Hospitality, Networking, Awards & Recognition, Scholarship	Director, Member Care	1MEC
	Membership Recruitment, Membership Renewal/Retention	Director, Member Administration	1MER

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. An Executive Director and/or firm may be employed by the Board of Directors and serves at its discretion. Duties and compensation shall be determined by the Executive Committee with a two-thirds (2/3) majority vote of approval by the Executive Committee. Employment and discharge of the Executive Director shall require a two-thirds (2/3) majority vote of the entire MPINCC Board of Directors. The Executive Director shall report directly to the President. The President and President-elect will conduct an annual contract review and will send out RFP's on an annual basis, except in the case of a multi-year contract.

ARTICLE XII. FINANCE

Section 1. Fiscal Period. MPINCC's fiscal period shall be July 1 - June 30.

Section 2. Bonding. MPINCC shall maintain bonding 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) MPINCC must have an annual review or audit performed.

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 MPINCC accounts 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 , 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 MPINCC 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 MPINCC and no part

of such funds shall inure or be distributed to MPINCC 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. MPINCC 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. MPINCC 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. MPINCC 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.