



## MEETING PROFESSIONALS INTERNATIONAL POLICY MANUAL

*Revised March 2021*

### ARTICLE I MEETING PROFESSIONALS INTERNATIONAL THE ASSOCIATION

SECTION 1. Meeting Professionals International (MPI) is an Illinois not-for-profit corporation with a registered office in the State of Illinois. The corporation may have other offices inside or outside of the State of Illinois.

SECTION 2. LOCATION: The central business office of MPI is located at 2711 LBJ Freeway, Suite 600, Dallas, TX 75234-7349. MPI may establish regional offices.

### ARTICLE II MISSION and VISION STATEMENT

VISION: Leading and empowering the meeting and event community to change the world.

MISSION: Connect the global meeting and event community to learn, innovate, collaborate and advocate.

### ARTICLE III MEMBERSHIP

#### SECTION 1. MEMBERSHIP CATEGORIES:

1.1 Regular Members will include the following membership categories:

Corporate Meeting Professional – a person who is solely employed by a for-profit corporation or other business operated for profit to plan and/or oversee the strategic and financial management and/or logistics of that corporation's meetings.

Association/Non-Profit Meeting Professional – a person who is solely employed by an association or other not-for-profit organization to plan and/or oversee the strategic and financial management and/or logistics of that organization's meetings.

Government Meeting Professional – a person who is employed by a government agency or public university to plan and/or oversee the strategic and financial management and/or logistics of that government's meetings. Individuals serving as faculty in a university should join as part of the Faculty Group.

Supplier Meeting Professional – a person who provides and/or sells products and services to the meetings industry, such as a destination management, hotelier, audio-visual, florist, transportation, production, or convention and visitors bureau company. This classification of membership is not limited to the groups listed.

Meeting Management Professional – a person who is a sole proprietor of, or is employed or engaged by, a meeting management company, which provides meeting services including strategic and financial management and/or professional meetings management services to multiple clients. Members in this category must specify whether their job responsibilities are primarily planning or supplying based on where they spend 51% or more of their time.

Retired Group - Retired membership shall be available to those individuals no longer employed full time in any manner, who are not employed part-time or as a consultant in the meeting and event industry, and who meet the following criteria:

The candidate must have been an MPI member in good standing for five years or more prior to their retirement status.

The request for consideration must be submitted in writing documenting the request and their retired status.

Faculty Group - Faculty membership shall be available to those individuals employed as faculty in post-secondary academic programs related to the meetings, hospitality, events, or tourism industries. The applicant's main employment, remuneration, direction, and efforts must be in a recognized academic institution and they must be considered an employee with their institution. Guest lecturers are not eligible for faculty membership. Faculty members will be required to provide proof of academic employment on an annual basis to retain their faculty membership.

- 1.2 Student Group - Student membership shall be available to those individuals enrolled in a post-secondary academic program. The student must be enrolled in either a certificate, undergraduate or graduate program unless the academic institution defines it otherwise. Students enrolled in a certificate program will be eligible for student membership, but will not be eligible for the transition dues rate upon completion of their program. Proof of enrollment must be received at MPI before a student can be accepted into membership and upon renewal in order to retain their student membership. Proof of enrollment can be one of the following: copy of course schedule with list of classes from faculty advisor, copy of unofficial transcript, tuition payment receipt, or letter from academic advisor or professor. Eligibility for student membership is set for a determined number of years:

<b>Post-Secondary Program</b>	<b>Maximum Number of Years of Student Membership</b>
Certificate	2
Undergraduate	4
Graduate	2

1. 2.1 Students renewing their membership will need to re-qualify by submitting an updated proof of enrollment at time of dues remittance. Proof of enrollment can be one of the following: copy of course schedule with list of classes from faculty advisor, copy of unofficial transcript, tuition payment receipt, or letter from academic advisor or professor.

1. 2.2 Student members in undergraduate, graduate and certificate programs will be listed in the member directory as students with company and title information removed.

1. 3 Life & Honorary Membership - Upon request, consideration shall be given by the MPI International Board of Directors for life and honorary memberships to qualified candidates.  
 1.3.1 Honorary members will include, but not be limited to, charter members published as a part of the 1972 MPI Membership Directory. These charter members receive complimentary membership annually, including full membership benefits. The MPI International Board of

Directors may also bestow a one-time, honorary membership upon other persons, as they deem acceptable, with no benefits of membership.

1.3.2 Life Membership - To become a Life Member of MPI, a qualified candidate must be a current member in good standing for a minimum of twenty-five (25) combined years of membership during which a commitment to the meeting industry was demonstrated and retired from the meetings and events industry. For this policy, "retired" is defined as a person not employed for substantial remuneration in the meeting industry. Life members will be recorded as such and receive a complimentary membership annually with full membership benefits, excluding the ability to vote or hold office. They will also receive appropriate public recognition by MPI and a certificate of membership status immediately upon being named a Life Member.

No more than five (5) life memberships shall be awarded annually. The Chapter and Membership Committee (CMAC) will review all life membership applications prior to presenting to the International Board of Directors for approval. Life membership applications will include a commitment to be signed by the applicant that will include affirmation they are not employed, as defined above, and will affirm that if they become employed, they will notify MPI.

- 1.4 MPI Subscription – This is not an MPI membership category but a monthly subscriber with limited access to MPI LMS content and digital versions of MPI publications. MPI Subscribers are not a regular member and do not receive the same privileges as a regular member including no access to chapter affiliation, not voting rights or receive membership discounts to MPI events or on other education offerings. MPI Subscriber can upgrade to an MPI regular membership category at any time.

## SECTION 2. MPI MEMBERSHIP PRIVILEGES AND RESPONSIBILITIES:

- 2.1 As a member of MPI, an industry professional is expected to:

2.1.1 Display high ethical standards; (adhere to *MPI Principles of Professionalism*).

2.1.2 Support MPI global programs and activities designed to assist members or contribute to the benefit of the industry.

2.1.3 Share the knowledge one has with others to continue to strengthen the effectiveness of the worldwide industry and its professionals; and

2.1.4 Use the services and programs offered by the Association without the expectations of the Association substituting for company marketing and sales activities.

- 2.2 The Association is expected to:

2.2.1 Provide excellent education and training opportunities for its diverse membership.

2.2.2 Promote a professional and ethical environment for the global meeting industry.

2.2.3 Stay at the forefront of advocacy for issues germane to the benefit of the industry.

2.2.4 Promote professional growth of the membership.

2.2.5 Market MPI membership to the global meeting industry.

2.2.6 Provide auxiliary services helpful to members.

- 2.3 PRINCIPLES OF PROFESSIONALISM: Violation of the *Principles of Professionalism* by an MPI member may be cause for suspension of, or expulsion from, membership in MPI. The *Principles of Professionalism* document is attached with this Policy Manual as Addendum I.
- 2.4 CENSURE, SUSPENSION, OR TERMINATION OF MEMBERSHIP: For any cause other than non-payment of dues, fees or assessments, removal shall occur only after the member complained against has been advised of the complaint and has been given a reasonable opportunity for defense.

SECTION 3: APPLICATION AND REVIEW OF MEMBERSHIP CATEGORY: MPI staff shall periodically review each membership to verify the member's continuing eligibility for the current class of membership. Additional information may be requested. After review of all the data, MPI staff shall determine the appropriate class of membership. Any decision requiring a change in class of membership may be appealed to the MPI International Board of Directors. The decision of the MPI International Board of Directors shall be final. If the member refuses to change categories, the member will be deemed to have resigned from membership.

- 3.1 MPI Global must be notified when a member changes employment from one organization to another. A membership investment renewal notice will be sent annually to the last known address. If a member does not renew within sixty-one (61) days of the end of the dues period and wants to regain their MPI membership, he/she may do so by reinstating their membership by paying dues for the period their membership lapsed, thus retaining the original date they joined, or they may reapply for membership.

#### SECTION 4: TRANSFER OF MEMBERSHIP

- 4.1 Membership in MPI shall belong to the individual, not the employing organization. It is the right of the individual member to take their membership with them when they move from one position to another or change employment.
- 4.2 The member can continue the membership through the expiration date when they leave their employer and not transfer it. That individual must change their address with MPI Global to keep their membership continuous and to receive member benefits.
- 4.3 In the event a member leaves the employing organization, leaves the industry, or for any other reason finds it necessary to terminate their membership, it is the right of the member to transfer their membership to a qualified employee within the same company. The member may do so, provided the following conditions are met:
  - 4.3.1 Written notice of transfer of membership, signed by the current member, with proper and complete paperwork, must be provided to MPI Global prior to the expiration date of membership. The notice must include the full name and address of the new member who will assume the current membership through its expiration date. An administrative processing fee of \$50 will be charged for each transfer of membership.
  - 4.3.2 The individual receiving the transfer must complete an MPI membership application.
- 4.4 Membership transfers are only applicable to regular dues-paying members and are not applicable to lifetime members, students, faculty, life & honorary members, and MPI Subscribers.
- 4.5 Employers who lose membership representation in MPI due to a member employee leaving the company and taking their membership with them may apply for a trial three-month membership for a new or existing employee of the company to replace a departing MPI member.
  - 4.5.1 There is no fee for this three-month trial membership.

4.5.2 This trial membership is not transferable.

4.5.3 Only one trial membership period per potential member will be granted.

## ARTICLE IV CHAPTERS/CLUBS/OTHER ORGANIZATIONS

SECTION 1. CHAPTER/CLUB GENERAL REQUIREMENTS: A potential Chapter/Club of MPI shall apply for a charter subject to the following criteria:

- 1.1 CHAPTER/CLUB APPROVAL: An application for new Chapter/Club shall be subject to the approval of MPI International Board of Directors.
- 1.2 CHAPTER/CLUB BOUNDARIES: New Chapter/Club geographical boundaries shall be determined by the MPI International Board of Directors to facilitate the regular attendance of members at Chapter/Club meetings and to further the educational objectives of MPI. Geographical boundaries should be established which would minimize travel for the greatest number of members within the geographical boundaries. When established Chapters/Clubs are in existence, jurisdiction shall be clearly defined at a suitable boundary between existing and proposed new Chapter/Club before a charter is granted.
  - 1.2.1 CHAPTER NAME AND GEOGRAPHICAL BOUNDARY CHANGES: Requests by chapters for a change in chapter name or geographical boundary must be approved by the MPI International Board of Directors before being submitted to the chapter membership for approval. Further, the MPI International Board of Directors, in the best interest of MPI and its membership, may require any chapter to change its name and/or its territory and they shall have full authority to revoke the charter of any chapter for non-compliance.
- 1.3 REIMBURSEMENTS: The Chapter/Club will be entered into MPI records the first day of the month following charter with the first dues reimbursement to be paid the last day of the month following charter.
- 1.4 MEMBER ASSIGNMENT: Members in defined Chapter/Club areas shall be assigned to Chapter/Club membership by MPI Global if no chapter affiliation is indicated in a new member application. However, a member may request transfer to a different chapter in writing. No dues for the transferred member shall be paid to the affected Chapter/Club until the next renewal anniversary of the member.
  - 1.4.1 An individual may be a member of only one chapter but may pay an additional fee to be placed on another chapter's mailing list if that is the chapter's practice. A nonmember is not eligible for such subscriber membership. A subscriber member of another chapter will receive chapter correspondence such as chapter newsletters, e-mail correspondence, monthly education information and other items determined by the chapter. If a member is placed on the mailing list of another chapter, it is up to the chapter to contact MPI Global to ensure membership. Any member of MPI shall be eligible to attend all chapters' general membership meetings at the member fee. Any member attending a meeting at a chapter shall adhere to the reservation and cancellation policy of that chapter.
- 1.5 REPORTING: Each MPI Chapter/Club shall file a copy of its financial report, as well as a copy of any mandatory governmental filings/returns with MPI Global within ninety (90) days following the close of the chapter's fiscal year. Failure to comply with this policy will result in the withholding of monthly chapter rebates until the situation is resolved.

- 1.6 CHAPTER/CLUB BOARDS AND COMMITTEES: Any individual assigned or elected to a Chapter/Club board or committee must be an MPI member in good standing.

## SECTION 2: CHAPTERS

- 2.1 CHAPTER BYLAWS: All chapters' bylaws, other than MPI chapter minimum bylaws or formal documents required by any applicable governments other than bylaws, must initially be approved by the MPI President/CEO or his/her designee and subsequently by the chapter's membership. All additions, deletions and changes to the minimum chapter bylaws, or formal documents required by governments other than bylaws, must be approved in advance by MPI's President/CEO or his/her designee, except for name changes or territorial boundaries which must be approved by the MPI International Board of Directors, prior to being submitted to the chapter membership for approval.
- 2.2 MINIMUM MEMBERSHIP: The minimum membership for chartering a new MPI chapter shall be fifty (50) members at the time of chartering, and a potential of 125 members, two-thirds of which must be in the primary location (main population source within determined boundaries) or as otherwise authorized by the MPI International Board of Directors.
- 2.3 START-UP FUNDS: At the time of charter approval by the MPI International Board of Directors, the chapter will be provided a start-up fund of one thousand dollars (\$1,000 USD).
- 2.4 CONDITIONAL CHARTER: The chapter is conditional for three (3) years. At the end of two (2) years, the chapter must have consistently met the minimum standards for chapter performance. In the event minimum standards have not been met, a remedial action plan will be created. At the end of three (3) years, if minimum standards have not been met, the chapter surrenders its charter. It is still eligible to remain a club, with less stringent operating standards, and may reapply for chapter charter at any time the conditions have been met for application.
- 2.5 CHAPTER MINIMUM STANDARDS: Requirements for maintaining charter, each chapter must meet the following criteria:
  - 2.5.1 Submission of annual compliance requirements as defined annually by MPI Global by July 1.
  - 2.5.2 Chapter must have their monthly financials closed no later than the 15<sup>th</sup> of each month.
  - 2.5.3 Submission of an annual financial report and applicable tax returns (U.S. chapter only) to MPI Global no later than 90 days following the close of the chapter's fiscal year.
  - 2.5.4 Conduct chapter board meetings on a regular basis (with minutes submitted to MPI Global).
  - 2.5.5 Chapter board nominations and elections completed and listing of officers/directors submitted to MPI Global by March 15.
  - 2.5.6 Compliance with MPI website/logo guidelines and brand statements.

## 2.6 STEPS IN EVALUATING CHAPTER STATUS:

MPI chapters will be evaluated based on chapter performance standard benchmarks as defined by MPI Global annually, which include monthly retention, net membership growth, financial status, volunteer participation, leadership, governance, and legal compliance.

SECTION 3. CLUBS: MPI Clubs are created for the purpose of promoting the development of the meeting industry profession through MPI's work within the global industry. Clubs may file for chapter charter at any time, providing they meet the minimum standards outlined in the Chapter in Formation

Manual. They may also opt to remain as a club if they remain under fifty (50) members but will not receive the same benefits in terms of dues rebates, programs and staff support as a chapter. A specific region can complete an application for club status through obtaining a copy of the Chapter in Formation Manual.

3.1 GOVERNING STRUCTURE: It is the expressed nature of clubs that they operate without the bylaws which govern MPI chapters. They are, however, required to meet a limited number of standards to support club activities and should become familiar with chapter operations management to graduate to chapter status following charter, if the Chapter-in-Formation process has been initiated by the Club. These standards to support the club structure are outlined in sections 3.2 – 3.4.

3.2 MINIMUM MEMBERSHIP: Minimum membership for club status shall be thirty (30) members, two-thirds of which must be in the primary location, (main population source within determined boundaries), or as otherwise authorized by the MPI International Board of Directors. Names of these members must be submitted at time of submission for club status to MPI Global.

3.3 STARTUP FUNDS: Clubs will be provided a start-up fund of \$ 1,000 USD per approval by the MPI International Board of Directors.

#### 3.3.1 CLUB STANDARDS:

a. Must establish a Club steering committee that should consist of local MPI members, a minimum of one-third of which should consist of meeting planners. The steering committee should meet on a quarterly basis and minutes should be taken during such meetings. Clubs may apply for chapter charter once membership is over 50 members. Information on steering committee is outlined in the Club Manual.

b. Maintain Generally Accepted Accounting Procedures.

c. Maintain a fiscal year budget and submit by the first day of the chapter's fiscal year to MPI Global.

d. Submit a Club activity report each quarter (October 1, January 1, April 1, June 1) to the MPI Global.

e. Elections/Nominations for new leaders should take place on an annual basis to ensure the continued stability of the club. Requirements for elections/nominations will be provided to the Club and results are due March 15 of each year.

3.4 MINIMUM STANDARDS FOR CLUB CHAPTER-IN-FORMATION PERFORMANCE: MPI Global should receive quarterly reports on club activities, as well as review each Club's progress through the online membership reports supplied by MPI Global. Reports should consist of meeting attendance, growth numbers, education evaluation scores, outreach program updates to recruit new members, how current members are involved in club activities, etc.

3.5 DEVELOPMENT STRUCTURE: MPI Clubs may apply for Chapter-In-Formation status once they have a minimum of forty-five (45) members. Clubs that have applied for chapter status (Chapters-In-Formation) will continue to receive the rebate applicable for clubs until the application has been approved by MPI International Board of Directors. A club will be given twelve months to meet all criteria for chapter status. If they do not gain chapter status in twelve months they must reapply and begin another twelve-month process. They may re-apply at any time.

3.6 STEPS IN EVALUATING CLUB CHARTER:

MPI Clubs will be evaluated quarterly based on:

- a. Monthly retention as compared with international standards.
- b. Monthly membership ratio (members gained minus members lost).
- c. Total number of members.
- d. Financial status.
- e. Volunteer participation ratio (total members/total volunteers).
- f. Leadership factors; and
- g. Legal compliance.

SECTION 4. For the mutual benefit and membership growth of MPI, the MPI International Board of Directors shall establish, modify, or dissolve student organizations which shall be affiliated with and recognized by an academic institution of higher learning. Each student organization, in addition, shall conduct itself in accordance with such policies as the MPI International Board of Directors may prescribe from time to time and shall, to the extent possible, be affiliated with an appropriate local MPI chapter. If no local chapter exists, MPI management shall provide for other means of integration of the student organization. Student organizations may be designated as a student club but must also show affiliation with a chapter. For example, the MPI XYZ student club of XYZ University/College affiliated with the MPI XYZ Chapter. In addition, the appropriate chapter shall designate a liaison representative from the chapter to work with the student organization.

## ARTICLE V COUNCIL OF CHAPTER PRESIDENTS

SECTION 1. COMPOSITION OF COUNCIL: The Council of Chapter Presidents (COCP) shall be composed of each chapter president or designee of the chapter. The Council shall act as an advisory body to the MPI International Board of Directors.

1.1 ELIGIBILITY: No member of the MPI International Board of Directors can occupy a position on the Council of Chapter Presidents unless he or she is the current president of the chapter.

SECTION 2. DESIGNEES: The primary representative of a chapter on the Council of Chapter Presidents will be the chapter president. If the president or appointed representative is unable to represent the chapter at the Council of Chapter Presidents' meeting, the Chapter's Board of Directors shall appoint a designee and inform MPI Global by way of written documentation from the Chapter's Board of Directors to be presented by the designated representative at the beginning of the business meeting. This would allow the candidates' name to appear on the roll call and affords them the opportunity to have voting privileges.

SECTION 3. MEETINGS: The Council of Chapter Presidents will meet at times and places designated by MPI Global.

SECTION 4. OTHER ACTIVITIES: The Council of Chapter Presidents shall have such responsibilities, duties and obligations as may be delegated to it from time to time by the MPI International Board of Directors.

SECTION 5. USE OF RECOMMENDATIONS: The MPI International Board of Directors shall receive and consider recommendations and suggestions of the Council of Chapter Presidents.

## ARTICLE VI MEMBER INVESTMENTS



SECTION 1. MEMBER INVESTMENTS: Annual member investments for each planner member shall be published on MPI's website or other means readily accessible to the membership.

SECTION 2. RETIRED MEMBER INVESTMENTS: Annual member investments for each approved retired member shall be Published on MPI's website or other means readily accessible to the membership.

SECTION 3. STUDENT INVESTMENTS: Annual member investments for each student member shall be published on MPI's website or other means readily accessible to the membership. Upon graduation and at time of renewal, only Student Members in undergraduate and graduate programs will transition to the Student-In-Transition pricing as determined by MPI.

SECTION 4. PAST PRESIDENT, LIFETIME, AND HONORARY MEMBER: Member investments are waived for MPI International Board of Directors past presidents and chairs, MPI Foundation past chairs, lifetime members, and honorary members. Chapter rebates are not applicable for these memberships.

SECTION 6. CHAPTERS: MPI shall remit membership rebates of nine (9%) of each member and student in transition member, to the member's chapter within thirty (30) days following the end of each calendar month. Payment to each chapter shall be based on the number of renewals received and the new members accepted during the preceding month.

European chapters will receive fourteen (14%) of each member's dues as their chapter rebate and fifty-five percent (55%) per member as their club rebate payment. Payment is to be made based on the policy set forth in the preceding paragraph. European chapters showing growth based on the new European model will have higher rebates in accordance with the plan approved by the International Board of Directors.

The International Board of Directors authorizes MPI staff to establish market competitive membership rates and chapter rebate structures as necessary to address the objectives of MPI in emerging (tertiary) and economically challenged markets. Any changes shall be presented to the MPI Finance Committee for review and approval.

SECTION 7. CLUB: Upon joining or renewing membership, MPI shall remit fifty five percent (55%) of each member's dues to the member's Club within fifteen (15) days following the end of the month in which they renew or join MPI. Club status is only available for a maximum of two years and must be approved by MPI Global. Payment to each Club shall be based on the number of renewals received and new members accepted during the preceding month.

SECTION 8. HARSHIP MEMBER RENEWALS: Members facing personal hardship circumstances – including maternity, paternity, and medical leave; deployment; natural disaster impacts, and unemployment could be eligible for renewal support. Members will be required to apply for “hardship renewal assistance” by completing a form available to them on mpi.org. Once completed, the form will be submitted to MPI for review and approval. Upon approval, the requesting member will receive a six-month renewal extension as stated on MPI's website or published materials.

SECTION 9. COST OF LIVING ADJUSTMENTS: The Board of Directors hereby approves for the allowance on an annual basis, as determined by staff, based on market conditions of an adjustment to member dues in-line with the Cost-of-Living Adjustment (“COLA” – determined by the U.S. Department of Labor's Bureau of Labor Standards through the Consumers Price Index for Urban Wage Earners and the Social Security Administration).

In the event the COLA decreases to a negative, the dues will remain at the level then in affect.

## MPI BOARD OF DIRECTORS/OFFICERS

### SECTION 1. MPI INTERNATIONAL BOARD OF DIRECTORS:

1.1 **AUTHORITY & RESPONSIBILITY:** The authority and responsibilities of the MPI International Board of Directors are as stated in the bylaws.

1.2 **COMPOSITION:**

The MPI International Board of Directors shall consist of the chair of the board, the elected officers and from seven to eleven (11) directors elected for staggered three (3) year terms; and up to two appointed directors as set forth in these policies. Ex officio directors without a vote shall not be used to determine a quorum for meetings of the Board of Directors.

1.2.1 **Appointed Directors -** The chair of the International Board of Directors may appoint up to two individuals to serve as voting members of the International Board of Directors subject to confirmation and approval by the International Board of Directors. Such individuals shall serve a term of not more than one year and may be reappointed in the same manner.

1.2.2 The chair of the MPI Foundation shall be an ex-officio member, with vote, of the MPI International Board of Directors.

1.2.3 The immediate past chair of the board shall be an ex-officio member, with vote, of the MPI International Board of Directors, who shall serve until a successor assumes such office.

1.2.4 The President/CEO shall be an ex-officio member, without vote, of the MPI International Board of Directors, who shall serve for a term consistent with holding the office of President/CEO.

1.3 **ELIGIBILITY:** Any member of MPI in good standing.

1.4 **VACANCIES:** A vacancy on the MPI International Board of Directors shall be filled in accordance with the bylaws. Election of a director as an international officer of MPI shall create a vacancy on the MPI International Board of Directors.

1.5 **CONFLICT OF INTEREST:** Each member of the MPI International Board of Directors shall annually review and comply with the MPI Conflict of Interest Policy and complete a disclosure form. In addition, any member assuming a volunteer leadership role for MPI or an MPI Chapter must review and comply with the MPI Conflict of Interest Policy and complete a disclosure form.

1.5.1 Members of the current International Board of Directors, Audit & Finance Committee, and Board Development Committee who apply for C-level MPI employment should contact MPI Vice President of Membership and Volunteer Experience or Vice President of People & Performance for rules governing their candidacy. In addition, the leader shall declare his or her candidacy to the Chair of the MPI International Board of Directors upon application.

### SECTION 2. OFFICERS:

2.1 **QUALIFICATIONS FOR OFFICE:** Any member in good standing, who has completed one full year on the MPI International Board of Directors prior to nomination or on the MPI International Board of Directors at the time of nomination, is eligible for nomination and election to an officer position on the MPI International Board of Directors, except for the chair elect. The nominee for chair-elect shall be a member of the current MPI International Board of Directors.

- 2.2. **NOMINATION:** In July, a communication shall be set forth to all members for members to complete a board application form. Such form is to be returned by each member to the Board Development Committee on or before August 1 of each year.

Prior to October 15 of each year, the Board Development Committee shall submit a slate of one (1) candidate for each vacancy on the MPI International Board of Directors and each office of MPI. In selecting nominees, the Board Development Committee shall evaluate candidates to assure a balance of skills and experience on the MPI International Board of Directors. To be eligible for nomination each candidate must secure employer approval to serve as a director or officer. Notice of the names of each candidate shall be distributed to each voting MPI member on or before November 1.

Additional nominations from the membership shall be permitted if a minimum of two (2) percent of the membership as of July 1 have signed a petition to submit each additional nomination to the membership, provided such petitions are received on or before November 15, provided, however, not more than forty (40) signatures are from any one chapter. Petitions for additional nominations must be for a specific seat or office and must reflect the individual being challenged and the estimated cost of the election. A member must have applied for the position for which they are petitioning. The original application for the position must have included the submission of the board application form. Petition forms must be developed by and received from MPI's official auditing firm and will be the only official form accepted. Any deviation from the official form will be disqualified and the petition will be deemed invalid. Signatures on valid petition forms may be original or facsimile and will be validated by the official auditing firm as to authenticity, duplicity and membership standing. The petition form must include a printed name, signature, and membership number. Each petition must be supported by written notice from the additional nominees of their availability and willingness to serve, as well as a biography.

- 2.3. **ELECTION:** Election of officers and directors shall be by the membership by mail ballot, facsimile, or electronic means, conducted in accordance with such procedures as may be prescribed by the MPI International Board of Directors, provided there are additional nominations. All unopposed nominees shall be elected by the Chair of the Board Development Committee casting one ballot in favor of the election of such unopposed candidates to the position for which they were nominated. In the event of a contested position or positions, the Board Development Committee shall submit to each voting member on or before November 15, a picture and biography of the candidates for each contested vacancy, along with a ballot for election. The ballot will indicate the candidate offered by the Board Development Committee as well as the candidate offered by petition. The biography for each candidate will consist of no more than eight (8) industry highlights and three (3) top awards/honors received. To be counted, such ballots must be received at MPI Global by the close of business on November 30, or the next business day following November 30 should it be a Saturday, Sunday, or national holiday. The votes shall be received and tabulated by an official auditing firm.

Candidates shall be notified of the results of the election twenty-four (24) hours after tabulation of ballots. Members shall be notified of the results of the election in MPI's official publication and newly elected officers, and directors shall assume office on January 1.

## 2.4 DUTIES OF OFFICERS:

2.4.1 **IMMEDIATE PAST CHAIR:** The immediate past chair shall serve as a voting member of the MPI International Board of Directors and shall without limitation:

- a. Advise, along with the chair and chair-elect, the CEO on material decisions relating to the long-term strategy and public reputation and brand of MPI.
- b. Chair the MPI Board Development Committee-

- c. Serve on the President/CEO Performance Committee
- 2.4.2 CHAIR OF THE BOARD: The chair of the board shall serve as chair of the MPI International Board of Directors and shall preside at all meetings including the annual meeting of the association; and shall, without limitation:
- a. Serve as chair of and preside over the meetings of the Board of Directors.
  - b. Serve as the official spokesperson for MPI, along with the CEO.
  - c. Advise, along with the chair-elect and immediate past chair, the CEO on material decisions relating to the long-term strategy and public reputation and brand of MPI.
  - d. Develop with the CEO the agenda for the Board of Directors meetings, including the determination of items placed on the consent agenda.
  - e. Serve on the President/CEO Performance Committee
- 2.4.3 CHAIR-ELECT: The chair-elect shall have such other duties and responsibilities as the chair of the board or the MPI International Board of Directors may assign; including, without limitation:
- a. In the absence of the chair of the board or the chair of the board's inability or refusal to act, the chair-elect shall perform the duties of the chair of the board.
  - b. Advise, along with the chair and immediate past chair, the CEO on material decisions relating to the long-term strategy and public reputation and brand of MPI.
  - c. Serve on the MPI Board Development Committee
  - d. Convene a meeting with the President/CEO of MPI and any other advisors of his choosing to select the incoming new members and chairs of each committee.
  - e. Serve on the President/CEO Performance Committee
- 2.4.4 VICE CHAIR OF FINANCE: The vice chair of finance shall chair the Audit and Finance Committee and have other duties and responsibilities as may be assigned by the chair of the board or the MPI International Board of Directors-, including, without limitation:
- a. Serve as chair of the meetings of the Audit and Finance Committee
  - b. Advise management in the development of the annual budget.
  - c. Oversee the financial audit.
  - d. Ensure compliance and sound risk management practices.
  - e. Serve on the President/CEO Performance Committee
- 2.4.5 CEO: The CEO shall serve as a non-voting officer and shall perform such duties as may be prescribed by the chair of the board and/or Board of Directors, including, without limitation:
- a. Oversee and manage all staff, support, and administrative aspects of the organization, including hiring and terminating employees, contractors, and advisors.
  - b. Consult with the chair, chair-elect, and immediate past chair of the Board of Directors on strategic and material decisions relating to the operation of MPI and the public reputation and brand of MPI.
  - c. Develop strategic plans for MPI and implement acts necessary to execute such plans.
  - d. Protect and promote the MPI brand.
  - e. Enter into contracts on behalf of MPI that are consistent with the budget approved by the Board of Directors.

- f. Develop, implement, and assess sound and compliant financial management practices.
- g. Serve as the official spokesperson for MPI, along with the Chair of the Board.

## ARTICLE VIII COMMITTEES, TASK FORCES, AND ADVISORY COUNCILS

**SECTION 1. STANDING COMMITTEES:** Standing committees of MPI shall be Board Development, Audit and Finance and President/CEO Performance. Annually, the chair of the MPI International Board of Directors and President/CEO shall select members to serve during the chair's term.

**1.1 BOARD DEVELOPMENT COMMITTEE:** The Board Development Committee shall assist the MPI International Board of Directors in ensuring the composition of the MPI International Board of Directors is aligned to MPI's strategic needs, by overseeing and managing the nomination process for open director and officer positions, including the recruitment, development, and evaluation of candidates.

1.1.1. The chair of the board each year shall select members of a Board Development Committee which will be ratified by the MPI International Board of Directors. The committee will consist of eight (8) members, having a quorum of five (5) to be required for action, and having the immediate past chair to serve as the chair of the committee and the chair-elect to serve as a member of the committee. Additional Members shall include at least one (1) at-large Board member and up to five (5) at-large members (at least 1 who is a Chapter officer). A Board development committee member who may consider serving as an officer shall recuse themselves from the board development process related to the nomination and development of a slate of officers.

1.1.2 The President/CEO and Chair of the Board shall be ex-officio members of the committee without a vote. In the case of a resignation, the chair will be authorized to fill a vacancy created by the inability of a member to attend the Board Development Committee meeting (s). No proxies will be allowed for voting.

**1.2 AUDIT AND FINANCE COMMITTEE:** The Audit and Finance Committee shall assist the MPI International Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of MPI's financial reporting processes and accounting practices and the performance, qualifications, and independence of MPI's independent auditors.

**1.3 CEO PERFORMANCE COMMITTEE:** The four elected officers of the MPI International Board of Directors shall complete a performance evaluation of the President/CEO at least annually and review and approve any necessary changes to the President's employment contract and compensation. The annual review should take place by the end of the first quarter. The committee will report their findings and actions to the MPI International Board of Directors.

**SECTION 2. COMMITTEES, TASK FORCES, and ADVISORY COUNCILS:** Annually, the chair-elect shall appoint committees, task forces and advisory councils for the chair-elect's term as chair of the board.

At least one advisory council will include a chapter advisory function and charge.

**2.2 ROLES AND RESPONSIBILITIES:**

2.2.1 Statement of Accountability:

- a. Overall accountability for MPI business/operations --- (e.g., projects, events, and deliverables) lies with MPI Global management. International Volunteer Groups provide the much-needed industry perspective on key issues.
- b. MPI may appoint four distinct categories of volunteer groups 1) standing committees; 2) select committees; 3) task forces and 4) advisory councils.
  - a. Standing Committees: Committees performing fundamental governance functions for MPI Global, (e.g., Board Development Committee, Audit and Finance Committee, and President/CEO Performance) and/or other committees specified/established in MPI Bylaws and policy manual.
  - b. Select Committees: Committees that are formed to accomplish a specific task on an ongoing basis.
  - c. Task Forces: Created for a defined and time-limited purpose, to solve a specific problem.
  - d. Advisory Councils: An advisory council is a collection of individuals who bring unique knowledge and skills which augment the knowledge and skills of the board of directors to guide the organization more effectively and/or represent a specific vertical/segment of our community. The advisory council does not have formal authority to govern the organization that is the advisory council cannot issue directives which must be followed. Rather, the advisory council serves to make recommendations and /or provide key information and materials to the board of directors.

#### 2.2.2 Individual Roles and Responsibilities:

##### Expectations Board Liaisons:

- a. Provide a channel for committee communication with the board which could include reports, recommendations from the committee or committee inactivity.
- b. Ensures that the work of the committee stays aligned with the strategic plan, and the committee's objective statement.
- c. Fosters collaborative working relationships between staff, chair, the board, and committee members.
- d. Works with chair and staff liaison to ensure long-term productivity of the committee, including facilitation of a smooth transition from the out-going chair to the in-coming chair each year.
- e. Present updates on the committee's direction at three board meetings per year.

##### Expectations of Management Liaisons:

- a. Clearly communicate purpose/charge for the group. If changes in direction occur, communicate to group in a timely manner.
- b. In partnership with volunteer chair, develop work plan to achieve purpose/charge and clearly communicate responsibilities/assignments for each member. Along with chair, create a positive volunteer experience for all.
- c. Complete any assignments by pre-determined deadlines.
- d. Draft and disseminate minutes and summaries promptly, but no later than 3 weeks following a meeting or conference call.
- e. Draft and submit quarterly progress report to MPI International Board of Directors for each Board agenda.
- f. Ensure volunteer reimbursement requests are submitted and paid within 60 days of funded meeting.

##### Expectations of Volunteer Members:

- a. Focus on assigned purpose/charge for the group.

- b. Attend meetings and conference calls.
- c. Complete any assignments by pre-determined deadlines.
- d. Communicate any challenges/concerns early to both the Volunteer chair and management liaison.
- e. Submit volunteer reimbursement requests immediately following a funded meeting but no later than 30 days.
- f. Maintain confidentiality of discussions and background materials.
- g. Comply with Conflict-of-Interest Policy by completing Annual Disclosure Form.

Expectations of Volunteer Chairs:

- a. All expectations of volunteer members with these additional conditions:
- b. Partner with management liaison to lead the group to achieve assigned purpose/charge creating a positive volunteer experience for all.
- c. Communicate any challenges/concerns early to the management liaison and, if needed, Senior Director, Member and Volunteer Experience.

**SECTION 3. VOLUNTEER LEADERSHIP STRUCTURE:**

- 3.1 **COMPOSITION:** Committees, Task Forces, and Advisory Councils shall consist of as many members (in addition to the chair) as the chair of the MPI International Board of Directors deems necessary to efficiently accomplish the charge of the volunteer group. Terms shall commence on a staggered basis, with new members being appointed for one (1) year terms,
- 3.2 **TERM OF SERVICE:** Each volunteer group shall have a chair who shall serve for one (1) year. No chair shall serve more than two (2) consecutive terms, except in the case of an unusual circumstance, such as a critical project in progress.
- 3.3 **SELECTION:** The MPI chair-elect shall convene a meeting with the President/CEO of MPI and any other advisors of his choosing to select the incoming new members of each committee. The chair shall be selected from the existing committee whenever possible.
- 3.4 **CONFLICT OF INTEREST:** Each member of a committee, task force, or advisory council shall annually review the MPI Conflict of Interest Policy and complete a disclosure form.

**SECTION 4. REPORTS:** Each committee, task force, or advisory council shall submit a written progress report to the MPI International Board of Directors quarterly prior to each scheduled MPI Board of Directors meeting.

**SECTION 5. EIC DELEGATE:** MPI, as a member of the Events Industry Council (EIC), is entitled to have two representatives serve as delegates to the Council. One of those delegates shall be the President/CEO of MPI.

**SECTION 6. PAST PRESIDENTS, CHAIRS:**

- 6.1 **COUNCIL:**
  - 6.1.1 Past Presidents of MPI shall succeed to membership on the Past Presidents Council.
  - 6.1.2 The Past Presidents Council shall meet at the request of the Chair of the MPI International Board of Directors or President/CEO.
  - 6.1.3 The Past Presidents Council, upon request, may serve as a special advisory group to the President/CEO of MPI and may undertake special projects determined worthwhile and appropriate by, and act as a special advisory group to, the current chair of the MPI International Board of Directors and/or President/CEO.

6.2 RECOGNITION: In recognition of service in MPI and the MPI Foundation, after one (1) year as chair of either MPI or the MPI Foundation, the following is extended:

6.2.1 Gratis annual member investment.

6.2.2 Complimentary registration at the MPI World Education Congress and one additional MPI conference per year.

SECTION 7. AWARDS: MPI will have an awards program to recognize outstanding achievement from its membership, chapters, and the business community. All awards given by MPI will be submitted to the MPI International Board of Directors for approval.

## ARTICLE IX FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of MPI International for financial and business purposes is January 1 through December 31.

SECTION 2. ANNUAL BUDGET: The annual operating and capital budgets are prepared by management for presentation to the Audit and Finance Committee, who then recommend the operating and capital budgets to the MPI International Board of Directors. The MPI International Board of Directors approves the annual operating and capital budgets.

2.1 CAPITAL EXPENDITURES: A capital expenditure budget will accompany the proposed budget for the upcoming fiscal year for MPI International Board approval. Requests for capital expenditures more than \$25,000 which have not been included in the approved budget must have prior approval of the Audit and Finance Committee.

SECTION 3. RESERVE FUND:

3.1 Terms: The term "Reserves" for financial purposes will be defined as funds segregated as part of a defined reserve fund which can be accessed for the purposes and through the process identified below as part of the reserve fund policy.

3.2 Purpose of Reserves: MPI will maintain adequate reserves for the following purposes:

a. National or international event which could cause a substantial downturn in MPI's member's industries. In such cases reserves can provide the necessary resources to replace budgeted revenues that fail to arrive, allowing for an orderly reduction of expenditures over whatever period is necessary.

b. Identification of a valuable investment opportunity for long term growth. While most such opportunities are managed through budgeted expenditures, the right opportunity with a significant and dependable return on investment can warrant a decision on the part of the board to access the organizations reserves. These investments would require an acceptable ROI back to the organization.

c. Unpredictable events which could substantially impact MPI's operations or revenue streams. While such occurrences are rare, reserves can provide the resources necessary to keep the organization functioning should one occur.

3.3 Reserve Target: MPI reserve target shall be defined as 25% of annual expense



- 3.4 Account Structure: Reserve funds shall be segregated from operating funds. Operating funds are to be used for the day to day operations of the business as conducted, and kept in a business banking account. Reserve funds shall be held in a separate account eligible for investing and used for significant events. Deposits to the reserve fund account shall be made directly from the Operating funds account as excess funds are available and will be evaluated at least annually by the Finance Committee.
- 3.5 Access to Reserves: Any access of reserve funds shall be reported to the Finance Committee and completed in consultation with the Chair of the Board and Finance Chair. If the Reserve Fund falls below 25% of the established target, access to the reserve fund shall require an action of the Board of Directors prior to accessing the funds.

SECTION 4. REQUEST FOR PROPOSALS: Request for proposals shall be required for any expenditure more than \$25,000. Request for proposals shall include letter of transmittal, qualifications of the firm or company, the approach to be utilized and the maximum fees that will be charged. Request for proposals should be secured from no less than two (2) qualified vendors.

SECTION 5. REIMBURSEMENT OF EXPENSES TO INTERNATIONAL VOLUNTEER LEADERS (SERVING ON BOARDS, COMMITTEES, ADVISORY COUNCILS & TASK FORCES)

- 5.1. POLICY STATEMENT: For meetings authorized by the Board of Directors or CEO, and/or when a board member is requested to travel on behalf of MPI, MPI will negotiate "best available" or complimentary room rates to defray expenses. Leadership groups will be held to allocated budgets as a limit of expense. Additionally, the MPI International Board of Directors recommends to and requests of volunteer leaders that they share in the expenses of volunteer participation, hotel sleeping room expenses.
- 5.1.1 Further, leadership chairs shall individually consult with their groups at the beginning of the Volunteer term regarding their ability to share in these expenses, and group expenditures shall be planned accordingly.
- 5.1.2 Reimbursement for air travel for official business meetings will be limited to:
- \$400 USD for travel within the United States.
  - \$400 USD for travel within Canada, Mexico, or Europe.
  - \$500 USD for travel between the U.S. and Canada or Mexico; and
  - \$1,000 USD for intercontinental travel.
- 5.1.3 If pre-approved by the VP Finance, additional expenses up to \$500 USD may be reimbursed for domestic or international economy air travel. The pre-approvals for additional expense will be turned around within 24 hours during the business week by sending to [volunteerreimbursement@mpiweb.org](mailto:volunteerreimbursement@mpiweb.org)
- The cost of upgrades is not reimbursable. Charges for airline ticket changes for penalty-imposed tickets are not reimbursable unless authorized.
- 5.1.4 If pre-approved by the VP Finance, expenses for travel by rail will be reimbursed (if it is the most economical means of transportation).
- 5.1.5 MPI management will arrange for meeting space and group meals which will be paid via the appropriate board, committee, advisory council, or task force budget. Every effort will be made by MPI management to negotiate the best available (or complimentary) hotel accommodations for its international volunteer leaders.
- 5.1.6 In the event a volunteer leader extends the hotel stay to provide a cost savings on air travel, MPI will reimburse this meeting attendee for the additional room night(s) and meal

expense(s). This provision will be handled through MPI management on a case-by-case basis in advance of the meeting dates. Justification of cost savings must be presented in writing by the attendee before travel arrangements or hotel reservations are booked.

5.1.7 If pre-approved by management, expenses for one additional night's lodging will be reimbursed for international volunteer leaders who must travel excessive distances.

5.1.8 Expenses that are not reimbursable include:

- Food and beverages, other than group meals that are part of the meeting.
- Car rental (unless it is the most economical means of transportation to the meeting site).
- Extraneous limousine service.
- Parking.
- Conference registration fees.
- Personal telephone calls.
- Laundry/dry cleaning services.
- Fees for recreational or health facilities such as spa, fitness center, golf course, etc.
- Fees for in-room movies, mini-bar, video games and high-speed internet use; and
- Other incidental expenses (unless approved in advance by the management advisor).

SECTION 6. VOLUNTEER COMMITMENT: International volunteer leaders, upon acceptance of their designated assignments, make a commitment to fully participate in meetings of their group; except for special situations, they are expected to attend scheduled meetings in their entirety. Reimbursements for members who arrive late or depart early will be subject to approval.

SECTION 7. MEETINGS DURING MPI CONFERENCES/CONGRESSES: Meetings held in conjunction with MPI conferences and events are reimbursable.

## ARTICLE X MISCELLANEOUS

SECTION 1. SANCTIONED EVENTS: Any function, event promotion or special activity held or conducted in conjunction with a sanctioned MPI event must be cleared in advance through MPI Headquarters and the President/CEO or his/her designee.

SECTION 2. EDITORIAL POLICY: The editorial policy of Meeting Professionals International shall be to inform the members and related audiences of all association activities of importance by judicious use of all possible media. Education will always be utmost in these efforts with additional objectives being those of growth, professionalism, and the highest ethical practices in the field of meeting management.

2.1 MPI shall serve as the unbiased, non-commercial voice of the profession. MPI's publications shall reflect the highest standards of the association, whenever possible, by use of recognized experts in the field, and from other important areas that directly have an impact on the meeting management profession. Publications will report on all items of news worthiness with the added responsibility of serving as the historical chronicle of MPI expansion and progress. All written and visual material will be of a positive nature and in no way be detrimental to any portion of the membership, their representative companies or organization.

2.2 MPI's editorial policy shall be under the direction and control of the President/CEO.

SECTION 3. MPI SPOKESPERSON DESIGNATION: The chair of the board as the highest elective officer and president as the chief executive officer shall be the official spokespersons for MPI. A member of the MPI International Board of Directors may be designated as an MPI spokesperson by the

chair of the board to speak for MPI. In any case, all spokesperson's statements must conform to adopted MPI International Board of Directors policy.

**SECTION 4. CHAIR AWARD CRITERIA:** The MPI Chair Award is a special recognition by the elected Chair of MPI to an individual who has made an outstanding contribution to MPI, the meeting planning profession, the meetings industry or other activities that have benefited the industry or the association. This award is given at the discretion of the sitting Chair during the annual World Education Congress.

**SECTION 5. INDUSTRY AWARD CRITERIA:** The MPI Industry Award is a special recognition by the President/CEO of MPI to an individual, a corporation or an association who has demonstrated exceptional contributions to the advancement of the meeting industry or Meeting Professionals International. The award will be presented at the discretion of the President/CEO during the annual World Education Congress.

**SECTION 6. ELECTRONICS VOTING:** When a matter may be put to the membership, committees, or Board of Directors electronically, the following procedures shall be followed:

- 6.1 Consistent with the Bylaws, notice will be given of the proposed result to be considered by those entitled to vote. On matters requiring a voting membership vote, the Board of Directors shall determine how long that matter should remain open for ballots to be cast on the issue(s), but in no event less than 10 days after the notice and ballots are transmitted.
- 6.2 Unless otherwise provided in the bylaws or bylaw, a majority of the votes cast shall determine the outcome of the resolution. Upon approval, the action taken shall become effective immediately unless otherwise provided in the resolution itself.
- 6.3 For a quorum of votes requiring membership approval, the number of ballots that need to be cast shall be the lesser of 5% or 1,000 of those then entitled to vote. In the event the deadline for submission of ballots has passed and not enough eligible voters have participated for purposes of a quorum, the time period shall remain open until a quorum is reached unless otherwise provided by the Board of Directors. Such extended period shall not exceed beyond the initial 30 days of the initial date.
- 6.4 For matters submitted to the Board of Directors without a meeting and for information action, 100% approval of all their members of the Board of Directors must be received.

**SECTION 7. CONFLICTS OF INTEREST:** This conflict-of-interest policy is intended to protect MPI from conflict-of-interest situations that can result in unethical or illegal practices, and to provide a process that, will enable a transaction to be reviewed and treated as valid and binding even though there is or may be a conflict of interest with respect to the transaction.

7.1. A *Conflict of Interest* arises when a person's duty of loyalty to the organization comes into conflict with a competing financial, personal, or other material interest that he or she (or a relative) may have in a proposed transaction. A *Conflict of Interest* can arise in a variety of circumstances where an interest could reasonably be viewed by others as affecting the objectivity or independence of a decision maker. As a Board member, you are to avoid Conflicts of Interests and, in the rare instances where they are unavoidable, you should make full disclosure of the facts that give rise to the Conflict of Interest in accordance with the process set forth below and nonetheless have a continuing obligation to ensure any action is fair to the organization. Moreover, you must put the interests of MPI ahead of your own. If an opportunity related to the organization's purposes comes to you either as a Board member or otherwise, you must make it available to the organization before you take it for yourself or another entity.

7.1.1 For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest, though they are no way intended to be limitations on the types of potential Conflicts of Interests that may exist:

- a. A Transaction between MPI and a Board member or Family Member.
- b. A Transaction between MPI and an entity in which a Board member or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- c. A Board member competing with MPI or having a Material Financial Interest in, or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to, an entity or individual that competes with MPI.
- d. A Board member accepting gifts, entertainment, or other favors from any individual or entity that: (a) does or is seeking to do business with or is a competitor of MPI; or (b) has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from MPI; under circumstances where it might be inferred that such action was intended to materially influence or possibly would materially influence the Board member in the performance of his or her duties.
- e. Board members can only receive reimbursement for reasonable expenses and costs incurred in carrying out their Board responsibilities. Illinois law prohibits loans by the organization to its directors and officers. If a Board member is also an employee, compensation can be paid but such person member should not participate in setting his or her compensation.

#### 7.1.2 Definitions:

- a. A *Family Member* is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Board member.
- b. A *Material Financial Interest* in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Board member's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation or anything of financial value.
- c. A *Transaction* is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship. The making of a donation or grant to MPI is not a Transaction.
- d. For purposes of this policy, the term "Board" may be interchanged with "Committee," "Task Force," "Advisory Council," or other governing body where the decision-making ability regarding a proposed Transaction lies with such Committee, Task Force, Advisory Council, or other governing body, respectively. For example, a non-Board member on an Advisory Council must disclose his or her Conflict of Interest to the Advisory Council for the Advisory Council to then reach an appropriate outcome. The Chair of the International Board of Directors may resolve any issues related to Conflicts of Interest within a Committee, Task Force, Advisory Council, or other governing body.

#### 7.2 Procedures to address a Conflict of Interest:

- 7.2.1 *Duty to Disclose*: Regarding any actual or potential Conflict of Interest, a Board member must disclose the financial or personal interest and all material facts to the Board and

the CEO. Such disclosure shall be made as soon as the Conflict of Interest is known to the Board member.

7.2.2 *Recusal:* A Board member who has a Conflict of Interest shall not participate in, vote on, or be permitted to hear the Board's discussion of the matter except to disclose material facts on the matter before the Board and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

7.2.3 After disclosure of a material or personal interest and all material facts, and after any discussion with the interested Board member, the remaining Board members will decide if a Conflict of Interest exists and how the situation should be addressed. For Conflicts of Interest within a Committee, Task Force, Advisory Council, or other governing body, the Chair of the International Board of Directors may resolve the issues that such governing body was unable to resolve.

7.2.4 After exercising due diligence, the Board shall determine whether to enter into the proposed Transaction. If appropriate, the Board can investigate and decide on alternatives to the proposed Transaction. In rare instances, the Conflict of Interest may so seriously impede a Board member's ability to carry out his or her fiduciary responsibilities to MPI that resignation or removal from the Board or MPI is appropriate.

7.3. Failure to Disclose. If the Board has reason to believe that a Board member has failed to disclose a Material Financial Interest, it shall inform the Board member of the basis of such belief and provide an opportunity to explain the alleged failure to disclose. If after hearing the response and considering any other relevant information the Board determines there was a failure to disclose, the Board may implement remedial action against the Board member, including, but not limited to, censure, suspension, or expulsion from the Board or MPI.

7.4 Annual Attestation and Disclosure for Board members.

7.4.1 Each new Board member shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

7.4.2 Each Board member shall annually complete an annual disclosure form identifying any relationships, positions, or circumstances in which the Board member is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to MPI. Any such information regarding business interests of a Board member or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any Committee or governing body appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

7.4.3 Board members must disclose at each meeting any Conflict of Interest that may arise as to specific agenda items to be addressed at the meeting.

SECTION 8. DIRECTORS AND OFFICERS LIABILITY COVERAGE: MPI will maintain Directors and Officers liability insurance coverage for all members of the MPI Board and trustees of the MPI Foundation.

SECTION 9. ANTITRUST POLICY AND GUIDELINES

- 9.1 The antitrust laws are the rules under which our competitive economic system operates. Their primary purpose is to preserve and promote free competition. It is our policy strictly to comply in all respects with the antitrust laws.

Association meetings or workshops by their very nature bring competitors together. Accordingly, it is necessary to avoid discussions of sensitive topics and especially important to avoid recommendations with respect to sensitive subjects. Agreements to fix prices, allocate markets, engage in product boycotts, and to refuse to deal with third parties are automatically illegal under the antitrust laws. It does not matter what the reason for the agreement might be.

Accordingly, at any association meeting discussions of prices, including elements of prices such as allowances and credit terms, quality ratings of suppliers, and discussions that may cause a competitor to cease purchasing from a particular supplier, or selling to a particular customer, must be avoided. Also, there should be no discussion that might be interpreted as a dividing up of territories or customers.

An antitrust violation does not require proof of a formal agreement. A discussion of a sensitive topic, such as prices, followed by parallel action by those involved in or present at the discussion is enough to show a price fixing conspiracy. As a result, those attending an association sponsored meeting must remember the importance of avoiding not only unlawful activities, but even the appearance of unlawful activity.

As a practical matter, violations of these rules can have serious consequences for a company and its employees. The Sherman Antitrust Act is both a civil and criminal statute. Violations are felonies punishable by penalties of up to the greater of \$100 million or twice the profits gained, or damages incurred up to 10 years imprisonment. The U.S. Justice Department, state attorneys general, and any person or company injured by a violation of the antitrust laws may bring civil actions for three times the amount of the damages, plus attorneys' fees and injunctive relief. International antitrust regimes, particularly in the E.U., are similarly to U.S. antitrust law in many respects.

Antitrust investigations and litigation are lengthy, complex, disruptive, and expensive. Therefore, all companies and their employees must not only comply with the antitrust laws in fact, but must conduct themselves in a manner that avoids even the slightest suspicion that the law is being violated. Associations, because they bring competitors together, are natural targets, along with their members alleged to have participated with or through the association.

- 9.2 The following is a non-exhaustive list of topics that must not be the subject of any type of agreement, whether expressed or implied, formal or informal, and therefore **should not be discussed** at any event or gathering of MPI at any level of the organization.

- Prices to be charged to clients, customers, or by suppliers, including elements of pricing or timing of when pricing may change.
- Division or allocation of markets or customers or market share of any competitor.
- Specific distribution or sales methods or channels.
- Business strategies or financial forecasts.
- Potential mergers, combinations, or acquisitions or preliminary discussions related thereto.
- Coordination of bids/proposals or requests for bids/proposals.
- Terms and conditions of sales, including credit or discount terms.
- Terms for distribution of products.
- Targets for production levels or other measures of output.
- Specific profit levels or methods to increase profits.
- A boycott of or a refusal to deal with a customer or supplier.

- Compilation of approved or target lists of customers or suppliers or target.
- Standards or methods to eliminate or reduce competition.

9.3 If you are in doubt about discussing a particular topic, you may consult with legal counsel for MPI to be sure the discussion is permitted. Generally speaking, if you have to ask, it's probably best to avoid the topic. The provisions in this antitrust policy do not constitute legal advice. MPI makes no guarantees that its members or their employers will be immune from liability under applicable antitrust and competition laws. You should seek legal counsel, as needed. Members who fail to comply with this policy may be subject to penalty, including, but not limited to, termination of membership.

## ARTICLE XI EDUCATIONAL PROGRAMS

SECTION 1. CONFERENCES/CONGRESSES: The MPI International Board of Directors shall have the final authority over the site selection of MPI World Education Congresses and MPI Regional Conferences. The responsibility and authority for the planning and management of the MPI World Education Congresses and MPI Regional conferences are delegated to the President/CEO, who shall keep the MPI Board of Directors informed. The President/CEO or his/her designee shall serve as conference manager and shall determine and direct the involvement of local members and/or organizations.

SECTION 2. SITE SELECTION CRITERIA: All MPI functions and activities shall be held at facilities or properties having an MPI member on the staff, or if the property is a part of a chain, the chain must have demonstrated active representation in MPI. Any exception to this policy, regarding individual functions or activities, must be approved by the President/CEO. Each invitation must be supported by a local convention and visitor's bureau, the city government and any local MPI constituents.

SECTION 3. COMPLIMENTARY REGISTRATIONS: The President/CEO or his/her designee is authorized with discretion to issue complimentary and/or reduced (one-half regular fee) registrations for MPI conferences/congresses.

SECTION 4. SMOKING POLICY: All MPI programs within meeting rooms and seated functions will be smoke free.