

**BYLAWS
OF
MEETING PROFESSIONALS INTERNATIONAL FOUNDATION**

ARTICLE I

NAME

The name of the Foundation shall be Meeting Professionals International Foundation (“MPIF” or “the Foundation”).

ARTICLE II

PURPOSE AND MISSION

Section 1. Purpose: The Foundation is a not-for-profit organization that shall fund grants, scholarships and pan-industry research in support of the global meeting and event industry.

Section 2. Mission: The Foundation funds education and pan-industry research that drive the success of meeting professionals.

ARTICLE III

MEMBERS

The Foundation shall have no members.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Authority and Responsibility: The governing body of the Foundation shall be its board of trustees (“Board of Trustees”). The Board of Trustees shall be responsible for the strategic direction and fiduciary oversight of the fundraising and grant activities of the Foundation, and to provide strategic direction and approval of Foundation projects.

Section 2. Composition, Manner of Election and Term of Office: The Board of Trustees shall consist of no less than twenty (20) and no more than twenty-five (25) voting trustees (“Trustees”) elected in accordance with these Bylaws and such policies as may be adopted by the Board of Trustees. Trustees shall be elected by the board of directors (“MPI Board”) of Meeting Professionals International, a nonprofit organization organized under the laws of Illinois (“MPI”). In addition to such Trustees, the President/CEO of MPI and the Executive Vice President (as

defined in Article V, Section 9) shall be *ex officio* members, without vote, of the Board of Trustees. A list of candidates for Trustees shall be submitted to the MPI Board by the Board of Trustees, but such list shall not bind the MPI Board as to who may be elected a Trustee. Elected Trustees shall take office on the date established by the Board of Trustees as part of such election. Elected Trustees shall serve a term of three (3) years and until their successors have been elected. The term of office of any Trustee to be elected may be set for less than three (3) years by the MPI Board as necessary to provide that approximately one-third (1/3) of the terms of all of the Trustees will generally expire each year. Trustees can be re-elected for up to two (2) terms. Thereafter no Trustee shall be eligible for reelection until at least one (1) year has elapsed from the expiration of his or her second term. However, the term of a Trustee elected to the position of Chair-Elect, Vice Chair or serving as Chair or Immediate Past Chair of the Foundation (each of which is defined in Article V) shall not expire until his or her term as an Officer expires. As set forth in in Article V, the Foundation's Officers are selected from current Trustees.

Section 3. Regular Meetings: Regular meetings of the Board of Trustees shall be held at such time and place as may be designated by the Board of Trustees. There shall be a minimum of two (2) meetings each year at such location as determined by the Board of Trustees. Additional meetings may be called at the discretion of the Chair or by a vote or written request of a majority of the Trustees then in office.

Section 4. Special Meetings: Special meetings of the Board of Trustees shall be called by the Executive Vice President at the request of the Chair or a majority of the Trustees then in office. The Executive Vice President may fix any place as the place for holding any special meeting of the Board of Trustees.

Section 5. Notice of Meetings: Written notice of the date, time and place of each meeting of the Board of Trustees shall be given to all Trustees at least two (2) days in advance of the date thereof. Notice may be given to the Trustee personally or by sending a copy thereof by any of the following methods:

(a) By first class or express mail (postage prepaid), or by courier services (charges prepaid), to the Trustee's address supplied by the Trustee for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Trustee entitled thereto when deposited in the U.S. mail or with a courier service for delivery to that Trustee; or

(b) By facsimile transmission, e-mail, or other electronic communication to the Trustee's facsimile number or e-mail address supplied by the Trustee to the Foundation for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Trustee entitled thereto when sent.

Section 6. Quorum: One-third (1/3) of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, provided, that if less than one-third (1/3) of the Trustees are present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice until a quorum is obtained.

Section 7. Manner of Acting: The act of a majority of the Trustees present in person or by electronic means, as allowed by Illinois law, at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these Bylaws. Trustees may participate in and act at any meeting of the Board of Trustees through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 8. Informal Action by Trustees: The Board of Trustees may take informal action in any manner allowed by law, and consistent with these Bylaws.

Section 9. Removal: Any Trustee may be removed by a majority vote of the MPI Board whenever, in its judgment, the best interests of the Foundation would be served.

Section 10. Vacancies: Any vacancy occurring on the Board of Trustees or any increase in the number of Trustees to serve on the Board shall be filled in accordance with these Bylaws. A Trustee selected to fill a vacancy shall serve for the remainder of the unexpired term.

ARTICLE V

OFFICERS

Section 1. Officers: All officers of the Foundation (“Officers”), other than the Executive Vice President, shall be elected from the then members of the Board of Trustees and shall consist of Chair, Chair-Elect, Immediate Past Chair and four (4) Vice Chairs.

Section 2. Manner of Election and Term of Office: Officers shall be elected by the MPI Board. A list of candidates for Officers shall be submitted to the MPI Board by the Board of Trustees, but such list shall not bind the MPI Board as to who may be elected an Officer. Officers shall serve for a term of one (1) year and until a successor is duly elected.

Section 3. Removal: Any Officer may be removed by a majority vote of the MPI Board whenever in its judgment the best interests of the Foundation would be served.

Section 4. Vacancies: A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Chair: The Chair of the Board of Trustees (“Chair”) shall be the principal elected Officer and shall preside at all meetings of the Board of Trustees. The Chair shall serve as a member, *ex-officio*, of all committees. The Chair shall perform all duties incident to the office of chair and such other duties as may be assigned by the Board of Trustees. The Chair will assume the duties of Immediate Past Chair on January 1 following his or her term as Chair.

Section 6. Chair-Elect: The Chair-Elect of the Board of Trustees (“Chair-Elect”) shall perform such duties as may be prescribed by the Chair, Executive Committee (as defined in Article

VI) and/or Board of Trustees. In the absence of the Chair or the Chair's inability or refusal to act, the Chair-Elect shall perform the duties of the Chair, and when so doing, shall have all the powers of and be subject to all the restrictions upon the Chair. On January 1 of the next succeeding year after taking office, the Chair-Elect shall automatically assume the office of Chair.

Section 7. Vice Chair: The four (4) Vice Chairs of the Board of Trustees ("Vice Chairs") shall perform such duties as are assigned to the individual Vice Chair by the Chair, Executive Committee and/or Board of Trustees.

Section 8. Immediate Past Chair: The Immediate Past Chair of the Board of Trustees ("Immediate Past Chair") shall serve as a voting member of the Board of Trustees, as well as the Executive Committee and perform such duties as may be prescribed by the Chair, Executive Committee and/or Board of Trustees.

Section 9. Executive Vice President: The Executive Vice President of the Foundation ("Executive Vice President") shall be appointed by the President/CEO of MPI in consultation with the Executive Committee. The Executive Vice President shall be the chief administrative officer of the Foundation and shall perform such other duties related to the Foundation that may be assigned by the Chair, the Executive Committee, and/or the Board of Trustees. The duties of the secretary and treasurer shall be the responsibility of the Executive Vice President, unless otherwise specified by the Board of Trustees.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Executive Committee: The Executive Committee shall consist of the Chair, Chair-Elect, Immediate Past Chair and the four (4) Vice Chairs ("Executive Committee"). The President/CEO of MPI and the Executive Vice President shall be *ex officio* members, without vote, of the Executive Committee. Members of the Executive Committee shall assume their duties on January 1 of each year.

Section 2. Authority: The Executive Committee may act in place and stead of the Board of Trustees between Board of Trustee meetings on all matters and shall see that the policies and programs of the Board of Trustees are implemented, and shall exercise all powers of the Board, except those specifically reserved to the Board by Illinois law or these Bylaws, pursuant to the delegation of authority to such Executive Committee by the Board of Trustees. The Executive Committee shall also act in place and stead of the Board of Trustees in fulfilling its oversight responsibilities relating to (i) the development and implementation of sound governance policies and practices as well as the development and evaluation of the Board of Trustees and nomination process for Trustees and Officers, (ii) the quality and integrity of the Foundation's financial reporting processes and accounting practices and the performance, qualifications, and independence of the Foundation's independent auditors and (iii) the Foundation's endowment. The Executive Committee shall sit in any meeting for matters pertaining to dismissal of any staff member of the Foundation and other matters of major importance to the Foundation.

Section 3. Meetings and Quorum: Meetings of the Executive Committee shall be called by the Executive Vice President at the request of the Chair or by the request of three (3) members of the Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee. Members of the Executive Committee may participate in and act at any meeting of the Executive Committee through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Any member of the Board of Trustees who is not a member of the Executive Committee may attend any meeting of the Executive Committee and take part in the discussions, but cannot vote.

Section 4. Challenges to Actions of the Executive Committee: Actions of the Executive Committee shall be reported to the Board of Trustees by written notice within fifteen (15) days of such Actions being taken. Such actions must be ratified by the Board of Trustees by unanimous vote if by mail, facsimile or electronic media or by majority vote at the next Board of Trustees meeting. Any action of the Executive Committee may be challenged by the written petition of five (5) members of the Board of Trustees. In case of challenge, such action will be suspended pending review for approval by the Board of Trustees at its next regular or special meeting. In cases where a delay in the action in question would be considered by the Executive Committee to be detrimental to the interests of the Foundation, the action may be carried out by the Executive Committee; upon completion of full discussion of the action by the Board of Trustees any reversal of the vote of the Executive Committee will be regarded as a vote of censure.

ARTICLE VII

REGIONAL COUNCILS

Section 1. Establishment: The Board of Trustees may establish, modify or dissolve regional councils (“Regional Councils”) based on geographic regions on a global basis. Such Councils shall have rights and responsibilities as the Board of Trustees may prescribe. Regional Councils shall be responsible for raising funds and to conduct its activities to support of the purpose and mission of the Foundation and to identify and recommend regional or global research and other projects to the Board of Trustees.

Section 2. Leadership and Council Members: Regional Council chairs shall be selected by the Board of Trustees from a slate proposed by the Regional Council of not more than three (3) individuals from the geographic region represented by the Regional Council. Members of the Regional Council leadership shall be named by the Chair to serve for a one (1) year term and may be reappointed on an annual basis with no term limit. A term of office of any Regional Council member or chair may be set for less than one (1) year in accordance with policies as adopted by the Board of Trustees.

Section 3. Procedures: Regional Councils shall annually submit for approval by the Board of Trustees a business and operating plan which shall be prepared and presented as directed by the Board of Trustees.

ARTICLE VIII

OTHER SPECIAL COMMITTEES

Section 1. Other Appointed Bodies: The Chair or the Chair-Elect, in accordance with policies adopted by the Board of Trustees, shall establish and appoint such other committees, subcommittees, advisory councils, or task forces as are necessary and which are not in conflict with other provisions of Illinois law or these Bylaws (each a "Special Committee"). The duties and procedures of Special Committees shall be prescribed by the Board of Trustees. Each Special Committee shall have such power and authority as prescribed by the Board of Trustees, except as such authority is limited by statute, by these Bylaws, or by any limitation imposed by the Board of Trustees on such authority and power. Each Special Committee shall meet as necessary to accomplish its goals. The chairperson of each committee shall determine the date and place of all committee meetings.

Section 2. Limitations on Authority of Special Committees: If a Special Committee has the power to act on behalf of the Board of Trustees, only Trustees may be voting members of the Special Committee. Additionally, no Special Committee shall have any power or authority as to the following:

- (a) the authorization of distributions;
- (b) the filling of vacancies in the Board of Trustees or any of its Special Committees;
- (c) the amendment or repeal of any resolution of the Board of Trustees;
- (d) action on matters committed by the Bylaws or a resolution of the Board of Trustees to another Special Committee of the Board of Trustees;
- (e) final action on matters which also required the Board of Trustees approval;
- (f) the fixing of compensation of Trustees for serving on the Board of Trustees or any Special Committee of the Board of Trustees; or
- (g) any other action not permitted to be taken by such Special Committee pursuant to the Illinois General Not For Profit Corporation Act.

ARTICLE IX

FINANCE

Section 1. Fiscal Year: The fiscal year of the Foundation shall be the calendar year unless otherwise prescribed by the Board of Trustees and any necessary Internal Revenue Service approval as required.

Section 2. Budget and Annual Financial Reports: The Board of Trustees in advance of the next fiscal year, shall adopt an annual operating budget covering all activities of the Foundation. A financial report of the year just completed shall be presented to the Board of Trustees in a form and manner as directed by the Board of Trustees, the MPI Board, and as further directed by the Board of Trustees.

Section 3. Audit: The accounts of the Foundation shall be audited not less than annually by a certified public accountant who shall be approved by the Board of Trustees, and who shall provide a report for the Board of Trustees as directed by the Board of Trustees.

ARTICLE X

MISCELLANEOUS

Section 1. Operation and Use of Funds: The Foundation shall be organized and operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and no part of the net earnings of the Foundation shall inure to the benefit of any Trustee, Officer, member or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. Dissolution: Upon the dissolution of the Foundation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation dispose of all of the assets of the Foundation exclusively for purposes similar to the purpose of the Foundation in such manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Section 3. Political Activities: The Foundation shall not contribute any of its earnings or property to or provide any services for any political candidate, committee, party or organization.

Section 4. Indemnification: To the fullest extent allowed by and in accordance with the laws of Illinois, the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a Trustee, Officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a Trustee, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo*

contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful. In addition and to the extent available, the Foundation shall purchase insurance for such indemnification and as determined by the Board of Trustees.

Section 5. Compensation: Voting Trustees shall not receive any salaries for their services as a Trustee or as an Officer, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or of the Executive Committee.

Section 6. Rules of Order: All proceedings of the Foundation shall be in accordance with Robert's Rules of Order (most recent edition) for parliamentary procedure, except as otherwise provided in these Bylaws or policies of the Board of Trustees.

Section 7. Notices and Voting: To the fullest extent allowed by Illinois law, the Foundation may transmit and receive notices and take action consistent with these Bylaws by electronic means.

ARTICLE XI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, provided that at least fourteen (14) days written notice is given of intention to alter, amend, restate or repeal and to adopt new bylaws at such meeting. Any amendments to these Bylaws must first be approved by the MPI Board before taking effect.