



MPI Tennessee
MINIMUM CHAPTER BYLAWS

ARTICLE I. NAME AND LOCATION

Section 1. Name. The name of this organization is Meeting Professionals International ("MPI") **Tennessee** a not-for-profit corporation, incorporated in the State of Tennessee.

Section 2. Chapter. The Chapter operates as a chapter of MPI, subject to all policies, rules, practices, procedures, regulations, and bylaws made applicable by MPI to its chapters, regardless of the Chapter's specific acceptance of any of the above and the time such are adopted by MPI. In these bylaws, all articles and sections pertain to the Chapter unless specifically designated "MPI".

Section 3. Geographical Area. The geographical area covered by the Chapter shall include those areas as defined by MPI.

Section 4. Offices. The offices of the Chapter will be in the location approved by the Chapter Board of Directors.

ARTICLE II. OBJECTIVES

Section 1. The objectives of the Chapter shall be the same as those of MPI and its policies.

Section 2. The Mission and Vision of the Chapter shall be the same as those of MPI and adopted by the MPI Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Members. An individual who is a member of MPI may also affiliate with a Chapter.

Section 2. Qualifications. Membership qualifications and classifications shall be as described in the current MPI bylaws and policies. Any member in good standing of MPI is eligible to affiliate with a Chapter regardless of geographic area or location of business.

Section 3. Rights and Responsibilities. All members and classes of members shall have such rights and responsibilities as these bylaws and the MPI Board of Directors may determine from time to time.

Section 4. Removal, Reinstatement and Resignation. Removal and resignation of members and reinstatement of former members shall be as defined in the current MPI bylaws and policy manual.

ARTICLE IV. DUES

Section 1. Dues and Fees, Delinquencies and Cancellations. Policies related to membership fees, delinquencies and cancellations shall be as defined in the current MPI bylaws and policy manual.

ARTICLE V. MEETINGS OF MEMBERS AND VOTING

Section 1. Regular Members Meetings. Regular member meetings will be held at times and places as determined by the Chapter Board of Directors.

Section 2. Annual Members Meeting. The Annual Members Meeting shall be held at such place and date prior to June 30th of each calendar year as may be determined by the Chapter Board of Directors. Officers and Directors shall be installed at such meeting in the presence of the membership.

Section 3. Special Meetings. Special meetings may be called by any officer of the chapter within thirty (30) days of receipt of written request signed by at least twenty percent (20%) of the Chapter members. The business to be transacted at any Special Meeting shall be stated in the notice thereof.

Section 4. Meeting Notices. Notice of meetings shall be sent by mail, facsimile or electronic media to each member at least twenty (20) days preceding the meeting.

Section 5. Voting in Person. Each eligible member shall have one (1) vote and may take part and vote in person or by proxy. Unless otherwise specifically provided in these bylaws, a majority vote of those members, present and voting, in person or by proxy, shall govern.

Section 6. Voting by Mail, Facsimile or Electronic Media. Proposals to be offered to the membership for vote by mail, facsimile, or electronic media (including e-mail to the address provided by the member to the organization), shall first be approved by the Chapter Board of Directors unless the proposals are endorsed by at least twenty percent (20%) of the voting members, in which case, Chapter Board of Directors' approval shall not be necessary. At least twenty percent (20%) of all members eligible to vote must vote for the action to be valid, and a majority of those voting shall determine the action.

Section 7. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of twenty percent (20%) of members entitled to vote, represented in person or by proxy. In the event a quorum is not present, those in attendance may adjourn the meeting until a quorum is present without further notice. If a quorum is present, the affirmative vote of a majority of votes shall be the act of the members unless the vote of a greater number is required by law, the Articles of Incorporation or these bylaws.

- Section 8. Cancellation of Meetings. The Chapter Board of Directors, with or without cause, may cancel or postpone any regular meeting or Annual Members Meeting. If the Annual Members Meeting is postponed, provision shall be made to hold it within not less than thirty (30) days from postponement.
- Section 9. Rules of Order. The meetings and proceedings of the Chapter shall be modeled after the most current Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by law, the Articles of Incorporation or these bylaws. If there is a dispute regarding meeting proceedings that cannot be resolved by reference to applicable law, the Articles of Incorporation, these bylaws, or MPI governing documents, then reference shall be made to Robert's Rules of Order to resolve the matter.
- Section 10. Elections. Chapter elections shall be conducted in accordance with MPI policies.

ARTICLE VI. OFFICERS

- Section 1. Officers. The officers of the Chapter shall be Immediate Past President, President, President-Elect, Vice President Finance, Vice President Membership, Vice President Education, and Vice President Communications and any additional officers deemed necessary by the Chapter Board of Directors as referenced in Section 8 of Article VII. With the exception of the Immediate Past President, officers shall be elected by the Chapter Board of Directors and as prescribed by MPI bylaws and policies and shall serve until their successors have been duly elected and have assumed office.
- Section 2. Eligibility. Any member in good standing of MPI whose primary affiliation is with this Chapter is eligible for nomination and election to any elective office. It is preferable that the member have served on the Board of Directors for a minimum of one year.
- Section 3. Nomination and Election. Nominations will be made in accordance with these bylaws.
- Section 4. Term of Office. Each elected officer shall take office July 1 and shall serve for a term of one (1) year or until a successor is duly elected and installed. Each elected officer shall serve concurrently as a member of the Chapter Board of Directors and as a member of the Executive Committee, if the Chapter has chosen to establish an Executive Committee. The President Elect shall automatically become Chapter President on the first day of the next fiscal year following election as President Elect.
- Section 5. Term of Office and Re-election. The President and/or President Elect, upon the recommendation of the Nomination Committee and as approved by the Chapter Board of Directors, may be re-nominated for an additional one-year term. The Vice Presidents may be re-elected to serve in the same office for up to three consecutive one-year terms. If selected to fill an unexpired one-year term, the extended term shall not be considered for determining eligibility for subsequent re-election to the office.

- Section 6. Vacancies and Removal. Vacancies in offices may be filled for the balance of the term by a majority vote of the Chapter Board of Directors at any regular meeting. In the event a vacancy occurs after the nominating process is closed, but before the end of the current fiscal year, a person so selected to fill a vacancy shall serve until the end of the next fiscal year and until a successor is duly nominated and elected in accordance with these bylaws. The Chapter Board of Directors, at its discretion, may remove any officer by a two-thirds (2/3) vote of all members of the Board. However, a vacancy in the office of Immediate Past President shall be filled for the balance of the term by the last Immediate Past President willing to serve. A vacancy in the office of President shall be filled for the balance of the term by the President-Elect or Immediate Past President, whichever is determined by a majority vote of the Board of Directors. A vacancy in any Vice President position shall be determined by a majority vote of the Board of Directors.

ARTICLE VII. DUTIES OF OFFICERS

- Section 1. President. The President shall serve as Chair of both the Chapter Board of Directors and the Executive Committee, if the Chapter has chosen to establish an Executive Committee. The President shall also serve as an ex-officio member on all committees except the Governance and Nominating Committee.

At the Annual Members Meeting and at such other times, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of the Chapter. The President shall perform such other duties as or as may be prescribed by the Chapter Board of Directors.

- Section 2. President-elect. The President-elect shall preside at all Chapter meetings in the absence of the President, work with officers to ensure Chapter minimum standards are met, develop leadership succession planning strategies for the Chapter and shall perform such other duties that may be delegated by the President and/or the Chapter Board of Directors. In the absence of the President or the President's inability or refusal to act, the President-elect shall perform the duties of the President.

- Section 3. Immediate Past President. The Immediate Past President shall serve as the Governance and Nominating Committee Chair, ensuring compliance and support of chapter bylaws and policy, and shall perform other duties that may be delegated by the President and/or the Chapter Board of Directors.

- Section 4. Vice President Finance. The Vice President Finance shall oversee the Chapter's funds and financial records. The Vice President Finance shall oversee collection of all funds and/or assessments; shall establish proper accounting procedures for the handling of funds; and shall be responsible for keeping the funds in such banks, trust companies, and/or investments as are approved by the Chapter Board of Directors or by the Executive Committee, if the Chapter has chosen to establish an Executive Committee.

The Vice President Finance shall report on the financial condition of the Chapter at all meetings of the Chapter Board of Directors and at other times

when called upon by the President. The Vice President Finance is responsible to ensure the submission and filing of Chapter tax reports to MPI and governmental agencies as required.

- Section 5. Vice President Membership. The Vice President Membership shall oversee new member recruitment, new member orientation, member recognition programs, scholarships and Chapter retention. The Vice President Membership will access membership reports including new members and retention from the MPI database and report at all meetings of the Board of Directors and at other times when called upon by the President.
- Section 6. Vice President Education. The Vice President Education shall oversee the educational offerings of the Chapter, to include program planning and educational alignment with the Chapter's strategic business plan. The Vice President Education shall also oversee registration, logistics, content and speaker sourcing for all meetings. The Vice President Education will report at all meetings of the Chapter Board of Directors and at other times when called upon by the President.
- Section 7. Vice President Communications. The Vice President Communications shall oversee the chapter communications. Vice President of Communications will oversee the timely communications as needed to provide effective newsworthy information to the membership. In addition, the Vice President Communications shall oversee the production of the chapter newsletter and website, their content and accuracy, and all written communication that is provided by the Chapter both internally and externally. The Vice President Communications shall also ensure that all written communications follow the Chapter's strategic business plan and MPI policies, procedures, and brand guidelines. The Vice President Communications will report at all meetings of the Chapter Board of Directors and at other times when called upon by the President.
- Section 8. Other Officer Positions. Officer positions other than those specified in these bylaws may be established, and their duties specified by, the Chapter Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

- Section 1. Authority and Responsibility. The governing body shall be the Chapter Board of Directors. The Chapter Board of Directors is responsible for reviewing and approving the Chapter's strategic business plan in accordance with MPI strategic Mission and Vision. The Chapter Board of Directors oversees financial integrity and monitors performance against achievement of strategy and long-term vision. The Chapter Board of Directors shall be responsible for the hiring and continual performance assessment of paid staff. The Chapter Board of Directors shall have other powers and authority as granted to it by these bylaws.
- Section 2. Composition. Including the officers, the Chapter Board of Directors shall consist of 16 board members as permitted by applicable law, but no fewer than 7 members and no more than 25 members.

- Section 3. Eligibility. Any member in good standing of MPI whose primary affiliation is with this Chapter is eligible to be a member of the Chapter Board of Directors.
- Section 4. Nomination and Election. Nominations will be made in accordance with these bylaws.
- Section 5. Term of Office and Re-election. Directors not defined as officers in Article VI, Section 1 take office July 1 and will be elected for a 1 (one) year term or until their successors assume office. After serving one term, Directors may be re-elected for up to two (2) additional one-year terms, and after three (3) consecutive one-year terms they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term. If selected to fill an unexpired one-year term, such term shall not be considered for such purposes of determining eligibility for re-election. Directors may serve a maximum of six (6) consecutive years on the Board unless they have been elected to an officer position.
- Section 6. Vacancies and Removals. The Board of Directors, in its discretion, may fill any vacancy occurring on the Chapter Board of Directors. A Director so selected by the Chapter Board of Directors to fill a vacancy shall serve until the end of the fiscal year and until a successor is duly nominated and elected in accordance with these bylaws. In the event a vacancy occurs after the nominating process is closed but before the end of the fiscal year, a person so selected to fill a vacancy shall serve until the end of the next fiscal year and until a successor is duly nominated and elected by the membership in accordance with these bylaws. The voting membership, at their discretion, by the affirmative vote of two thirds (2/3) of its members voting, may remove any director for cause.
- Section 7. Meetings. Meetings of the Chapter Board of Directors are to be held at least 6 times per year at times and places as determined by the Chapter Board of Directors and except for executive sessions will be open for attendance by any MPI Member in good standing whose primary affiliation is with this Chapter. Notice of each meeting shall be given to all directors and members not less than five (5) days nor more than sixty (60) days before the meeting is to be held. Special meetings of the Chapter Board of Directors may be called by the President at the request of any six (6) members of the Chapter Board of Directors, by notice sent to each member of the Board of Directors, not less than five (5) days nor more than sixty (60) days before the meeting is to be held.
- Section 8. Voting. Voting rights of a Director shall not be delegated to another nor exercised by a proxy.
- Section 9. Quorum. A majority of the Chapter Board of Directors constitutes a quorum for the transaction of the business of the Chapter Board of Directors.
- Section 10. Absences. Any director, including elected officers, who has been absent from one (1) regular meeting of the Chapter Board of Directors shall request an excused absence from the president. If the director misses the next Chapter Board of Directors meeting, the director shall be deemed to have resigned from the Chapter Board of Directors and the vacancy shall be filled as provided by

these bylaws, unless a further excused absence for extraordinary reasons shall be granted by the Chapter Board of Directors.

- Section 11. Compensation. Directors and Officers shall not receive any compensation for their service as an MPI Chapter Director or Officer, but they may be reimbursed for reasonable expenses incurred in the performance of their duties to the Chapter in accordance with such policies approved by the Chapter Board of Directors. The term “compensation” means direct or indirect remuneration, including gifts and benefits that are not insubstantial.

ARTICLE IX. EXECUTIVE COMMITTEE

- Section 1. Authority and Responsibility. At its option, the Chapter may choose to establish an Executive Committee. The Executive Committee may act in place of the Chapter Board of Directors between Board Meetings on all matters, except those specifically reserved to the Chapter Board of Directors by these bylaws, pursuant to delegation of authority to such committee by the Chapter Board of Directors. Actions of the Executive Committee shall be reported to the Chapter Board of Directors for ratification by mail, facsimile, electronic media or at the next Chapter Board of Directors meeting.
- Section 2. Composition. The Executive Committee of the Chapter shall be the President, President-elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education, and Vice President Communications, and may include any such additional members as the Chapter Board of Directors may designate.
- Section 3. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as prescribed in Article VI, Section 6 of these bylaws. Any Executive Committee member appointed to fill a vacancy shall serve the unexpired term.
- Section 4. Meetings. The Executive Committee meets at the call of the President or at the request of two (2) members of the Committee.
- Section 5. Quorum. A majority of the Executive Committee constitutes a quorum for the transaction of business of the Executive Committee.

ARTICLE X. OTHER COMMITTEES

- Section 1. Audit and Finance Committee. If the Chapter has chosen to establish an Executive Committee, the Executive Committee shall also serve as an Audit and Finance Committee. Otherwise, the Chapter Board of Directors shall establish an Audit and Finance Committee, which shall be chaired by the Vice President Finance or such other person as shall be designated by Chapter Board of Directors, which shall have such other members as may be appointed by the President, and which shall assist the Chapter Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of the Chapter’s financial reporting processes and accounting practices and the performance, qualifications, and independence of the Chapter’s independent auditors.

- Section 2. Governance and Nominating Committee. The Governance and Nominating Committee shall assist the Chapter Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies as well as a nomination process for directors and officers. It shall be chaired by the Immediate Past President. The President-Elect shall serve as a non-voting member of the committee. The remaining members of the Governance and Nominating Committee shall be appointed by the President, who may not serve as a member of the committee, with the approval of the Chapter Board of Directors. There shall be no fewer than five (5) members, including the Immediate Past President as chairman. No current candidates for officer or director positions may serve on the Governance and Nominating Committee. The Nominating Committee shall be in place no later than October 31 with final slate submission to MPI by March 1.
- Section 3. Special Committees. The President, in accordance with the policies approved by the Chapter Board of Directors, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these bylaws. The duties of such committees shall be prescribed by the Chapter Board of Directors.

ARTICLE XI. PAID STAFF ADMINISTRATORS

- Section 1. Paid staff administrators may be hired by the Chapter Board of Directors to serve assist in Chapter activities. The terms and conditions of such engagement shall be as specified by the Chapter Board of Directors and shall be set forth by contract. Engaging and terminating the paid staff administrator shall require a two-thirds (2/3) vote of the Chapter Board of Directors and shall be in accordance with the applicable services contract. Paid staff administrators must adhere to the standards established by MPI.

ARTICLE XII. FINANCE

- Section 1. Fiscal Year. The fiscal year of the Chapter shall be July 1 - June 30.
- Section 2. Insurance. The Chapter shall strive to maintain General Liability, Directors & Officers Liability, Employment Practice Liability insurance.
- Section 3. Budget and Annual Financial Reports. With recommendation of the Audit and Finance Committee, the Chapter Board of Directors in advance of the next fiscal year shall adopt an annual operating budget covering all Chapter activities. The Vice President Finance shall furnish a financial report for the fiscal year just completed to the Chapter Board of Directors, MPI and the Chapter membership within ninety (90) days following the end of each fiscal year.
- Section 4. Audit. The accounts of this Chapter shall be reviewed not less than annually by a Certified or Chartered Public Accountant or a committee of no fewer than two qualified individuals who do not have any financial authority within the Chapter and who shall be recommended by the Chapter Board of Directors within thirty (30) days following the completion of each fiscal year.
- Section 5. Loans. The Chapter shall not make any loans to any of its Directors or Officers.

Section 6. Contracts. Approval of the Chapter Board of Directors is required to enter into any financial obligation, or a series of related financial obligations, on behalf of the Chapter in excess of the approved Annual Budget. All contracts must be signed by both the Chapter President and VP of Finance.

ARTICLE XIII. MISCELLANEOUS

Section 1. Operation and Use of Funds. The Chapter shall be organized and operated within the meaning of Section 501 (c) (3) of the US Internal Revenue Code of 1986 as amended (or the corresponding provision of the applicable tax-exempt law), and in accordance with the laws of any jurisdiction in which the Chapter is organized. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, any director, officer, member or other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purpose.

Section 2. Dissolution. Funds shall be used only to accomplish the objectives and purposes specified by the Chapter and no part of such funds shall inure or be distributed to Chapter members. On dissolution of the Chapter or a determination by MPI that the Chapter is no longer eligible to be an MPI chapter, any funds (after paying or making provision for the payment of all the liabilities of the Chapter) and all records/files are to be returned to MPI and the Chapter shall no longer indicate or imply any affiliation with MPI.

Section 3. Political Activities. The Chapter shall not contribute any of its earnings or property or provide any endorsement or service for any political candidate, committee, party or organization. The Chapter shall not carry on propaganda or otherwise attempt to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. MPI Bylaws. Where there is a conflicting provision in these bylaws with the provisions of the MPI bylaws, or where there is a provision in the MPI bylaws that applies to a situation where these bylaws are silent, then the MPI bylaws shall control.

Section 5. Indemnification. To the fullest extent allowed by the laws governing the Chapter, the Chapter 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 Chapter) by reason of the fact that he or she is or was a director, officer, employee or agent of the Chapter, or who is or was serving at the request of the Chapter as a director, 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 Chapter 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 Chapter or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 6. Conflicts of Interest. Directors and Officers of the Chapter shall be subject to the Conflicts of Interest policy set forth in the MPI policy manual, and references therein to MPI global officers and directors shall be construed to mean Chapter officers and directors.

Section 7. Records. The Chapter shall keep records of the general contents of discussions at meetings and actions taken by the Members, Chapter Board of Directors, or any committees appointed by the Chapter Board of Directors. The records shall not be destroyed without prior consultation with MPI and its legal counsel.

ARTICLE XIV. AMENDMENTS

Section 1. Subject to Section 3 of this Article, these bylaws may be amended by a two-thirds (2/3) vote of returned mail, facsimile, or electronic media ballots cast by members eligible to vote in mail ballot voting, provided no less than ten percent (10%) of all members eligible to vote shall cast a ballot and the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.

Section 2. Amendments may be proposed by the Chapter Board of Directors upon its own initiative or upon petition of at least ten percent (10%) of the Chapter members addressed to the Chapter Board of Directors. All such proposed amendments shall be presented to the membership by the Chapter Board of Directors with or without recommendation.

Section 3. These bylaws shall automatically be deemed amended to include provisions as may be stated, from time to time, in the most recent MPI Minimum Chapter bylaws. All other additions, deletions and changes must be approved in advance by the President/CEO of MPI or his or her delegate with the exception of name changes or territorial boundaries, which must be approved by the Board of Directors of MPI prior to being submitted to the Chapter membership for approval.