MPI Ohio Chapter
CHAPTER BYLAWS
Restated April 2023

ARTICLE I. NAME AND LOCATION

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

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. 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 International Board of Directors.

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 as set forth in the Articles of Incorporation.

Section 2. The Mission and Vision of the Chapter shall be the same as those of MPI, as adopted by the MPI International 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 International 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 defined in the current MPI Bylaws and Policy manual.

ARTICLE IV. DUES

Section 1. Dues and Fees, Delinquencies, Cancellations and Refunds. Policies related to membership fees, delinquencies, cancellations and refunds shall be as defined in the current MPI bylaws and policy manual or as otherwise determined by the MPI International Board of Directors.

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 on such date as may be determined by the Chapter Board of Directors.

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 and board governance software and tools 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. Rules of Order. The meetings and proceedings of the Chapter shall endeavor to be governed by parliamentary law as set for in Robert's Rules of Order, the most recent edition, when it does not conflict with law, the Articles of Incorporation or these bylaws.

Section 9. Elections. Chapter elections shall be conducted in accordance with MPI policies.

ARTICLE VI. OFFICERS

Section 1. Officers. There shall be a minimum of seven officer positions of the Chapter which are Immediate Past President, President, President-Elect, Vice President Finance, Vice President Membership, Vice President Education and Vice President Marketing and Communications. Additional officers may be included as deemed necessary by the Chapter Board of Directors. The seven minimum officer positions and any others created by the Chapter Board of Directors must be filled by a minimum of 5 individual officers. The President cannot concurrently serve as the Vice President Finance. Officers' other than the President and Immediate Past President shall be elected by membership and shall service 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 has 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 on the first day of the fiscal year and shall serve for up to three consecutive one (1) year terms 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. 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. 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, by a two-thirds (2/3) vote of the voting directors, may remove any officer for failure to comply with such officer's responsibilities, violating MPI or Chapter policies, lack of

gainful employment in the industries served by MPI, or other cause. 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.

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, collaborate 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.

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 Marketing and Communications. The Vice President Marketing and Communications shall oversee the chapter communications. Vice President of Marketing and Communications will oversee the timely communications as needed to provide effective newsworthy information to the membership. In addition, the Vice President Marketing and 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 Marketing and 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 Marketing and 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 plans and adopting sound, ethical, and legal governance and financial management policies, as well as ensuring the organization has adequate resources to advance its mission. The Chapter Board of Directors shall also be responsible for the hiring and performance assessment of chapter facilitator and chapter administrator and shall have such authority as granted to it by applicable law.

Section 2. Composition. Including the officers, the Chapter Board of Directors shall consist of a minimum of 5 and no more than 20, or as otherwise required by applicable local, state, provincial or federal law.

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 on the first day of the fiscal year 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 Chapter Board of Directors, by a two-thirds (2/3) vote of the voting directors, may remove any Director for failure to comply with such Director's responsibilities, violating MPI or Chapter policies, lack of gainful employment in the industries served by MPI, or other cause.

Section 7. Meetings. Meetings of the Chapter Board of Directors are to be held at least 4 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 fifty percent (50%) of the voting 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. The Board of Directors shall refer to the chapter policy regarding attendance at its meetings.

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 Board of Directors 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 (if the role exists), and Vice President Communications (if the role exists), and it may include any such additional members as the Chapter Board of Directors may designate.

Section 3. Meetings. The Executive Committee meets at the call of the President or at the request of two (2) members of the Committee.

Section 4. 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. Or 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. The Committee may have such other members as may be appointed by the President, and will 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.

Section 2. Governance and Nominating Committee. In accordance with policies the Governance and Nominating Committee shall be appointed annually to assist the Chapter Board of Directors in recruitment, evaluation, and nomination of candidates to the Board of Directors and as Officers.

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 XII. FINANCE

Section 1. Fiscal Year. The fiscal year of the Chapter shall be determined by the MPI International Board of Directors.

Section 2. Insurance. The Chapter is required to maintain General Liability, Directors & Officers Liability, and if they employ an employee they must maintain Employment Practice Liability insurance when applicable by law.

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, and the Chapter membership.

Section 4. Audit or Review. The accounts of the Chapter may be audited or reviewed by an independent third party at the chapter's discretion.

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 amount(s) approved in the 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. 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 must be returned to MPI, and the Chapter shall no longer indicate or imply any affiliation with MPI. Chapters must adhere to laws governing dissolution according to their state, province, or country.

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 unless mandated by local, state, provincial or country law.

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 of 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 3. These bylaws shall automatically be deemed amended to include provisions as may be stated, from time to time, in the most recent Chapter bylaws promulgated by MPI. All other additions, deletions and changes must be approved 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. Any reference to "minimum bylaws" in prior iterations of the Chapter bylaws specifically refer to and include these bylaws.