

# Bylaws of the Texas Hill Country Chapter of Meeting Professionals International

## ARTICLE I NAME AND LOCATION

- Section 1.** The name of the organization is *Meeting Professionals International* Texas Hill Country Chapter, a not for profit corporation, incorporated in the State of Texas, United States of America.
- Section 2.** The MPI-Texas Hill Country Chapter operates as a chapter of *Meeting Professionals International* subject to all policies, rules, practices, procedures, regulations, 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.** The geographical area covered by this chapter shall include those areas as defined by Meeting Professionals International.
- Section 4.** The office will be located by decision of the Chapter Board of Directors.

## ARTICLE II OBJECTIVES

- Section 1.** The objectives of the Chapter shall be the same as those set forth in MPI's Chapter Policy Manual and as stated in the Chapter's Articles of Incorporation.

## ARTICLE III MEMBERSHIP

- Section 1.** Chapter and MPI membership is concurrent. Individuals who are members of MPI shall also be considered members of their chapter of choice. The terms of membership of both MPI and its chapters shall run concurrently.
- Section 2.** Membership qualifications and classification shall be as described in the current MPI Bylaws. Any member in good standing of MPI is eligible to become a member of the chapter regardless of geographic area or location of business.
- Section 3.** **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.** Renewal and resignation of members and reinstatement of former members shall be defined in the current MPI bylaws and MPI Policy Manual.

## ARTICLE IV DUES

**Section 1.** **Dues and Fees, Delinquencies and Cancellations, Refunds** shall be as defined in the current MPI Bylaws and Policies.

## ARTICLE V. MEETINGS OF MEMBERS AND VOTING

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

**Section 2.** **Annual Meeting.** The Annual Meeting shall be held at such place and date as may be determined by the Board of Directors. Officers and Directors shall be installed at such meetings, and reports shall be submitted. The Annual Meeting must be held prior to June 30 of each fiscal year.

**Section 3.** **Special Meetings.** Special meetings may be called by any officer of the chapter within thirty (30) days of receipt of a 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.** Written notice of all meetings shall be sent by mail, facsimile or electronic media to the last known address of each member at least twenty (20) days and not more than sixty days preceding the meeting.

**Section 5.** **Voting at Meetings.** At all meetings of the Chapter, each member present shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

**Section 6.** **Voting by Mail, Facsimile or Electronic Media.** Proposals to be offered to the membership for mail, facsimile or electronic voting, shall first be approved by the Board of Directors unless the proposals are endorsed by at least twenty percent (20%) of the voting members, in which case, Board approval shall not be necessary. In such a vote, no less than ten percent (10%) of all members eligible to vote shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action. Additionally, Board approval is not necessary for election ballots.

**Section 7.** **Cancellation of Meetings.** The Board, with or without cause, may cancel or postpone any regular meeting or annual meeting for cause. If the Annual Meeting is postponed, provision must be made to hold it within thirty (30) days from postponement.

**Section 8.** **Quorum of Members.** At the Annual Meeting or Special Meetings of members, a quorum shall consist of ten percent (10%) of the members then entitled to cast a 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 the yes/no votes present and voted, either in person or by proxy, shall be the act of the members unless the vote of a greater number is required by the laws of the state, province or country, the articles of incorporation or these bylaws.

- Section 9. Rules of Order.** The meetings and proceedings of the Chapter shall be regulated and controlled according to the most current Robert's Rule of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.
- Section 10.** Chapter elections shall be pursuant to the current policies by MPI.

## **ARTICLE VI OFFICERS**

- Section 1. Elected Officers.** The elected officers of the Chapter shall be President, President-Elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education, and Vice President Communications to be elected by the membership as prescribed by MPI Bylaws and MPI Policy Manual to serve until their successors have been duly elected and have assumed office.
- Section 2. Eligibility.** Any member of the chapter and MPI, in good standing is eligible for nomination and election to any elective office. It is preferable that the member shall have served on the Board of Directors for a minimum of one year.
- Section 3. Nomination and Election.** The Immediate Past President shall chair and appoint a Governance and Nominating Committee according to the procedures as provided in these Bylaws for the purpose of nominating a slate of Officers and Directors. Elections shall be conducted and submitted to MPI Headquarters by April 1. The executive committee shall also approve proposed governance and nominating committee prior to activities.
- Section 4. Term of Office.** Each elected officer shall take office July 1 and shall serve for a term of one (1) or two (2) years until his/her successor is duly elected and installed Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.
- Section 5. Term of Office and Re-election.** No elected officer having served one (1) full term shall be eligible re-nomination and re-election to the same office until at least one (1) year has elapsed from the expiration of the previous 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.
- Section 6. Vacancies-Removal.** Vacancies in offices due to death, resignation, or other causes may be filled for the balance of the term by a majority vote of the Board of Directors at any regular Meeting. The 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 chairman of both the Board of Directors and Executive Committee. The President shall also serve as a member, ex-officio, with right to vote on all committees except the Governance and Nominating Committee. The President or designee will serve as a member of the International Council of Chapter Presidents. At the Annual Meeting and at other such 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 are or as may be prescribed by the Board of Directors.
- Section 2. President-Elect or Designee.** The President-Elect shall preside at all meetings in the absence of the President, work with officers to ensure chapter minimum standards are met, develop leadership succession planning strategies for chapter and shall perform such other duties that may be delegated by the President and/or the Chapter Board of Directors.
- Section 3. Immediate Past President.** The Immediate Past-President shall serve as Chair of the Governance and Nominating Committee, Special Projects, Bylaws Committee and the Past Presidents Council and ensuring compliance and support of Chapter by-laws and policies and shall perform any other duties that may be delegated by the President and/or the Board of Directors.
- Section 4. Vice President-Finance.** The Vice President shall oversee the chapter's funds and financial records. The VP Finance shall oversee collection of all funds and/or assessments, establish proper accounting procedures for the handling of funds; and shall be responsible for keeping the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. The Vice President-Finance shall oversee the registration committee for all chapter meetings. The Vice President shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times when called upon by the President and shall file chapter tax reports to MPI, the Internal Revenue Service and province/state agencies as required.
- Section 5. Vice President-Membership.** The Vice President Membership shall oversee new member recruitment, new member orientation, member recognition programs, 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. The Vice President-Membership shall oversee the awards/honors and scholarship committees.
- 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 MPI strategic 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 Board of Directors and at other times when called upon by the President.

- Section 7. Vice President-Communications.** The Vice President of Communications shall oversee the Chapter communications. Vice President of Communications will oversee the timely communications as needed to provide effective newsworthy information to the membership. In addition, the Vice President of Communications shall oversee the production of the chapter newsletter, directory and website, their content and accuracy, and all written communication that is provided by the Chapter both internally and externally. The Vice President of Communications shall also ensure that all written communications follows the Chapter Strategic Plan currently in place. The Vice President Communications will report at all meetings of the Board of Directors and at other times when called upon by the President.
- Section 8. Delegation of Duties.** Duties of officers may be delegated to other persons by the Board of Directors.

## **ARTICLE VIII BOARD OF DIRECTORS**

- Section 1. Authority and Responsibility.** The governing body shall be the Board of Directors. The Board is responsible for reviewing and approving the organization's strategic plans. The board oversees financial integrity and monitors performance against achievement of strategy and long-term vision. The Board shall be responsible for the hiring and continual performance assessment of paid staff. The Board shall have other powers and authority as granted to it by these bylaws.
- Section 2. Composition.** The Board of Directors shall consist of the President; President-Elect; Vice President-Membership; Vice President-Education; Vice President-Communications; Vice President-Finance; Immediate Past President, and any other positions the chapter deems necessary to conduct chapter business.
- Section 3. Eligibility.** Any member, of the chapter and MPI, in good standing is eligible to be a member of the Board of Directors.
- Section 4. Nomination and Election.** The Governance and Nominating Committee shall be chaired by the Immediate Past President. The Governance and Nominating Committee shall solicit recommendations and shall act in accordance with MPI by-laws and MPI Policy Manual.
- Section 5. Term of Office and Re-election.** Directors take office July 1 and serve two (2) years or until their successors assume office. Directors may be re-elected for one (1) additional term and after two (2) successive terms are not eligible for another term until at least one (1) year has elapsed. A Directors term in office is measured by years of service not the position they hold.
- Section 6. Vacancies and Removal.** Vacancies in any elective position may be filled for the balance of the term by a majority vote or at the discretion of the Board of Directors. Any Officer or Director may be moved from office for cause by a two-thirds (2/3) majority of all members of the Board.

- Section 7. Meetings.** Meetings of the Board are to be held a minimum of once per quarter at times and places as determined by the Board of Directors and will be open for attendance by any Chapter member in good standing.
- Section 8. Voting.** Voting rights of a Director shall not be delegated to another nor exercised by proxy.
- Section 9. Quorum.** A majority of the Board constitutes a quorum for the transaction of the business of the Board and any such business (unless otherwise precluded by these Bylaws) thus transacted shall be valid providing it is affirmatively passed by a majority of those present.
- Section 10. Absences.** Any director, including elected officers, who has been absent from one (1) regular meeting of the Board of Directors shall request an excused absence from the president. If the director misses the next Board of Directors meeting, the director shall be deemed to have resigned from the 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 members of the Board of Directors.
- Section 11. Compensation.** Directors and Officers shall not receive any compensation for their services as an MPI Chapter Officer/Director.

## **ARTICLE IX EXECUTIVE COMMITTEE**

- Section 1. Authority and Responsibility.** The Executive Committee may act in place and stead of the Board of Directors between Board Meetings on all matters, except those specifically reserved for the Board by these Bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board of Directors for ratification by mail, facsimile, electronic media or at the next Board meeting.
- Section 2. Composition.** The Executive Committee of the Chapter shall be the President, President-Elect, Vice President of Membership, Vice President of Education, Vice President of Finance, Vice President of Communication and the Immediate Past President.
- 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 this committee.
- Section 5. Quorum.** A majority of the Executive Committee constitutes a quorum for the transaction of business of the Executive Committee and any such business actions of the Executive Committee shall be reported to the Board of Directors for ratification by mail or at the next Board Meeting.

**ARTICLE X**  
**DIRECTORS, COMMITTEES & POSITION CODING**

- Section 1. Audit and Finance Committee.** The Audit and Finance Committee shall be the Executive Committee as determined in Article IX Section 2. The Vice President Finance shall serve as chair. The committee shall assist the 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 Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies as well as the nomination process for directors and officers. The Immediate Past President shall chair the Governance and Nominating Committee. The remaining members of the Governance and Nominating Committee shall be appointed by the chairman with the approval of the Executive Committee. There shall be no less than four (4) members including the chair.
- Section 3. Special Committees.** The President, in accordance with the policies approved by the Board of Directors, shall appoint such other committees, subcommittees, or task forces necessary and not in conflict with these Bylaws. Duties of such special committees shall be prescribed by the Board.

**ARTICLE XI**  
**PAID STAFF ADMINISTRATORS/CHAPTER ADMINISTRATOR**

- Section 1.** Paid staff administrators/chapter administrator may be employed by the Board of Directors to serve at its discretion. Duties and compensation shall be determined by the Board. Employment and discharge of paid staff administrators shall require a majority vote of the Board of Directors.

**ARTICLE XII**  
**FINANCE**

- Section 1. Fiscal Period.** The fiscal period of the Chapter shall be July 1 – June 30.
- Section 2. Bonding.** United States and Canadian chapters shall maintain bonding through MPI.
- Section 3. Budget and Annual Financial Reports.** With recommendation of the Audit and Finance Committee, the Board of Directors in advance of the next fiscal period shall adopt an annual operating budget covering all Chapter activities. The VP Finance shall furnish a financial report for the year just completed to the Board of Directors, MPI and the Chapter membership within ninety (90) days following the end of each fiscal period.

**Section 4. Audit.** The accounts of this Chapter shall be audited not less than annually by a Certified or Chartered Public Accountant or a committee of no fewer than two qualified individuals who do not have any financial authority within the Chapter and who shall be recommended by the Board within thirty (30) days following the completion of each fiscal period.

### **ARTICLE XIII MISCELLANEOUS**

**Section 1. Operation and Use of Funds.** The Chapter shall be organized and operated exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law, Canadian Law, European Union Law, or other jurisdiction in which MPI may have chapters) and no part of the net earnings of the chapter shall inure to the benefit of any Director, Officer, member or other private person, except the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered.

**Section 2. Dissolution.** Funds are to be used only to accomplish the objectives and purposes specified by 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 not longer eligible to be an MPI chapter, any funds and all record/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.

**Section 4. Indemnification.** To the fullest extent allowed by the laws of the state, province, and/or country governing the chapter, the Chapter shall indemnify and hold harmless each person who is now, or shall hereafter serve as a Director, Officer, employee, or agent of the Chapter from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of her or his having heretofore or hereafter been a Director Officer, employee, or agent of the Chapter, or by any reason of any action alleged to have been heretofore or hereafter been a Director, Officer, employee, or agent of the Chapter.

### **ARTICLE XIV AMENDMENTS**

**Section 1.** These Bylaws may be amended by a two-thirds (2/3) vote of returned mail, facsimile or electronic media ballots, 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 Board upon its own initiative or upon petition of at least ten percent (10%) of the Chapter members addressed to the

Chapter Board. All such proposed amendments shall be presented to the membership by the Board of Directors with or without recommendation.

**Section 3.** The Chapter must accept the MPI Minimum Chapter Bylaws. All additions, deletions and changes must be approved in advance by the President/CEO of MPI or his or her delegate with the exception of name changes or territorial boundaries, which must be approved by the Board of Directors of MPI prior to being submitted to the Chapter membership for approval.

*Edits as of June 30, 2010*