

CHESAPEAKE CHAPTER OF THE PROFESSIONAL CONVENTION MANAGEMENT ASSOCIATION BYLAWS

(Revised April 14, 2008)

ARTICLE I NAME

The name of this organization is the Chesapeake Chapter of the Professional Convention Management Association (PCMA) and will be referred to as the “Chapter” in these Bylaws.

ARTICLE II OBJECTIVES

Section 1. The principal purpose of this Chapter shall be to promote the goals and purposes of PCMA, within the territory of the Chapter.

ARTICLE III MISSION

The mission of PCMA and the chapter is to be the leading source for lifelong learning, connecting people, and creating partnerships in the meetings industry.

ARTICLE IV CHAPTER MEMBERSHIP

Section 1. The PCMA Chesapeake Chapter includes PCMA members in the areas of Maryland, Delaware, West Virginia, and Southern Pennsylvania. All PCMA members whose business address is in the territory of the Chapter shall automatically become members of the Chapter unless the member notifies the PCMA headquarters office in writing of his or her desire to become affiliated with a Chapter other than the Chapter located in their home territory. PCMA members may be affiliated with more than one Chapter for an additional fee.

Section 2. All Chapter members will be classified in accordance with the PCMA member classifications set forth in PCMA bylaws. A Chapter member is considered to be in good standing if that member is in good standing with PCMA.

ARTICLE V DUES

Section 1. Dues for all categories shall be established by the PCMA Board of Directors in accordance with PCMA policies.

Section 2. PCMA Chapter dues will be assessed and collected annually by PCMA and will be considered delinquent if not paid within sixty (60) days from the due date. Chapter's portion of dues payment will be rebated by PCMA in accordance with procedures established by the PCMA Board of Directors.

Section 3. There will be no refunds of membership dues to any member whose membership has been terminated for any reason.

ARTICLE VI MEMBERSHIP MEETINGS AND VOTING

Section 1. **MEETINGS.** The Chapter shall hold an Annual Meeting in each calendar year at the time and place to be fixed by the Chapter Board of Directors. Special Meetings of the Chapter may be called at any other time by the President, at the request of a majority of the Chapter Board of Directors, or upon the written petition of 10% of the Chapter members in good standing. Non-members may not attend the Chapter Board meetings except as an invited guest of the Chapter Board of Directors.

Section 2. **NOTICE.** At least thirty (30) days advance notice, in writing, of the time and place of each Annual and Special Meeting, shall be given by mail, postage prepaid, email or facsimile addressed to each member at the address on the records of the Chapter. In the case of special meetings, the notice shall also state specific purpose(s) for which the meeting is called.

Section 3. **QUORUM.** At any annual or special meeting of the members of this Chapter, a quorum shall consist of 10% percent of Chapter members in good standing.

Section 4. **VOTING.** At all meetings of the membership, each Chapter member in good standing shall have one (1) vote; but may take part and vote in person only. Proxy voting is not permitted. Unless otherwise specifically provided by these Bylaws, a majority vote of those

members present and voting shall govern. A majority being a number more than half of the total number, providing that a quorum is present.

Section 5. **VOTING BY MAIL.** Any pending matters of business, or any proposals under consideration, may, by a majority vote of the Board, be submitted to the membership for a mail vote. To constitute valid action on any mail vote, no fewer than 50% percent of all members in good standing shall have cast a ballot, and a majority (more than half) of those voting shall govern. Mail votes may be taken by regular or electronic mail. These procedures are not applicable for chapters whose state/province of incorporation prohibits such voting procedures.

ARTICLE VII OFFICERS AND DIRECTORS

Section 1. **OFFICERS.** The officers of this Chapter shall be the President, the President-elect, the Immediate Past President, the Secretary and the Treasurer. The offices of Secretary and Treasurer may be combined. All of the officers must be members of PCMA in good standing, and must have been members in good standing for a minimum of one year before assuming office.

Section 2. **DIRECTORS.** The Board of Directors shall consist of the officers, and four (4) Directors, all of whom shall be PCMA members in good standing. All Directors must have been members in good standing for a minimum of one year before becoming directors.

Section 3. TENURE OF OFFICERS AND DIRECTORS.

(a) Officers and Directors shall assume office at the beginning of each calendar year. The term of office for the officers shall be one year. The Secretary and the Treasurer may be re-elected to serve a maximum of two (2) consecutive terms. The Immediate Past President shall serve until his or her successor rotates into office. Each of the four (4) elected directors shall serve staggered terms of two (2) years or until their successors are duly elected and qualified; they shall not serve more than two (2) consecutive terms.

(b) The period of time an officer or director is required to serve, to complete an unexpired term of another officer or director, shall not be included in the calculation of the term limitations set forth in these Bylaws.

(c) Officers and directors shall serve without compensation, although the Board may in its sole discretion reimburse officers and directors for reasonable expenses incurred in the performance of their duties associated with their office. Such reimbursements to be made only upon submission of proper documentation, including receipts for such expenses.

Section 4. **VACANCY.** In the event of a vacancy in the office of the President by death,

resignation or removal, the President-elect shall automatically succeed to the Presidency. Vacancies in any other elective office may be filled, for the balance of the term thereof, by the Board at any regular or special Board meeting. An officer selected to fill a vacancy shall serve until the expiration of the term in which the vacancy occurred, or until the next annual election of officers, whichever occurs first.

Section 5. **REMOVAL.**

The Board of Directors may, by a two-thirds vote of its members, remove any officer or director from office who is guilty of neglect of duty, improper conduct, violation of these bylaws or other causes deemed inappropriate for the office held. Prior to voting on the expulsion, the Board shall give the director or officer notice of the reason for expulsion, and allow an opportunity to appear before the Board for a proper hearing within a period of 30 days following the notice. If the director or officer chooses to waive this opportunity, the Board can immediately expel them from office.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. **THE PRESIDENT** shall be the chief elected officer and official spokesperson for the Chapter, and shall preside at all meetings of the Board and membership. He/she must be a Professional or Supplier Partner member of PCMA in good standing. The President shall make all committee appointments, as provided in these Bylaws, and shall be an ex-officio member, with the right to vote, on all committees except the Nominating Committee, unless otherwise specified. The President may make and sign contracts and agreements, in the name of the Chapter, with approval of the Chapter Board and in accordance with guidelines promulgated by the PCMA Board of Directors.

Section 2. **THE PRESIDENT-ELECT** shall be a member of the Board, and shall have such other powers, and perform such other duties, as the President and/or the Board may prescribe. In the absence of the President, the President-elect shall be the presiding officer. He/she must be a Professional or Supplier Partner member of PCMA in good standing. Prior to assuming the office of President, the President-elect may appoint standing and special committees to serve during his/her term.

Section 3. **THE SECRETARY** shall be a member of the Board and shall be responsible for providing notice of meetings and the preparation and maintenance of meeting minutes of all Chapter and Board meetings. The Secretary shall be the custodian of, or designate a custodian of, the legal papers and documents, business records and the corporate seal of the Chapter; and have the authority to designate as true and correct copies of the Bylaws, resolutions and minutes of the Board of Directors and other committees, and other documents of the Chapter. He/she must be a Professional or Supplier Partner member of PCMA in good standing. He/she shall

have such other powers, and perform such other duties, as the President and/or the Board may prescribe.

Section 4. **THE TREASURER** shall be a member of the Board and shall be responsible for the funds and securities of the Chapter. All financial decisions, including deposits or investments shall be in accordance with the instructions and directions of the Board. He/she must be a Professional or Supplier Partner member of PCMA in good standing. The Treasurer shall oversee the collection of all Chapter membership dues and assessments from PCMA, establish proper accounting procedures and maintain books and records of account covering all financial transactions of the Chapter, and shall render to the Board, all federal, regional, or local taxing or revenue regulatory authorities, and PCMA, such financial statements and/or filings as may be from time to time requested. The Treasurer shall report periodically to the Board about the financial condition of the Chapter, and shall make a detailed financial report to the membership at its Annual Meeting. If directed by the Board, the Treasurer shall annually submit all accounts and financial transactions for audit to a firm of licensed Certified Public Accountants (US)/Chartered Accountants (Canada) selected by the Board. The Treasurer shall have such additional powers and duties as may be prescribed by the President and/or the Board of Directors.

Section 5. **CHAPTER ADMINISTRATOR.** Some or all of the duties listed above may be delegated by the Board of Directors to the Chapter administrator. The Chapter administrator may not hold office or vote.

ARTICLE IX BOARD OF DIRECTORS

Section 1. **AUTHORITY.** The Board of Directors shall be the principal governing body of the Chapter and, as such, shall exercise full supervision and control over all its business affairs. Without in any way limiting such powers of supervision and control, they shall include the following: to create committees and specify their duties and responsibilities; to review and approve all financial matters including budgetary forecasts, reports and income and expense statements; to approve all standing and ad hoc committee appointments; to approve all standing and ad hoc committee reports; and generally to transact any and all business of the Chapter not otherwise provided for herein.

Section 2. **RULES AND REGULATIONS.** The Board may in its discretion adopt rules and regulations for the conduct of its business affairs which it determines, will enhance and expedite the performance of its duties.

Section 3. **DELEGATION OF POWERS.** The Board, whenever it deems necessary, may delegate to the Executive and Finance Committees certain of its authorized powers and responsibilities.

Section 4. **MEETINGS.** The Board of Directors shall meet at least twice per year at a time and place determined by the Board. Special Meetings of the Board may be called initially by the President or upon written petition signed by three (3) directors. They shall be held at such places and on such dates as may be designated in the notices of such meetings. Notice in writing and transmitted by email or regular mail shall be given to each director, no fewer than seven (7) days prior to any meeting and shall state the purpose(s) for which the meeting is called.

Section 5. **QUORUM.** Six (6) members of the Board of Directors shall constitute a quorum at any meeting of the Board. Business transacted shall require a majority vote (more than half) of the directors present and voting, unless a different vote is required by these Bylaws.

Section 6. **VOTING BY MAIL OR FACSIMILE.** Valid action may be taken by the Board by postal mail, email, or facsimile ballot of its members, in accordance with applicable state or provincial law and any action taken is reported at the next board meeting and documented in the minutes thereof.

ARTICLE X EXECUTIVE COMMITTEE

Section 1. **COMPOSITION.** The Executive Committee shall be composed of the Officers.

Section 2. **POWERS AND DUTIES.** Pursuant to authority delegated to it by the Board, the Executive Committee, during the interval between Board meetings, may act for the Board on all matters of business unless otherwise restricted by these Bylaws. It shall assist the President in the performance of the duties of that office, and shall perform such other assignments as it is directed to do by the Board.

Section 3. **MEETINGS.** The Executive Committee shall meet at the call of the President, or upon the request of three (3) Committee Members, with seventy-two (72) hours notice given by mail, e-mail facsimile or telephone to all members.

Section 4. **QUORUM.** Three (3) members of the Executive Committee shall constitute a quorum.

Section 5. **MANNER OF ACTION.** The President shall preside at all meetings of the Executive Committee, and may designate a secretary pro-tem to keep the minutes of the proceedings and the business transacted. Actions of the Committee shall be reported to the Board for ratification at its next meeting.

ARTICLE XI STANDING AND SPECIAL COMMITTEES

Section 1. The Standing Committees of the Chapter shall be Finance and Audit, Membership, Nominating, Program, and Communications.

Section 2. **FINANCE and AUDIT COMMITTEE.** The Finance and Audit Committee shall consist of the Executive Committee. The Treasurer shall be the Chair of the Committee. It shall be the duty and responsibility of this Committee to suggest ways and means of adding to the total income and revenues of the Chapter. It shall advise the Board on the preparation of the annual budget, and make recommendations to the Board regarding the direction, supervision, conservation and investment of Chapter funds. The committee will supervise any audits of the organization. The Committee may perform such other powers and duties connected with finances of the Chapter as the Board may from time to time delegate to it.

Section 3. **MEMBERSHIP COMMITTEE.** This committee shall promote Chapter and PCMA membership, and assist with member recruitment and retention.

Section 4. **NOMINATING COMMITTEE.** The Nominating Committee shall be composed of three (3) persons; one (1) Professional Member and one (1) Supplier Partner Member to be selected by the Board of Directors, and the committee chair, to be appointed by the current Chapter President."

Section 5. **PROGRAM COMMITTEE.** This committee shall be responsible for the educational content of all regular meetings.

Section 6. **COMMUNICATIONS COMMITTEE:** This committee shall be responsible for member communication tools, including website updates and the chapter newsletter.

Section 7. **SPECIAL COMMITTEES.** The President may appoint additional committees to promote the objectives, purposes and activities of the Chapter. Their composition and duties shall be prescribed by the Board.

ARTICLE XII NOMINATIONS AND ELECTIONS.

Section 1. **CANDIDATES.** To be a qualified candidate, all nominees selected by the Nominating Committee, or nominated by petition, must be members of PCMA in good standing for at least one year at the time of nomination as noted in Article VII. No member may hold

more than one (1) elective office simultaneously, unless the offices of Secretary and Treasurer have been combined.

Section 2. NOMINATION BY COMMITTEE. By November 1 each year, the Nominating Committee shall meet and select one (1) candidate for each elective office and directorship (2 each year) to be filled. The Chair of the committee shall provide notice to the membership of the slate of candidates selected by the Nominating Committee. In the event that no petition nominations are received, the slate proposed by the Nominating Committee shall be deemed elected on the 31st day following notification to the membership of the slate.

Section 3. NOMINATION BY PETITION. Additional nominations for any officer or directorship may be made by written petition signed by five percent (5%) of the membership in good standing, within 30 days following notification to the membership. In the event that qualified candidates are nominated by petition for any office, an election shall be conducted by a confidential mail ballot of the membership. The Secretary shall supervise the counting of the ballots and the candidate receiving the highest number of votes for the office shall be declared elected.

ARTICLE XIII FINANCIAL MATTERS

Section 1. FISCAL YEAR. The fiscal year of the Chapter shall be the calendar year.

Section 2. BUDGET. Upon recommendation of the Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of the Chapter, and this budget shall be approved prior to the beginning of the fiscal year.

ARTICLE XIV AMENDMENTS

Section 1. These Bylaws may be amended, revised or repealed by a two-thirds (2/3) vote of the membership present and voting at any duly convened Annual or Special Meeting of the Chapter, provided that written or printed notice of the proposed wording of such amendments and/or revisions has been mailed or sent in electronic format to the membership at least thirty (30) days before the meeting at which action is to be taken; or by two-thirds (2/3) vote of the membership voting by a thirty (30) day mail or e-mail ballot.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon the petition of five percent (5%) of the members in good standing, addressed to the Board. All such proposed amendments shall be presented by the Board to the membership, with or without

recommendations, as the Board may determine. All proposed amendments must be submitted to PCMA headquarters for approval before being presented to the membership for a vote.

ARTICLE XV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that Chapter may adopt.

ARTICLE XVI LIMITATION OF LIABILITY

Nothing herein shall constitute members of the Chapter to be partners for any purpose. No member, officer, agent or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of either Chapter or PCMA, nor shall any of the members, officers, agents, or employees be liable for their acts or failure to act under these Bylaws, excepting acts, or omissions to act, arising out of willful misfeasance.

ARTICLE XVII OFFICER AND DIRECTOR INDEMNIFICATION

Any current or former Officer or Director of the Chapter shall be indemnified by the Chapter for expenses and costs, including reasonable attorney's fees actually and necessarily incurred in connection with any claim asserted against him or her by action in court or otherwise, by reason of his or her being or having been such an Officer or Director to the fullest extent permitted by law, provided he or she is determined by the Board not to have been negligent or guilty of gross misconduct in the performance of his or her duties.

ARTICLE XVIII CHAPTER ADHERENCE

Duly chartered Chapters must adhere to the PCMA Bylaws, Code of Ethics. Conflict of Interest, and directives of the PCMA Board of Directors or risk the loss of its charter. PCMA Bylaws supersede PCMA Chapter Bylaws and the use of the PCMA name, seal and logo by the Chapter must comply with PCMA guidelines.