



**Exhibitions and Events Mean Business**

[www.iaee.com](http://www.iaee.com)

## **IAEE Committee and Task Force Member Handbook - 2017**

<b><u>TABLE OF CONTENTS</u></b>	<b><u>PAGE</u></b>
<b>General Committee and Task Force Policies and Procedures</b>	<b>1-2</b>
<b>Guidelines for Committee and Task Force Members</b>	<b>2</b>
<b>Meeting Minutes</b>	<b>3-4</b>
<b>Staff Liaison</b>	<b>5</b>
<b>Board Liaison</b>	<b>5-6</b>
<b>Antitrust, Conflict of Interest and Code of Ethics</b>	<b>6-9</b>
<b>Bylaws</b>	<b>10-18</b>

## General Committee and Task Force Policies and Procedures

The following committee policies have been adopted by IAEE to establish continuity in the committee operations.

1. While most of the committees/task forces will only meet via teleconference, some may have one face-to-face meeting, normally at Expo! Expo! IAEE's Annual Meeting & Exhibition.
2. Certain committees/task forces require more frequent meetings or may choose to meet at a different time of year based on their charge and any special requirement or projects.
3. All committees/task forces will have detailed time commitment information in their specific charge.
4. **Committee members** may serve three consecutive one-year terms before rotating off the committee for at least one year. The officers shall hold a term for one year or until a replacement has been appointed.
5. For the purposes of continuity (in some cases), the Chairperson of a committee will participate on the committee as Immediate Past Chairperson the year following his/her year as Chairperson.
6. **Task force member** terms are for one year or until the work of the task force has been completed. Task Forces are appointed by the Chairperson of the Board for specific purposes and may consist of several members from other existing standing committees.
7. Committee/task force members are recruited from the membership-at-large. Each member appointed should be prepared to contribute their time and skills to fulfill the charge of the committee.
8. From time to time, a committee or task force may require participation from a representative with a specialized area of expertise who is a non-member. An exception will be made for those special cases.
9. Committee/task force members should be ready and willing to participate, including accepting individual assignments requested by the Chairperson.
10. It is not the intent that committee officers will *automatically* succeed upward each year.
11. The Chairperson of the Board shall appoint all standing committees, subcommittees and/or task forces, as necessary, which are not in conflict with other provisions as stated in the Bylaws. The general process is detailed below:
  - IAEE members can express interest at any time during the year by visiting the IAEE website: <http://www.iaee.com/about/governance/committee-interest-form/>
  - The incoming chairperson, board members, chapter leaders, staff liaisons and other IAEE members can recommend a member for a committee or task force.
  - The incoming chairperson, along with the Executive Vice President & COO will review the recommendations for each committee/task force determining the needs to fulfill the charges.
  - Invitations are extended in the fall with all committees/task forces being finalized by December when confirmations are sent.
  - Whenever possible and as long as the annual work of the group is not too far long, IAEE attempts to place all persons expressing interest to participate. In most instances, if the person has not been engaged staff will introduce them to the chapter for engagement.
12. Recurring non-attendance at scheduled meetings, unless approved in advance by the Committee/Task Force Chairperson, may result in removal from the committee/task force. It is understood that there may be special circumstances that may arise.

13. Every attempt will be made by the Chairperson of the Board to avoid appointing individuals to more than one standing committee, or to a committee which requires more active participation than the individual can give.

14. A Board of Directors Liaison will be appointed annually by the Chairperson of the Board to each committee and task force. Since there are more committees/task forces than liaisons available, the liaisons may be appointed to more than one committee. The President and CEO, in consultation with the Chairperson of the Board, will appoint Staff Liaisons to committees/task forces.

Before you begin your work on an IAEE committee or task force, there are three very important issues that are often forgotten.

- The committee Chairperson is responsible for the overall effectiveness and communication of the committee; not the only person expected to do the work.
- When work assignments are given and accepted, the success of the committee depends on the individual's follow-through and completion of the task.
- The more effective a committee is the more important and recognized it becomes. More individuals will want to serve, and the job becomes easier for each participant.

Understanding these issues, you are now ready to assume the role as a key player on a committee or task force.

## Guidelines for Committee and Task Force Members

The role a committee/task force member plays is an important one. The success of each depends on the contributions made by every one of its members.

Consider the following suggestions as you approach your role in committee participation.

- Study the agenda carefully before you come to the meeting. Ask for clarification if any items are unclear.
- Determine what the exact purpose of the meeting is and decide in advance how and what you will contribute to it.
- Stick to the agenda during the meeting. Bring up new business only at the appropriate time.
- Keep your replies short and to the point.
- When on teleconferences, state your name before speaking to aid in minute-taking.
- Speak in a voice everyone can hear. Wait until you have the attention of all the committee members before you begin your remarks.
- Repeat your remarks if you think they were not heard and if your remarks are lengthy or involved, sum them up at the end of your discussion.
- Do not hesitate to comment, criticize constructively or disagree. Know your subject and ask for support from members who believe as you do.
- If you disagree with the speaker, make your comments at the proper time.
- If you have a comment, ask for the floor rather than joining in aimless group discussion. If what you have to say is a genuine contribution and really does make a difference, do not let it get lost in confused conversation.
- There may be dissenters on some subjects. Ask them to summarize their convictions in a direct statement. This permits a more thorough examination of an idea that could be highly constructive when completely understood.
- Hurriedly passed motions usually do not receive the consideration they deserve. Better to table them until the next meeting, when they can be discussed in detail, than to pass a motion you might regret after.

## Meeting Minutes

Properly prepared committee minutes are very important. Minutes represent the official record of the committee. They provide direction for the staff, create a history of the committee's recommendations, decisions, and actions, and may provide vital protection to the association and its members against antitrust allegations. In short, the preparation of accurate minutes is essential.

The following guidelines provide you with easy-to-follow instructions about the correct way to prepare committee minutes. You should contact your staff or board liaison if you still have questions after reading these guidelines.

### Guidelines for Committee Minutes:

- Whenever possible, a staff liaison will attend the committee meeting to take the minutes, however, in staff's absence, the Chairperson will appoint a committee member to take the minutes. This includes any meetings by teleconference and/or video-conference.
- The minutes should reflect key information but should not be a transcript of the proceedings. Transcript-like renditions of all discussion that takes place tend to conceal important information that should be easy to find and read.
- The following information must be included in all committee minutes:
  - Date, location, and time of the meeting.
  - Names of committee members, guests, and staff who are present; as well as those committee members who are absent.
- If a quorum is present (a simple majority of the membership of the committee), the minutes should say so at the calling of the meeting to order.
- All committee-meeting minutes should be approved by the committee Chairperson and distributed to the entire committee, the IAEE Board of Directors, and the IAEE staff. During your next committee meeting, the minutes should start with a motion to approve minutes either "with no changes" or "with the following changes." The new version of committee minutes should be distributed to all appropriate parties with the instruction to discard the previous version. If a quorum is not present, the minutes cannot be formally approved. Those members present may accept the minutes as presented to be formally approved at the next meeting with a quorum.
- IAEE requires that minutes follow a uniform format. A sample copy of the IAEE format including the standard system of numbering items and subtopics is attached. Please follow this format exactly.
- The text of the minutes should describe each motion made, who made the motion, who seconded the motion, and any subsequent action that involves that motion, such as amendments or points of order, etc. **All motions should be in bold-faced type and underlined.** This simple system highlights important issues coming to the board from the committees.
- *Any items that need follow-up by the committee and/or staff should be italicized.* This simple system highlights items/issues that need action following the committee meeting by staff and/or committee members.
- When there is a vote, you should note how many votes are cast for and against the motion and if any committee member(s) recused themselves for conflict of interest or another reason.
- Legal documents, contracts, agreements, exhibits, and similar information should be attached to the minutes and referred to in the minutes as 'Exhibit A' in the text of the minutes. All exhibits that are attached to the minutes should be clearly labeled at the right hand top side of the page.

For example:

Exhibit A  
IAEE Education Committee  
Meeting Minutes  
8 June 2016

- If someone raises a question concerning the appropriateness of an action taken or proposed by the committee, the matter should be immediately referred to IAEE's Chief Operating Officer who may need to contact legal counsel. Subsequent minutes of the meeting should contain a detailed response from legal counsel. You should also note whether the opinion or recommendation of legal counsel was taken.

## SAMPLE MINUTES TEMPLATE

<<committee name>> MEETING/TELECONFERENCE

<<Date & Time>>

<<location if face-to-face meeting>>

### MINUTES

**PRESENT:**

**APOLOGIES:**

**GUEST:**

**STAFF:**

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**1. CALL TO ORDER:**

A. Quorum Present/Antitrust Guidelines/Conflict of Interest Reminder

**2. AGENDA APPROVAL AND ADDITIONS:**

**3. APPROVAL OF MINUTES OF (date of last meeting) MEETING:**

**4. UNFINISHED BUSINESS:**

A.

**5. NEW BUSINESS:**

A.

**6. NEXT MEETING:**

(Location, date, and time)

**7. ADJOURNMENT:**

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***ACTION ITEMS for Follow-Up: (list any action items identified)***

## Staff Liaison

### Responsibilities:

- A. Send out meeting notices to committee members, the Chairperson, and Chairperson-elect of IAEE a minimum of **one month in advance** of scheduled meetings when possible. The preferred method is using an Outlook Meeting Request for ease in tracking response.
- B. Work with the committee chair to develop the meeting agenda. Send the agenda out in advance of meeting; preferably with meeting notice.
- C. Assemble all materials for meeting. Make photocopied sets for face-to-face meetings.
- D. Assist with logistics as appropriate. If held at committee member's office, provide guarantees for number of members attending. If the meeting is by teleconference, make the arrangements for the teleconference. If the meeting is held at a hotel, the staff liaison is responsible for all meeting planning activities, in coordination with the IAEE exhibitions and events department, including:
  - Securing a block of sleeping rooms, if required.
  - Making arrangements for a meeting room including negotiating cost, planning breaks, and selecting luncheon or dinner menus.
  - Providing appropriate advance information to committee members, other staff and guests regarding meeting and housing arrangements.
  - Supervising proper servicing of the meeting with respect to break and luncheon/dinner serving time, room environment, etc.
- E. Attend committee meetings and take and process minutes.
- F. Send out meeting minutes within **two weeks** of the meeting, after approval of the committee Chairperson, to all committee members, board liaison, IAEE staff, and IAEE Board of Directors.
- G. Delegate assignments from the minutes as determined by the committee (to IAEE Management Staff, etc.).
- H. Keep committee chair informed of IAEE activities that affect their particular committee.

## Board Liaison

In order to ensure effective communications between the board of directors and IAEE's network of committees, members of the board will be asked by the Chairperson of the board to serve in the role as board liaison to a designated committee(s) or task force(s).

### The role of the board liaison is to:

- A. Assist the committee Chairperson by providing a communications bridge to and from the board of directors.
- B. Be the resource on IAEE board policy. (*Includes Antitrust and Conflict of Interest*)
- C. Coach and mentor both the Chairperson and members of the IAEE committees. One of the responsibilities of the IAEE directors is to identify the future leadership of the association and to provide encouragement and training to them. The board liaison is well positioned to accomplish this important objective.

- D. Convey new IAEE Board policies and information to the Chairperson and committee and to ensure that these policies are followed.
- E. Act as a “sounding board” for the committee Chairperson and committee members. Recommendations that may ultimately come before the IAEE Board of Directors can be discussed first with the board liaison, who may furnish important guidance and advice.
- F. Identify additional information resources for the Chairperson and the committee within the IAEE organization.
- G. Help facilitate the work of the committee in cooperation with the Chairperson.

### **Conclusion:**

The role of the board liaison can be a key ingredient to organizational success. The delineation of roles between the committee Chairperson and the board liaison must, at all times, remain clear. It is not the intention of the IAEE Board to be a co-Chairperson of committees, but to make board resources available to the committee Chairperson and members.

Should questions arise, the board liaison is encouraged to contact the Chairperson of the Board or the IAEE President.

## **Antitrust, Conflict of Interest and Code of Ethics**

### **Antitrust Statement**

It is essential that you observe certain ground rules as you participate in committee meetings. As you know, the antitrust laws prohibit or make highly imprudent the discussion of a number of matters at meetings. There can be no discussions among you at committee meetings or in any other place concerning: the price paid or charged by the organizations you represent; other terms or conditions established by your organization, such as credit terms, markups, commissions, or profits; the geographic area in which your organization is seeking or may seek to do business; the persons or organizations with whom your organization will or will not do business; or production costs and plans.

Any departure from these ground rules could result in severe civil and criminal penalties to you as an individual, to your organization, and even to IAEE. Indeed, Federal sentencing guidelines mandate jail sentences for antitrust violations and call for criminal fines.

### **Conflict of Interest Guidelines for IAEE Members in Leadership Positions**

The support for high standards of honesty, integrity, impartiality, and conduct of members of the IAEE committee and task force members is essential to assure the proper performance of IAEE’s responsibilities to the entire membership and the exhibition industry.

IAEE committee and task force members shall avoid any action which might result in, or create the appearance of, using an IAEE position for private gain; giving preferential treatment to any person or business; losing independence or impartiality; or, affecting adversely the confidence of the membership or the industry in the integrity of IAEE.

No IAEE committee or task force member shall knowingly use his/her official position to participate in an official IAEE act, when such act would further, directly or indirectly, the member’s beneficial interest without a full disclosure of that fact prior to any official action.

The “beneficial interest” of an IAEE committee or task force member includes direct or indirect benefit to the member, family, partners, company and/or employer, or others with whom the member has financial or business ties.

An IAEE committee or task force member shall not solicit, accept, or receive any compensation including any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value nor shall he/she permit any such compensation to accrue to his/her beneficial interest from any source, the receipt or accrual of which would occur by virtue of influence improperly exerted from his/her leadership position.

An IAEE committee or task force member shall not use any information obtained as the result of participation personally and substantially in an official IAEE act, for his/her beneficial interest, directly or indirectly. An IAEE committee or task force member shall not engage in, directly or indirectly, and financial or business transaction as a result of, or primarily relying on, information obtained through his/her official IAEE position.

An “official IAEE act” means any deliberation, decision, or action on any question, matter, proceeding, or controversy in which the IAEE is a party or has a direct and substantial interest brought before an IAEE committee or task force member at a duly convened meeting.

#### **DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST**

An IAEE committee or task force member is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known.

An IAEE committee or task force member shall disclose the existence of such a potential conflict of interest in writing, providing all material facts relevant to the resolution of the potential conflict of interest.

Disclosure statements will be submitted as follows. For committee or task force members, the disclosure shall be provided to the chair of the committee. The chair's disclosure shall be provided to the Chairperson of the IAEE Board of Directors or its equivalent. Copies also shall be provided to the president of IAEE.

#### **PROCEDURE FOR REVIEW OF POTENTIAL CONFLICTS OF INTEREST**

Where a potential conflict exists between the interests of IAEE, its affiliates and/or subsidiaries and an IAEE committee or task force member with respect to a specific proposed action, policy or transaction, the board of directors shall consider the matter during a meeting of the board. IAEE shall refrain from acting until such time as the proposed action, policy or transaction has been approved by the disinterested members of the board of directors. The following procedures shall apply:

An IAEE committee or task force member who has a potential conflict of interest with respect to a proposed action, policy or transaction of IAEE, its affiliates and/or subsidiaries shall not participate in any way in, or be present during, the deliberations and decision-making vote of the committee or task force with respect to such action, policy or transaction. However, the party shall have an opportunity to provide factual information about the proposed conflict and/or action, policy or transaction. Also, the board may request that the interested party be available to answer questions.

- The disinterested members of the board of directors may approve the proposed action, recommendation or transaction upon finding that it is in the best interests of IAEE, its affiliates and/or subsidiaries. The board shall consider whether the terms of the proposed action, transaction or policy are fair and reasonable to IAEE, its affiliates and/or subsidiaries and



whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.

- Approval by the disinterested members of the board of directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. The IAEE board member shall not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the committee meeting shall reflect that the conflict disclosure was made to the board, the vote taken and, where applicable, the abstention from voting and participation by the interested party.
- Whenever possible, the minutes should frame the decision of the board in such a way that it provides guidance for consideration of future conflict of interest situations.

### **VIOLATIONS OF CONFLICT OF INTEREST POLICY**

If the board of directors has reason to believe that an interested party has failed to disclose a potential conflict of interest, it shall inform the person of the basis for such belief and allow the person an opportunity to explain the alleged failure to disclose.

If the board decides that the interested party has in fact failed to disclose a possible conflict of interest, the board shall take such disciplinary and corrective action as the board shall determine.

### **FOR IAEE MEMBERS IN LEADERSHIP POSITIONS**

#### **Conflict of Interest Policy - Affirmation of Compliance (required)**

*Available on website or by contacting committee admin staff, [pjohnston@iaee.com](mailto:pjohnston@iaee.com)*

I have received and carefully read the Conflict of Interest Policy for committee and task force members of IAEE and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that IAEE is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes without personal inurement by committee or task force members.

I hereby state that I do not have any conflict of interest, financial or otherwise that may be seen as competing with the interests of IAEE, nor does any relative or associate have such a potential conflict of interest; nor shall I, any relative or associate benefit from any action, policy or transaction made by IAEE in a manner that has not been previously disclosed.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the Chairperson of the Board of Directors of IAEE in accordance with the Conflict of Interest Policy.

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Printed Name

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Signature/Date

### **Code of Ethics Statement**

*IAEE members pledge to conduct themselves professionally with honesty and integrity in their business practices.*

We will carefully monitor conduct by asking:

- Is this legal?

- Is there sufficient disclosure of essential facts so that the parties can make informed choices?
- How will it make me feel about myself, my organization, and my industry?

In the conduct of our business, we will aim to treat others as we would expect others to treat us.

Approved IAEE Board of Directors 19 September 2004  
Amended 4 May 2005  
Amended 1 August 2005  
Amended 9 February 2006  
Amended 21 June 2006  
Amended 8 September 2006  
Name change approved 28 November 2006  
Amended 27 August 2010  
Amended 9 September 2011  
Amended 9 December 2013  
Amended 10 March 2015  
Amended 10 November 2016

## **International Association of Exhibitions and Events**

### **PREAMBLE**

These Bylaws govern the affairs of the International Association of Exhibitions and Events, a non-profit corporation organized under the Texas Non-Profit Corporation Act, as amended (the "Act"), and shall upon their adoption be the Bylaws of the Corporation.

### **ARTICLE I - NAME; REGISTERED OFFICE**

#### Section 1. Name

The name of the Corporation is the International Association of Exhibitions and Events (sometimes referred to herein as the "Corporation" or "IAEE").

#### Section 2. Registered Office and Registered Agent

The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Texas. The registered office may, but need not, be the same as the principal office of the Corporation in the State of Texas. The Board of Directors may change the registered office and registered agent as provided in the Act.

### **ARTICLE II – PURPOSE AND MISSION**

The Corporation globally promotes the unique value of exhibitions and events and is the principal resource for those who plan, produce and service the industry.

### **ARTICLE III - MEMBERSHIP**

#### Section 1. General

The membership of the Corporation shall consist of six classes: Voting Members, Auxiliary Members, Student Members, Honorary Members and Retired Members. The members of each class are collectively referred to herein as the "Members".

#### Section 2. Voting Members

The Voting Members of the Corporation shall consist of such organizations and entities, including sole proprietorships, which are involved in the management, planning, production, and support of exhibitions and similar events intended to bring buyers and sellers together.

Voting Members shall also include Faculty Membership for individuals employed as faculty in post-secondary academic programs, whose main employment, remuneration, direction, and efforts must be in a recognized academic institution and they must be considered an employee with their institution.

Each Voting Member shall inform the Secretary-Treasurer of the Corporation of the names of persons entitled by such Voting Member to represent the Voting Member in Corporation activities. Each Voting Member shall inform the Secretary-Treasurer of the name of the person authorized by the Voting Member to vote on behalf of the Voting Member, provided, however, that if any Voting Member shall fail to inform the Secretary-Treasurer, the primary contact for such Voting Member in the Corporation's records shall be deemed to be the person authorized to vote on behalf of such Voting Member. Any changes to such designations may be made at any time by advising the Secretary-Treasurer in writing.

#### Section 3. Auxiliary Members

An Auxiliary Member is an individual who has an interest in the purpose of the Corporation and does not otherwise qualify for Voting Membership. Auxiliary Members shall not be entitled to vote, hold office or be a Director in the Corporation.

#### Section 4. Student Member

A Student Member is an individual who is engaged at least part-time in a program at a college or university. Student

members shall not be entitled to vote, hold office or be a Director in the Corporation.

#### Section 5. Honorary Member

An Honorary Member is an individual not otherwise eligible for membership in the Corporation who is elected by a two-thirds vote of the Board of Directors in recognition of significant contributions to the objectives and purpose of the Corporation. Honorary Members shall be exempt from the payment of dues, and shall be entitled to all the rights and privileges of membership except that Honorary Members shall not be entitled to vote, hold office or be a Director in the Corporation.

#### Section 6. Retired Members

A Retired Member is an individual who has been a Member of IAEE, or a designated representative of a Voting Member of IAEE, for ten (10) or more years and who is retired and no longer employed in the exhibition industry. For the purpose of this definition, "employed" shall mean substantial remuneration for any labor. Retired Members shall not be entitled to vote, hold office or be a Director in the Corporation.

#### Section 7. Member in Good Standing

In order to receive benefits and services as well as to serve as an officer, Director, or a member of a committee or task force of the Corporation or one of its chapters, a person must be employed by a Voting Member in good standing.

#### Section 8. Removal

Any Member, or any representative of a Member, may be removed, as the Board of Directors shall determine, for conduct prejudicial to the welfare, interest, or character of the Corporation by the affirmative vote of two-thirds of the Board of Directors; provided, however, that notice in writing, together with a copy of the charges and specifications shall have been sent to said Member, or representative of a Member, at least twenty (20) days before the meeting of the Board where such action shall be considered. A Member or its representative so accused may appear before the Board and may have legal representation at said meeting, and shall have the right to appeal from the decision of the Board at the next Annual or Special Meeting of the Membership of the Corporation. The majority decision of the Voting Members of the Corporation present at such meeting shall be final.

### **ARTICLE IV - DUES**

#### Section 1. Dues

Unless otherwise provided herein, the Board of Directors shall establish dues for all Members.

#### Section 2. Annual Membership

A dues invoice shall be sent to each Member annually. Any Member whose dues are sixty (60) days past due shall be dropped from membership after notification. Any Member who has been dropped may be reinstated during the same fiscal year by payment of current fiscal year's dues.

### **ARTICLE V - MEETINGS OF THE MEMBERS**

#### Section 1. Annual Meetings

There shall be an Annual Meeting of the Members of the Corporation during the last quarter of the calendar year as designated by the Board of Directors.

#### Section 2. Special Meetings of the Members

Special Meetings of the Members shall be held at such times and places as designated by the Board of Directors.

#### Section 3. Notice of Meetings

A notice of every meeting shall be furnished to each Member entitled to vote at such meeting at least thirty (30) days before such meeting. The notice shall state the place, day and time of the meeting, who called the meeting and the purpose or purposes for which the meeting was called. The attendance of a Member at any meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Unless otherwise provided by law, for purposes hereof, "delivery" of notice shall mean and include (i) direct telephonic contact with the applicable Member; (ii) receipted hand delivery to the Member or the Member's family members or employer; (iii) notice deposited in the United States mail, postage prepaid, and addressed to the Member at the address last furnished to the Corporation by the Member in writing or, if none, at the address for the Member maintained by the Secretary-Treasurer of the Corporation; (iv) facsimile transmission of the notice to the Member at the facsimile number last furnished to the Corporation by the Member in writing; or (v) electronic mail transmission of the notice to the Member at the electronic mailing address last furnished to the Corporation by the Member in writing.

#### Section 4. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any Member of the Corporation under the provisions of these Bylaws, the Articles of Incorporation or the Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Section 5. Voting by Mail

To the extent permitted by applicable law, a Member vote on any matter may be conducted by mail, by facsimile transmission, or by electronic message (including, but not limited to, electronic mail or website submission), or any combination of such methods.

#### Section 6. Quorum for Regular and Special Meetings

At all meetings of the Members each Member entitled to vote at such meeting shall have one vote, and may take part and vote in person or by proxy appointed in accordance with applicable law. At all meetings of the Members, a quorum shall consist of the presence (in person or by proxy) of ten (10) percent of those Voting Members entitled to vote at the meeting. The vote of the majority of the votes entitled to be cast by the Voting Members present (in person or by proxy) at a meeting in which quorum is present shall be the act of the Members, unless a greater number is required by law or by the Articles of Incorporation.

#### Section 7. Telephonic and Electronic Meetings

Members may participate in and hold a meeting by means of (a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (b) another suitable electronic communications system, including videoconferencing technology or the Internet, provided that such electronic communications system must either contain or be accompanied by information from which it can be determined that each Member participating in the meeting has authorized their respective transmissions. Participation in the meeting shall constitute presence in person at the meeting, except when a Member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

### **ARTICLE VI - OFFICERS**

#### Section 1. Officers

The Officers of this Corporation shall be a Chairperson, a Chairperson-elect, Secretary-Treasurer, and the Immediate

Past Chairperson, and such other officers as may be deemed necessary from time to time by the Board of Directors.

#### Section 2. Chairperson

The Chairperson shall be the chief elected officer of the Corporation. The Chairperson shall preside at all meetings of the Corporation. The Chairperson shall call and preside at all meetings of the Board of Directors and of the Executive Committee. The Chairperson shall appoint all standing and ad hoc committees, and also shall appoint industry liaison representatives. The Chairperson shall approve all IAEE sponsored or co-sponsored meetings other than chapter meetings. The Chairperson shall be an ex officio member of all standing committees except the Nominating Committee. The Chairperson shall present a written report at the Corporation's Annual Meeting regarding the state of the Corporation and its accomplishments during the year.

#### Section 3. Chairperson-Elect

The Chairperson-Elect shall act in the absence of the Chairperson and shall succeed to the Chairpersonship for the remainder of the unexpired term in the event that the office is vacated. If he/she serves half a term or more as the Chairperson, a new Chairperson shall be elected at the next Annual Meeting, but if he/she serves less than half a term, the new Chairperson may serve a full term in addition to the unexpired term which he/she filled.

#### Section 4. Secretary-Treasurer

The Secretary-Treasurer shall be responsible for all records of the Corporation, keep minutes of all meetings of the Corporation and the Board of Directors, and shall perform all other duties common to this office. In addition, the Secretary-Treasurer shall serve as Chairperson of the Finance Committee and account for all monies due the Corporation and all disbursements. The Secretary-Treasurer shall submit all reports required by the Government of the United States and the various States. The Secretary-Treasurer shall submit to all Members in writing within ninety (90) days after the close of the fiscal year an independently audited financial statement.

#### Section 5. Immediate Past Chairperson

The Immediate Past Chairperson shall serve as Chairperson of the Nominating Committee.

#### Section 6. Term of Office

All Officers except the Secretary-Treasurer shall hold office for a term of one (1) year, or until their earlier resignation, removal or death and their successors are duly elected and qualified. The Secretary-Treasurer shall hold office for a

term of two (2) years or until his/her earlier resignation, removal or death and his/her successor is duly elected and qualified. Officers shall take office on adjournment of the business meeting at which they are elected.

#### Section 7. Bylaw Amendments

In any year in which there are Bylaw changes to this Article VI, they shall have no effect on any incumbent officer until the next regular election.

#### Section 8. Changes in Employment--Officers

Only one person from the same company may serve on the Board of Directors. If for any reason, including without limitation change of employment, merger or acquisition, more than one member employed by the same company are Directors serving simultaneously, the affected Directors will determine within 45 days which one director will remain on the Board and which must resign, or, in the absence of a decision between or among the affected Directors, both directors will be removed from the Board. If a Director is not re- employed after 60 days in the same membership class in which he or she was employed when elected, the Director may be eligible, at the Board's discretion, to complete his or her full or partial term of office.

### **ARTICLE VII – EXECUTIVE STAFF**

The Board shall engage a President whose term and conditions of employment shall be specified by the Board.

The President shall be the chief staff executive of the Corporation responsible for all management functions. The President shall manage and direct all activities of the Corporation as prescribed by the Board of Directors and shall be responsible to the Board. The President shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation and fix their compensation within the approved budget. As President that individual shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Corporation.

### **ARTICLE VIII - BOARD OF DIRECTORS**

#### Section 1. General Powers and Authority

The Board of Directors shall be the governing body of the Corporation and shall have the power to conduct all affairs of the Corporation, its committees and its publications, except as may be otherwise provided by law, by the Articles of Incorporation or by these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers

granted delegate certain of its authority and responsibility to the Executive Committee.

#### Section 2. Number

The Board of Directors shall consist of the Chairperson, the Chairperson-Elect, the Secretary-Treasurer, the Immediate Past Chairperson, the President (as an ex officio member), the Chairperson of each Industry Council, and a number of directors to be designated by the affirmative vote of a majority of the Directors then in office, such number not being more than sixteen (16). The number of Directors may be increased or decreased from time to time by resolution of the Board, but no decrease shall have the effect of shortening the term of any incumbent Director. Each member of the Board of Directors shall be a representative of a member organization in good standing.

#### Section 3. Changes in Employment--Directors

Only one person from the same company may serve on the Board of Directors. If for any reason, including without limitation change of employment, merger or acquisition, more than one member employed by the same company are Directors serving simultaneously, the affected Directors will determine within 45 days which one director will remain on the Board and which must resign, or, in the absence of a decision between or among the affected Directors, both directors will be removed from the Board. If a Director is not re- employed after 60 days in the same membership class in which he or she was employed when elected, the Director may be eligible, at the Board's discretion, to complete his or her full or partial term of office.

#### Section 4. Term of Office and Election

The Directors shall be divided in to three classes, as nearly equal in number as possible. The terms of Directors shall be staggered. No Elected Director shall serve more than two (2) consecutive terms as a Director unless elected as an Officer. Each Director shall hold office for a term of three years, until the next election related to such Director's class, or until their earlier resignation, removal or death and their successors are duly elected and qualified (unless the Board has determined to reduce the number of Directors and has for this reason elected no successor to the Director in question). At each annual meeting of the Members, the successors of the class of Directors whose term expires at that meeting shall be elected by a majority of the Voting Members, such Directors to hold office for a term expiring at the annual meeting of Members held in the third year following the year of their election.

## Section 5. Removal from Office

A Director may be removed for cause by a two-thirds vote of the Board of Directors.

## Section 6. Meetings of the Board of Directors

The Board of Directors shall meet during the Annual Meeting and at such other times as may be deemed necessary by the Chairperson of the Board. The Chairperson of the Board shall be required to call a meeting of the Board when requested to do so in writing by any four (4) members of the Board of Directors.

## Section 7. Notice of Board Meetings

Notice of all meetings of the Board of Directors shall be delivered to all members of the Board at least fourteen (14) days in advance. The notice shall state the place, day and time of the meeting, who called the meeting and the purpose or purposes for which the meeting was called. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Unless otherwise provided by law, for purposes hereof, "delivery" of notice shall mean and include (i) direct telephonic contact with the applicable Director; (ii) receipted hand delivery to the Director or the Director's family members or employer; (iii) notice deposited in the United States mail, postage prepaid, and addressed to the Director at the address last furnished to the Corporation by the Director in writing or, if none, at the address for the Director maintained by the Secretary-Treasurer of the Corporation; (iv) facsimile transmission of the notice to the Director at the facsimile number last furnished to the Corporation by the Director in writing or (v) electronic mail transmission of the notice to the Director at the electronic mailing address last furnished to the Corporation by the Director in writing.

## Section 8. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws, the Articles of Incorporation or the Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## Section 9. Quorum

A simple majority of the Board of Directors fixed in accordance with Article VIII, Section 2 shall constitute a quorum for the transaction of business at any meeting of the

Board of Directors. The vote of the majority of the Directors present, or represented by absentee ballot in accordance with Article VIII, Section 10, at a meeting in which quorum is present, shall be the act of the Directors, unless a greater number is required by law or by the Articles of Incorporation.

## Section 10. Vacancies

Vacancies in the Board of Directors, including any vacancy to be filled as a result of an increase in the number of Directors, other than the Office of Chairperson, shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired terms of his predecessor in office.

## Section 11. Absentee Ballots

At all meetings of the Directors, a Director may vote in person or by absentee ballot. A Director unable to attend an Annual Meeting may request, no later than fourteen (14) days in advance of such Annual Meeting, an absentee ballot to vote in the annual election. Absentee ballots must be delivered to the Corporation's registered office not later than four (4) days prior to the Annual Meeting. Absentee ballots shall be counted by the Election Tellers twenty-four (24) hours in advance of the meeting. The tally of absentee votes shall be included in the results of the election announced by the Chairperson of the Election Tellers. In the case of a special meeting, a director unable to attend may request no later than ten (10) days prior to the special meeting an absentee ballot. Absentee ballots must be delivered to the Corporation's registered office not later than four (4) days prior to a special meeting. Unless otherwise provided by law, "delivery" of an absentee ballot shall mean and include (i) receipted hand delivery of an executed absentee ballot to the Secretary-Treasurer; (ii) an executed absentee ballot deposited in the United States mail, postage prepaid, and addressed to Secretary-Treasurer at the registered office address of the Corporation; (iii) facsimile transmission of the executed absentee ballot to the Secretary-Treasurer at the facsimile number last furnished by the Corporation in writing; or (iv) electronic mail transmission of the absentee ballot to the Secretary-Treasurer at the electronic mailing address last furnished by the Corporation in writing, provided that such electronic mail transmission must either contain or be accompanied by information from which it can be determined that the electronic transmission was authorized by the Director.

## Section 12. Informal Action by Directors

Unless specifically prohibited by the Articles of Incorporation or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at such a meeting, may be taken

without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote on such action. Any such consent signed by all the Directors shall have the same effect as a unanimous vote at a meeting, and may be stated as such in any document filed.

### Section 13. Telephonic and Electronic Meetings

Members of the Board or any committee appointed by the Board may participate in and hold a meeting by means of (a) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, or (b) another suitable electronic communications system, including videoconferencing technology, electronic transmission, or the Internet, provided that such electronic communications system must either contain or be accompanied by information from which it can be determined that each person participating in the meeting has authorized their respective transmissions. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE IX – INDUSTRY COUNCILS**

### Section 1. Industry Councils

The Board of Directors may create Industry Councils to provide focus on issues and policies that are of specific relevance and importance to the constituencies they represent.

### Section 2. Industry Council Chairperson and Representatives

The number of directors serving on each Industry Council shall initially consist of not more than 15 persons from among whom a Chairperson shall be appointed by the members of the Council. Thereafter each Industry Council shall have the authority to determine the appropriate number of directors and their terms of office. No member of the council shall serve more than two consecutive terms. No Industry Council Chairperson shall serve more than two consecutive terms.

Each Industry Council is authorized to adopt such rules and procedures as are necessary to accomplish its objectives so long as such rules and procedures are not inconsistent with the mission of IAEE or these bylaws.

### Section 3. Statements and Recommendations

Each Industry Council is entitled to make statements or recommendations to Government Agencies (as defined below) on the Industry Council's own behalf subject to the provisions of this Bylaw.

The Board of Directors each year shall identify as "Corporation-Wide Issues" a limited number of public policy matters that are of broad, cross-Industry Council interest to the exhibition industry as a whole.

Whenever two or more Industry Councils have an interest in the same public policy issue, the Industry Councils shall attempt to agree on a joint statement or recommendation to the Government Agency. If the Industry Councils are unable to agree, separate views may be submitted providing the following conditions are met:

i. Whenever practical, the proposed Industry Councils statement(s) shall be submitted to each Industry Council in advance of filing and efforts shall be made to reconcile differences, if any, between or among the Industry Councils.

ii. Each Industry Council statement shall clearly indicate that it represents only the views of that Industry Council and the statement must not imply that it reflects the views of any other Industry Council or of the Corporation as a whole.

iii. Industry Council statements must not contradict or conflict with the Corporation's statements on current Corporation-Wide Issues.

No statement purporting to represent the views of the Corporation shall be submitted to a Government Agency unless it has been authorized and approved by the Board of Directors, the Chairperson of the Board, and the Corporation's President or the staff member in charge of the Corporation's Government Relations.

When the Corporation desires to furnish comments or recommendations on a Government Agency proposal or document, the appropriate Industry Council staff person whenever practical shall circulate the draft comments or recommendations among all Industry Councils. A Corporation staff person shall coordinate any input received on the draft comments or recommendations then submit the coordinated comments or recommendations to the Government Agency as representing the views of the Corporation.



The staff member in charge of IAEE Government Relations shall be responsible for the coordination of the Councils under this Bylaw.

For purposes of this Bylaw, the term "Government Agency" shall mean the executive, legislative and judicial branches of federal, state and local governments; military departments, independent agencies and establishments, and government corporations; national or international organizations involved in making policy or developing standards; and any official, officer, or employee of any Government Agency.

## **ARTICLE X - COMMITTEES**

### **Section 1. Executive Committee**

An Executive Committee, composed of the Chairperson, Chairperson-Elect, Immediate Past Chairperson, President (ex-officio), Secretary-Treasurer, and an at large member elected from the Board of Directors, may act for the Board of Directors between Board Meetings in all matters, except those specifically reserved to the Board by these Bylaws, pursuant to the delegation of authority of such Committee by the Board of Directors. The Executive Committee shall review the President's budget of the Corporation and also review recommendations regarding the investment of reserve funds. Actions of the Executive Committee shall be submitted for ratification at the next Board Meeting.

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee.

### **Section 2. Nominating Committee**

Within thirty (30) days after the Annual Meeting, the Chairperson of the Corporation shall appoint, with the advice and consent of the Board of Directors, a Nominating Committee of five (5) members, one of whom shall be the Immediate Past Chairperson of the Corporation, who shall serve as Chairperson of the Nominating Committee. The President shall be the staff liaison to the Nominating Committee and shall attend each meeting. The Nominating Committee shall prepare a slate of nominations for each office and directorship of the Corporation. The slate shall be presented to the Members of the Corporation for vote in accordance with this Article X, Section 2 of the Bylaws. No member of the Nominating Committee shall serve more than one consecutive term.

At least ninety (90) days before the Annual Meeting, the Nominating Committee shall prepare a slate of candidates for each Directorship for presentation to the membership. Additional nominations for each Directorship may be made by submitting a petition signed by twenty-five (25) or more Members, and be received by the Nominating Committee not

later than forty-five (45) days prior to the Annual Meeting. The Board of Directors shall have the authority to adopt appropriate election procedures.

Each nominee standing for election to the Board of Directors shall be a representative of a member organization in good standing.

### **Section 3. Election Tellers Committee**

The Board of Directors shall appoint an impartial committee of three Election Tellers. The Election Tellers shall count and verify all ballots cast during the Annual Business Meeting. The Committee of Election Tellers shall serve for only one annual election. Members of the Board of Directors shall not be members of the Election Tellers Committee. The results of the election shall be announced by the Chairperson of the Election Tellers Committee at the Annual Business Meeting.

### **Section 4. Audit Committee**

The Audit Committee shall consist of three (3) members of the Board of Directors and two (2) Members at Large. Each member of the Audit Committee shall be financially literate; *e.g.*, shall be able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement and cash flow statement. A member of the Audit Committee may not also serve as a member of the Finance Committee.

The Audit Committee shall have the power to recommend to the Board of Directors the appointment, compensation, retention and oversight of the work of the independent auditors, including being responsible for the resolution of any disagreements between management and the independent auditors regarding financial reporting; reviewing the independent auditors' proposed audit scope, approach and independence, and approving all engagement fees and terms; obtaining and considering a report from the auditors regarding all critical accounting policies and practices to be used, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Corporation, ramifications of such alternative disclosures and treatments, and the treatment preferred by the auditors, and any other material written communications between the independent auditors and management such as any management letter or schedule of unadjusted differences; discussing with the independent auditors the auditors' conclusions regarding the reasonableness of the judgments and estimates made in the preparation of the financial statements that may be viewed as critical as well as the clarity of the Corporation's financial disclosures; reviewing and approving in advance any transaction with a related party; establishing procedures for the receipt, retention and treatment of complaints received by

the Corporation regarding accounting, internal accounting controls and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; reviewing with management and the independent auditors any correspondence with regulators and any published reports that raise material issues regarding the Corporation's accounting practices; reviewing periodically with the Corporation's tax advisers the Corporation's status under applicable provisions of the Internal Revenue Code and any matters relevant to such status.

The Audit Committee will meet at least twice annually. The Audit Committee will meet in executive session at least twice a year and will meet separately with the independent auditors and management as it deems appropriate.

#### Section 5. Finance Committee

The Finance Committee shall consist of at least five (5) members, and shall be chaired by the Secretary-Treasurer. The Finance Committee shall be responsible for the oversight of the budget process, shall work with management and staff during the preparation and review of the annual budget and any reforecasts thereof, and shall have oversight of the long term financial planning of the Corporation. The Finance Committee is also responsible for the oversight of all investments of the Corporation.

#### Section 6. Special Committees

The Chairperson of the Board of Directors shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Chairperson of the Board of Directors upon their appointment.

#### Section 7. Quorum

Unless otherwise specifically provided for in these Bylaws, a quorum for the conduct of business at a Committee meeting shall consist of a simple majority of the persons serving on a standing or such committee. A majority of those present and voting at any Committee Meeting will be required to take action.

### **ARTICLE XI - FINANCE**

#### Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on October 1st. The Corporation shall be subject to an annual audit at the end of its fiscal year by certified public accountants selected by the Board of Directors.

#### Section 2. Bonding

Every person entrusted with the handling of funds or property of the Corporation shall be bonded in such form and in such amount and with surety satisfaction to the Board, for any fraudulent or dishonest act or acts committed against the Corporation while acting alone or in collusion with others; the cost of said bond to be paid by the Corporation.

### **ARTICLE XII - CHAPTERS**

#### Section 1. Establishment of Chapters

To establish a new Chapter, a minimum of ten (10) members of the IAEE in good standing from a clearly defined geographical area must sign a petition. The petition shall be reviewed and approved by the Board of Directors prior to the establishment of such Chapter. Every member of the Chapter shall be a Member of the IAEE, unless otherwise allowed by the Board of Directors.

#### Section 2. Chapter Bylaws and Meetings

Chapter Bylaws and dues structure are subject to prior approval of the Corporation's Board of Directors. The Board of Directors shall approve only those proposed Chapter Bylaws that are consistent with the Corporation's Articles of Incorporation and the Corporation's Bylaws.

#### Section 3. Chapter Meetings

Each chapter shall have the right to hold meetings and conduct programs for the benefit of its chapter members, so long as they are compatible with the purposes and objectives of the Corporation.

#### Section 4. Responsibilities

Chapters shall operate so long as they are in conformity with the provisions of the IAEE Charter Document, and shall be identified only as local chapters of the Corporation, and shall not at any time purport to represent the Corporation.

#### Section 5. Chapter Dues

The IAEE Board of Directors shall annually allocate a portion of the dues it collects from its Member for the support of each Chapter, which shall be remitted to each Chapter the month following the month the dues were received.

#### Section 6. Chapter Reports

The Corporation shall provide monthly report to each chapter containing a complete roster of Members eligible to participate in such chapter.

### **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

### **ARTICLE XIV INSURANCE; INDEMNIFICATION**

#### Section 1. Insurance

The Corporation will purchase such insurance as required to protect the Officers, Directors, and employees who establish and execute the policies, programs, and activities of the Corporation.

#### Section 2. Indemnification

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all its past and present Directors, Officers, and employees, for any and all necessary expenses incurred by them in connection with the defense of any action, suit or proceeding arising out of their relation with the Corporation.

### **ARTICLE XV - AMENDMENTS**

These Bylaws may be altered, amended, or repealed, and new bylaws adopted, by the affirmative vote of a majority of the Board of Directors. Alternatively, a petition to amend or repeal these Bylaws may be submitted in writing to the Board of Directors signed by any fifty (50) Voting Members in good standing. This petition and the recommendations of the Board of Directors shall be sent to each Voting Member thirty (30) days in advance of the next meeting of the Members. A two-thirds vote of the Members entitled to vote at such meeting shall be required for the adoption of the proposed amendment.

### **ARTICLE XVI - DISSOLUTION**

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no Member of the Corporation shall have the rights or interest in or to the property or assets of the Corporation. In the event of the dissolution of the Corporation, the Board of Directors shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific, or educational purposes.