

IAEE Chapter Management Handbook

The purpose of the Chapter Management Handbook is to provide a guide to assist IAEE Chapters in efficient administration and management. For the most part, officers and committee chairs serve for short periods; it is therefore necessary for each one to quickly grasp the requirements of the office and do the job well. Assistance is available from IAEE Headquarters in further understanding the responsibilities set forth in this manual.

How a Chapter is organized, how it functions, and available resources from IAEE HQ are covered in the following pages. This handbook is dedicated to achieving a better understanding of chapter administration. While the ideas and suggestions contained within may be applied to every Chapter, they are not intended to represent an exhaustive list of possible activities. Obviously, no rigid set of standard practices would suit the requirements of every Chapter.

An effort has been made to present chapter guidance that offers flexibility. It is hoped that this guide will lead to greater uniformity of purpose and efficient administration, which will provide IAEE leaders, the greatest return for their efforts.

Chapter administration and activities are based on the volunteerism of its member representatives. IAEE recognizes and applauds the many talents and efforts of its volunteers who give of their time and support their Chapter and its development.

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SECTION 1: IAEE INFORMATON

IAEE Mission Statement

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

IAEE Current and Historical Information

The International Association of Exhibitions and Events (formerly the National Association of Exhibition Managers, NAEM) is an organization of members (organizations) and member representative (individuals).

Membership Eligibility is as Follows:

Industry Member – Organizations, other than Event Facility Member, engaged in the exhibition and event industry, and is located or does business primarily in North America. Dues are based on Annual Revenues derived from the exhibition industry. This classification receives one vote per member organization.

Event Facility Member – Organization, such as convention, conference, exposition center or hotel, which provide space for conducting exhibitions and buyer-seller events in North America. Dues are based on gross square footage of exhibition, conference, and meeting space. This classification receives one vote per member organization.

Industry Member Outside of North America – Organization that meets the qualifications for Industry Member or Event Facility Member, except its established place of business is outside North America. Dues are based on a flat fee. This classification receives one vote per member organization.

Individual Member Outside of United States - An individual that is engaged in the management, planning, production or promotion of exhibitions and similar events to bring buyers and sellers together and are located outside United States.

Other Memberships (Student, Educator, Educational Institution, Auxiliary, and Retired Member)
Individuals that meet the qualifications for student, educator, auxiliary or retired member per the current IAEE bylaws. Dues are based on a flat fee. This classification is non-voting.

IAEE was organized in June of 1928 in Cleveland, Ohio. During the next ten years, informal meetings gave way to regular conferences and the number of attendees grew steadily. At an organizing meeting in Cleveland on December 16, 1938, it was decided to form a permanent organization. Annual and semi-annual conferences were held.

In December 1946, the group incorporated as a non-profit association under the name, National Association of Exhibit Managers. To quote from their Articles of Incorporation, NAEM was formed "for the purpose of advancing the arts and sciences pertaining to education through the use of exhibits, exhibitions, expositions, and for the dissemination of knowledge and information."

To include the public and privately-owned show managers with the Association, IAEE voted to change its name from "Exhibit" to "Exhibition" Managers, during their December 1966 meeting in Atlanta, Georgia.

Ten years later, during the month of December (1976) at the Atlanta, Georgia meeting, suppliers were approved as a membership category entitled "Associate Members". Since those early formative years, IAEE has realized continual growth.

IAEE currently has 19 chapters (11 domestic chapters, including five student chapters, and three international chapter). Each chapter conducts regular meetings for its membership providing a casual and productive atmosphere in order to educate and network on a local, regional basis.

Additionally, IAEE conducts various types of meetings, as well as Expo! Expo!, IAEE's Annual Meeting and Exhibition for its membership. Member representatives have education, networking, communications and publications as a benefit of IAEE membership. The main intent is to provide its membership with real-time facts and usable knowledge concerning the exhibition industry. All of IAEE's products and services are directed at furthering our commitment to promoting professionalism in the industry.

What We Do

IAEE is the voice and leader of the exhibition and buyer-seller events industry. IAEE provides information, education, and face-to-face opportunities to build business relationships. We deliver relevant and highly focused services and activities designed to enhance and broaden the knowledge base and professional development of our membership.

Membership Profile

IAEE is composed of approximately 1,300 members (organizations) and over 11,500 member representatives (individuals) in 50 countries. Over 50 percent of IAEE's members are directly involved in the planning, management, and production of exhibitions and buyer-seller events. The remainder of our membership consists of those who provide products and services to the industry. IAEE values and promotes diversity of membership, in terms of company size, products, and geographical area. Each active member organization is given one vote, regardless of size.

Benefits of IAEE Membership

- Professional Development
 - CEM Learning Program/Certification
 - Expo! Expo! IAEE's Annual Meeting and Exhibition
 - Krakoff Advanced Leadership Institute
 - Women's Leadership Forum
 - Cultural Summit
 - Webinars
- Publications
 - IAEE News and Industry Report (weekly/monthly)
 - Membership Directory/Buyers Guide (on-line)
 - Art of the Show Textbook 4th edition
 - CEIR Research and Reports
- Industry/Professional Resources
 - Full Access to all CEIR Resources
 - Tradeshowstore.com
 - Discounted Exhibition Cancellation and Liability Insurance Career Center
 - MemberLink
 - Discounted Promotional Products
 - Advocacy before Government and Media
- Leadership Development
 - National/International/Local Leadership Opportunities
 - Committees/Task Forces
 - Chapter Membership and Events

Leadership

IAEE is represented by member volunteer board of directors, elected by the general membership. The board of directors provides strategic direction carried out by the President and CEO, and professional staff of twenty-three.

Membership Dues

When an organization pays dues to IAEE, it becomes the “member.” Dues are based on factors other than number of individuals. Therefore, all exhibition and event industry staff can enjoy the benefits of membership without additional financial consequences.

All IAEE dues categories enjoy the resources of local chapter membership and membership in the Center for Exhibition Industry Research (CEIR).

Membership Dues Categories:

- **Industry Member:**

Organization, other than Event Facility Member, engaged in the exhibition and event industry (hereinafter referred to as “industry”), and is located or does business primarily in North America. Dues are based on Annual Exhibition and Event Revenues derived from the industry. This classification receives one vote per member organization.

“Annual Exhibition and Event Revenue” is defined as income received from your exhibition(s) and event(s), or if a supplier, revenue related to the industry, for the last completed fiscal year.

Show and Event Organizers: For those shows or buyer-seller events owned by an organization, include exhibition and event revenue related to each show/event owned. If shows are only fee managed, include only exhibition and event revenue that is recognized by the organization (i.e. management fees, etc.).

Suppliers: Include all related revenue from sales, rentals, leases, etc., as well as service revenue (manpower).

CVBs: Use annual operating budget in support of the exhibition and event industry, as basis for dues calculation.

- **Event Facility Member:**

Organization, such as a convention, conference, exposition center or hotel, which provides space for conducting exhibitions and buyer-seller events in North America. Dues are based on gross square footage of exhibition, conference, and meeting space. This classification receives one vote per member organization.

“Gross square footage” defined as the total square footage available for use for meetings, buyer-seller events, and exhibitions. Any organization that may be classified under either of the categories may use either method of dues calculations.

- **Industry Member Outside North America:**

Organization that meets the qualifications for Industry Member or Event Facility Member, except its established place of business is outside North America. Dues are based on a flat fee. This classification receives one vote per member organization.

- **Auxiliary Members:**

Individuals who have an interest in the purpose of IAEE but do not otherwise qualify for voting

membership. Auxiliary Members shall not be entitled to vote, serve on committees, or hold office or be a Director of IAEE.

- **Other Memberships (Student or Retired Member):**
Individuals that meet the qualifications for student, educator, or retired member per the current IAEE bylaws. Dues are based on a flat fee. These classifications are non-voting.
- **Educator – Individual or Organization:**
Currently defined as a Faculty Member, this is a member who is teaching or directing a program at a college or university approved by the IAEE Board of Directors. Regarding Faculty Membership for individuals employed as faculty in post-secondary academic programs, their main employment, remuneration, direction, and efforts must be in a recognized academic institution and they must be considered an employee with their institution.
- **Corporate Event or Exhibit Marketer:**
For individuals or organizations that use or create experiential events to market programs, products and/or services to both business-to-business and business-to-consumer organizations. If the organization produces its own event, that would take precedence over Corporate Event or Exhibit Marketer, and they would then fall under the Industry Member category.
- **Individual Member Outside of the United States:**
An individual that is engaged in the management, planning, production or promotion of exhibitions and similar events to bring buyers and sellers together and are located outside United States.

IAEE Diversity Statement

The International Association of Exhibitions and Events (IAEE) values diversity and inclusiveness. IAEE provides opportunities to all persons who wish to participate in the activities of the association without regard to race, gender, creed, age, sexual orientation, national origin, or disability.

IAEE's leadership recognizes their responsibility to provide resources and support to achieve this goal. IAEE seeks individuals and groups that may have been under-represented within the membership and leadership of the association.

IAEE encourages its members and the exhibition industry to maintain these objectives in the conduct of their own business by creating an environment that allows all people the opportunity to reach their full potential in the pursuit of corporate objectives.

IAEE Code of Ethics

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.

Antitrust Issues

An association provides its members and member representatives with a forum where antitrust transgressions can occur, even though unintentional. Extreme care must be exercised to avoid policies, programs, dialogues, or pursuits, which could be seen as having an intention or result of restraint of trade. If more information is needed, the Internet has executive summaries of the Acts below.

Basic federal antitrust statutes are the:

- Sherman Antitrust Act
- Clayton Act
- Federal Trade Commission Act
- Robinson-Patman Act

Of principal concern for association membership and affiliates would be:

- price-fixing
- agreement to divide customers or markets
- collective refusals to deal
- membership restrictions (exclusivity)
- collecting and distributing information
- standard setting and certification
- Code of Ethics
- lobbying

Topics of discussion to be avoided at meetings:

- current or future prices
- what constitutes a fair profit level
- possible increases or decreases in prices
- pricing procedures
- cash discounts
- credit terms
- control of sales
- allocation of markets and market shares
- refusal to deal with a corporation
- unethical pricing practices or unfair trade practices

How to handle problem:

- inform others that you will not discuss the subject
- end the meeting or conversation immediately
- leave a meeting or gathering if discussion persists
- be obvious in your departure
- be careful in your choice of words
- do not joke about the above-mentioned subjects
- do not discuss the conduct of others

Councils of IAEE

- **The Asia Council**

The goals of this IAEE Committee are to establish working partnerships with key exhibition organizations in Asia for the purpose of sharing vital information and promoting effective communications.

- **Chapter Leaders Council**

The Chapter Leaders Council determines issues of common interest between and to IAEE's leadership and IAEE's Chapters. IAEE's policy is to promote the welfare of its chapters and to encourage cooperation between the International organization and its chapters.

- **Consumer Events Council**

The Public Events Council of IAEE meets three times each year, during IAEE's major meeting events and/or by teleconference, to focus on issues and policies that are of specific relevance and importance to those who organize and supply public events.

The Council develops recommendations for the consideration of the IAEE Board of Directors. The Council is also permitted to adopt policy statements that address industry issues of particular interest to the organizers and suppliers of public events. Such policies may be adopted without the prior approval of the IAEE Board of Directors so long as they conform to the provisions of Article IX of the IAEE Bylaws.

- **The MATSO Council**

The MATSO Council is comprised of not-for-profit association and for-profit exhibition organizers whose shows are at least 200,000 nsf of exhibition space. The focus of the MATSO Council is on all functional aspects of large show production: marketing and sales, legislation, labor, international challenges, and operations and will provide a forum to support in-depth problem solving in a competition-free environment based on a foundation of confidentiality and trust. The MATSO Council will work to develop best practices unique to large-scale events and release position statements on issues that impact large-scale events and exhibitions overall in support of face-to-face meetings overall. MATSO members who were also members of IAEE will no longer have to pay separate dues to MATSO.

International Association of Exhibitions and Events (IAEE) Bylaws
Updated 15 January, 2019

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. Individuals who are involved in the management, planning, production, and support of exhibitions and similar events intended to bring buyers and sellers together and whose primary business address is outside of the United States, may also join as members.

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.

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Frequently Asked Membership Questions

How can I retrieve my member ID number?

Members can retrieve their ID number by logging in to www.iaee.com using their user ID (e-mail address) and password. Once logged in, your membership number is located on the left side of the screen under your name. You may also contact membership@iaee.com to request your member ID number.

When is my IAEE membership up for renewal?

Your IAEE membership expires one year from the day you join IAEE. For example, if an organization joins on 20 March 2019, their renewal date will be 31 March 2020.

How long before my membership becomes active?

Your IAEE membership will be active within 48 hours of IAEE receiving your membership application and payment.

I recently changed jobs; can I transfer my IAEE membership to my new company or receive a refund?

IAEE memberships belong to the organization and are non-transferable and non-refundable.

How can I change the primary contact for my organization?

Use the IAEE Membership Census Form/Change Form to make any changes to the primary contact. You may update your Census Form through the organization membership dashboard.

What is the process for removing, adding or updating individuals once the Census Form is submitted to IAEE?

Use the IAEE Census Form/Change Form to make any changes to the membership representative roster. [You](#) may update the information through the organization membership dashboard. You may add as many individuals as necessary at no extra cost.

I am a member representative, but have lost my job. Can I remain a member?

Yes. Please contact membership@iaee.com to request a provisional membership form. Certain conditions do apply.

What if my organization can be classified under both the Industry Member and Event Facility Member method of dues calculation?

Any organization that may be classified under either of the two categories may use either method of dues calculation.

How can I contact my local chapter?

[Click here](#) for a list of local IAEE chapters and contact information.

Can member representatives belong to more than one chapter? If so, how do I add additional chapters?

Yes. Member representatives are automatically enrolled in their local chapter, based on the ZIP code/postal code of their membership record. If a member representative wishes to belong to an additional chapter, he/she may do so for an additional fee. Please contact membership@iaee.com to add chapters. Each additional chapter is \$35 per individual. [Click here for a list of IAEE chapters.](#)

How can I find out who is in my local chapter?

You may access IAEE's online directories to get a full listing of all chapter members by searching by the chapter name. This directory is a Members Only resource and is located under your Member Dashboard or by [clicking here](#).

How do I log in to the Members Only section of IAEE's Web site?

To log in to the Members Only section of IAEE's Web site, visit www.iaee.com and locate the "member login" section at the top, right corner. Enter your user ID (e-mail address) and your password. After logging in for the first time, you will be prompted to change your password. If you have previously logged in and already changed your password, you will enter your user ID (e-mail address) and the password you selected.

What if I have more questions?

Please do not hesitate to contact IAEE for additional information. You may reach the Membership Team at +1(972) 458-8002, option 2, or via e-mail at membership@iaee.com

**SECTION 2:
CHAPTER OPERATIONS
AND MANGEMENT**

International Association of Exhibitions and Events (IAEE) MODEL Bylaws (updated May 2017)

Article I - Purpose

The Mission of this Chapter of IAEE is to promote the expansion of the exhibition industry by providing unique and essential education, services, and resources to its members in the territory assigned by IAEE.

Article II - Membership and Dues

Section 1.

Companies which are a member of IAEE and assigned to this chapter may become a member of this Chapter. Persons who are member representatives of an IAEE member may become member representatives of a Chapter. An organization must pay Chapter dues to be recognized as a member of the Chapter.

Article III - Meetings and Membership

Section 1.

The Chapter is required to conduct an Annual Meeting of members of the Chapter. Such meeting must occur by the end of the third quarter of the calendar year. The date and location of such meeting shall be determined by the Chapter's Board of Directors.

Section 2.

Special Chapter Meetings of the Membership shall be held at such times and places as designated by the Chapter's Board of Directors or when at least 20% of the members of the Chapter shall request a special meeting in writing.

Section 3.

A written or electronic notice of every meeting shall be furnished to each member representative at least twenty (20) days in advance of the meeting.

Section 4.

Each Chapter member representative is entitled to one vote and may take part and vote in person or by absentee ballot completed in advance. At

Regular or Special Meetings of the Chapter, a quorum consists of ten (10) percent of those member representatives who are then in good standing. A majority of the member representatives present and voting shall govern.

Section 5

To the extent permitted by applicable law, a member representative 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.

Article IV - Officers

Section 1.

The Officers of the Chapter shall include a Chair, Vice-Chair, Secretary/Treasurer, or Secretary and Treasurer, and the Immediate Past Chair.

Section 2.

The Chair shall be the chief elected officer of the Chapter. The Chair shall call and preside at all meetings of the Board of Directors. The Chair shall be an ex-officio non-voting member representative of all standing committees except the Nominating Committee. The Chair shall present a report at the Chapter's Annual Meeting regarding the state of the Chapter and its accomplishments during the year.

Section 3.

The Vice Chair shall act in absence of the Chair.

Section 4.

The Secretary or Secretary/Treasurer is responsible for keeping all records of the Chapter, including minutes of meetings of the Chapter and the Chapter's Board of Directors, and shall perform all other duties common to this office. The Secretary or Secretary/Treasurer shall provide a copy of the minutes of each meeting of the Board of Directors to IAEE when such minutes are adopted by the Chapter's Board of Directors.

Section 5.

The Treasurer or Secretary/Treasurer shall serve as the Chair of the Chapter's Finance Committee

and account for all moneys due the Chapter and all of the Chapter's disbursements. The Treasurer or Secretary/Treasurer shall submit all reports and taxes required by the federal, state, local governments and IAEE.

Section 6.

All Officers shall have served on the Chapter's Board of Directors for at least one year. Officers shall hold office for a term of one (1) year, or until their successors are duly elected and qualified. No member representative shall be elected to serve for more than two consecutive terms in any office.

Article V - Board of Directors

Section 1.

Including the elected Officers, the Board of Directors shall consist of at least six (6) members, with at least two (2) at-large members.

Directors (this does not apply to Officers) shall hold office for a term of three (3) years, or until their successors are duly elected and qualified. Directors shall serve no more than two (2) consecutive terms in any one position.

This Board shall be the governing body of the Chapter and have the power to conduct all affairs of the Chapter, except as may be otherwise provided by law, by these Bylaws, and the Bylaws of IAEE.

In order to receive benefits and services as well as serve as an officer, director, or member of a committee or task force of IAEE chapters, a person must be a member representative of a member in good standing.

Associate (supplier/vendor) member representatives are permitted to hold any office in the Chapter. All Officers and Directors of the Chapter must first be member representatives and in good standing throughout their elected period of IAEE.

Section 2.

A board member or officer may be removed as permitted by applicable law.

Section 3.

The Board of Directors shall meet at least once each calendar quarter. The Chapter Chair 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 4.

Written or electronic notices of all Board of Directors meetings should be furnished to all members of the Board at least five (5) days in advance.

Section 5

Telephonic Meetings and Written Votes
Members of the Board or any committee appointed by the Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Written votes may be taken pursuant to applicable law.

Section 6.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority of those present and voting at any Board of Directors Meeting will be required to take action.

Section 7.

Vacancies on the Board of Directors shall be filled by the Board of Directors; successors chosen in this manner shall serve until the next regular election.

Section 8.

Nominating Committee - Within ninety (90) days after the Annual Meeting, the Chair shall appoint a Nominating Committee of three (3) members and not to include more than one current Member of the Board of Directors. This Committee shall prepare a slate of nominations for each office and Directorship for vote in accordance with Articles IV and V. No member of the Nominating Committee is eligible to serve

more than one consecutive term on this Committee.

Section 9.

At least sixty (60) days prior to the Annual Meeting the Nominating Committee shall circulate a slate of candidates for each Office and Directorship to the membership or as soon as practical thereafter.

Additional nominations for any Office and/or Directorship may be made by submitting a petition signed by ten (10) or a majority of the members, whichever is lesser, and be received by the Nominating Committee in writing no later than thirty (30) days prior to the Annual Meeting.

Article VI - Finance

Section 1.

The fiscal year of the Chapter shall begin on January 1st.

Section 2.

The chart of accounts, descriptive of the Chapter's financial activities for use in reporting income, expenses, and the financial position of the Chapter, shall be provided to IAEE at times specified by the association.

Section 3.

The Treasurer or Secretary/Treasurer shall submit to IAEE semi-annual financial reports no later than August 15th and February 15th.

Article VII - Chapter Responsibilities

Section 1.

Chapter Bylaws and dues structures are subject to prior approval of IAEE.

Section 2.

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

Section 3.

Each Chapter shall provide a summary to IAEE of its activities, along with copies of minutes and financial reports as follows:

February 15 – Year End Financials of Previous Year
August 15 – Semi-Annual Financials of Present Year
Monthly or by End of Year – Board of Directors Minutes.

Section 4.

A Chapter may operate and be identified only as a Chapter of the International Association of Exhibitions and Events and shall not at any time purport to represent IAEE.

Section 5.

IAEE shall furnish to the Chapter a written policy regarding the appropriate use of the IAEE logo and trademark. Chapters are required to follow the provisions of the logo use policy and may not adopt alternative logos in any case.

Article VIII - Parliamentary Authority

The order of business for meetings shall be determined by the Presiding Officer. These bylaws and Robert's Rules of Order, Newly Revised, shall govern the conduct of the meetings.

Article IX - Amendments

A petition to amend or repeal these Bylaws may be submitted in writing to IAEE if a majority of the Member representatives of the Chapter approve of such petition. Such amendments must be approved by a vote of the IAEE Board of Directors before they become effective

Article X - Dissolution

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no member or member representative of the Chapter shall have the rights or interest in or to the property or assets of the Chapter.

In the event of the dissolution of the Chapter, the Chapter Board of Directors shall distribute any assets remaining after the discharge of all liabilities to the International Association of Exhibitions and Events.

Overview of Important Chapter Requirements:

- **Annual Meeting**

The elections of each local Chapter shall be held during the third quarter of the calendar year.
- **Meetings**

Written notice of every meeting shall be furnished to each member representative at least twenty (20) days in advance of the meeting.
- **Fiscal Year**

The Chapter fiscal year shall begin on January 1st.
- **Officers**

Officers of a local Chapter shall be elected from its membership and shall consist of a Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair. The offices of Secretary and Treasurer can be combined.
- **Nominating Committee**

Within ninety (90) days AFTER current year Annual Meeting, the Chair appoints a Nominating Committee. This Committee prepares a slate of nominations for Officers and Directorships. (For example: Chapter Annual Meeting held September 2018; appoint the Nominating Committee in January 2019. This allows the Committee at least 6 months to work on potential leaders for the board of director's slate for the upcoming year.)
- **Elections**

At least sixty (60) days BEFORE the current year's Chapter Annual Meeting, the Nominating Committee shall circulate a slate of candidates for each Office and Directorship. Additional nominations for any Office and/or Directorship may be made by submitting a petition signed by ten (10) or a majority of membership and received by the Nominating Committee in writing no later than thirty (30) days prior to the Annual Meeting.
- **Chapter Board of Directors - (Please refer to your Chapter Bylaws for specifics, this is generic information)**

The Board of Directors shall consist of a minimum of six (6) member representatives including the elected Officers. All Directors shall hold office for a term of three (3) years, or until their successors are duly elected and qualified. No Director shall serve more than two (2) consecutive terms as a Director unless elected as an Officer.

All Officers shall have served on the Chapter's Board of Directors for at least one year. Officers shall hold office for a term of one (1) year, or until their successors are duly elected and qualified.

The Board of Directors shall meet at least once each calendar quarter.
- **Financials**

Semi-annual financial reports must be submitted to IAEE Headquarters no later than August 31 and February 15. At a minimum, chapter financial statements should consist of a profit/loss statement and balance sheet.
- **Education Plans**

Annual education and social events calendar must be submitted to IAEE Headquarters no later than January 31 for the months of January – June and by May 15 for months

July – December.

- **IRS Filing (US Chapters)**

Chapters must obtain and submit IRS forms by May 15 (must be post marked May 15). Chapters can utilize 990-EZ unless they have earned \$5,000.00+ in revenues during the previous year. Those chapters who have earned \$5000.00+ in revenues should utilize IRS form 1024 and 8718.

International Chapters are responsible for filing their appropriate governmental forms annually.

- **Minutes of Board Meetings**

Submit minutes of board meetings once approved by board of directors (submit monthly, bi-monthly or quarterly as your board meets)

Chapter Statement of Purpose

IAEE Chapters are formed to aid the International Association of Exhibitions and Events in furthering individuals' current and future professional advancements in the exhibition industry. Chapter programs should be designed to address advancements for its membership through meetings and programs offered at the local or regional level.

Chapter Structure and Operations

The relationship between Chapters and IAEE Headquarters must be strong and continuous in both directions. The local Chapter is charged with the responsibility for generating local activities, which extend IAEE brand and benefits to member representatives in its service area. IAEE will develop services to the chapter board and administrator, which permit local Chapters to carry out their functions with maximum efficiency and effectiveness. In addition, member recruitment and retention are important for leadership succession.

The IAEE Bylaws clearly state some of the requirements for Chapter structure and operation. Aside from these major points, enumerated below, Chapters enjoy considerable latitude and autonomy.

Chapter Logo

IAEE has developed logos for each chapter. If the electronic file cannot be found at the chapter level, contact your staff liaison at IAEE for a new file. Adaptations of the logo such as its appearance in boxes, condensed, screened, or altered in any way, are not permitted.



Below are general IAEE logo usage instructions. For more information, view IAEE's Branding Guidelines at <http://www.iaee.com/pdf/IAEEBrandingGuidelines.pdf>. Chapters of IAEE may imprint or affix the Association's logo on or to stationery, publications, documents, and other materials produced by the chapters provided that:

- Any such use of the logo is approved by the chapter's board of directors and by the president of IAEE in advance of its use, and,
- The logo is imprinted or affixed adjacent both to the chapters name and to a statement of the chapter's relationship to the association (ex: Midwestern Chapter). A sample of any such material produced by the Chapter for public relations or public information is sent to the IAEE's Marketing and Communications Department for informational purposes.

- The size of the logo shall not be larger than the member's corporate or organization logo when used on business cards, stationery and other material.
- IAEE shall have the exclusive authority to determine that the proposed use of its logo shall be in good taste and within acceptable business practices as determined by IAEE. IAEE reserves the right to limit or revoke the use of the IAEE logo by members if warranted.
- Anyone having questions about the proper use of the IAEE logo or name not covered in this policy should direct inquiries to Nicole Bowman, Vice President of Marketing and Communications at IAEE at nbowman@iaee.com.
- The logo may be reproduced in color only if the official IAEE colors are utilized; PANTONE 2945 (blue) for the large letters and PANTONE 3415 (green) for the accompanying globe. Otherwise the logo may be reproduced in black or reversed to white when used on dark backgrounds. Please refer to the branding guidelines on the Chapter Leaders Toolkit within MemberLink

Guidelines for Establishing New Chapters

Article XI I, Section 1 of the IAEE Bylaws, state:

“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.”

It must be noted that IAEE has the final authority of assigning chapter geographical areas.

Creating a New Chapter From Within a Previously Chartered Chapter

New chapters, in the past, have been organized from within previously chartered IAEE Chapters and the following guidelines are intended to provide guidance for the creation of new chapters organized from within previously chartered chapters. It should be noted that IAEE neither encourages nor discourages the creation of new Chapters from within existing chapters. This document is provided only as a source of guidance.

1. Pursuant to IAEE Bylaws (see Article XI), a minimum of ten (10) members of IAEE in good standing may petition IAEE Board for permission to establish a chapter. The Bylaws make no distinction between Exhibition Management members and Associate members for this purpose.
2. In our experience, for a new chapter to be successful, a core group (15-20) of committed volunteers is paramount. Should a group of ten (10) or more qualified IAEE members wish to petition the IAEE Board for permission to organize a new chapter, a copy of such petition shall also be furnished to the Board Chair of the specific IAEE Chapter from which the proposed new chapter may emerge. (Please contact the Director of Membership and Chapter Engagement at membership@iaee.com for a New Chapter petition.)
3. The petition should include:
 - a. commentary addressing the reason(s) why the petitioning members believe a new chapter should be created
 - b. zip codes to be included in the chapter's region
 - c. a Plan of Action for the year.
4. The petition will be considered along with written comments from the petitioning and existing

chapter when submitted to the IAEE Board at its next regularly scheduled meeting. The petitioners will be advised of the Board's decision within ten (10) days of the meeting.

5. If the IAEE Board approves the petition, the effective date of the new chapter shall be not less than six (6) months following the approval by IAEE Board. This period is intended to provide for an orderly transition of membership from the existing chapter to the newly created chapter.
6. A member representative of IAEE may be enrolled in as many IAEE Chapters as is desired, provided that the member representative first join and maintain Chapter membership in the Chapter that the individual resides his/her business. The member representative's primary address in their membership record will determine the primary chapter. Additional chapter memberships may be added at a fee of \$35 each.

Creating a New Student Chapter

IAEE encourages students and faculty in educational programs related to the exhibition industry to consider forming a student chapter. Students in a variety of academic programs will benefit from access to IAEE information and benefits. Students at any domestic or international educational institution may submit a petition for establishment of an IAEE Student Chapter.

Students interested in forming a student chapter should take the following steps:

Seek the support of a Faculty Member who is an IAEE member or a local IAEE mentor chapter who will agree to act as the student chapter Faculty Advisor.

1. Meet to discuss the reasons to form a student chapter.
2. Elect a charter executive committee consisting of:
 - Chapter Chairman
 - Chapter Vice Chairman
 - Chapter Treasurer* (*Chapter Treasurer/Secretary may be a combined position.)
 - Chapter Secretary*
3. Complete and submit the following documents to the Student and University Relations Office at your institution.
 - Chapter Charter Application
 - New Chapter Petition Form (With a minimum of 10 student member signatures)
 - Chapter Officer Listing
4. Once approved by the Student and University Relations Office at your institution, send the completed and signed forms to IAEE for Board of Directors approval at their next regularly scheduled meeting. Upon approval by the IAEE Board, the Student Chapter will be recognized.

Guidelines for Chapter Dissolution

It is an unfortunate reality that some chapters may not remain viable. Chapters need committed volunteers and interested member representatives. In the event a chapter's board believes the chapter is not viable, it is recommended that a survey of the membership be conducted asking if member representatives wish to continue having an active chapter, as well as, asking for volunteers for leadership positions.

If there is interest in continuing the chapter, IAEE recommends that every effort be made to do so. If the Chapter Board makes the decision to dissolve a chapter, it may do so by a 2/3 vote of the Board.

Any monies remaining in the chapters banking account(s) must be returned to IAEE.

Please remember to involve your IAEE Chapter liaison during the dissolution process as important modifications need to be made at IAEE headquarters.

Chapter Name Change

Over time, a chapter's identifying name may not reflect the geographical region in which it operates. The chapter's Board of Directors may want to legally change its name.

In order to change the name of a chapter, these action steps need to be taken:

1. The Chapter Board determines the new name of the chapter. The discussion of the name change and a formal motion of the Chapter Board approving the name change needs to be documented in the chapter's Executive Board minutes.
2. A letter from the Chapter Chairman needs to be written to the IAEE Board of Directors requesting a change of chapter name. Once the letter is complete; send to IAEE (Attn: Membership and Chapter Relations Administrator).
3. An agenda item will be placed on the agenda for the next Board Meeting. IAEE Board of Directors typically meets four (4) times a year. Once accepted by IAEE's Board of Directors, a letter will be sent to the Chapter Chairman. A new Chapter Charter will be administered to the chapter.
4. Once the charter is administered and the chapter name has officially been changed - all documents need to be updated at IAEE Headquarters and on the chapter level to reflect the new chapter name.

Finances

Neither IAEE nor its Chapters exist for the purpose of making money. Our prime objective is to provide desirable educational services nationally, regionally and locally. However, in managing Chapter affairs, it is necessary to make most projects self-supporting. Any surpluses that develop should be used to maintain an IRS stipulated financial reserve, cover capital expenditures, and finance such activities as appear desirable.

Chapter finances should be kept under rigid budgetary control with budgets being established by the Chapter's Board of Directors or Finance Committee before the beginning of each fiscal year.

Although change in financial status is one method of judging a Chapter's performance, it is by no means the most important criterion. The most important yardstick is the answer to the question "What have we, as a Chapter, accomplished?"

The question is often asked: "How large a reserve should be maintained by the average Chapter?" **The IRS and IAEE suggest that reserves should be held that can adequately meet one year's operational costs.**

All checks and other instruments for the payment of monies of a local Chapter shall be drawn in the name of the local Chapter and should be signed by the Chair, Vice Chair, Treasurer, Administrator and countersigned by the Chair, Vice Chair, or a member of the Executive Committee. No such check or instrument shall be signed and countersigned by the same person. More information listed in Part 5, Financial Records.

Chapter Resources Programming

Service to your membership is best expressed through your regular chapter meetings. The quality of each meeting has a profound effect upon attendance at subsequent meetings. Hence, considerable attention must be paid to program development. Imaginative program planning is a major key to the success of your Chapter.

A significant activity of any Chapter is the educational service it provides its membership and the exhibition industry at large.

IAEE offers assistance with chapter programming through the Chapter Education Fund, which provides financial support, and the **Chapter Speaker Series**, which offers programmatic support for chapters. Additionally, **IAEE Chapters may request speakers from IAEE's Board of Directors or IAEE staff.**

- **The Chapter Education Fund**

The Chapter Education Fund is available to assist chapters in securing speakers for special programs. Each chapter may apply for a maximum of two \$1,000 speaker grants annually. For more information on the grant process, visit the Chapter Leaders Council Discussion Group on MemberLink and access the Chapter Toolkit under the Library.

- **Chapter Assessment Tool (CAT)**

Chapters can receive complimentary full meeting registrations to Expo! Expo! by completing the IAEE Chapter Assessment Tool. The Chapter Assessment Tool is designed to assist chapter leadership in capturing and reviewing the accomplishments of their chapter over the previous calendar year and to establish effective practices for all IAEE chapters.

Event Promotion

IAEE Headquarters will advertise the chapter events and activities in all IAEE publications and on the organization's Web site. In order to be listed, information must be sent to Director of Membership and Chapter Engagement (membership@iaee.com) at IAEE Headquarters. Once delivered to IAEE, we will make sure the information is listed in our publications and online calendar.

IAEE Marketing Policy states we will market the chapter's Annual Business Meeting in our publications as soon as it is delivered to IAEE. But for regular scheduled monthly events, we will market the event in our publications two months prior to the event date.

In addition, many chapters use social media (LinkedIn, FaceBook, Twitter) to promote chapter events. Social Media accounts may be established and maintained by each chapter.

Event Finances

Although educational activities are not necessarily intended to develop financial surpluses, they should be planned as to meet costs plus a modest surplus.

Canceling Chapter Events

In the unfortunate situation where a chapter meeting has to be canceled, here is some advice once the decision has been made:

Decide on refund options (refund monies or apply the fee toward a future event).

1. Decide what you'll say (designate one person to craft an announcement to be approved by the board.
2. Call key participants.
3. Spread the word (assign a person/team to post the announcement and issue a press release.
4. Talk to your venue.

IAEE MemberLink

Through IAEE's online MemberLink PORTAL, chapters can maintain their own chapter communities. Chapter communities allow chapter members to communicate in forums/list serves, share files, poll and survey their members, send email updates, meeting announcements, and much more – all from one place! In order to manage your chapter's chapter community, you must be identified as an administrator for your chapter. Simply email the Director of Membership and Chapter Engagement at membership@iaee.com if you need administrative access to your chapter's community. Be sure to include an invitation to your chapter's online community in your newsletters and communications to new and seasoned members. Encouraging conversation by posting a "question (or tip) of the week" is a great way to engage your members.

Promotional Resources for Chapters

Chapter Web Sites

It is strongly suggested that IAEE Chapters have a website. Web sites are secured and maintained by individual chapters. Chapters may wish to partner with an external vendor. Web sites for all IAEE chapters can be viewed at <http://www.iaee.com/membership/chapters/>.

Guidelines for Chapter Web Sites Provided by IAEE HQ

Please follow IAEE's Branding Guidelines with setting up and maintaining your chapter website.

Q: Can photographs/graphics be included on the Web site?

A: Yes.

Q: What can chapters put on the Web site?

A: Chapters may include a list of chapter board member representatives, meeting notices and on-line registration, newsletters, board meeting minutes, annual reports, sponsors, and special membership promotions.

Q: Can our chapter have a database of its members on the Web site?

A: It is recommended that chapters use the online Membership Directory.

Q: What does my chapter need to do to take full advantage of our Web site?

A: Meet with your board and determine who will be responsible for maintaining and making updates on the website. In addition, make sure you have a vendor contact person. Also decide what you want to include on the Web site.

Email Blast Guidelines and Charges

E-mail blasts are available to chapters. The chapter sends a sample of the e-mail blast and/or the flier to IAEE along with the following additional information:

1. Target audience (any or all of the following: chapter member representatives, prospects, or primary member representatives).
2. E-mail subject and text box message.
3. Transmission date needed.

The cost is 5 cents per e-mail sent (email must be developed by the chapter or a representative).

E-mail blasts containing attachments will not be sent from IAEE, but a link from the e-mail to a document housed on your chapter web page can be included.

Please send all e-blast requests to the Director of Membership and Chapter Engagement at membership@iaee.com.

Articles for Chapter Newsletter

Chapters can use IAEE's publications such as Blogs, On Point, and press releases received from IAEE to produce newsletter articles. For text only files, please contact the Director of Membership and Chapter Engagement at membership@iaee.com

Sharing Best Practices

IAEE encourages the sharing of best practices amongst IAEE chapters. Chapter leaders can save valuable time and resources by avoiding "reinventing the wheel" and, instead, taking advantage of the collective knowledge of chapter leaders. For this reason, your IAEE liaison has compiled a collection of sample forms, agreements and documents for your use.

Please visit http://www.iaee.com/about_iaee/iaee_chapters/chapter_management_handbook and see the Best Practices section to review available resources. If your chapter has resources you are willing to share, please provide a copy to the Director of Membership and Chapter Engagement at membership@iaee.com.

Chapter Leaders Council Online Community

Another valuable resource for this purpose is the Chapter Leaders Council Online Community. As Chairs, Vice Chairs and Administrators, each of you has access to the private community, to post a comment, question or best practice, follow these simple instructions:

1. Log in to www.iaee.com using your user ID (email address) and your password.
2. Click "MemberLink" (lower left side of the screen).
3. Click "Your Communities" (top left of screen).
4. Click "Committees."
5. Select "Chapter Leaders Council."
6. Under the "Forums" heading, click "Committees: Chapter Leaders Council Discussion."
7. Click "Add Thread."
8. Enter a subject line.
9. Enter your message (If pasting from Word, use the "Paste in plain text" feature.).
10. To send your message, click "Ok" and your message will be emailed to all chapter chairs and vice chairs.

The Chapter Leaders Toolkit is also including in the Chapter Leaders Council Online Community, under the library. For questions, please contact the Director of Membership and Chapter Engagement – 972-687-9231.

**SECTION 3:
LEADERSHIP AND
COMMITTEES**

Chapter Leaders Council

The purpose of the Council is to address issues of common interest of IAEE leadership and IAEE's Chapters. IAEE's policy is to promote the welfare of its Chapters and to encourage cooperation between the International organization and its chapters. The IAEE Board of Directors chair will appoint the chair and board liaison for the council.

The council is composed of IAEE's leaders including the chairman and vice chairman of each Chapter. The 2019 Chapter Leaders Council is charged with:

Supporting and implementing initiatives from IAEE's strategic plan.

Identifying ways in which the relationship between IAEE and its chapters can be materially enhanced.

Identifying and cultivating future leaders for both the chapter and international levels.

Communicating to Headquarters the concerns and needs of members at the grassroots level.

Communicating of IAEE Headquarter initiatives to local membership.

Establishing "Best Practices" for effective chapter management.

Chapter Leaders Development at Expo! Expo! IAEE's Annual Meeting & Exhibition

Estimated Time Commitment:

Members of the Chapter Leaders Council will be expected to meet approximately 6-10 times each year virtually through IAEE's social network or via teleconference. If neither the Chapter Chair nor Vice Chair is able to participate in the Chapter Leaders Council discussions, another member of the chapter's board may represent the chapter. The members of the Chapter Leaders Council are expected to attend the annual Chapter Leadership Retreat. In addition, the Council may meet face-to-face at IAEE's Annual Meeting.

Teams within the Council may be established to address specific tasks. In this event, members of the task-specific team may be required to participate in additional teleconferences.

The Bi-Weekly Friday Leadership Report

A Friday Report will be sent to Chapter Chair and Vice Chair from IAEE President each week. The email provides interesting industry data from the perspective of the IAEE President.

IAEE Awards

The IAEE Awards Program is designed to recognize those professionals who have made outstanding contributions to the exhibition industry. One award, the Merit Award, is especially for the chapter leader whose ideas and work has benefited IAEE as an organization in a special way at the chapter or local level.

IAEE Award winners are recognized at the IAEE Annual Meeting in December.

Chapter Leaders Forum

Each year during Expo! Expo! IAEE's Annual Meeting and Exhibition, IAEE hosts a Chapter Leaders Meeting to provide chapter leaders with the information, resources, and contacts needed to operate a successful chapter. The program is designed primarily for the officers of the chapter; however, other rising stars are welcome to attend.

Benefits of attending the meeting:

- Networking and sharing ideas with IAEE chapters from around the country
- Leadership techniques that create effective chapter boards
- Career enhancing training sessions that inspire

To attend, simply email the Director of Membership and Chapter Engagement or register for the Chapter Leaders Meeting while completing the Expo! Expo! registration process online.

Chapter Leaders Retreat

Each year IAEE hosts Chapter Leaders Retreat in conjunction with IAEE's Krakoff Institute Leadership (KLI) program. This is a 2-day program to assist leaders with information, resources, idea exchanges to better operate and build a successful chapter.

Overview of Chapter Board of Directors

The Board of Directors is the backbone of every successful Chapter organization, helping to set policy and guide the many activities of the local Chapter. In general, this group sets Chapter policy and gives counsel and guidance to the Chapter in all its social, financial, educational, membership, and technical activities, as well as meetings and programs. Other member representatives of the Board also serve as chair of the more important Chapter committees.

A good Board will review regularly the plans and accomplishments of all working committees within the Chapter. It will also observe closely the financial results of the various Chapter activities so that fiscal problems can be dealt with before they become serious.

One of the prime purposes of the Board is to assist the Chair in setting up the working committees of the Chapter for the term of office. The member representatives of each of these committees shall be appointed by the Chair subject to confirmation by the Board. The Board may create new or special committees as it is deemed advisable; define the duties and powers of these newly created committees and terminate their activities.

It is suggested, while in office, to keep a notebook of actions/updates that can be passed down to your successor.

Conflict of Interest Guidelines for IAEE Leadership Positions

The support for high standards of honesty, integrity, impartiality, and conduct of IAEE member representatives in leadership positions within the organization is essential to assure the proper performance of IAEE's responsibilities to the entire membership and the exhibition management industry.

For the purposes of these guidelines, an IAEE leadership position includes an officer, member of the Board, chapter officer, and committee member of IAEE, IAEE affiliate or subsidiary.

IAEE member representatives in leadership positions shall avoid any action which might result in, or create the appearance of, using an IAEE position for private gain. This will also include 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 member representative in a leadership position shall knowingly use his/her official position to participate in an official IAEE act, when such act would further, directly or indirectly, the IAEE leader's beneficial interest without a full disclosure of that fact prior to any official action.

The "beneficial interest" of an IAEE individual in a leadership position includes direct or indirect benefit to the individual, family, partners, company and/or employer, or others with whom the individual has financial or business ties.

An IAEE member representative in a leadership position 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 member representative in a leadership position 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 member representative 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 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 individual in a leadership position at a duly convened meeting.

The Board of Directors may grant a waiver of the restrictions included in these guidelines upon written request.

Sample of IAEE Board and Committee/Task Force Conflict of Interest statements are located at <https://www.iaee.com/docs/CmteConflictofInterest.pdf>.

Board of Directors Terms of Office

The Board of Directors (elected officers and directors) shall consist of a minimum of seven (7) member representatives. This includes elected officers, which consists of five (5) member representatives and at least two (2) at-large directors.

Officers shall hold office for a period of one (1) or two (2) years, as determined by the chapter, or until their successors are duly elected.

All Directors shall hold office for a term of three (3) years, or until their successors are duly elected and qualified. Directors shall not serve more than two (2) consecutive terms unless elected as an Officer.

Tenure of Office

To maintain continuity, it is recommended that Board member elections be rotated so that one-third of the Board's member representatives retires each year. The openings occurring as a result of the retiring member(s) are subsequently filled at the regular meeting by the election of a *new* slate of Directors.

Although it might be necessary upon occasion to again call upon member representatives who previously served on the Board, the best interests of IAEE and the chapter will be met by involving new people. Observation of how individuals serve on working committees will provide likely candidates for Board positions.

Board Meetings

Because the Board is so important to the success of the local Chapter operation, it is customary for the Chair to hold regularly scheduled meetings, preferably between the regular meetings for the entire membership and at least once each calendar quarter. A majority of the member representatives of the Board should constitute a quorum at any meeting of the committee and each member representative present is entitled to one vote.

IAEE can assist with the set-up of board conference calls if a face to face meeting cannot be accomplished. The fee for conference calls is 10 cents a minute per person.

Board Vacancies

Vacancies, which occur on the Board between the regularly scheduled annual elections, shall be filled by nomination and election within the Board at any one of its next regular meetings. Any board member so elected shall complete the unexpired term of the individual replaced, or if not replacing someone, shall serve until the next annual meeting.

Chapters often face the dilemma of what to do about a member of the Board who does not attend meetings or handle the responsibilities given. The Board should address this issue and create guidelines for Board members who do not attend.

A reasonable rule would be if a board member misses two (2) consecutive board meetings, an Officer should contact the Board member to determine if he/she can fulfill their commitment. If the Board member can't fulfill his/her commitment, then the Board member should be asked to resign. If a Board member is non-responsive or continues to miss Board meetings, then that Board member may be removed by a 2/3 vote of the Board of Directors.

Executive Committee

Although it can be considered an honor to be elected to the Chapter Board of Directors, the post is much more than an honorary office. The Board is responsible for all policies and operations of the chapter.

To them goes the credit or blame for success or lack of success of the chapter. For this reason, it is essential that the Board meets regularly and stays thoroughly informed on all activities of chapter officers and committees.

Most Chapters should install member representatives of the Board as liaisons to each committee, and committee chairs should appear before the Board to report on their actions, as necessary.

It is important that accurate minutes of each Board meeting are prepared by the Chapter Secretary. Copies of the minutes are to be retained in the Chapter's permanent files, distributed to officers and member representatives of the Board, and copies sent to the IAEE Headquarters.

Because of geography, some chapters use conference calls to hold their Executive Board meetings. IAEE can assist with conference call set-up; please contact **the Director of Membership and Chapter Engagement at membership@iaee.com**.

EXECUTIVE COMMITTEE JOB DESCRIPTIONS

This section is written to provide job descriptions for officers and other board positions, and if needed the chapter administrator. Also included are descriptions of possible committees.

CHAPTER CHAIR

The Chair is the principal point of contact between the Chapter and the public; the Chapter and its chapter membership; the Chapter and IAEE. The Chair and Vice Chair are automatically, by virtue of the offices, board members of IAEE's Chapter Leaders Council.

An important ingredient in successful Chapter leadership is the ability to work with and lead fellow officers, committee Chairs and committee members.

Before the Chair can have a successful year, it is suggested that a Plan of Action be prepared. The Plan should be ready for presentation at the first meeting of the Board for approval or modification. Ideally, the Plan is derived through consultation with the other officers who will share responsibility for the coming year's operations. Having had a part in shaping the plan, the Vice Chair and Treasurer/Secretary can be counted upon to give effective support.

Careful attention should be given to the selection of committee chairs that will be responsible for making their portion of the plan work. Committee chairs should be fully and clearly informed as to what is

expected of them, avenues of approach, budgets, available resources, and relationships with other committees. In addition, the chair will want to establish committee reporting procedures designed to keep him/her fully informed.

To maintain necessary consistency and control, the chair should conduct all meetings in accordance with Robert's Rules of Order. <http://www.robertsrules.org>

The Chair will need to establish a checklist of responsibilities and recommendations, which include the following:

1. Preside at All Chapter Meetings

- a. In addition to opening and closing the meeting, it is the Chair's duty to see that a firm schedule is maintained.
- b. Remember, member representatives and guests are attending the meeting to hear the program. Thus, Chapter business, committee and miscellaneous reports, as well as other extraneous information should be concise and valuable.
- c. Check on arrangements and other details of the meeting well in advance, unless delegated to another Board member.
- d. In the absence of the secretary, direct the completion of a Meeting Evaluation.

2. Executive Committee Meetings

- a. Prepare agenda.
- b. Notify member representatives of time and place of meeting, even though meeting schedule has been established
- c. When special projects are to be discussed, make certain the principal people involved are available and present.
- d. Activities of all committees should be briefly reviewed at each meeting.
- e. In the absence of the Secretary, delegate another member of the committee to do the prompt preparation/distribution of minutes.

3. Delegating Committee Responsibilities and Making Committee Appointments

- a. Carefully match committee responsibilities with available people.
- b. Strive to draw upon new people as a method of increasing interest, as a source of new ideas and as training for future Chapter officers and Board member representatives.
- c. Try to avoid one person committees. The actual number of people in the committee depends upon the work it is expected to accomplish.
- d. Ask for periodic and comprehensive reports and minutes of committee activities.
- e. Require committee Chairs to furnish you with a schedule of their meetings so you can attend as many as possible.
- f. Require committee chairs to prepare year end reports, which include statements of accomplishment, recommendations for the next year, and future possible committee membership.

4. Coordinate and Strive For Effective Two-Way Communication with IAEE

Inform officers and committee Chairs of proper channels of communication.

Keep Chapter officers, Board members and committee Chairs informed of IAEE's activities and policies.

5. Provide Supporting Assistance in Pursuing Overall IAEE Objectives - From time to time, there will be programs and activities (recommended by IAEE's Board or its committees) vital to the continued progress of IAEE. The Chair will be called upon to implement these programs and activities locally.

CHAPTER VICE CHAIR

The most obvious duty of the Chapter Vice Chair is to act on behalf of the Chair when the latter is unable to be present. In Chapters where a succession of officers has been established, the term of the Vice Chair should be used as an educational period for the succeeding year.

Many Chapters assign to the Vice Chair the important responsibility of chairing the program committee. In this role, the Vice Chair appears before the Chapter at each of its meetings to introduce the program.

The Vice Chair should serve as an ex-officio member of several of the chapter's major committees and make a determined effort to attend as many of their meetings as possible, thus becoming thoroughly familiar with all phases of the Chapter's operations.

Responsibilities and Recommendations:

1. **Major Chapter Activity** - Direct the major Chapter activity of the year, such as a special membership effort or special educational activity.
2. **Spot Assignments** - Be available for spot assignments to areas requiring special effort, as such situations arise. The Chair will make assignment.
3. **Program Planning** - Through planning, a Vice Chair, heading up programming for the next year's chapter activities will have considerable effect over what is presented during their term of office.
4. **Major Committees** - The Vice Chair shall be an ex-officio member of all major committees.

CHAPTER SECRETARY

The Chapter Secretary has the responsibility of maintaining all Chapter records, reports, membership lists, minutes of Board meetings, keep close contact with IAEE Headquarters, and producing such reports and records as might be required.

Responsibilities and Recommendations:

1. **Recording Keeping** - Due to legal and tax requirements plus to ensure continuity, it is necessary that complete records be maintained on such activities as:
 - a. regular meeting data
 - b. educational activities
 - c. social programs
 - d. accounting/financial
 - e. all other business of the Chapter.
 - f. In many instances, chairs of the responsible committees supply complete reports of events to the secretary.
 - i. Where possible, a special container should be provided for the storage of permanent, continuing reports of all Chapter committees.
2. **Keeping Minutes** - The Secretary is responsible for keeping minutes of all Chapter Board meetings. Minutes should include items discussed, decisions reached and all other business conducted. Underline or capitalize all motions. Action items can be listed separately for ease in next meeting's agenda.
3. **Copies of minutes should be distributed promptly to all Board members and IAEE Headquarters.**
4. **Correspondence** - The Secretary is the official correspondent for the Chapter. In addition to the normal correspondence with membership and IAEE Headquarters, the office of the Secretary handles official communications as directed by the Chair and Board. Some chapters hire a chapter administrator to handle the day-to-day correspondence. The Secretary should oversee the activities of the chapter administrator.

- a. Within 15 days of an election, notify IAEE of the results of the election. Report to IAEE the names of the Executive Committee and Committee Chairs.
5. **Maintaining Membership Records** - Membership records must be current at all times for both the chapter and IAEE. Address changes, changes in members and member representative's status, as well as up-to-date contact information received directly by the Secretary should be forwarded immediately to IAEE Headquarters.
- a. Chapters receive a monthly active roster from IAEE which can be used as an official chapter database. Updates in between can be requested, as needed.
6. **Reports** - The Chapter Secretary is responsible for certain monthly and annual reports. These include:
- a. Meeting information to IAEE Headquarters containing details of speaker, topic, location, date, and attendance (copy of the meeting flyer is sufficient).
 - b. Annual report to chapter membership of the year's activities should be made to the Chapter membership at its annual business meeting. Normally, this information is available from monthly records and from reports of all committee Chairs.
7. **Chapter Reports From IAEE – IAEE has a web portal for chapter leaders to access the following reports.:**
- a. New Member Representative Report
 - b. Active Chapter Roster
 - c. Delinquent Membership Report
 - d. Membership Type Summary
 - e. IAEE Chapters Membership Summary
 - f. Young Professionals Roster

CHAPTER TREASURER

The Chapter Treasurer has the responsibility for gathering, disbursing and managing the Chapter's funds. The Treasurer should be prepared at all times to submit a complete and accurate statement showing the current financial status of the Chapter.

Chapter funds should be disbursed only by check. Checks are to be signed by two Chapter officers, as authorized by the Board. The Treasurer is usually one of the authorized signers.

In addition, the Treasurer is custodian of Chapter reserves in the form of savings or checking accounts in banks, stocks, bonds, or other securities.

Chapter operations require the establishment of and adherence to realistic budgets. Each committee must be informed of the funds budgeted for its activities. Expenses specific to the committees should not be made without formal approval of the chair of the committee involved.

The Treasurer and other chapter officers handling its funds are covered by the surety protection maintained by IAEE. (Note to Chapters: Your Semi-Annual and Year End Chapter Financials are needed on file in order to be eligible for insurance protection as a chapter officer.)

Chapters are encouraged to appoint finance committees to act in an advisory capacity to the Treasurer in establishing budgets and setting financial policies. The Treasurer is chairman or a member of the committee.

Responsibilities and Recommendations:

1. **Deposits** - Receive and promptly deposit all funds, regardless of source, paid into the Chapter.
2. **Disbursements** - Disburse funds as authorized by the Board and in accordance with established

budgets.

3. **Financial Reports** - Prepare financial reports for Annual Chapter Report for Chapter records and Board meetings.
4. **Reports to IAEE** - After proper audit, submit the Chapter financial report to IAEE Headquarters no later than February 15 (Year End of previous year) and August 31 (Semi-Annual of January-June)

CHAPTER ADMINISTRATOR OR EXECUTIVE DIRECTOR (Support Staff)

Some chapters may choose to hire a chapter administrator to handle routine functions. Doing so will ease the burden for the Executive Committee as the chapter administrator can then perform day-to-day operations leaving the Executive Committee to perform other duties.

Chapters should have written agreements with their chapter administrators, and should closely monitor the administrator's activities.

CHAPTER COMMITTEES

The strongest Chapters are those which operate in a highly efficient manner. To operate efficiently, it is necessary that the membership of the Chapter be involved in some phase of its activity through participation in committee work.

Maximum effectiveness results from the establishment of committees through selection of strong, imaginative Chairs and an adequate number of member representatives. How many and what types of committees a Chapter needs vary with the size/location of a Chapter.

Commonly, the following committees are necessary to carry on the Chapter functions:

- Program/Education Committee
- Membership Committee
- Marketing/Communications

Other desirable committees may include:

- Finance Committee
- Social Events/Reception Committee
- Public Relations Committee

One-assignment committees include:

- Auditing Committee
- Nominating Committee

Ad Hoc committees may include:

- Bylaws Committee
- Long-Range Planning Committee

Committees exist until a specific assignment is complete or otherwise directed by the Chapter Chair. The committees listed cover the majority of common activities engaged in by IAEE Chapters.

Particular stress should be placed on securing the newer and younger member representatives of the Chapter as active committee member representatives. The benefits of fresh ideas are brought into the committee's activities, where the new member representatives become acquainted in the Chapter and develop an interest in its progress and talent is developed for committee Chairs and Chapter offices.

COMMITTEE DESCRIPTIONS

AUDITING COMMITTEE

The function of the Auditing Committee is to assure that the financial records and physical assets of the Chapter are in good order and that the financial reports are done consistently from year to year. The committee should be comprised of annually rotating member representatives.

No incumbent officers or other committee Chairs should be member representatives of the Auditing Committee, although they may be present during audit sessions. And committee member representatives should serve one-year terms.

Responsibilities and Recommendations:

1. **Audit** - Conduct a prompt (within 30 days) end-of-fiscal year audits and other audits, as requested or required. It is recommended that the chapter's books be audited whenever a new Treasurer assumes office.

The audit should include review and reconciliation of:

- Monthly Bank statements
- Checkbook records
- All investment records
- The book of accounts
- All original invoices and bills, including a spot check or review of any unrecognized vendors for dummy payees.
- Treasurer's financial statements
- Copies of all regulatory reports
- Verification of the existence of all assets
- Verification of the condition of all assets

2. **Outside Audit** - If justified, recommend to the Board that an audit by an outside auditing firm be conducted and, if approved, arrange for such audit. It is recommended that large Chapters have a professional audit every three years or so. Also a professional audit should be conducted if there is any suspicion of misappropriation of funds. In this event, the professional auditors would need to be alerted, since a normal audit does not detect such misappropriation.

3. **Audit Report** - Prepare a written report of each audit completed. If appropriate, recommend changes in procedures for financial and asset record-keeping and reporting. File the audit report with IAEE Headquarters.

FINANCE COMMITTEE

The function of the Finance Committee is to ensure the financial stability of the Chapter. In absence of an Audit Committee, the Committee should ensure adequate management controls are in place to protect the Chapter resources from fraud, waste, or abuse. The Committee is comprised of a Chair, Treasurer, and other member representatives as appointed by the Chapter Chair.

Responsibilities and Recommendations:

1. **Annual Budget** - At the beginning of the Chapter fiscal year prepare the annual budget for the approval of the Board. **Expenditures** - Recommend to the Board modification of expenditures, as necessary, during the fiscal year to meet budget.
3. **Income** - Suggest and recommend income producing activities. Evaluate the appropriateness of meeting meal charges, conference registration fees, etc.
4. **Investments** - Propose to the Board and, if approved, arrange for short-and long-term investments for chapter funds as appropriate.

MEMBERSHIP COMMITTEE

The responsibility of the membership committee is to develop and execute, or supervise the execution of, promotional plans to maintain and build the membership of both the chapter and IAEE. If a chapter has a chapter administrator, that person can handle many of these tasks.

Responsibilities and Recommendations:

1. **Determine membership related goals** to support the overall chapter's strategic plan
2. **New Membership** - Develop programs to involve and engage new individuals
 - Develop a new membership outreach campaign (IAEE sends an orientation link to each new member)
 - Coordinate a welcome committee at monthly meetings/events, to welcome each and every new member or new attendee.
 - Ask membership committee member to call and welcome new members to events and invite them to get involved on a committee
 - Recognize new members in your Chapter Newsletter/Website
3. **Membership Retention** - Make regular and continued connections with your members to ensure engagement and involvement.
 - IAEE conducts member surveys throughout the year. Contact the director of membership and chapter engagement to get a copy of the results, so you can better understand your membership. Or you can develop a member needs assessment on your own to gain insight on what your members want/need as far as education and networking opportunities.
 - Coordinate a welcome committee at monthly meetings/events, to provide members an open and welcoming environment.
 - Research current membership trends and topics pertinent to the meetings industry and report to board of directors.
 - Develop and or recommend recognition programs for the chapter; recognize tenure, potential scholarships opportunities.
4. **Delinquent and or Lost Membership** - Contact delinquent chapter membership by letter or phone for their renewal within one or two months after official delinquency. Give feedback to the executive committee and IAEE of any pertinent view or opinions from the contact.
 - Reach out to members that are on the lost member reports. Reports are distributed by the IAEE membership department.
 - Reach out to delinquent members one month after official delinquency. Reports are distributed by the IAEE membership department.

NOMINATING COMMITTEE

It is the responsibility of the Nominating Committee to develop a slate of qualified candidates for each Chapter election.

Responsibilities and Recommendations:

1. **Candidate Selection** - Careful adherence to the Chapter election calendar is required. The Committee should begin its candidate selection process well in advance of the expected ballot mailing.

The Committee should ensure that the candidates are informed as to the qualifications and responsibilities of the positions for which they are nominated, are willing to serve, and

receive copies of the Bylaws of the Association and the Chapter. Untried candidates should be avoided. Wherever possible candidates for the Executive Committee should be selected from among member representatives who have proven themselves as competent committee Chairs.

2. **Election of Officers** - The Committee must carefully review those portions of the Chapter Bylaws that govern the election of officers to make sure that all required procedures are satisfied. Sample of a ballot can be found in Best Practices.

The Committee should review the ballot format before it is printed and mailed/faxed to its membership. Each state has special laws governing electronic voting. Be sure to check before relying solely on email.

3. **Nominees** – An individual on the nominating committee cannot be nominated for office.

PROGRAM COMMITTEE

The duty of the Program or Education Committee is to assist the Vice Chair (or Program Chair) in planning and producing Chapter meetings and continuing education programs. It is suggested that the Committee shall consist of the Vice Chair who shall be the Committee Chair, one other member of the Board, plus additional member representatives.

The Committee shall develop the programs for the year and contact speakers that meet programming needs

Responsibilities and Recommendations:

Planning a Chapter Meeting

1. **Goals and Objectives** - Determining meeting goals and objectives will provide the basis for program content and serve as the guiding principle for each element of the chapter event.
2. **Program Development** - Once goals and objectives are established, the program format and topics can be developed.

In planning your program, take these factors into consideration:

- a. Educational Format – This should include a variety of delivery mechanisms. Panel, Structured Questions, Workshops, Roundtables, Hands-on Participation, Controversy Panel, Poster Sessions.
 - b. Speaker Coordination – Coordinating the activities of the speaker is a key component in a successful program. (Also determine if Jim Lynn Memorial Chapter Education Fund speaker grant will be used for this event.)
 - c. Training Courses – Offering heavy practical, light theory chapter meetings can improve overall quality of your program and increase attendance.
3. **Budgeting** - Good financial management sets up a framework that monitors all elements of a meeting.
 - a. Establishing financial goals should be completed before any other planning begins.
 - b. Maintain accurate accounting records for each meeting. Coordinate with the Treasurer to produce an easy reporting system.
 4. **Site Selection** - Search for and maintain a current inventory of prospective meeting places. This is a critical factor in the success of a chapter meeting.
 5. **Registration Procedures** - Registration is the first impression attendees will have of your chapter meeting. A carefully planned registration process that is as quick and easy as possible for the attendee to utilize will be greatly appreciated.
 6. **Meeting Evaluation** - Evaluations allows chapter to determine if goals and objectives of the

meeting have been met and can be a valuable tool for planning future meetings.

7. **Chapter Boundaries** - IAEE approval is required to conduct programs, which extend beyond Chapter boundaries.

This requirement is not to limit the programs, but to give assistance in developing programs and advise of conflicting events, either by IAEE or another chapter or organization.

8. **Chapter Conflicts** - Scheduling of chapter meetings should be done after consulting IAEE's calendar and other associations for potential conflict.

Mix and match any of the above to create events for your chapter. For instance, select a charity and support it with donations of needed items and cash at your each of your chapter activities.

Promoting a Chapter Meeting

1. **Promotion and Marketing** - Once a meeting is organized and planned, promotion becomes a key factor in the meeting's outcome. Promotion achieves the meeting's objectives, such as generating program awareness or reaching attendance goals.
2. **Printed Promotional Materials** - Two promotional pieces can be created: the brochure and the Press Release.
3. **Communications** - Emails, fax blasts, direct mail, and web site are good mediums for promoting your chapter events. If time allows, telephone qualified chapter prospects for that personal touch.

IAEE Headquarters will advertise the chapter's meeting in the IAEE News and Industry Report and the registration brochure for our larger meetings. In order to be listed, information must be sent to IAEE Headquarters.

If not already done by the chapter, the web page will be updated with the upcoming event.

COMMUNICATIONS COMMITTEE

The Communications Committee is charged with the duty of arranging publicity around the Chapter's activities to internal groups, external groups, and media.

A newsletter should be published on a regular basis as one method of communication. External publicity is helpful in attracting and retaining membership, as well as informing the public.

Mailing labels for industry media may be obtained from IAEE.

Responsibilities and Recommendations:

1. **Newsletter** - This can be a printed or electronic newsletter, depending on the demographics of your membership.
2. **Announcements** - Advance notice to trade and technical journals for listing in their meeting calendars (at least 3 months ahead). This includes publication of your calendar in IAEE's Face to Face, Expo magazine and web site.
3. **Detailed News Releases** - Detailed news releases of programs and meetings to trade and technical journals (two months or so ahead).
4. **Brief News Releases** - Brief information on the date, time, place, speaker, and subject of the program to local newspapers, radio and TV stations (about 3-5 days ahead) is a good idea.
5. **Website** - List all chapter activities on the chapter website in well in advance of programming to heighten awareness and gain attendance.
6. **Brand Guidelines** - IAEE provides branding guidelines for each chapter.

Overview of Chapter Board of Directors

The Board of Directors is the backbone of every successful Chapter organization, helping to set policy and guide the many activities of the local Chapter. In general, this group sets Chapter policy and gives counsel and guidance to the Chapter in all its social, financial, educational, membership, and technical activities, as well as meetings and programs. Other member representatives of the Board also serve as chair of the more important Chapter committees.

A good Board will review regularly the plans and accomplishments of all working committees within the Chapter. It will also observe closely the financial results of the various Chapter activities so that fiscal problems can be dealt with before they become serious.

One of the prime purposes of the Board is to assist the Chair in setting up the working committees of the Chapter for the term of office. The member representatives of each of these committees shall be appointed by the Chair subject to confirmation by the Board. The Board may create new or special committees as it is deemed advisable; define the duties and powers of these newly created committees and terminate their activities.

It is suggested, while in office, to keep a notebook of actions/updates that can be passed down to your successor.

Conflict of Interest Guidelines for IAEE Leadership Positions

The support for high standards of honesty, integrity, impartiality, and conduct of IAEE member representatives in leadership positions within the organization is essential to assure the proper performance of IAEE's responsibilities to the entire membership and the exhibition management industry.

For the purposes of these guidelines, an IAEE leadership position includes an officer, member of the Board, chapter officer, and committee member of IAEE, IAEE affiliate or subsidiary.

IAEE member representatives in leadership positions shall avoid any action which might result in, or create the appearance of, using an IAEE position for private gain. This will also include 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 member representative in a leadership position shall knowingly use his/her official position to participate in an official IAEE act, when such act would further, directly or indirectly, the IAEE leader's beneficial interest without a full disclosure of that fact prior to any official action.

The "beneficial interest" of an IAEE individual in a leadership position includes direct or indirect benefit to the individual, family, partners, company and/or employer, or others with whom the individual has financial or business ties.

An IAEE member representative in a leadership position 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 member representative in a leadership position 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 member representative shall not engage in, directly or indirectly, and financial or business

**SECTION 4:
MEMBERSHIP
PROCEDURES AND
ACTIVITIES**

Membership Overview

Who May Be a Member/Member Representative of a Chapter?

An organization that joins IAEE is automatically eligible for membership in their local IAEE chapter. All persons who are member representatives of an IAEE Chapter must be in good standing of IAEE.

A member representative (individual) may join as many IAEE Chapters as desired. The fee for joining additional chapters is \$35 per additional chapter.

Chapter Membership Dues

On a membership recruitment or renewal, IAEE will pay the chapter 10% of the IAEE membership dues collected. A description of the fees is sent to designated chapter leaders each month after the funds have been electronically deposited.

IAEE Membership Types

- **Industry Member** – Organizations, other than Event Facility Member, engaged in the exhibition and event industry, and is located or does business primarily in North America. Dues are based on Annual Revenues derived from the exhibition industry. This classification receives one vote per member organization.
- **Event Facility Member** – Organization, such as convention, conference, exposition center or hotel, which provide space for conducting exhibitions and buyer-seller events in North America. Dues are based on gross square footage of exhibition, conference, and meeting space. This classification receives one vote per member organization.
- **Industry Member Outside of North America** – Organization that meets the qualifications for Industry Member or Event Facility Member, except its established place of business is outside North America. Dues are based on a flat fee. This classification receives one vote per member organization.
- **Individual Member Outside of the United States** - An individual that is engaged in the management, planning, production or promotion of exhibitions and similar events to bring buyers and sellers together and are located outside United States.
- **Educator** – Individual or Organization - Currently defined as a Faculty Member, this is a member who is teaching or directing a program at a college or university. Regarding Faculty Membership for individuals employed as faculty in post-secondary academic programs, their main employment, remuneration, direction, and efforts must be in a recognized academic institution and they must be considered an employee with their institution.
- **Corporate Event or Exhibit Marketer** - For individuals or organizations that use or create experiential events to market programs, products and/or services to both business-to-business and business-to-consumer organizations. If the organization produces its own event, that would take precedence over Corporate Event or Exhibit Marketer, and they would then fall under the Industry Member category.
- **Other Memberships (Auxiliary, Student, Educator or Retired)** – Individuals that meet the qualifications for student, educator or retired members per the current IAEE bylaws. Dues are based on a flat fee. This classification is non-voting.
 - **Auxiliary Member** - An individual who has been a member of IAEE but is no longer employed in the exhibitions and events industry and wants to remain involved in the organization.
 - **Student Member** - A full time student at a college or university approved by the IAEE Board. Most Chapters elect to include Students in their chapter roster.

Placement Service

IAEE will extend a person's membership for 2 six month periods if that member becomes unemployed during membership. Appropriate paperwork must be submitted to IAEE Headquarters.

Honorary/Senior Member

IAEE no longer extends membership for Senior Members. The IAEE Board determines Honorary Membership.

Membership Retention

Keeping new members and member representatives after the first year of membership can be more difficult than getting them to join initially. There are no guarantees that once a member joins, they will continue to be a member for years to follow.

The programs and activities of the chapter and IAEE are instrumental in maintaining a continued partnership with your membership. Keeping members and member representatives interested and engaged is a challenge, but necessary for continued growth of the chapter and the Association.

Membership Dues Renewal

IAEE will include each individual's chapter dues at the time of the organization's annual IAEE renewal notices. Members representative are automatically enrolled in their local chapter.

Upon receipt of membership dues renewals, IAEE will electronically deposit 10% of the IAEE dues collected into the chapter's checking account for individuals who paid for their chapter. The chapter's financial deposit and statement will be delivered on or before the 18th of each month.

Available Member Services for IAEE Chapters

Mailing Labels

Please contact the Director of Membership and Chapter Engagement at lbuchanan@iaee.com for chapter labels to use for chapter newsletters, updates, or industry media. The labels can be sorted by company, last name or zip code order. You can specify active, inactive, Chapter member representatives, and prospective member labels. Orders will be processed within one business day of request. For overnight delivery, IAEE will ask the chapter to cover the shipping expenses.

Email Blast Guidelines and Charges

E-mail blasts are available to chapters. The chapter sends a sample of the e-mail blast and/or the flier to IAEE along with the following additional information:

1. Target audience (any or all of the following: chapter member representatives, prospects, or primary member representatives).
2. E-mail subject and Text box message.
3. Transmission date needed.

The cost is 5 cents per e-mail sent (email must be developed by the chapter or a representative).

E-mail blasts containing attachments will not be sent from IAEE, but a link from the e-mail to a document housed on your chapter web page can be included. Please send all e-blast requests to the Director of Membership and Chapter Engagement at lbuchanan@iaee.com.

Chapter Monthly Membership Reports

Membership reports available to chapters through IAEE's online web portal Elements. If a chapter has a question regarding the log in process, or accessing the reports, please contact the Director of Membership and Chapter Engagement.

Here is a brief description of each report:

Total Member Representatives by Count

Total number of active chapter member representatives (individuals), member types (supplier, students, etc.) and percentages.

- **Active Chapter Roster**
Complete roster of active member representatives (individuals) in your chapter. This includes new members.
- **New Member Representatives Report**
Includes all new chapter member representatives (individuals).

Chapter fees are electronically transferred to your chapter's checking account the following month.

Designated chapter officials are notified of the transmission. IAEE sends all new member representatives (individuals) a welcome email and certificate. Chapter should also contact and welcome new members into chapter membership. They could be your future chapter committee or board members.

- **Delinquent Member Representatives**
These members' dues have expired. We do allow a 30 day grace period before inactivating a membership record. If time allows, please contact them and encourage them to renew. If another invoice is needed, please contact the IAEE's Membership Department (membership@iaee.com or 972.458.8002) and one will be sent that day.
- **IAEE Prospective Member Representative List (Individuals)**
These are individuals in our database whom we are currently recruiting for membership. Although they are not current members, your chapter can include them in event promotion and marketing campaigns.
- **Lost Member Representatives**
IAEE has been notified that these individuals are no longer with their organization or they have moved. If you have any information to share, please forward and we will connect with them so their membership record is updated.
- **Young Professionals**
These individuals are our young professional member representatives 35 years of age or younger.

Membership Recruitment and Renewal Tips

Membership in IAEE is one of the best tools exhibition industry professionals can possess. IAEE member benefits and services are designed to advance knowledge, skills and professional networks in the exhibition industry. Benefits of IAEE Membership

- Professional Development
 - CEM Learning Program/Certification
 - Expo! Expo! IAEE's Annual Meeting and Exhibition
 - Krakoff Leadership Institute
 - Women's Leadership Forum and Regional Events
 - Webinars - FREE
- Publications
 - IAEE On Point (Weekly publication)

- Membership Directory/Buyers Guide (on-line)
- Art of the Show Textbook
- CEIR Research and Reports
- The Source
- The Career Center email publication
- The Faculty Update (college and university professors)
- Industry/Professional Resources
 - Full Access to all CEIR Resources
 - Tradeshowstore.com
 - Affinity Programs
 - Career Center
 - Discussion Groups
 - Advocacy before Government and Media
- Leadership Development
 - National/International/Local Leadership Opportunities
 - Committees/Task Forces
 - Chapter Membership and Events

Chapter Membership Benefits

There are many benefits to joining a local chapter. Membership at the local level is included in IAEE membership and can provide IAEE members and member representatives with important local programs, activities, and excellent networking opportunities.

Chapters provide:

- High-quality educational programs;
- Social functions, including luncheon and dinner programs, social mixers, golf outings.
- Chapter newsletters full of interesting and valuable information.
- Leadership opportunities
- Plus many more benefits that you have customized to fit the needs of your chapter members and member representatives.

Do you know what your members and member representatives are expecting from Chapter membership? Have you identified their needs and responded to those needs?

Below are some helpful suggestions in recruiting membership and overcoming objections:

- Conduct a chapter survey to determine what your membership wants and how you can meet their needs. Base your membership recruitment activities on the results of this survey.
- Communicate with your membership by publishing a chapter newsletter. Include news and educational information, testimonials and interesting facts about the chapter and exhibition industry.
- Publish an annual report reminding membership of everything the chapter did for them in the past year and what is planned for the coming year.
- Telephone new member representatives welcoming them to the chapter. Ask if they have any questions about their chapter membership.
- Have your Board welcome new members and member representatives to the chapter.
- Rotate chapter activities to other cities/states, if possible.
- Identify and recruit potential chapter leaders located away from the primary membership concentration who have exhibited leadership skills. Get them involved at the chapter level and groom them to be a local contact.

Membership Renewal

It costs five to six times more to recruit a new member than it does to keep an existing one. Below are suggestions for membership retention:

- Conduct a chapter survey of members not renewing their IAEE membership to determine why they made this decision.
- Set chapter goals for membership.
- Telephone expiring member representatives and discuss the benefits of chapter membership. Secure their commitment to renew.
- Send personalized renewal confirmation letters, or better yet, contact renewing member representatives by telephone and follow-up with a letter.

**SECTION 5: CHAPTER
FINANCIAL,
RECORD KEEPING,
AND TAX
INFORMATION**

Ensuring Fiscal Responsibility

Chapter finances must be among the chief concerns of chapter officers and executives. Chapter membership entrust their leaders with the management and administration of the chapter dues they pay. They want to see a return on their investments in the form of chapter activity and to know that chapter funds are spent and managed wisely.

Chapter Financial Records

Chapter leaders must focus on accurately tracking revenues and expenses. This requires maintaining important chapter records, filing requirements, and bookkeeping procedures, and compliance with tax laws.

If there is not a chapter office or other permanent location for chapter files, the financial records should be transferred smoothly from current officers to new officers when elected.

The transfer of records can occur at the annual meeting when elections are held or in a special meeting scheduled between incoming and outgoing officers. The chapter may want to rent storage space from year to year for older (over 3 years old) files. New officers would receive current files from the outgoing officers plus keys to the storage facility. All chapter records, including copies of the charter, bylaws, and articles of incorporation or articles of organization, should be reasonably accessible to chapter membership.

Permanent records and other important records must be stored in a safe place and kept current.

Permanent records include:

- Chapter charter issued by IAEE
- Chapter bylaws (current)
- Chapter articles of incorporation or articles of organization
- IAEE bylaws
- Minutes of previous board and membership meetings
- Federal and state tax returns and related documents
- Payroll tax returns (if chapter employs staff)
- Audit reports (if one has been done)

Other important records include:

- Paid Bills
- Financial ledger books / records
- Contracts and agreements, including insurance policies'
- Important correspondence
- Bank statements, canceled checks, and reconciliations
- Property rental / ownership records
- Financial statements
- Chapter account statements

Recommended Record Filing System

The purpose of this section is to offer some tips on setting up and maintaining your Chapter files. The probability is that your Chapter doesn't save enough things or you save too much of the wrong things.

Three of the biggest challenges faced by virtually every Chapter are:

- Lack of a fixed file location
- The change-over of secretaries every 2-3 years

- Making the decisions as to what and what not to keep.

Very often the latter decision is never made until the Secretary's files reach such monumental proportions that things have to be cleaned out by wholesale "round-filing", which often results in some things being pitched out that shouldn't be.

The trick in good filing is to establish a system requiring relatively simple procedures, so that it can be kept up easily and turned over to the new secretary with a minimum of instructions and trouble.

In those years when a new secretary is elected, filing operations should be done by the outgoing secretary before the end of the term.

Also, the outgoing secretary should meet with the new secretary for a quick hands-on training session to transfer the permanent and current files and give the new secretary a briefing on duties and the filing system. (A single page summary of the filing system is helpful).

Setting Financial Guidelines

Chapter treasurers and other officers serve two roles in dealing with chapter finances: a fiduciary role and a custodial role. Their fiduciary responsibility assures the safekeeping of chapter assets – making sure funds are invested wisely and spent only on productive activities that support the chapter's tax exempt purposes. The custodial duties require oversight of the chapter's financial transactions. These custodial duties include maintenance of the chapter's important records, establishing financial policies and guidelines, and communication of the chapter's financial condition.

Before a budget or an accounting system can be developed, chapter leaders must discuss and adopt a set of financial guidelines and controls that spell out acceptable policies and procedures.

Consideration should be given to the following areas:

Fiscal Policies

Before adopting policies, these questions need to be answered:

- Who handles receipts and how?
- Where is the money deposited?
- Who approves expenditures and how?
- What documentation is required for expenditures?
- Who can sign checks?
- Is it clear that chapter monies must be in a separate chapter account and not mixed with an individual's personal or business account?
- How often should financial reports be prepared? And by whom?
- Will the chapter use cash or accrual accounting?
- Will the chapter defer dues revenue or recognize it as revenue when received?
- Should the chapter be audited? If yes, how often?
- How are officers reimbursed for travel?

Cash Accountability and Check Handling Procedures

The chapter can do a number of things to create the proper checks and balances on the spending and accounting of chapter funds. The complexity of these financial control procedures depends, in part, on the dollar amounts the chapter handles.

One of the simplest things the chapter can do to monitor expenditures is to require two signatures on checks over a set amount from the chapter account. This safeguard will guarantee that payments are reviewed. The amount set will depend on the chapter's budget, but consider \$250 or \$500 as possible

benchmarks. If the chapter requires two signatures, designate three authorized signers with the bank in case of emergency, illness, or death.

In chapters with executive directors or administrators responsible for day-to-day office management, double signatures may be unnecessary. Checks written by the chapter treasurer or office executive may only need a monthly or quarterly review of bank and financial statements by a board member representative or finance committee.

Bookkeeping

Keeping track of chapter receipts and expenditures is necessary. If finances are complex, a formalized accounting system is helpful. Smaller chapters may only need to maintain an accurate checkbook. Whatever method is chosen, **keep these records – and make sure they are transferred appropriately when a new treasurer is elected.** Each treasurer must ensure that an effective bookkeeping system is in place.

Other Accounting Issues

Financial Statements

Accurate, timely, and understandable financial statements are an important tool to safeguard the chapter's financial stability and integrity.

Audits

An outside audit firm will report directly to the chapter's board of directors on issues determined and requested by the board.

An audit may include:

- Method of accounting
- Internal control
- Reports
- Investments
- Insurance
- Compensation
- Restricted funds
- Inventories
- Tax compliance

An audit can be expensive. The scope of the audit as directed by the board will affect the amount of time required and the cost.

Employer ID Number (EIN)

Each chapter must have their own EIN. A Federal Tax ID number, referred to as an "Employer Identification Number" (EIN), can be obtained by filing IRS Form SS-4. Although referred to as an employer identification number, it is not necessary to have employees in order to receive a number. The form is available from any IRS District Office or at www.irs.gov.

Incorporation

Chapters may choose to incorporate and if so, may do so under the laws of one of the states in which they operate.

Tax Advice

The best source of advice about chapter taxes is a qualified accountant knowledgeable in the affairs of tax-exempt organizations. Even though a qualified accountant is the best source, chapter leaders need to

know the basic compliance requirements of tax-exempt organizations.

Tax Exempt Status

IAEE is a tax exempt organization under Section 501(C)(6) of the Internal Revenue Code.

- **IAEE chapters must file for their own tax-exempt status.**

To apply for recognition of tax-exempt status, the chapter must send:

- A completed Form 1024 (to file as a (c)(6) or a Form 1023 (to file as a (c)(3).
- Form SS-4, Application for Employer Identification Number (EIN). Use this form ONLY if the chapter does not already have an EIN.
- Form 2848, Power of Attorney to authorize the representative completing the application to work with the IRS. This form is needed if the representative is NOT a chapter officer.
- A conformed (attested) copy of the organizing document(s). This is usually the Articles of Incorporation. If not incorporated, then chapter should have Articles of Organization on file.
- A copy of the most recently adopted chapter bylaws.

Additional information may be requested by the IRS. In addition to any fees paid to an accountant or attorney who prepares the filing, there are filing fees that must be paid to the IRS with the application.

State and Local Reporting Requirements

State and local tax requirements will vary from location to location, and what the chapter owes in federal/state/local taxes depends on the types and amounts of revenue they generate.

Individual and Organizational Penalties

If filing and other requirements are not met, the most severe penalty assessed will be the revocation of your tax-exempt status. Care must be taken to ensure all filing are accurate and timely.

It is important to remember that not only is the organization subject to penalties for late filings and/or failure to file tax returns, but the individuals responsible for the filing may be subject to penalties also. Board member representatives are typically considered responsible parties.

- **If a chapter receives any type of form from the IRS; action must be taken by the chapter. Please contact IAEE's CFO, Scott Stanton, at sstanton@iaee.com for assistance.**

Federal Reporting Requirements

Form 990 (Return for Organizations Exempt from Income Tax)

Form 990 is an information return required by federal tax code if an exempt organization has "average" (special rules) gross receipts of more than \$25,000 per fiscal year. 501(c)(6) organizations must also file a Schedule A to the 990.

Form 990 EZ

This is a short version of the Form 990 that can be filed if (1) there is less than \$100,000 in GROSS receipts, AND (2) there is less than \$250,000 in assets at year end.

Form 990T (Exempt Organization Business Income Tax Return)

Form 990T is a tax return required by federal tax law from exempt organizations that have Unrelated Business Income (UBI). UBI is generated by activities that are not substantially related to accomplishing the purpose for which the exempt status was granted. Examples include mailing label, novelty item sales, and commercial advertising. The first \$1,000 of UBI is not taxable. Only net amounts over \$1,000 create a tax liability.

Withholding Tax / Reporting Requirements

If the chapter employs staff, check with a local attorney or accountant to verify compliance with all payroll requirements.

Non-Staff Service Payments

All payments for services in excess of \$600 per year to non-employees (i.e., not salary or wages) are subject to an Information Return filing in the 1099 series. The chapter should receive a Form W9 from the provider prior to making any payments.

Form 1096 (transmittal document for Forms 1099) and Forms 1099-Misc (both to IRS and recipient)

These are required (there are exceptions). The chapter should identify all payments over \$600 (cumulative for the year) and ensure required forms are filed timely.

Chapter Financial Reports

IAEE Chapter Bylaws requires that each chapter submit a Financial Report twice year: no later than February 15th and August 31st. The financials needed are Balance Sheet and Profit and Loss Statement.

Your chapter can provide this using a software program, such as Quicken.