



# SOUTHERN CALIFORNIA CHAPTER

M E E T I N G   P R O F E S S I O N A L S   I N T E R N A T I O N A L

## **Bylaws of the Meeting Professionals International Southern California Chapter**

### **ARTICLE I. NAME AND LOCATION**

#### **Section 1.**

The name of this organization is Meeting Professionals International Southern California Chapter, a non-profit corporation, incorporated in the State of California, herein after referred to as MPISCC.

#### **Section 2.**

MPISCC operates as a chapter of Meeting Professionals International. In these bylaws, all articles and sections pertain to the “Chapter” unless specifically designated “MPI” which shall relate to the international body.

#### **Section 3.**

The geographical area covered by MPISCC shall include those areas as defined by Meeting Professionals International.

#### **Section 4.**

Offices will be located by decision of the board of directors.

#### **Section 5.**

All matters of policy relating to MPISCC may be made by the board of directors.

### **ARTICLE II. OBJECTIVES**

#### **Section 1.**

The objectives of MPISCC shall be the same as those set forth in the MPISCC policy manual and as stated in the Articles of Incorporation.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1.**

MPISCC and MPI membership is concurrent.

#### **Section 2.**

Membership qualifications and classification shall be as described in the current MPI bylaws, except that student members do not qualify for service on the board of directors unless appointed by the chapter president.

#### **Section 3. Application For Membership.**

All applicants for membership shall complete and sign the form of application provided by MPI and submit the application to the MPISCC office, or to the principal office of MPI.

#### **Section 4. Membership Obligations.**

- a. All members must agree to abide by the MPI Principles of Professional Conduct and Ethics.
- b. All members are expected to support MPISCC by attending as many meetings as possible.

#### **Section 5.**

Removal and reinstatement are as defined in the current MPI bylaws and/or policy manual.

## **ARTICLE IV. DUES**

### **Section 1. Dues and Fees.**

Dues and fees for all members are established by the MPI board of directors with all monies to MPI in U.S. funds. SCCMPI may charge assessments over and above established MPISCC/MPI dues, but must receive the approval of the MPI board of directors or their designee before putting a supplemental fee assessment into effect. Refunds shall be as defined in the current MPI bylaws and policies.

## **ARTICLE V. MEETINGS OF MEMBERS AND VOTING**

### **Section 1. Regular Meetings.**

Regular meetings will be held at times and places as determined by the board of directors.

### **Section 2. Annual Meetings.**

The annual meeting shall be held at such place and date as determined by the board of directors.

### **Section 3. Special Meetings.**

Special meetings may be called by the board of directors. Special meetings must be called by the president within thirty (30) days of receipt of written request signed by at least ten percent (10%) of the members. The business to be transacted at any special meeting shall be stated in the notice thereof.

### **Section 4. Meeting Notices.**

Written notice of all meetings should be mailed to the last known address of each member at least fifteen (15) days preceding the meeting.

### **Section 5. Voting At Meetings.**

At all meetings of MPISCC, each member shall have one (1) vote and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority vote of those members present and voting shall govern.

### **Section 6. Voting By Mail.**

Proposals to be offered to the membership for mail vote, excepting election ballots, shall first be approved by the board of directors unless the proposals are endorsed by at least ten percent (10%) of the voting members, in which case, board approval shall not be necessary. In a mail vote, a majority of those voting shall determine the action.

### **Section 7. Cancellation of Meetings.**

The board of directors may cancel or postpone any regular meeting or annual meeting for cause. If the annual meeting is postponed, provision must be made to hold it within thirty (30) days from postponement.

### **Section 8. Quorum.**

At the annual meeting or special meeting of members, a quorum shall consist of the members in good standing in attendance, as verified by the vice president of administration of MPISCC.

### **Section 9. Rules of Order.**

The meetings and proceedings of MPISCC shall be regulated and controlled according to the most current Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these bylaws and policies.

## **ARTICLE VI. OFFICERS**

### **Section 1. Elected Officers.**

The elected officers of MPISCC shall be president, president-elect, vice president of finance, vice president of education/programs, vice president of leadership development, vice president of membership, vice president of communications, and vice president of administration, to be elected by the membership as elected and have assumed office.

### **Section 2. Eligibility.**

Any member in good standing, who has served one (1) full year as a member of the board of directors is eligible for nomination and election to any elective office.

### **Section 3. Nomination and Election.**

The president shall appoint a nominating committee whose chair shall be the immediate past president for the purpose of nominating a slate of officers and directors. Elections shall be conducted by March 15.

### **Section 4. Term of Office.**

Each elected officer shall take office July 1, and shall serve for a term of one (1) year, or until his/her successor is duly elected and installed. Each elected officer shall serve concurrently as a member of the board of directors and as a member of the executive committee.

### **Section 5. Re-election.**

Elected officers having served one (1) full term shall be eligible to serve in the same office for one additional term in the next consecutive administrative year.

### **Section 6. Vacancies-Removal.**

Vacancies in office due to death, resignation or other causes shall be filled for the balance of the term by a majority vote of the board of directors at any regular or special meeting. The board of directors may remove any officer by a two thirds (2/3) vote of all members of the board of directors for just cause.

## **ARTICLE VII. DUTIES OF OFFICERS**

### **Section 1. President.**

The president shall serve as chair of both the board and executive committee. The president shall also serve as a member, ex officio, with right to vote on all committees except the nominating committee. The president or designee will serve as a member of the International Council of Presidents. At the annual meeting and at such other times as the president shall deem proper, both the incoming and outgoing presidents shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of MPISCC. The president shall perform such other duties as are necessarily incident to the office of president, or as may be prescribed by the board of directors.

### **Section 2. President-Elect.**

In the absence of the president, the president-elect shall perform the duties of the president, and when so doing, shall have all of the powers of and be subject to all the restrictions upon the president. On the first day of the next succeeding fiscal year of MPISCC after taking office, the president-elect shall automatically assume the office of president. The president-elect shall perform such other duties as may be prescribed by the president, executive committee, and/or board of directors.

### **Section 3. Immediate Past President.**

### **Section 4. Vice Presidents.**

The vice presidents of education/programs, communications, and membership, in that order, shall preside at all meetings in the absence of the president, and shall perform such duties that may be delegated by the president and/or the board of directors.

### **Section 5. Vice President of Administration.**

The vice president of administration shall be responsible for the proper and legal mailings of notices to members. The vice president of administration shall see to the proper recording of proceedings of meetings of MPISCC, the board of directors, and all committees, and maintain a permanent record of all MPISCC minutes and documents, and carry into execution all orders, votes and resolutions not otherwise committed. The vice president of administration shall also be responsible for the update of chapter bylaws and policies, needs assessment, chapter marketing plan, and Chapter of the Year.

### **Section 6. Vice President of Finance.**

The vice president of finance shall be in charge of MPISCC's funds and financial records. The vice president of finance shall collect all funds and/or assessments, shall establish proper accounting procedures for the handling of funds, and shall be responsible for the keeping of the funds in such banks, trust companies, and/or investments as are approved by the executive committee. The vice president of finance shall report on the financial condition of MPISCC at all meetings of the board of directors, and at other times when called upon by the president. The vice president of finance shall file MPISCC tax reports to MPI, the Internal Revenue Service, and state agencies as required.

#### **Section 7. Vice President of Leadership Development.**

Shall assist planner and director board members in identifying and developing future leaders and board members from MPISCC membership, and shall assist current MPISCC officers in developing officer candidates from current board members.

#### **Section 8. Delegation of Duties.**

Duties of officers may be delegated to other persons by the board of directors.

### **ARTICLE VIII. DIRECTORS**

#### **Section 1. Authority and Responsibility.**

The governing body shall be the board of directors. The board of directors shall have supervision, control, and direction of the affairs of MPISCC, its committees and publications, and shall determine its policies and/or actively pursue its objectives and supervise the disbursement of funds. The board of directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted, delegate certain of its authorities and responsibilities to the executive committee.

#### **Section 2. Composition.**

The board of directors shall consist of the president, president-elect, immediate past president, vice presidents, and no less than eight (8) Directors.

#### **Section 3. Nominations and Elections.**

The nominating committee shall request suggestions from the membership for Directors; allowing thirty (30) days for suggestions from the membership for Directors and shall act in accordance with the policies of MPISCC.

#### **Section 4. Term of Office and Re-election.**

Directors take office following July 1 and serve one (1) year or until their successors assume office. Directors may not be elected to the position of director for more than three (3) consecutive terms.

#### **Section 5. Vacancies and Removals.**

Vacancies in any elective position are to be filled for the balance of the term by a majority vote of the board of directors. Any officer or director may be removed from office for cause by a two thirds (2/3) vote of all members of the board of directors.

#### **Section 6. Meetings.**

Meetings of the board of directors are to be held on a regular basis at times and places determined by the board of directors, and will be open for attendance by any MPISCC member in good standing.

#### **Section 7. Voting.**

Voting rights of a director shall not be delegated to another nor exercised by proxy.

#### **Section 8. Quorum.**

Majority of the board of directors constitutes a quorum for the transaction of the business of the board of directors, and any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present.

#### **Section 9. Compensation.**

Directors and elected officers shall not receive compensation for their service as an MPI chapter officer/director, rather such roles are considered to be a contribution of time and expertise to the local chapter.

### **Section 10. Absences.**

Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the board without just cause shall automatically vacate the seat on the board and the vacancy shall be filled as provided by these bylaws. However, the board of directors shall consider each absence of an elected officer or director as separate circumstance and may expressly waive such absence by a two thirds (2/3) vote of the members present at that meeting.

## **ARTICLE IX. EXECUTIVE COMMITTEE**

### **Section 1. Authority and Responsibility.**

The executive committee may act in place and stead of the board of directors between board meetings on all matters except those specifically reserved to the board of directors by these bylaws. Actions of the executive committee shall be reported to the board of directors for ratification by mail, or at the next board meeting.

### **Section 2. Composition.**

The executive committee consists of the president, president-elect, vice president of finance, vice president of education/programs, vice president of leadership development, vice president of membership, vice president of communications, and vice president of administration,

### **Section 3. Vacancies.**

Any vacancies occurring on the executive committee among the elected officers shall be filled in the manner as prescribed in Article VI, Section 6 of these bylaws. A completion of an unexpired term shall not constitute a full term.

### **Section 4. Meetings.**

The executive committee can meet at the call of the president, or at the request of two (2) members of the executive committee.

### **Section 5. Quorum.**

A majority of the executive committee constitutes a quorum for the transaction of business of the executive committee.

## **ARTICLE X. STANDING AND SPECIAL COMMITTEES**

### **Section 1. Budget and Finance Committee.**

The budget and finance committee shall be the executive committee.

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

The president shall appoint a chair of the nominating committee, who shall be the immediate past president unless the immediate past president is unable or unwilling, with the approval of the executive committee.

### **Section 3. Education Committee.**

The chair of the education committee shall be the vice president of education.

### **Section 4. Other Standing Committees.**

Additional standing committees of MPISCC are: audit committee, membership committee, and communication committee. All standing committees shall act in accordance with the MPISCC policies as defined in the MPISCC chapter policy manual.

### **Section 5. Special Committees.**

The president, with the approval of the board of directors, shall appoint such other committees, subcommittees, or task forces as are necessary, and which are not in conflict with other provisions of these bylaws. The duties of such committees shall be prescribed by the board of directors.

## **ARTICLE XI. EXECUTIVE DIRECTOR**

### **Section 1.**

An executive director may be employed by the board of directors to serve at its discretion. The executive director's duties and compensation shall be determined by the board of directors. Employment and discharge of the executive director shall require a majority vote of the board of directors.

## **ARTICLE XII. FINANCE**

### **Section 1. Fiscal Period.**

The fiscal period of MPISCC shall be July 1-June 30.

### **Section 2. Bonding.**

In order to qualify for chapter bonding, which is available to all chapters through International headquarters, three (3) things pertaining to financial records must be adhered to; 1) two (2) people are required to sign checks; 2) a third party has to reconcile the bank statement who does not sign checks or make deposits; 3) MPISCC must have an annual audit or accounting review done.

### **Section 3. Budget.**

With recommendation of the budget and finance committee, the board of directors, in advance of the next fiscal period, shall adopt an annual operating budget covering all MPISCC activities. The vice president of finance shall furnish a financial report for the year just completed to the board of directors, and to MPI within sixty (60) days, and the membership within ninety (90) days following the end of each fiscal period.

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

The accounts of MPISCC shall be reviewed not less than annually by a Certified or Chartered Public Accountant who shall be recommended by the board of directors within thirty (30) days following the completion of each fiscal period.

## **ARTICLE XIII. MISCELLANEOUS**

### **Section 1. Operation and Use of Funds.**

MPISCC shall be organized and operated exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), and no part of the net earnings of MPISCC shall inure to the benefit of any director, officer, member or other private person, except MPISCC shall be authorized and empowered to pay reasonable compensation for services rendered.

### **Section 2. Dissolution.**

Funds are to be used only to accomplish the objectives and purposes specified by MPISCC and no part of such funds shall inure nor shall they be distributed to members.

### **Section 3. Political Activities.**

MPISCC shall not contribute any of its earnings or property, nor provide any services for any political candidate, committee, party or organization.

### **Section 4. Indemnification.**

MPISCC shall indemnify and hold harmless each person who is now, or shall hereafter serve as a director, officer, employee or agent of MPISCC from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of MPISCC, or by any reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director, officer, employee or agent, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceedings; indemnified against, or be reimbursed for any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his or her own duties as such director, officer, employee or agent. The determination of all questions as to the existence of negligence or willful misconduct as to the right to

indemnification and reimbursement hereunder, and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made by the board of directors acting at a meeting at which a quorum is unaffected by self interest (notwithstanding that other members of the quorum present, but not voting, may be so affected). The rights accruing to any person under the provision of this section shall not exclude any other right to which he or she maybe lawfully entitled, nor shall anything herein contained restrict the right of MPISCC to indemnify or reimburse such person in any case, even though not specifically provided herein.

## **ARTICLE XIV. AMENDMENTS**

### **Section 1.**

These bylaws may be amended by a two thirds (2/3) vote of returned mail ballots, provided the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.

### **Section 2.**

Amendments may be proposed by the board of directors upon its own initiative, or upon petition of at least ten percent (10%) of members addressed to the board of directors. All such proposed amendments shall be presented to the membership by the board of directors with or without recommendation.

### **Section 3.**

MPISCC must accept the MPI Minimum Chapter Bylaws. All proposed amendments must be approved in advance by the executive vice president of MPI with the exception of name changes or territorial boundaries, which must be approved by the board of MPI prior to being submitted to MPISCC membership for approval.