



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

MEETING PROFESSIONALS INTERNATIONAL POLICY MANUAL

January 2012

ARTICLE I MEETING PROFESSIONALS INTERNATIONAL THE ASSOCIATION

SECTION 1. Meeting Professionals International is an Illinois not-for-profit corporation with a registered office in the State of Illinois.

SECTION 2. LOCATION: The office of Meeting Professionals International (MPI) is located in the ClubCorp Building at 3030 LBJ Freeway, Suite 1700, Dallas, TX 75234-2759. MPI may establish regional offices.

ARTICLE II MISSION and VISION STATEMENT

VISION: Build a rich global meeting industry community.

MISSION: Make our members successful by building human connections to:

- Knowledge and Ideas
- Relationships
- Marketplaces

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP CATEGORIES:

- 1.1 Corporate Meeting Professional – a person who is solely employed by a corporation to plan and/or oversee the strategic and financial management and/or logistics of that corporation's meetings.
- 1.2 Association/Non-Profit Meeting Professional – a person who is solely employed by an association or not-for-profit organization to plan and/or oversee the strategic and financial management and/or logistics of that organization's meetings.
- 1.3 Government Meeting Professional – a person who is employed by a government agency or public university to plan and/or oversee the strategic and financial management and/or logistics of that government's meetings. Individuals serving as faculty in a university should join as an Academic Professional.

- 1.4 Supplier Meeting Professional – a person who provides and/or sells products and services to the meetings industry, such as a destination management, hotelier, audio-visual, florist, transportation, production or convention and visitors bureau company. This classification of membership is not limited to the groups listed.
- 1.5 Meeting Management Professional – a person who is a sole proprietor of, or is employed or engaged by, a meeting management company. They provide meeting services including strategic and financial management and/or professional meetings management services to multiple clients. The applicant must specify whether their job responsibilities are primarily planning or supplying based on where they spend 51% or more of their time.
- 1.6 RETIRED GROUP: Retired membership shall be available to those individuals no longer employed in the meeting industry and who meet the following criteria:
 - 1.6.1 The candidate must have been an MPI member in good standing for five years or more prior to their retirement status.
 - 1.6.2 The request for consideration must be submitted in writing with accompanying documentation to confirm their retired status.
- 1.7. STUDENT GROUP: Student membership shall be available to those individuals enrolled in a post-secondary academic program. The student must be enrolled in either a certificate, undergraduate or graduate program unless the academic institution defines it otherwise. Students enrolled in a certificate program will be eligible for student membership for one year but will not be eligible for the transition dues rate upon completion of their program. Proof of enrollment must be received at MPI before a student can be accepted into membership and upon renewal in order to retain their student membership.
 - 1.7.1 Students renewing their membership will need to re-qualify by submitting an updated proof of enrollment at time of dues remittance.
- 1.8 FACULTY GROUP: Faculty membership shall be available to those individuals employed as faculty in post-secondary academic programs related to the meetings, hospitality, events, or tourism industries. The applicant's main employment, remuneration, direction, and efforts must be in a recognized academic institution and they must be considered an employee with their institution. Guest lecturers are not eligible for faculty membership. Faculty members will be required to provide proof of academic employment on an annual basis in order to retain their faculty membership.
- 1.9 LIFE & HONORARY MEMBERSHIP: Upon request, consideration shall be given by the MPI Board of Directors for life and honorary memberships to qualified candidates. Honorary members will include, but not be limited to, charter members published as a part of the 1972 MPI Membership Directory. These charter members receive complimentary membership annually, including full membership benefits. The MPI Board of Directors may also bestow a one-time, honorary membership upon other persons, as they deem acceptable with no benefits of membership. To be a Life Member of MPI, a qualified candidate must be fully retired and an MPI member in good standing for at least twenty (20) consecutive years, during which a commitment was demonstrated to the meeting industry. Life members will be recorded as such and receive a complimentary membership annually with full membership benefits. They will also receive appropriate public recognition by MPI and a certificate of membership status immediately upon being named a Life Member.

SECTION 2. MPI MEMBERSHIP PRIVILEGES AND RESPONSIBILITIES:

- 2.1 As a member of MPI an industry professional is expected to:
 - 2.1.1 Display high ethical standards; (adhere to *MPI Principles of Professionalism*);
 - 2.1.2 Support MPI global programs and activities designed to assist members or contribute to the benefit of the industry;
 - 2.1.3 Share the knowledge one has with others to continue to strengthen the effectiveness of the worldwide industry and its professionals; and
 - 2.1.4 Use the services and programs offered by the Association without the expectations of the Association substituting for company marketing and sales activities.
- 2.2 The Association is expected to:
 - 2.2.1 Provide excellent education and training opportunities for its diverse membership;
 - 2.2.2 Promote a professional and ethical environment for the global meeting industry;
 - 2.2.3 Stay at the forefront of advocacy for issues germane to the benefit of the industry;
 - 2.2.4 Promote professional growth of the membership;
 - 2.2.5 Market MPI membership to the global meeting industry;
 - 2.2.6 Provide auxiliary services helpful to members.
- 2.3 **PRINCIPLES OF PROFESSIONALISM:** Violation of the *Principles of Professionalism* by an MPI member may be cause for suspension of, or expulsion from, membership in MPI. The *Principles of Professionalism* document is attached with this Policy Manual as Addendum I.

2.4 CENSURE, SUSPENSION, OR TERMINATION OF MEMBERSHIP:

For any cause other than non-payment of dues, fees or assessments, removal shall occur only after the member complained against has been advised of the complaint and has been given a reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board of Directors at the annual meeting of MPI providing that notice of intent to appeal is provided to the chairman/chairwoman of the board of MPI at least ten (10) days in advance of the annual meeting.

SECTION 3: APPLICATION AND REVIEW OF MEMBERSHIP CATEGORY: MPI staff shall periodically review each membership to verify the member's continuing eligibility for the current class of membership. Additional information may be requested. After review of all the data, MPI staff shall make a determination regarding the appropriate class of membership. Any decision requiring a change in class of membership may be appealed to the Executive Committee. The decision of the Executive Committee shall be final. If the member refuses to change categories, the member will be deemed to have resigned from membership.

- 3.1 MPI Headquarters must be notified when a member changes employment from one organization to another. A dues renewal notice will be sent annually to the last known address. If a member does not renew within seventy (70) days of the end of the dues period and wants to regain their MPI membership, he/she may do so by reinstating their membership by paying dues for the period of time their membership lapsed, thus retaining the original date they joined, or they may reapply for membership.

SECTION 4: TRANSFER OF MEMBERSHIP

- 4.1 Membership in MPI shall belong to the individual, not the employing organization. It is the right of the individual member to take their membership with them when they move from one position to another or change employment.
- 4.2 The member can continue the membership through the expiration date when they leave their employer and not transfer it. That individual must change their address with MPI Headquarters in order to keep their membership continuous and to receive member benefits.
- 4.3 In the event a member leaves the employing organization, leaves the industry, or for any other reason finds it necessary to terminate their membership, it is the right of the member to transfer their membership to a qualified employee within the same company. The member may do so providing the following conditions are met:
 - 4.3.1 Written notice of transfer of membership, signed by the current member, with proper and complete paperwork must be provided to MPI Headquarters prior to the expiration date of membership. The notice must include the full name and address of the new member who will assume the current membership through its expiration date. An administrative processing fee of \$100 will be charged for each transfer of membership.
 - 4.3.2 The individual receiving the transfer must complete an MPI membership application.
- 4.4 Membership transfers are only applicable to full dues paying members and are not applicable to lifetime members, students, or faculty.
- 4.5 Employers, who lose membership representation in MPI due to a member employee leaving the company and taking their membership with them, may apply for a trial three-month membership for a new or existing employee of the company to replace a departing MPI member.
 - 4.5.1 There is no fee for this trial three-month trial membership.
 - 4.5.2 A three-month trial membership is transferable one time only within the three-month period.
 - 4.5.3 Benefits of the three-month limited trial membership includes: e-mail newsletters and MPI's official publication from International, local chapter affiliation and the membership only section of the website. Upon joining as a full member the member will receive full benefits of a member.
 - 4.5.4 Benefits not included in the three-month limited membership: Member rates for all International programs, discounted services and participation in the trade shows held in conjunction with international conferences.

ARTICLE IV CHAPTERS/ /CLUBS/OTHER ORGANIZATIONS

SECTION 1. CHAPTER/CLUB GENERAL REQUIREMENTS: A potential Chapter/Club of MPI shall apply for a charter subject to the following criteria:

- 1.1 CHAPTER/CLUB APPROVAL: An application for new Chapter/Club shall be subject to the approval of MPI's Board of Directors.

- 1.2 CHAPTER/CLUB BOUNDARIES: New Chapter/Club geographical boundaries shall be determined by the MPI Board of Directors to facilitate the regular attendance of members at Chapter/Club meetings and to further the educational objectives of MPI. Geographical boundaries should be established which would minimize travel for the greatest number of members within the geographical boundaries. When established Chapters/Clubs are in existence, jurisdiction shall be clearly defined at a suitable boundary between existing and proposed new Chapter/Club before a charter is granted.
- 1.2.1 CHAPTER NAME AND GEOGRAPHICAL BOUNDARY CHANGES: Requests by chapters for a change in chapter name or geographical boundary must be approved by the MPI Board of Directors before being submitted to the chapter membership for approval. Further, the MPI Board of Directors, in the best interest of MPI and its membership, may require any chapter to change its name and/or its territory and they shall have full authority to revoke the charter of any chapter for non-compliance.
- 1.3 REIMBURSEMENTS: The Chapter/Club will be entered into MPI records the first day of the month following charter with the first dues reimbursement to be paid the 15th day of the second month after chartering.
- 1.4 MEMBER ASSIGNMENT: Members in defined chapter/club areas shall be automatically assigned to Chapter/club membership by MPI Headquarters, if no chapter affiliation is indicated in a new member application. However, a member may request transfer to a different chapter in writing. No dues for the transferred member shall be paid to the affected Chapter/Club until the next renewal anniversary of the member.
- 1.4.1 An individual may be a member of only one chapter but may pay an additional fee to be placed on another chapter's mailing list if that is the chapter's practice. A nonmember is not eligible for subscriber membership. A subscriber member of another chapter will receive chapter correspondence such as chapter newsletters, e-mail correspondence, monthly education information and other items determine by the chapter. If a member is placed on the mailing list of another chapter, it is up to the chapter to contact headquarters to ensure membership. Any member of MPI shall be eligible to attend all chapters' general membership meetings at the member fee. No restriction shall be imposed on the number of meetings a member can attend. Any member attending a meeting at a chapter shall adhere to the reservation and cancellation policy of that chapter.
- 1.5 REPORTING: Each MPI Chapter/Club shall file a copy of its financial report, as well as a copy of any mandatory governmental filings/returns with the MPI Headquarters within ninety (90) days following the close of MPI's fiscal year (July 1 – June 30).
- 1.6 CHAPTER/CLUB BOARDS AND COMMITTEES: Any individual assigned or elected to a Chapter/Club board or committee must be an MPI member in good standing.

SECTION 2: CHAPTERS

- 2.1 CHAPTER BYLAWS: All chapters' bylaws, other than MPI chapter minimum bylaws or formal documents required by any applicable governments other than bylaws, must initially be approved by the MPI President/CEO or his/her designee and subsequently by the chapter's membership. All additions, deletions and changes to the minimum chapter bylaws, or formal documents required by governments other than bylaws, must be approved in advance by MPI's President/CEO or his/her designee, with the exception of name changes or territorial boundaries which must be approved by the MPI Board of Directors, prior to being submitted to the chapter membership for approval.

- 2.2 **MINIMUM MEMBERSHIP:** The minimum membership for chartering a new MPI chapter shall be fifty (50) members at the time of chartering, and a potential of 125 members, two-thirds of which must be located in the primary location (main population source within determined boundaries) or as otherwise authorized by the MPI Board of Directors.
- 2.3 **START-UP FUNDS:** At the time of charter approval by the MPI Board of Directors, the chapter will be provided a start-up fund of one thousand dollars (\$1,000 USD).
- 2.4 **CONDITIONAL CHARTER:** The chapter is conditional for three (3) years. At the end of two (2) years, the chapter must have consistently met the minimum standards for chapter performance. In the event minimum standards have not been met, a remedial action plan will be created. At the end of three (3) years, if minimum standards have not been met, the chapter surrenders its charter. It is still eligible to remain a club, with less stringent operating standards, and may reapply for chapter charter at any time the conditions have been met for application.
- 2.5 **CHAPTER MINIMUM STANDARDS:** In order to maintain its charter, each chapter must meet the following criteria:
- A) Submission of a chapter operations form to MPI Headquarters by June 1;
 - B) Submission of an annual financial report and applicable tax returns (U.S. chapter only) to MPI Headquarters by October 1;
 - C) Conduct chapter board meetings on a regular basis (with minutes submitted to MPI Headquarters);
 - D) Chapter board nominations and elections completed and listing of officers/directors submitted to MPI Headquarters by April 1;
 - E) Compliance with MPI logo and brand statements.

Failure to comply with item B above will result in the withholding of monthly chapter rebates until the situation is resolved.

2.5.1 STEPS IN EVALUATING CHAPTER STATUS:

MPI chapters will be evaluated quarterly based on:

- a. Monthly retention as compared with international standards
- b. Monthly membership ratio (Members gained minus members lost)
- c. Financial status
- d. Volunteer participation ratio (total members/total volunteers)
- e. Leadership factors
- f. Legal compliance

SECTION 3. CLUBS: MPI Clubs are created for the purpose of promoting the development of the meeting industry profession through MPI's work within the global industry. Clubs may file for chapter charter at any time, providing they meet the minimum standards outlined in the Chapter in Formation Manual. They may also opt to remain as a club if they remain under 55 members, but will not receive the same benefits in terms of dues rebates, programs and staff support as a chapter. A specific region can complete an application for club status through obtaining a copy of the Chapter in Formation Manual.

- 3.1 **GOVERNING STRUCTURE:** It is the expressed nature of Clubs that they operate without the bylaws, which govern MPI chapters. They are, however, required to meet a limited number of standards to support Club activities and should become familiar with chapter operations management in order to graduate to chapter status following charter, if the Chapter-in-formation process has been initiated by the Club. These standards to support the club structure are outlined in sections 3.2 – 3.4.

3.2 MINIMUM MEMBERSHIP: Minimum membership for club status shall be 30 members, two-thirds of which must be located in the primary location, (main population source within determined boundaries), or as otherwise authorized by the MPI Board of Directors. Names of these members must be submitted at time of submission for club status to the MPI Headquarters.

3.3 STARTUP FUNDS: Clubs will be provided a start-up fund of \$ 1,000 USD per approval by the MPI Board of Directors.

3.3.1 CLUB STANDARDS:

- Must establish a Club steering committee that should consist of local MPI members, a minimum of one-third of which should consist of meeting planners. Steering committee should meet on a quarterly basis and minutes should be taken during such meetings. Clubs must apply for chapter charter once membership is over 55 members. Information on steering committee is outlined in the Club Manual.
- Maintain Generally Accepted Accounting Procedures
- Maintain a fiscal year budget and submit on July 1 of each year to MPI Headquarters.
- Utilize MPI International database for all member rosters and correspondence information.
- Submit a Club activity report each quarter (October 1, January 1, April 1, June 1) to the MPI Headquarters.

Elections/Nominations for new leaders should take place on an annual basis to ensure the continued stability of the club. Requirements for elections/nominations will be provided to the Club and results are due April 5 of each year.

3.4 MINIMUM STANDARDS FOR CLUB CHAPTER-IN-FORMATION PERFORMANCE: The MPI Headquarters should receive quarterly reports on club activities, as well as review each Club's progress through the on-line membership reports supplied by MPI Headquarters. Reports should consist of meeting attendance, growth numbers, education evaluation scores, outreach program updates to recruit new members, how current members are involved in club activities, etc.

3.5 DEVELOPMENT STRUCTURE: MPI Clubs may apply for Chapter-In-Formation status once they have a minimum of 45 members. Once they have a maximum of 55 members, they MUST apply for Chapter-In-Formation status. Clubs that have applied for Chapter status (Chapters-In-Formation) will continue to receive the rebate applicable for clubs until the application has been approved by MPI Board of Directors. A Club will be given twelve months to meet all criteria for chapter status. If they do not gain Chapter status in twelve months they must reapply and begin another twelve-month process. They may re-apply at any time.

3.6 STEPS IN EVALUATING CLUB CHARTER:

MPI Clubs will be evaluated quarterly based on:

- a. Monthly retention as compared with international standards
- b. Monthly membership ratio (Members gained minus members lost)
- c. Total number of members
- d. Financial status
- e. Volunteer participation ratio (total members/total volunteers)

- f. Leadership factors
- g. Legal compliance

SECTION 4. STUDENT ORGANIZATIONS: For the mutual benefit and membership growth of MPI, the MPI Board of Directors may establish, modify or dissolve student organizations which shall be affiliated with and recognized by an academic institution of higher learning. Each student organization, in addition, shall conduct itself in accordance with such policies as the MPI Board of Directors may prescribe from time to time and shall to the extent possible be affiliated with an appropriate local MPI chapter. If no local chapter exists, the MPI Board of Directors shall provide for other means of integration of the student organization. Student organizations may be designated as a student club or chapter but it must also show the affiliation with a chapter. For example, the MPI XYZ student club of XYZ University/College affiliated with the MPI XYZ Chapter. In addition the appropriate chapter shall designate a liaison representative from the chapter to work with the student organization.

ARTICLE V COUNCIL OF CHAPTER PRESIDENTS

SECTION 1. COMPOSITION OF COUNCIL: The Council of Chapter Presidents (COCP) shall be composed of each chapter president or designee of the chapter. The Council shall act as an advisory body to the MPI Board of Directors.

- 1.1 ELIGIBILITY: No member of the MPI Board of Directors can occupy a position on the Council of Chapter Presidents unless he or she is the current president of the chapter.

SECTION 2. DESIGNEES: The primary representative of a chapter on the Council of Chapter Presidents will be the chapter president. In the event that the president or appointed representative is unable to represent the Chapter at the Council of Chapter Presidents' meeting, the Chapter's Board of Directors shall appoint a designee and inform MPI by way of written documentation from the Chapter's Board of Directors to be presented by the designated representative at the beginning of the business meeting. This would allow the candidates' name to appear on the roll call and affords them the opportunity to have voting privileges.

SECTION 3. MEETINGS: The Council of Chapter Presidents will meet at times and places designated by MPI. A majority of the members of the Council of Chapter Presidents shall constitute a quorum for the respective groups.

SECTION 4. OTHER ACTIVITIES: The Council of Chapter Presidents shall have such responsibilities, duties and obligations as may be delegated to it from time to time by the MPI Board of Directors.

SECTION 5. USE OF RECOMMENDATIONS: The MPI Board of Directors shall receive and give consideration to recommendations and suggestions of the Council of Chapter Presidents.

SECTION 6. VOTING: Each chapter president or designee shall have one vote on the Council of Chapter Presidents. *Written proxy votes will be allowed.*

ARTICLE VI DUES

SECTION 1. MEMBER DUES: Annual dues for each planner member are three hundred twenty-five US dollars (\$325 US) for North American members and three hundred twenty-five Euros (€325 Euros) for EMEA members. Supplier member annual dues are four hundred fifty US dollars (\$450 US) for North American members and four hundred fifty Euros (€450 Euros) for EMEA members. Faculty members annual dues are one hundred ninety-five US dollars (\$195 US) for North American members and one hundred ninety-five Euros (€195 Euros) for EMEA members. An initial processing fee of fifty

dollars (\$50) for North American members and fifty Euros (€50 Euros) for EMEA members shall apply to members upon joining.

SECTION 2. RETIRED MEMBER DUES: Annual dues for each approved retired member shall be one hundred Euros (€100 Euros) for EMEA members and one hundred US dollars (\$100 US) for all other regions.

SECTION 3. STUDENT DUES: Annual dues for each student member shall be forty Euros (€40 Euros) for all EMEA students and forty US dollars (\$40 US) for US, and forty CAD dollars (\$40 CAD) in Canada. Upon graduation and at time of renewal, Student Members will transition to the Student-In-Transition pricing identified below.

Student-in-Transition Stage	Global Rates	EU Rates	CAD Rate
Student Member	US\$40	€40 Euros	CAD\$40
Student-in-Transition Stage 1 – 1 st Year	US\$75	€75 Euros	CAD\$75
Student-in-Transition Stage 2 – 2 nd Year	US\$150	€150 Euros	CAD\$150
Student-in-Transition Stage 3 – 3 rd Year	US\$250	€250 Euros	CAD\$250
Full Member (Planner or Supplier)	US\$325	€325 Euros	CAD\$325

SECTION 4. PAST PRESIDENT, LIFETIME, AND HONORARY MEMBER DUES: Membership dues are waived for MPI past presidents, chairman, chairwomen, MPI Foundation past chairman and chairwomen lifetime members, and honorary members. Chapter rebates are not applicable for these memberships.

SECTION 5. CHAPTERS: MPI shall remit 18% of each member's and Student-In-Transition dues, fifteen US dollars (\$15 US) of each student member's dues, and fifteen US dollars (\$15 US) of each retired member's dues to the member's chapter within fifteen (15) days following the end of each calendar month. Payment to each chapter shall be based on the number of renewals received and the new members accepted during the preceding month.

European chapters will receive 23% of each member's dues as their chapter rebate and thirty seven Euros (€37 Euros) per member as their club rebate payment. Payment is to be made based on the policy set forth in the preceding paragraph.

SECTION 6. CLUB: Upon joining or renewing membership, MPI shall remit thirty-seven US dollars (\$37 US) of each member's dues to the member's Club within fifteen (15) days following the end of the month in which they renew or join MPI. Payment to each Club shall be based on the number of renewals received and new members accepted during the preceding month.

SECTION 7. COMMUNITIES OF GEOGRAPHY (CHAPTERS) IN EMERGING MARKETS: Dues and/or chapter rebates in emerging markets will be determined and assessed at the discretion of the MPI Board of Directors.

SECTION 8. REBATE ALLOCATION FOR CHAPTERS AND CLUBS:

Rebates will be allocated to chapters and clubs as follows:

- 50% of the rebates are allocated to chapters as credits in the Chapter Content Database
- 25% of the rebates are invested to create a proprietary chapter content offering
 - Create content delivered exclusively at MPI chapters
 - Provide funding for the translation of content as needed
- 25% of the rebates will be allocated to Chapters as restricted funds to use in education content inside and/or outside of the Chapter Content Database

- MPI management has flexibility to adjust program based on “strategically desired areas/regions” in conjunction with Chapter Advisory Council.

ARTICLE VII MPI BOARD OF DIRECTORS/OFFICERS

SECTION 1: MPI BOARD OF DIRECTORS

- 1.1 **AUTHORITY & RESPONSIBILITY:** The authority and responsibilities of the MPI Board of Directors are as stated in the bylaws.
- 1.2. **COMPOSITION:**
 - 1.2.1 The MPI Board of Directors shall consist of the chairman/chairwoman of the board, the elected officers and twelve (12) directors elected for staggered three (3) year terms.
 - 1.2.2 The Chairman/Chairwoman of the MPI Foundation shall be an ex officio member, without vote, of the MPI Board of Directors.
 - 1.2.3 The immediate past chairman/chairwoman of the board shall be an ex-officio member, with vote, of the MPI Board of Directors who shall serve until a successor assumes such office.
 - 1.2.4 The President/CEO shall be an ex-officio member, without vote, of the MPI Board of Directors who shall serve for a term consistent with holding the office of President/CEO.
- 1.3. **ELIGIBILITY:** Any member of MPI in good standing.
- 1.4. **VACANCIES:** A vacancy on the MPI Board of Directors shall be filled in accordance with the bylaws. Election of a director as an international officer of MPI shall create a vacancy on the MPI Board of Directors.
- 1.5. **CONFLICT OF INTEREST:** Each member of the MPI Board of Directors shall annually review the MPI Conflict of Interest Policy and complete a disclosure form.

SECTION 2: OFFICERS

- 2.1. **QUALIFICATIONS FOR OFFICE:** Any member in good standing who has completed one full year on the MPI Board of Directors prior to nomination or on the MPI Board of Directors at the time of nomination, is eligible for nomination and election to an officer position on the MPI Board of Directors, with the exception of the chairman/chairwoman-elect. The nominee for chairman/chairwoman-elect shall be a member of the current MPI Board of Directors.
- 2.2. **NOMINATION:** In December a communication shall be set forth to all members for members to complete a Candidate Data and Interest Form. Such form is to be returned by each member to the Governance and Nominating Committee on or before January 15 of each year. The Governance and Nominating Committee may, notwithstanding these procedures, also in its own right suggest and consider other qualified members for whom no candidate data form has been submitted for possible nomination.

Prior to March 1 of each year, the Governance and Nominating Committee shall submit a slate of one (1) candidate for each vacancy on the MPI Board of Directors and each office of MPI. In selecting nominees, the Governance and Nominating Committee shall evaluate candidates to

assure a balance of skills and experience on the MPI Board of Directors. To be eligible for nomination each candidate must secure employer approval to serve as a director or officer. Notice of the names of each candidate shall be distributed to each voting MPI member on or before March 1.

Additional nominations from the membership shall be permitted if a minimum of two (2) percent of the membership as of December 31 of the year prior to the election have signed a petition to submit each additional nomination to the membership, provided such petitions are received on or before April 1, provided, however, not more than forty (40) signatures are from any one chapter. Petitions for additional nominations must be for a specific seat or office and must reflect the individual being challenged and the estimated cost of the election. A member must have applied for the position for which they are petitioning. The original application for the position must have included the submission of the candidate data and interest form. Petition forms must be developed by and received from MPI's official auditing firm and will be the only official form accepted. Any deviation from the official form will be disqualified and the petition will be deemed invalid. Signatures on valid petition forms may be original or facsimile and will be validated by the official auditing firm as to authenticity, duplicity and membership standing. The petition form must include a printed name, signature and membership number. Each petition must be supported by written notice from the additional nominees of their availability and willingness to serve, as well as a photograph and biography.

- 2.3. **ELECTION:** Election of officers and directors shall be by the membership by mail ballot, facsimile, or electronic means, conducted in accordance with such procedures as may be prescribed by the MPI Board of Directors, provided there are additional nominations. All unopposed nominees shall be elected by the Vice Chairman/Chairwoman of Administration casting one ballot in favor of the election of such unopposed candidates to the position for which they were nominated. In the event of a contested position or positions, the Governance and Nominating Committee shall submit to each voting member on or before April 15, a picture and biography of the candidates for each contested vacancy, along with a ballot for election. The ballot will indicate the candidate offered by the Governance and Nominating Committee as well as the candidate offered by petition. The biography for each candidate will consist of no more than eight (8) industry highlights and three (3) top awards/honors received. In order to be counted, such ballots must be received at MPI Headquarters by the close of business on April 30, or the next business day following April 30 should it be a Saturday, Sunday or national holiday. The votes shall be received and tabulated by an official auditing firm.

Candidates shall be notified of the results of the election twenty-four (24) hours after tabulation of ballots. Members shall be notified of the results of the election in MPI's official publication. and newly elected officers and directors shall be installed at the next annual meeting following election.

2.4. **DUTIES OF OFFICERS:**

- 2.4.1. **IMMEDIATE PAST CHAIRMAN/CHAIRWOMAN:** The immediate past chairman/chairwoman shall serve as a voting member of the MPI Board of Directors and the Executive Committee. The immediate past chairman/chairwoman shall also chair the MPI Governance and Nominating Committee;
- 2.4.2. **CHAIRMAN/CHAIRWOMAN OF THE BOARD:** The chairman/chairwoman of the board shall serve as chairman of the Executive Committee and the MPI Board of Directors and shall preside at all meetings including the annual meeting of the association;
- 2.4.3. **CHAIRMAN/CHAIRWOMAN-ELECT:** In the absence of the chairman/chairwoman of the board, the chairman/chairwoman-elect shall preside at meetings of the MPI Board of Directors or the Executive Committee and officially represent the chairman/chairwoman of the board at MPI functions. The chairman/chairwoman-elect shall have such other

duties and responsibilities as the chairman/chairwoman of the board or the MPI Board of Directors may assign;

2.4.4. VICE CHAIRMAN/CHAIRWOMAN OF FINANCE: The vice chairman/chairwoman of finance shall chair the Audit and Finance Committee and have other duties and responsibilities as may be assigned by the chairman/chairwoman of the board or the MPI Board of Directors;

2.4.5 VICE CHAIRMAN/CHAIRWOMAN AT LARGE: The two (2) vice chairmen/chairwomen at large will have duties and responsibilities as may be assigned by the chairman/chairwoman of the board or the MPI Board of Directors.

2.5. EXECUTIVE COMMITTEE:

2.5.1. FUNCTIONS AND ACTIVITIES: The Executive Committee may act in place and stead of the MPI Board of Directors between board meetings on all matters, except those specifically reserved to the board by Illinois law or the bylaws, pursuant to the delegation of authority to such committee by the MPI Board of Directors. Actions of the Executive Committee shall be reported to the board for ratification by mail, facsimile or electronic media or at the next board meeting. The Executive Committee will approve any and all awards given by MPI.

2.5.2. QUORUM AND VOTING: A majority of the Executive Committee shall constitute a quorum at duly called meetings. Each officer shall have one vote and such voting right shall not be delegated to another nor exercised by proxy. The President/CEO shall be without vote.

2.5.3 ENDORSEMENTS: The Executive Committee is responsible for approving affinity agreements for the association.

ARTICLE VIII COMMITTEES, TASK FORCES, AND ADVISORY COUNCILS

SECTION 1. STANDING COMMITTEES: Standing committees of MPI shall be Executive, Governance and Nominating, and Audit and Finance. Annually, the chairman/chairwoman of the MPI Board of Directors and President/CEO shall appoint members to serve during the chairman/chairwoman's term.

1.1 COMPOSITION OF THE GOVERNANCE and NOMINATING COMMITTEE: The chairman/chairwoman of the board each year shall appoint a Governance and Nominating Committee consisting of seven (7) members, having a quorum of five (5) to be required for action, and having the immediate past chairman/chairwoman to serve as the chair of the committee and the chairman/chairwoman-elect to serve as a member of the committee. The committee shall also have at least one other current board member as well as one current chapter officer to serve on the Committee. The President/CEO shall be an ex officio member of the Committee. In the case of a resignation, the chairman/chairwoman will be authorized to fill a vacancy created by the inability of a member to attend the Governance and Nominating Committee meeting. No proxies will be allowed for voting.

1.2 AUDIT AND FINANCE COMMITTEE: The Audit and Finance committee shall assist the MPI Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of MPI's financial reporting processes and accounting practices and the performance, qualifications, and independence of MPI's independent auditors.

SECTION 2. CHAPTER ADVISORY COUNCIL: The chairman/chairwoman shall annually appoint a chapter advisory council.

SECTION 3: COMMITTEES, TASK FORCES, and ADVISORY COUNCILS: Annually, the chairman/chairwoman-elect shall appoint committees, task forces and advisory councils for the chairman/chairwoman-elect's term as chairman of the board.

ROLES AND RESPONSIBILITIES:

Statement of Accountability:

Overall accountability for MPI business/operations --- (e.g. projects, events, and deliverables) lies with MPI management. International Volunteer Groups provide the much-needed industry perspective on key issues.

MPI may appoint three distinct categories of volunteer groups 1) standing committees 2) task forces 3) and advisory councils.

Standing committees: committees performing fundamental governance functions for MPI – e.g., Executive Committee, Governance and Nominating Committee, Audit and Finance Committee

Task Forces: created for a defined and time limited purpose

Advisory Councils: create a broader pipeline for leadership and provide management with much needed industry perspective. Their role is to assist management in activating the board's strategic vision for the organization. They will be asked to serve as a sounding board, provide input, advice and counsel.

Individual Roles and Responsibilities:

Expectations of Management Liaisons:

- 1) Clearly communicate purpose/charge for the group. If changes in direction occur, communicate to group in a timely manner.
- 2) In partnership with Volunteer Chair, develop work plan to achieve purpose/charge and clearly communicate responsibilities/assignments for each member. Along with chair, create a positive volunteer experience for all.
- 3) Complete any assignments by pre-determined deadlines.
- 4) Draft and disseminate minutes and summaries promptly, but no later than 3 weeks following a meeting or conference call.
- 5) Draft and submit quarterly progress report to MPI Board of Directors for each Board agenda.
- 6) Ensure volunteer reimbursement requests are submitted and paid within 60 days of funded meeting.

Expectations of Volunteer Members:

- 1) Focus on assigned purpose/charge for the group.
- 2) Attend meetings and conference calls.
- 3) Complete any assignments by pre-determined deadlines.
- 4) Communicate any challenges/concerns early to both the Volunteer chair and management liaison.
- 5) Submit volunteer reimbursement requests ASAP following a funded meeting but no later than 60 days.
- 6) Maintain confidentiality of discussions and background materials.
- 7) Comply with Conflict of Interest Policy by completing Annual Disclosure Form.

Expectations of Volunteer Chairs:

- 1) All expectations of Volunteer members PLUS:
- 2) Partner with management liaison to lead the group to achieve assigned purpose/charge creating a positive volunteer experience for all.
- 3) Communicate any challenges/concerns early to the management liaison and, if needed, Chief of Staff.

SECTION 3. VOLUNTEER LEADERSHIP STRUCTURE:

- 3.1 COMPOSITION: Committees, Task Forces, and Advisory Councils shall consist of as many members (in addition to the chair) as the Chairman/Chairwoman of the MPI Board of Directors deems necessary to efficiently accomplish the charge of the volunteer group. Terms shall commence on a staggered basis, with new members being appointed for one (1) year terms, which may be renewed for one (1) additional year.
- 3.2 TERM OF SERVICE: Each volunteer group shall have a chair who shall serve for one (1) year. No chair shall serve two (2) consecutive terms, except in the case of an unusual circumstance, such as a critical project in progress.
- 3.3 SELECTION: The MPI chairman/chairwoman-elect shall convene a meeting with the President/CEO of MPI and any other advisors of his/her choosing to select the incoming chair of each committee. The MPI Chairman-elect/Chairwoman-elect shall convene a meeting with the President/CEO of MPI and any other advisors of his choosing to select the incoming new members of each committee. The chair shall be selected from the existing committee whenever possible.
- 3.4 CONFLICT OF INTEREST: Each member of a committee, task force, or advisory council shall annually review the MPI Conflict of Interest Policy and complete a disclosure form.

SECTION 4. REPORTS: Each committee, task force, or advisory council shall submit a written progress report to the MPI Board of Directors prior to each scheduled MPI Board of Directors meeting.

SECTION 5. CIC DELEGATE: MPI, as a member of the Convention Industry Council (CIC), is entitled to have two representatives serve as delegates to the Council. One of those delegates shall be the President/CEO of MPI.

SECTION 6. PAST PRESIDENTS, CHAIRMEN/CHAIRWOMEN:

- 6.1 COUNCIL:
 - 6.1.1 Past Presidents of MPI shall succeed to membership on the Past Presidents Council.
 - 6.1.2 The Past Presidents Council shall meet at the request of the chairman/chairwoman of the board or President/CEO.
 - 6.1.3 The Past Presidents Council, upon request, may serve as a special advisory group to the President/CEO of MPI and may undertake special projects determined worthwhile and appropriate by, and act as a special advisory group to, the current chairman/chairwoman of the board and/or President/CEO.
- 6.2 RECOGNITION: In recognition of service in MPI and the MPI Foundation, after one (1) year as chairman/chairwoman of either MPI or the MPI Foundation, the following is extended:
 - 6.2.1 Gratis membership dues.

- 6.2.2 Complimentary registration at the MPI World Education Congress and one additional MPI conference per fiscal year.

SECTION 7. AWARDS: MPI will have an awards program to recognize outstanding achievement from its membership, chapters and the business community. Any and all awards given by MPI will be submitted to the Executive Committee for approval.

ARTICLE IX FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of MPI is July 1 through June 30.

SECTION 2. ANNUAL BUDGET: The annual operating and capital budgets are prepared by management for presentation to the Audit and Finance Committee, who then recommend the operating and capital budgets to the MPI Board of Directors. The MPI Board of Directors approves the annual operating and capital budgets.

- 2.1 CAPITAL EXPENDITURES: A capital expenditure budget will accompany the proposed budget for the upcoming fiscal year for Board approval. Requests for capital expenditures in excess of \$5,000 which have not been included in the approved budget must have prior approval of the Audit and Finance Committee.

SECTION 3. RESERVE FUND:

Terms:

The term "Reserves" for financial purposes will be defined as "total net assets" reflected on the organizations Balance Sheet.

Reserve Target:

MPI establishes its 5 year reserve goal (defined as net assets divided by current year's expense) at 50%. This timeframe is to be a minimum as it is recognized that external events in the industry, significant downturn in the economy or stock market could make a longer commitment necessary.

Purpose of Reserves:

MPI will maintain adequate reserves for the following purposes:

- National or international event which could cause a substantial downturn in MPI's member's industries.

In such cases reserves can provide the necessary resources to replace budgeted revenues that fail to arrive, allowing for an orderly reduction of expenditures over whatever period is necessary.

- Identification of a valuable investment opportunity for long term growth.

While most such opportunities are managed through budgeted expenditures, the right opportunity with a significant and dependable return on investment can warrant a decision on the part of the board to access the organizations reserves.

These investments would require an acceptable ROI back to the organization.

- Unpredictable events which could substantially impact MPI's operations or revenue streams.

While such occurrences are rare, reserves can provide the resources necessary to keep the organization functioning should one occur.

Access to Reserves:

The access of the "reserve" shall first be referred to the Finance Committee for consideration. Final approval by a majority vote of the MPI Board of Directors is required.

SECTION 4. REQUEST FOR PROPOSALS: Request for proposals shall be required for any expenditure in excess of \$5,000. Request for proposals shall include letter of transmittal, qualifications of the firm or company, the approach to be utilized and the maximum fees that will be charged. Request for proposals should be secured from no less than two (2) qualified vendors.

SECTION 5. REIMBURSEMENT OF EXPENSES TO INTERNATIONAL VOLUNTEER LEADERS (SERVING ON BOARDS, COMMITTEES, ADVISORY COUNCILS & TASK FORCES)

- 5.1. POLICY STATEMENT: For authorized meetings, MPI will assume financial responsibility of travel and meeting costs within budgetary guidelines for its international volunteer leaders. MPI will negotiate "best available" or complimentary room rates to defray expenses. Leadership groups will be held to allocated budgets as a limit of expense. Additionally, the MPI Board of Directors recommends to and requests of volunteer leaders that they share in the expenses of volunteer participation, in particular hotel sleeping room expenses.

Further, leadership chairs shall individually consult with their groups at the beginning of the fiscal year regarding their ability to share in these expenses, and group expenditures shall be planned accordingly.

Reimbursement for air travel for official business meetings will be limited to:

- \$300 US for travel within the United States;
- \$300 US for travel within Canada, Mexico or Europe;
- \$500 US for travel between the U.S. and Canada or Mexico; and
- \$1,000 US for intercontinental travel.

If pre-approved by the CFO, additional expenses up to \$500 US may be reimbursed for domestic or international economy air travel. The pre-approvals for additional expense will be turned around within 24 hours during the business week by sending to volunteerreimbursement@mpiweb.org.

The cost of upgrades is not reimbursable. Charges for airfare ticket changes for penalty imposed tickets are not reimbursable unless authorized.

If pre-approved by the CFO, expenses for travel by rail will be reimbursed (provided that it is the most economical means of transportation).

Additional travel, not in connection with the purpose of the meeting, must be approved for reimbursement in advance of the travel.

MPI management will arrange for meeting space and group meals which will be paid via the appropriate board, committee, advisory council or task force budget.

Every effort will be made by MPI management to negotiate the best available (or complimentary) hotel accommodations for its international volunteer leaders.

In the event a volunteer leader extends the hotel stay in order to provide a cost savings on air travel, MPI will reimburse this meeting attendee for the additional room night(s) and meal expense(s). This provision will be handled through MPI management on a case-by-case basis in advance of the meeting dates. Justification of cost savings must be presented in writing by the attendee before travel arrangements or hotel reservations are booked.

If pre-approved by management advisor, expenses for one additional night's lodging will be reimbursed for international volunteer leaders who must travel excessive distances.

Expenses that are not reimbursable include:

- Food and beverages, other than group meals that are part of the meeting;
- Car rental (unless it is the most economical means of transportation to the meeting site);
- Extraneous limousine service;
- Parking;
- Conference registration fees;
- Personal telephone calls;
- Laundry/dry cleaning services;
- Fees for recreational or health facilities such as spa, fitness center, golf course, etc.;
- Fees for in-room movies, mini-bar, video games and high-speed internet use; and
- Other incidental expenses (unless approved in advance by the management advisor).

SECTION 6. VOLUNTEER COMMITMENT: International volunteer leaders, upon acceptance of their designated assignments, make a commitment to fully participate in meetings of their group; except for special situations, they are expected to attend scheduled meetings in their entirety. Reimbursements for members who arrive late or depart early will be subject to approval.

SECTION 7. MEETINGS DURING MPI CONFERENCES/CONGRESSES: Meetings held in conjunction with MPI conferences and events are not reimbursable.

SECTION 8. REMITTANCES: All fees to MPI will be quoted in U.S. and Canadian dollars and Euros, and remittances may be payable in any of these currencies.

ARTICLE X MISCELLANEOUS

SECTION 1. SANCTIONED EVENTS: Any function, event promotion or special activity held or conducted in conjunction with a sanctioned MPI event must be cleared in advance through MPI Headquarters and the President/CEO or his/her designee.

SECTION 2. EDITORIAL POLICY: The editorial policy of Meeting Professionals International shall be to inform the members and related audiences of all association activities of importance by judicious use of all possible media. Education will always be utmost in these efforts with additional objectives being those of growth, professionalism and the highest ethical practices in the field of meeting management.

MPI shall serve as the unbiased, non commercial voice of the profession. MPI's publications shall reflect the highest standards of the association, whenever possible, by use of recognized experts in the field, and from other important areas that directly have an impact on the meeting management profession. Publications will report on all items of news worthiness with the added responsibility of serving as the historical chronicle of MPI expansion and progress. All written and visual material will be

of a positive nature and in no way be detrimental to any portion of the membership, their representative companies or organization.

MPI's editorial policy shall be under the direction and control of the President/CEO.

SECTION 3. MPI SPOKESPERSON DESIGNATION: The chairman/chairwoman of the board as the highest elective officer and president as the chief executive officer shall be the official spokespersons for MPI. A member of the MPI Board of Directors may be designated as a MPI spokesperson by the chairman/chairwoman of the board to speak for MPI. In any case, all spokesperson's statements must conform to adopted MPI Board of Directors policy.

SECTION 4. CHAIRMAN/CHAIRWOMAN'S AWARD CRITERIA: The MPI Chairman/Chairwoman's Award is a special recognition by the elected chairman/chairwoman of MPI to an individual who has made an outstanding contribution to MPI, the meeting planning profession, the meeting's industry or other activities that have benefited the industry or the association. This award is given at the discretion of the sitting chairman/chairwoman during the annual World Education Congress.

SECTION 5. INDUSTRY AWARD CRITERIA: The MPI Industry Award is a special recognition by the President/CEO of MPI to an individual, a corporation or an association who has demonstrated exceptional contributions to the advancement of the meeting industry or Meeting Professionals International. The award will be presented at the discretion of the President/CEO during the annual World Education Congress.

ARTICLE XI EDUCATIONAL PROGRAMS

SECTION 1. CONFERENCES/CONGRESSES: The MPI Board of Directors shall have the final authority over the site selection of MPI World Education Congresses and MPI Regional Conferences. The responsibility and authority for the planning and management of the MPI World Education Congresses and MPI Regional conferences are delegated to the President/CEO, who shall keep the MPI Board of Directors informed. The President/CEO or his/her designee shall serve as conference manager, and shall determine and direct the involvement of local members and/or organizations.

SECTION 2. SITE SELECTION CRITERIA: All MPI functions and activities shall be held at facilities or properties having an MPI member on the staff, or if the property is a part of a chain, the chain must have demonstrated active representation in MPI. Any exception to this policy, with regard to individual functions or activities, must be approved by the President/CEO. Each invitation must be supported by a local convention and visitors bureau, the city government and any local MPI constituents.

SECTION 3. COMPLIMENTARY REGISTRATIONS: The President/CEO or his/her designee is authorized with discretion to issue complimentary and/or reduced (one-half regular fee) registrations for MPI conferences/congresses.

SECTION 4. SMOKING POLICY: All MPI programs within meeting rooms and seated functions, will be smoke free.

ADDENDUM I TO THE POLICY MANUAL PRINCIPLES OF PROFESSIONALISM

INTRODUCTION

Meeting Professionals International's (MPI) Principles of Professionalism provide guidelines recommended for the business behavior of its members that impacts their perceived character and thus the overall image of MPI. Commitment to these principles is implicit to membership and is essential to instilling public confidence, engaging in fair and equitable practices and building professional relationships with meeting industry colleagues.

Principles of Professionalism

As members of Meeting Professionals International, we are responsible for ensuring that the meeting industry is held in the highest public regard throughout the world. Our conduct directly impacts this result.*

Maintaining Professional Integrity:

- **Honestly represent and act** within one's areas of professional competency and authority without exaggeration, misrepresentation or concealment.
 - **Avoid** actions which are or could be perceived as a conflict of interest or for individual gain.
 - **Offer or accept** only appropriate incentives, goods and services in business transactions.
-

Utilizing Professional Business Practices:

- **Honor** written and oral contracts, striving for clarity and mutual understanding through complete, accurate and timely communications, while respecting legal and contractual rights of others.
 - **Ensure** rights to privacy and **protect** confidentiality of privileged information received verbally, in writing, or electronically.
 - **Refrain** from misusing solicited information, proposals or concepts.
 - **Commit** to the protection of the environment by responsible use of resources in the production of meetings.
 - **Actively pursue** educational growth through training, sharing of knowledge, expertise and skills, to advance the meeting industry.
-

Respecting Diversity:

- **Embrace and foster** an inclusive business climate of respect for all peoples regardless of national origin, race, religion, sex, marital status, age, sexual orientation, physical or mental impairment.

**Encompasses oneself, the association, fellow members, meeting attendees, clients and customers, suppliers and planners, employers and the general public.*

Developed for members of MPI by the 1995-96 Ethics Task Force including Nancee Byington, Debbie Elder, Sandi Galloway, Elizabeth Kuhn, Nell Lockhart, Robert Eilers, plus special assistance from Gary Boyler and Deb Cross.

Adherence to these Principles of Professionalism signifies professionalism, competence, fair dealing and high integrity. Failure to abide by these principles may subject a member to disciplinary action, as set forth in the Bylaws of Meeting Professionals International.