

All Chapter bylaws and amendments must be submitted to Headquarters for review prior to Chapter vote and to Board of Governors for final approval.

ISES CHAPTER BYLAWS

INTERNATIONAL SPECIAL EVENTS SOCIETY

(Adopted July 16, 1989)

(Revised August 8, 1995)

(Revised July 16, 1996)

(Revised August 8, 1998)

(Revised February 25, 2005)

(Revised August 14, 2007)

ARTICLE I – NAME AND LOCATION

Section 1. The name of this corporation shall be:

INTERNATIONAL SPECIAL EVENTS SOCIETY/ _____ CHAPTER
hereinafter, the “Chapter”.

Section 2. The incorporation location of the Chapter shall be in the State or Province of _____ . The mailing location may be determined from time to time by the Board of Directors.

Section 3. The Chapter is given all the rights to conduct itself as a local Chapter of the International Special Events Society hereinafter, the “Society”.

ARTICLE II – PURPOSE/OBJECTIVES

Section 1. Purpose. The primary purpose of the Chapter is to carry out the directives and purposes of the Society as prescribed in the Society’s Bylaws.

Section 2. Objectives. In addition, the Chapter objectives shall be to:

- (a) Provide networking and social opportunities as a means of creating a “sense of belonging” for members
- (b) To be a dissemination, communication and delivery tool for ISES International, including membership recruitment and education .
- (c) To provide a forum to address local issues.
- (d) To serve ISES International in a complementary, subordinate manner.
- (e) Uphold all other objectives and purposes as set forth in the International Society’s Bylaws.
- (f) All the above purposes are illustrative only and it shall be within the powers of the Board of Directors to deal with such other matters which, in its judgment, are of benefit to the members, incidental to the powers expressed herein.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility. To be eligible for membership in the Chapter, a person must be a member in good standing of the Society. Any such member of the Society is eligible for membership in the Chapter. Voting members of the Chapter shall be only those members who are voting members of the International Society. Student members are non-voting members.

Section 2. Admission. Admission to membership in the Society shall be governed by the pertinent provisions of the Bylaws of the Society.

Section 3. Application. Application for membership and payment shall be forwarded to the Society's office either by the applicant or by the Chapter.

Section 4. Termination of Chapter Membership. Any member who for any reason ceases to be a member of the Society or is dropped from the Society's roll for non-payment of dues shall cease to be a member of the Chapter and shall be dropped from the Chapter membership roll.

The Chapter's Board of Directors may present a written recommendation to the Society's Board of Governors to expel or suspend a member, who in the opinion of the chapter Board of Directors, does not meet the criteria for membership; or who does not uphold the standards and codes for which the society members subscribe.

Section 5. Resignation.

(a) Any member who voluntarily resigns from the Society while in good standing may be considered for reinstatement to membership.

(b) Notice of resignation must be in writing and submitted to the Society office.

ARTICLE IV – DUES AND FEES

Section 1. Dues and Fees. The Application Fee and Annual Dues shall be as set by the International Society's Board of Governors.

Section 2. Fiscal Year. The fiscal year of the Chapter shall coincide with the fiscal year of the International Society (July 1 – June 30).

ARTICLE V – CHAPTER MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting each year at such time and place as may be designated by the Chapter Board of Directors.

Section 2. Regular Meetings. In addition to the Annual Meeting, there shall be a minimum of four regular meetings per year at such times and places as may be designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Chapter may be called by the President, by a majority of the Board of Directors, or by written request by 25 percent of the Chapter's voting members.

Section 4. Quorum. A majority of the Chapter members eligible to vote shall constitute a quorum at any meeting of the Chapter.

Section 5. Notice of Meetings. A written notice, stating the place, day, and hour of any meeting of the members, and, in case of a special meeting, the purpose or purposes for which such meeting is called, shall, at least ten (10) days before the date of the meeting, be delivered or

mailed by the Secretary of the Chapter, or by the person calling the meeting, to each member of record of the Chapter entitled to vote at such meeting. Notice of any meeting may be waived in writing, filed with the Secretary, or by attendance in person.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition. The governing body of the Chapter shall be a Board of Directors consisting of the following: President, President-elect (serving as Secretary and Treasurer), Vice President/Membership, Vice President/Education and Programs, Vice President/Communications and Immediate Past President who shall serve in an ex-officio voting capacity, and an additional number of directors-at-large totaling one more than the total number of officers. Vice Presidents may serve in more than one capacity, provided the combined position is approved prior to the commencement of that VP's term. The required number of combined officers and directors-at-large is thirteen.

Section 2. Directors. For the initial Board of Directors of the Chapter, half of the directors-at-large shall serve two-year terms, with the other half of the directors-at-large serving one-year terms. Thereafter, directors-at-large whose terms are expired shall be elected by the Chapter membership at its regular election to serve a two-year term beginning at the conclusion of the Annual Meeting of the International Society held in the fiscal year in which the election is held, to the end of the Annual Meeting two years later, or until his or her successor shall thereafter be elected and qualify.

Section 3. Eligibility. Directors must be voting members in good standing of the Society at the time of nomination, election to office and throughout their term of office.

Section 4. Meetings. There will be no less than six meetings of the Board per year. Board members must be given at least ten days advance notification of such meetings.

Section 5. Removal from office. A Director may, by affirmative vote of two-thirds of the entire Board of Directors, be removed, censured, or suspended from office on any of the following grounds:

- (a) Failure to attend three consecutive Board meetings.
- (b) Violation of the Principles of Professional Conduct and Ethics of the Society or of the Bylaws of the Society and/or Chapter.
- (c) Failure to serve the Chapter's directives in fulfilling their official duties.

Said Director must be given reasonable notice and an opportunity to respond to all charges.

Section 6. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of any business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors unless otherwise provided for under law, the Bylaws, or the Articles of Incorporation.

Section 7. Participation By Conference Telephone. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 8. Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the Director signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VII – OFFICERS

Section 1. Chapter Officers/Executive Committee. The officers of the Chapter shall be President, President-elect (serving as Secretary and Treasurer), Vice President/Membership, Vice President/Education and Programs and Vice President/Communications. The Immediate Past President will act in ex-officio capacity. All officers of the Chapter shall comprise the Executive Committee and shall be empowered to act on behalf of the Chapter between meetings of the members.

Section 2. Charter Officers. The initial charter officers of the Chapter shall include those listed in this article in Sections 5-9.

Section 3. Election. The initial officers of a new chapter each will serve a two year term with an opportunity for re-election. Thereafter, officers will serve one-year terms, beginning at the close of the Annual Meeting in the fiscal year of the election. No officer having held an office for two successive terms shall be eligible to succeed himself in the same office.

Section 4. Removal from Office. An officer may, by affirmative vote of two-thirds of the entire Board of Directors, be removed from office on any of the following grounds:

- (a) Failure to attend three consecutive Board and/or Executive Committee meetings.
- (b) Violation of the Principles of Professional Conduct and Ethics of the Society or Bylaws of the Society and/or Chapter.
- (c) Failure to serve the Chapter's directives in fulfilling their official duties.

Said officer must be given reasonable notice and an opportunity to respond to all charges.

Section 5. President. The President shall perform the duties usually assigned this office. The President shall preside at all meetings, or in his/her absence the President-elect, or in his/her absence a designated Vice President. In the absence of all, then a member of the Board of Directors shall preside. The President shall appoint all committees with the approval of the

Board of Directors and shall be an ex-officio member of all committees except the Nominating Committee.

Section 6. President-Elect. The President-elect shall, in the absence of the President, have all powers and perform all duties of the President except where precluded by law. The President – Elect shall also serve as the Secretary and Treasurer of the chapter.

The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and Board of Directors. The Secretary will be responsible for the promulgation of these minutes to the appropriate members and shall submit copies of such minutes to the Society headquarters, issue notices of all meetings, write such official letters as the Chapter may designate, maintain and preserve a record of the proceedings and history of the Chapter.

The Treasurer shall receive and deposit all Chapter funds in the name of the Chapter, in a bank or trust company as approved by the Board of Directors. The Treasurer shall be responsible for preparation of the Chapter budget, and make regular financial reports to the Board of Directors at their meetings, to be incorporated in the permanent records of the Chapter. The Treasurer shall also be responsible for submitting quarterly and year-end financial reports to the Society's office as required.

All funds withdrawn from the Chapter accounts must require the signature of the Treasurer and one other officer.

The Treasurer shall deliver to his successor in office all funds, books, documents, vouchers and other property of the Chapter which he/she has in their possession and/or for which they are accountable.

Section 7. Vice President/Membership shall oversee all membership activity and be responsible for any and all committee activity pertaining to membership in the Chapter. The Vice President/Membership shall also be responsible for recording and maintaining the list of members and the addresses of members and shall be responsible for promulgating changes and amendments.

Section 8. Vice President/Education and Programs shall oversee all educational and program activity and be responsible for any and all committee activity pertaining to education in the Chapter. This includes hospitality and site selection areas.

Section 9. Vice President/Communications shall oversee all activities relating to various aspects of both internal and external Chapter communications.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Chapter Nominating Committee consisting of no less than three and no more than 5 voting members in good standing appointed by the President. Anyone who has become a member of a Nominating Committee may not be

nominated by that committee for any office that year. The President of the Chapter, if they are not to be nominated for a position, may appoint themselves as head of the Nominating Committee.

Section 2. Appointment. The Chapter Nominating Committee shall be appointed by the Chapter President and is subject to the approval of the Board of Directors.

Section 3. Vacancies. Vacancies in the Chapter Nominating Committee shall be filled by the Chapter President.

Section 4. Duties of the Nominating Committee. The Nominating Committee shall be responsible for the preparation and dissemination of election guidelines, job descriptions, and nomination forms with which members may nominate candidates for office. The deadline for submission of nominations shall be as stated in the election guidelines. After the deadline for the submission of nominations for offices, the Nominating Committee shall meet for the purpose of reviewing and assessing the nominees for Officers and Directors with respect to their eligibility and shall prepare a slate/ballot of the nominees consisting of at least one (1) candidate for each of the various positions whose election will serve, in its opinion, the best interests of the Chapter.

The slate/ballot of candidates and biographical information on each candidate will be distributed to Chapter voting members by the Nominating Committee, according to the official election calendar.

Section 5. Nominations. Any voting member may place in consideration for nomination any individual voting member for any office by completion of the nomination form and delivery of it to the Nominating Committee by the specified deadline.

Section 6. Candidate Vacancies. If any candidate withdraws from candidacy for any reason after officially becoming a candidate, and if that person was the only candidate for that position, the Chapter President, with ratification by the Board of Directors, will instruct the Nominating Committee to select a nominee as quickly as possible, and reasonable time will be permitted for members to submit for nomination.

Section 7. Acceptance. The Nominating Committee shall obtain the consent of the nominees in writing prior to publication of the slate/ballot. Candidates must comply with the Society's election procedures and policies.

Section 8. Mid-term Vacancies. Upon the vacancy mid-term in the office of President, the President-elect shall assume the office of President.

The vacancies in any other offices or directors shall be filled by appointment for the unexpired term by the President with approval of the Board of Directors.

This procedure also applies to any office or directorships not filled at the time of original Chapter elections.

Section 9. Voting. All voting members in good standing of the Chapter will be allowed to cast ballots for Officers and Directors.

Section 10. Charter Officers and Chairman. The election of the Charter Officers and Chairmen of the various committees as indicated in the minutes of the Chapter which took place prior to the drafting of these Bylaws, shall be declared as legal and binding and be accepted as taking place within all the requirements of these Bylaws.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. In addition to the Nominating Committee, there shall be standing committees on Membership, Programs/Education and Communications. Chairs of these committees are to be appointed by the President, and may include, but are not limited to, Directors. All Committee members must be members of the Society.

Section 2. Special Committees. Special committees may be established and appointed by the President with approval of the Board of Directors.

Section 3. Committee Reports. The chair of each committee shall report its activities regularly to the Board of Directors. All Committee activities shall be subject to approval by the Board of Directors.

Section 4. Task Forces. Task Forces may be established and appointed by the President.

ARTICLE X – INDEMNIFICATION.

Section 1. The Chapter shall indemnify each Director, Officer, and employee to the fullest extent permitted by applicable law, provided that each such person to be indemnified shall be required to have conducted himself or herself in good faith and have reasonably believed that his or her conduct was in the Chapter's best interest.

ARTICLE XI – BY-LAW AMENDMENTS

Section 1. Any amendments to these Bylaws must be submitted in writing to the Society's Headquarters who will present to the ISES Board of Governors for approval at least 90 days before they can become effective.

Section 2. These Bylaws may be amended by a two-thirds vote of the chapter members present at any meeting at which a quorum is present, provided such proposed amendment(s) has been approved by the Board of Directors and at least thirty days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's Board of Governors.

ARTICLE XII – DEFINITIONS

Section 1. Any reference in these bylaws to the term “Society” refers to the International Special Events Society. Any reference to the term “Chapter” refers to the local Chapter which these Bylaws serve.

ARTICLE XIII – DISSOLUTION OF CHAPTER

Section 1. In the event that the Chapter is dissolved, the assets of the Chapter shall be distributed as follows:

(1) All liabilities and obligations of the Chapter shall be paid, satisfied and discharged; in case its properties and assets are not sufficient to satisfy or discharge all of the Chapter’s liabilities and obligations, the Chapter shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.

(2) Assets held by the Chapter upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(3) The remaining assets, if any, shall be distributed to the Society.

ARTICLE XIV – MISCELLANEOUS

Section 1. The Chapter is responsible for its own finances; the Society shall not be responsible for any debts of the Chapter unless specifically approved in writing by the Society’s Board of Governors.

Section 2. Neither the Chapter, its officers, directors, committees, members, employees, nor agents shall have the authority to act for, represent, bind or commit the Society in any manner on any subject, unless specifically authorized to do so in writing by the Society’s Board of Governors.