

**BYLAWS
OF
MEETING PROFESSIONALS INTERNATIONAL FOUNDATION**

ARTICLE I

NAME

The name of the Foundation shall be Meeting Professionals International Foundation (“the Foundation”).

ARTICLE II

PURPOSE AND MISSION

Section 1. Purpose: The Meeting Professionals International Foundation (MPIF) is a not-for-profit organization that shall fund grants, scholarships and pan-industry research in support of the global meeting and event industry.

Section 2. Mission: The MPI Foundation funds education and pan-industry research that drive the success of meeting professionals.

ARTICLE III

MEMBERS

The Foundation shall have no members.

ARTICLE IV

REGIONAL COUNCILS

Section 1. Establishment: The Board of Trustees may establish, modify or dissolve Regional Councils based on geographic regions on a global basis. Such Councils shall have rights and responsibilities as the Board of Trustees may prescribe. Regional Councils shall be responsible for raising funds and to conduct its activities to support of the purpose and mission of the Foundation and to identify and recommend regional or global research and other projects to the Board of Trustees.

Section 2. Leadership and Council Members: The Chairman/Chairwoman of the Foundation shall appoint for a term of two years the first chairman/chairwoman of each Regional Council. Subsequent regional council chairs shall be selected by the Board of Trustees from a slate proposed by the Regional Council of not more than three individuals from the geographic region represented by the Council. Members of the Regional Council leadership shall be named by the Chairman/Chairwoman of the Board of Trustees to serve for a one year term. A term of office of

any council member or chair may be set for less than one year by in accordance with policies as adopted by the Board of Trustees.

Section 3. Procedures: Regional Councils shall annually submit for approval by the Board of Trustees a business and operating plan which shall be prepared and presented as directed by the Board of Trustees.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Authority and Responsibility: The governing body of the MPI Foundation shall be the Board of Trustees. The Board of Trustees shall be responsible for the strategic direction and fiduciary oversight of the fundraising and grant activities of the Foundation, and to provide strategic direction and approval of Foundation projects.

Section 2. Composition, Manner of Election and Term of Office: The Board of Trustees shall consist of no less than twelve (12) nor more than seventeen (17) voting trustees elected in accordance with these bylaws and such policies as may be adopted by the Board of Trustees. Trustees shall be elected by the Board of Directors of Meeting Professionals International. In addition to such Trustees, the President/CEO of MPI and the Executive Vice President of the Foundation shall be *ex officio* members, without vote, of the Board of Trustees and the Executive Committee. A list of candidates for trustees and officers shall be submitted to the MPI Board of Directors by a Nominating Committee appointed in accordance with policies adopted by the Board of Trustees, but such list shall not bind the MPI Board of Directors as to who may be elected a trustee or officer. Elected trustees shall take office on January 1 of each year following their election. Approximately one-third of the trustees shall be elected each year to serve a term of three years and until their successors have been elected. The term of office of any trustee to be elected may be set for less than three years by the MPI Board of Directors as necessary to provide that approximately one-third of the terms of all of the trustees will generally expire each year. Trustees can be re-elected for up to two terms of three years. Thereafter no trustee shall be eligible for reelection until at least one (1) year has elapsed from the expiration of his or her second three year term. However, the term of a trustee elected to the position of Chairman/Chairwoman-Elect, Vice Chairman/Chairwoman or serving as Chairman/Chairwoman or Immediate Past Chairman/Chairwoman shall not expire until his or her term as an officer expires.

Section 3. Regular Meetings: Regular meetings of the Board of Trustees shall be held at such time and place as may be designated by the Board of Trustees. There shall be a minimum of two meetings each year in conjunction with MPI conferences, MPI board meetings or other MPI events or as otherwise determined by the Board of Trustees. Additional meetings may be called at the discretion of the Chairman/Chairwoman or by majority vote or written request of a majority of the Board of Trustees.

Section 4. Special Meetings: Special meetings of the Board of Trustees shall be called by the Executive Vice President at the request of the Chairman/Chairwoman or a majority of the Board of

Trustees. The Executive Vice President may fix any place as the place for holding any special meeting of the Board of Trustees.

Section 5. Notice of Meetings: Written notice of any meeting of the Board of Trustees shall be given in accordance with the provisions of the Illinois General Not For Profit Corporation Act.

Section 6. Quorum: A majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, provided, that if less than a majority of the trustees are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice until a quorum is obtained.

Section 7. Manner of Acting: The act of a majority of the trustees present in person or by electronic means, as allowed by Illinois law, at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Trustees: The Board of Trustees may take informal action in any manner allowed by law, and consistent with these bylaws.

Section 9. Removal: Any trustee may be removed by majority vote of the Board of Directors of MPI whenever in its judgment the best interests of the Foundation would be served.

Section 10. Vacancies: Any vacancy occurring on the Board of Trustees or any increase in the number of trustees to serve on the Board shall be filled in accordance with these bylaws. A trustee selected to fill a vacancy shall serve for the remainder of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers: All officers of the Foundation, other than the Executive Vice President, shall be elected from the then members of the Board of Trustees and shall consist of Chairman/Chairwoman, Chairman/Chairwoman-Elect, Immediate Past Chairman/Chairwoman and three (3) vice chairmen/chairwomen.

Section 2. Manner of Election and Term of Office: Officers shall be elected by the Board of Directors of MPI in the same manner as trustees are elected and shall serve for a term of one year and until a successor is duly elected.

Section 3. Removal: Any officer may be removed by a majority vote of the Board of Directors of MPI whenever in its judgment the best interests of the Foundation would be served.

Section 4. Vacancies: A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Chairman/Chairwoman: The Chairman/Chairwoman shall be the principal elected officer of the Foundation and shall preside at all meetings of the Board of Trustees. The

Chairman/Chairwoman shall serve as a member, *ex-officio*, of all committees. The Chairman/Chairwoman shall perform all duties incident to the office of chairman/chairwoman and such other duties as may be assigned by the Board of Trustees. The Chairman/Chairwoman will assume the duties of Immediate Past Chairman/Chairwoman on July 1 following his or her term as Chairman/Chairwoman.

Section 6. Chairman/Chairwoman-Elect: The Chairman/Chairwoman-Elect shall perform such duties as may be prescribed by the Chairman/Chairwoman, Executive Committee and/or Board of Trustees. In the absence of the Chairman/Chairwoman or the Chairman/Chairwoman's inability or refusal to act, the Chairman/Chairwoman-Elect shall perform the duties of the Chairman/Chairwoman, and when so doing, shall have all the powers of and be subject to all the restrictions upon the Chairman/Chairwoman. On July 1 of the next succeeding year after taking office, the Chairman/Chairwoman-Elect shall automatically assume the office of Chairman/Chairwoman.

Section 7. Vice Chairman/Chairwoman: The three Vice Chairmen/Chairwomen shall perform such duties as are assigned to the individual Vice Chairman/Chairwoman by the Chairman/Chairwoman and/or of the Board, Executive Committee and/or Board of Trustees.

Section 8. Immediate Past Chairman/Chairwoman: The Immediate Past Chairman/Chairwoman shall serve as a voting member of the Board of Trustees, as well as the Executive Committee and perform such duties as may be prescribed by the Chairman/Chairwoman, Executive Committee and/or Board of Trustees.

Section 9. Executive Vice President. The Executive Vice President shall be appointed by the President/CEO of MPI in consultation with the Executive Committee of the Foundation. The Executive Vice President shall be the chief administrative officer of the Foundation and shall perform such other duties related to the Foundation that may be assigned by the President/CEO of MPI, the Chairman/Chairwoman of the Foundation, the Executive Committee, and/or the Board of Trustees. The duties of the secretary and treasurer shall be the responsibility of the Executive Vice President, unless otherwise specified by the Board of Trustees.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. Executive Committee: The Executive Committee shall consist of the Chairman/Chairwoman, Chairman/Chairwoman-Elect, Immediate Past Chairman/Chairwoman and the three Vice Chairmen/Chairwomen. The President/CEO of MPI and the Executive Vice President of the Foundation shall be *ex officio* members, without vote, of the Executive Committee. Members of the Executive Committee shall assume their duties on January 1 of each year.

Section 2. Authority: The Executive Committee may act in place and stead of the Board of Trustees between Board meetings on all matters, except those specifically reserved to the Board by Illinois law or these bylaws, pursuant to the delegation of authority to such Committee by the Board

of Trustees. Actions of the Executive Committee shall be reported to the Board of Trustees for ratification by mail, facsimile or electronic media or at the next Board of Trustees meeting.

Section 3. Meetings and Quorum: Meetings of the Executive Committee shall be called by the Executive Vice President at the request of the Chairman/Chairwoman or by the request of three members of the Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

Section 1. Governance and Nominating Committee. The Governance and Nominating Committee shall assist the Board of Trustees in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices as well as the development and evaluation of the Board of Trustees and nomination process for trustees and officers. MPI and Foundation management may serve as a resource to the Committee.

Section 2. Audit and Finance Committee: The Audit and Finance Committee shall assist the Board of Trustees in fulfilling its oversight responsibilities relating to the quality and integrity of the Foundation's financial reporting processes and accounting practices and the performance, qualifications, and independence of the Foundation's independent auditors.

Section 3. Other Appointed Bodies: The Chairman/Chairwoman of the Board or the Chairman/Chairwoman-Elect, in accordance with policies adopted by the Board of Trustees, shall establish and appoint such other committees, subcommittees, advisory councils, or task forces as are necessary and which are not in conflict with other provisions of Illinois law or these bylaws. The duties and procedures of such committees shall be prescribed by the Board of Trustees.

ARTICLE IX

FINANCE

Section 1. Fiscal Year: The fiscal year of the Foundation shall be prescribed by the Board of Trustees.

Section 2. Bonding: Trust or security bonds shall be furnished for the Chairman/Chairwoman of the Board, Vice Chairmen/Chairwomen, President/CEO and other such officers or employees of MPI or the Foundation as the Board of Trustees shall direct. The amount of such bonds shall be determined by the Board of Trustees and the cost paid by the Foundation.

Section 3. Budget and Annual Financial Reports: The Board of Trustees in advance of the next fiscal year, shall adopt an annual operating budget covering all activities of the Foundation. A financial report of the year just completed shall be presented to the Board of Trustees as directed by the Board of Trustees, the Board of Directors of MPI, and as further directed by the Board of Trustees.

Section 4. Audit: The accounts of the Foundation shall be audited not less than annually by a certified public accountant who shall be approved by the Board of Trustees, and who shall provide a report for the Board of Trustees as directed by the Board of Trustees.

ARTICLE X

MISCELLANEOUS

Section 1. Operation and Use of Funds: The Foundation shall be organized and operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and no part of the net earnings of the Foundation shall inure to the benefit of any trustee, officer, member or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. Dissolution: Upon the dissolution of the Foundation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation dispose of all of the assets of the Foundation exclusively for purposes similar to the purpose of the Foundation in such manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Section 3. Political Activities: The Foundation shall not contribute any of its earnings or property or providing any services for any political candidate, committee, party or organization.

Section 4. Indemnification: To the fullest extent allowed by and in accordance with the laws of Illinois, the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation by reason of the fact that he or she is or was a trustee, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall

not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful. In addition and to the extent available, the Foundation shall purchase insurance for such indemnification and as determined by the Board of Trustees.

Section 5. Compensation: Voting trustees shall not receive any salaries for their services as a trustee or as an officer, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or of the Executive Committee.

Section 6. Rules of Order: All proceedings of the Foundation shall be in accordance with Robert's Rules of Order (most recent edition) for parliamentary procedure, except as otherwise provided in these bylaws or policies of the Board of Trustees.

Section 7. Notices and Voting: To the fullest extent allowed by Illinois law, the Foundation may transmit and receive notices and take action consistent with these bylaws by electronic means.

ARTICLE XI

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, restated or repealed and new bylaws may be adopted by a majority of the trustees present at any regular meeting or at any special meeting, provided that at least fourteen (14) days written notice is given of intention to alter, amend, restate or repeal and to adopt new bylaws at such meeting. Any amendments to these bylaws must first be approved by the Board of Directors of Meeting Professionals International before taking effect.

MPIF-bylawsAF70312