



BYLAWS

ARTICLE I NAME

The name of this organization is the Southeast Chapter of the Professional Convention Management Association (PCMA) and will be referred to as the "Chapter" in these Bylaws.

ARTICLE II OBJECTIVES

The principal purpose of this Chapter shall be to promote the mission and goals of PCMA, within the territory of the Chapter.

ARTICLE III MISSION

The mission of PCMA and the chapter is to be the leading organization for meeting and event professionals by delivering superior and innovative education and promote the value of professional convention management.

ARTICLE IV CHAPTER MEMBERSHIP

Section 1. All PCMA members whose business address is in the territory of the Chapter shall automatically become members of the Chapter unless the member notifies the PCMA headquarters office in writing of his or her desire to become affiliated with a Chapter other than the Chapter located in their home territory. PCMA members may be affiliated with more than one Chapter for an additional fee.

Section 2. All Chapter members will be classified in accordance with the PCMA member classifications set forth in PCMA bylaws. A Chapter member is considered to be in good standing if that member is in good standing with PCMA.

ARTICLE V DUES

Section 1. Dues for all categories shall be established by the national PCMA Board of Directors in accordance with national PCMA policies.

Section 2. PCMA Chapter dues will be assessed and collected annually by national PCMA and will be considered delinquent if not paid within sixty (60) days from the due date. Chapter's portion of dues payment will be rebated by national PCMA in accordance with procedures established by the national PCMA Board of Directors.

Section 3. There will be no refunds of membership dues to any member whose membership has been terminated for any reason.

ARTICLE VI
MEMBERSHIP MEETINGS AND VOTING

Section 1. **MEETINGS.** The Chapter shall hold an Annual Meeting in each calendar year at the time and place to be fixed by the Chapter Board of Directors. Special Meetings of the Chapter may be called at any other time by the President, at the request of a majority of the Chapter Board of Directors, or upon the written petition of five percent (5%) of the Chapter members who are eligible to vote. Non-members may not attend the Chapter Board meetings except as an invited guest of the Chapter Board of Directors.

Section 2. **NOTICE.** At least thirty (30) days advance notice, in writing, of the time and place of each Annual and Special Meeting, shall be given by mail, postage prepaid, email or facsimile addressed to each member at the address on the records of the Chapter. In the case of special meetings, the notice shall also state specific purpose(s) for which the meeting is called.

Section 3. **QUORUM.** At any annual or special meeting of the members of this Chapter, a quorum shall consist of ten (10%) percent of Chapter members who are eligible to vote.

Section 4. **VOTING AT MEETINGS.** At all meetings of the membership, each Chapter member in good standing shall have one (1) vote; but may take part and vote in person only; proxy voting is not permitted. Unless otherwise specifically provided by these Bylaws, a majority vote of those members in person and voting shall govern. A majority being a number more than half of the total number, providing that a quorum is present.

Section 5. **VOTING BY MAIL.** Any pending matters of business, or any proposals under consideration, may, by a majority vote of the Board, be submitted to the membership for a mail vote. To constitute valid action on any mail vote, no fewer than 10% percent of all eligible members shall have cast a ballot, and a majority (more than half) of those voting shall govern. Mail votes may be taken by regular or electronic mail.

Section 6. **RULES OF ORDER.** The meetings and deliberation of the Chapter, its Board and all committees, shall be regulated and controlled according to the current edition of The Standard Code of Parliamentary Procedure, except as may be otherwise provided in the law, these Bylaws, or adopted rules.

ARTICLE VII
OFFICERS AND DIRECTORS

Section 1. **OFFICERS.** The officers of this Chapter shall be the President, the President-elect, the Immediate Past President, and the Secretary-Treasurer. All of the officers must be members of PCMA in good standing, and must have been members in good standing for a minimum of one year before assuming office.

Section 2. **DIRECTORS.** The Board of Directors shall consist of the officers, and six (6) Directors, all of whom shall be PCMA members in good standing.

Section 3. **TENURE OF OFFICERS AND DIRECTORS.** (a) Officers and Directors shall assume office at the beginning of each calendar year. The term of office for the officers shall be one year. The Secretary-Treasurer may be re-elected to serve a maximum of two (2) consecutive terms. The Immediate Past President shall serve until his or her successor rotates into office. Each of the six (6) elected directors shall serve staggered terms of three (3) years or until their successors are

duly elected and qualified; they shall not serve more than two (2) consecutive terms. (b) The period of time an officer or director is required to serve, to complete an unexpired term of another officer or director, shall not be included in the calculation of the term limitations set forth in these Bylaws. (c) Officers and directors shall serve without compensation, although the Board may in its sole discretion, reimburse officers and directors for reasonable expenses incurred in the performance of their duties associated with their office. Such reimbursements to be made only upon submission of proper documentation, including receipts for such expenses.

Section 4. **VACANCY.** In the event of a vacancy in the office of the President by death, resignation or removal, the President-elect shall automatically succeed to the Presidency. Vacancies in any other elective office may be filled, for the balance of the term thereof, by the Board at any regular or special Board meeting. An officer selected to fill a vacancy shall serve until the expiration of the term in which the vacancy occurred, or until the next annual election of officers, whichever occurs first.

Section 5. **REMOVAL.** The Board of directors may by a two-thirds vote of its members remove any officer or director from office who is guilty of neglect of duty, improper conduct, and violation of these bylaws or other causes. Prior to voting on an expulsion, the board shall give the director or officer notice of the reasons for expulsion and an opportunity to appear before the board for a due and proper hearing.

Section 6. **ABSENCE.** Should any member of the Board of Directors not attend three consecutive monthly meetings of the Board without sending a communication to the President stating his/her reason for so doing, his/her seat on the Board may be declared vacant. The Board of Directors shall take action to fill the vacancy at its next regularly scheduled meeting.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. **THE PRESIDENT** shall be the chief elected officer of and official spokesperson for the Chapter, and shall preside at all meetings of the Board and membership. He/she must be a Professional or Supplier Partner member of PCMA in good standing. The President shall be an ex-officio member, with the right to vote, on all committees except the Nominating Committee, unless otherwise specified. The President may make and sign contracts and agreements, in the name of the Chapter, with approval of the Chapter Board and in accordance with guidelines promulgated by the PCMA Board of Directors.

Section 2. **THE PRESIDENT-ELECT** shall be a member of the Board, and shall have such other powers, and perform such other duties, as the President and/or the Board may prescribe. In the absence of the President, the President-elect shall be the presiding officer. He/she must be a Professional or Supplier Partner member of PCMA in good standing. Prior to assuming the office of President, the President-elect shall appoint standing and special committees, as well as suggest creation of new committees, to serve during his/her term.

Section 3. The **Secretary-Treasurer** shall be a member of the Board, and he/she must be a Professional or Supplier Partner member of PCMA in good standing. He/she shall have such other powers, and perform such other duties, as the President and/or the Board may prescribe. The Secretary-Treasurer shall:

- (a) Have charge of and be responsible for the funds and securities of the Chapter. All financial decisions, including deposits or investments, shall be in accordance with the instructions and directions of the Board.
- (b) Oversee the collection of all membership dues and assessments, establish proper accounting procedures and maintain books and records of account covering all financial transactions of the Chapter, and shall render to the Board such financial statements as it may from time to time request.
- (c) Report periodically to the Board the financial condition of the Chapter, and shall make a detailed financial report to the membership at its Annual Meeting. The Secretary-Treasurer shall annually submit all accounts for audit to a firm of Certified Public Accountants selected by the Board.
- (d) Such additional powers and duties as may be prescribed by the Chair of the Board and/or the Board.
- (e) The Secretary-Treasurer or his/her designee shall:
 - (1) Provide notice of meetings and ensure the preparation and maintenance of meeting minutes of all Chapter and Board meetings
 - (2) Be the custodian of, or designate a custodian of, the legal papers and documents, business records and the corporate seal of the Chapter
 - (3) Be responsible for keeping membership records and other data necessary to prepare the Annual Membership Directory of the Chapter
 - (4) Have the authority to designate as true and correct copies of the Bylaws, resolutions and minutes of the Board of Directors and other committees, and other documents of the Chapter
- (f) Some or all of the duties listed above may be delegated by the Secretary-Treasurer to the President, or to the Chapter Administrator, as outlined below.

Section 4. **CHAPTER ADMINISTRATOR.** Some or all of the duties listed above may be delegated by the Board of Directors to the Chapter administrator. The Chapter administrator may not hold office or vote.

ARTICLE IX BOARD OF DIRECTORS

Section 1. **AUTHORITY.** The Board of Directors shall be the principal governing body of the Chapter and, as such, shall exercise full supervision and control over all its business affairs. Without in any way limiting such powers of supervision and control, they shall include the following: to create committees and specify their duties and responsibilities; to review and approve all financial matters including budgetary forecasts, reports and income and expense statements; to approve all standing and ad hoc committee appointments; to approve all standing and ad hoc committee reports; and generally to transact any and all business of the Chapter not otherwise provided for herein.

Section 2. **RULES AND REGULATIONS.** The Board may in its discretion adopt rules and regulations for the conduct of its business affairs which it determines will enhance and expedite the performance of its duties.

Section 3. **DELEGATION OF POWERS.** The Board, whenever it deems necessary, may delegate to the Executive and Finance Committees certain of its authorized powers and responsibilities.

Section 4. **MEETINGS.** The Board of Directors shall meet at least twice per year at a time and

place determined by the Board. Special Meetings of the Board may be called initially by the President or upon written petition signed by three (3) directors. Meetings shall be held at such places and on such dates as may be designated in the notices of such meetings. Notice shall be given to each director in writing and transmitted by email or regular mail no fewer than seven (7) days prior to any meeting and shall state the purpose(s) for which the meeting is called.

Section 5. **QUORUM.** Seven (7) members of the Board of Directors shall constitute a quorum at any meeting of the Board. Business transacted shall require a majority vote (more than half) of the directors present and voting, unless a different vote is required by these Bylaws.

Section 6. **VOTING BY MAIL, FACSIMILE OR EMAIL.** Valid action may be taken by the Board by postal mail, email, or facsimile ballot of its members, in accordance with applicable state law and any action taken is reported at the next board meeting and documented in the minutes thereof.

ARTICLE X EXECUTIVE COMMITTEE

Section 1. **COMPOSITION.** The Executive Committee shall be composed of the Four (4) Officers: President, President-Elect, Secretary-Treasurer, and Immediate Past President.

Section 2. **POWERS AND DUTIES.** Pursuant to authority delegated to it by the Board, the Executive Committee, during the interval between Board meetings, may act for the Board on all matters of business unless otherwise restricted by these Bylaws. It shall assist the President in the performance of the duties of that office, and shall perform such other assignments as it is directed to do by the Board.

Section 3. **MEETINGS.** The Executive Committee shall meet at the call of the President, or upon the request of three (3) Committee Members, with seventy-two (72) hours notice given by mail, email, facsimile or telephone to all members.

Section 4. **QUORUM.** Three (3) members of the Executive Committee shall constitute a quorum.

Section 5. **MANNER OF ACTION.** The President shall preside at all meetings of the Executive Committee, and may designate a secretary-treasurer pro-tem to keep the minutes of the proceedings and the business transacted. Actions of the Committee shall be reported to the Board for ratification at its next meeting.

ARTICLE XI STANDING AND SPECIAL COMMITTEES

Section 1. The Standing Committees of the Chapter shall be Communications, Community Service, Finance, Membership, Nominating, Program, Sponsorship, Volunteer, Education, and Live Event Experience.

Section 2. **COMMUNICATIONS COMMITTEE.** This committee shall keep Members up to date on the Chapter's activities and events using a variety of mechanisms.

Section 3. **COMMUNITY SERVICE COMMITTEE.** The Community Service Committee shall be

responsible for securing, promoting and marketing Chapter community service projects.

Section 4. **FINANCE COMMITTEE.** This committee shall consist of the Executive Committee. The Secretary-Treasurer shall be the Chair of the Committee. It shall be the duty and responsibility of this Committee to suggest ways and means of adding to the total income and revenues of the Chapter. It shall advise the Board on the preparation of the annual budget, and make recommendations to the Board regarding the direction, supervision, conservation and investment of Chapter funds. The committee will supervise any audits of the organization. The Committee may perform such other powers and duties connected with finances of the Chapter as the Board may from time to time delegate to it.

Section 5. **MEMBERSHIP COMMITTEE.** This committee shall promote Chapter and PCMA membership, and assist with member recruitment and retention.

Section 6. **NOMINATING COMMITTEE.** The Nominating Committee shall be composed of PCMA SE members and chaired by the Immediate Past President. Committee members will be chosen by the Immediate Past President based on the guidelines in the chapter policies and procedures. The PCMA SE President and President-Elect shall serve as ex-officio members, without vote. No officer shall be eligible to serve on this Committee.

Section 7. **EDUCATION COMMITTEE.** This committee shall be responsible for the educational content of all regular meetings.

Section 8. **SPONSORSHIP COMMITTEE.** This committee shall for developing, promoting, and tracking recognition and reward programs for sponsors.

Section 9. **VOLUNTEER COMMITTEE.** This committee shall be responsible for promoting chapter members to become active volunteers within all chapter committees.

Section 10. **SPECIAL COMMITTEES.** The Chapter Board of Directors may create additional committees to promote the objectives, purposes and activities of the Chapter. Their composition and duties shall be prescribed by the Board.

Section 11. **COMMITTEE APPOINTMENTS.** The membership of all committees, with the exception of the Finance, Nominating, and Executive Committees, shall be appointed by the President.

Section 12. **LIVE EVENT EXPERIENCE COMMITTEE.** This committee shall be responsible for developing the overall Live Event Experience for PCMA Live Events and Educational Programs.

ARTICLE XII NOMINATIONS AND ELECTIONS.

Section 1. (a) Each year the Nominating Committee shall meet and select one (1) candidate for each elective office and directorship to be filled. The chairperson of the committee shall report the nominations to the President and Board of Directors no later than October 1. The President shall, on or before October 1, provide note to the membership of the slate of candidates selected by the Nominating Committee.

(b) To be a qualified candidate for any officer or directorship position, all nominees must be members of PCMA for at least one year. No member may hold more than one (1) elective office simultaneously, unless the offices of Secretary and Treasurer have been combined.

(c) Additional nominations for any officer or directorship position may be made by written petition signed by five percent (5%) of the membership. Such petitions must be received by the President and Board no later than November 1.

(d) In the event that no petition nominations are received by the President and Board by the November 1 deadline, the slate proposed by the Nominating Committee shall be deemed elected.

(e) In the event that qualified candidates are nominated by petition for any office an election shall be conducted by a confidential mail or electronic ballot of the membership. Such election shall be conducted by a qualified disinterested third-party approved by the Board. The President and Board shall provide to the third party the following:

- A ballot detailing the qualifications of the competing candidates for each position, the text of which has been approved by the candidates (for their own section). To the extent reasonable, this ballot shall provide equal space to each candidate.
- A cover letter to the membership detailing the reason for the election and voting process. The letter shall be signed by the chair of the Nominating Committee.
- Contact information for all members qualified to vote in the election.

The third party shall by November 15 send the cover letter and ballot to the appropriate class of members. Ballots shall be returned as instructed to the third party by December 15 and any ballots received after that date will not be counted. The third party shall supervise the counting of the ballots, ensuring that only qualified members have voted and shall certify the results of the election in writing to the chairperson of the Nominating Committee, with a copy to the Board. The candidates for each position receiving the highest number of votes for each office shall be declared elected.

ARTICLE XIII FINANCIAL MATTERS

Section 1. **FISCAL YEAR.** The fiscal year of the Chapter shall be the calendar year of January - December.

Section 2. **BUDGET.** Upon completion by the Chapter management administrator, the Chapter Board of Directors shall adopt an annual operating budget covering all Chapter activities. This budget shall be approved prior to the beginning of the fiscal year January 1.

ARTICLE XIV AMENDMENTS

Section 1. These Bylaws may be amended, revised or repealed by a majority vote with a minimum participation of twenty (20%) percent of the eligible membership present and voting at any duly convened Annual or Special Meeting of the Chapter, provided that written or printed notice of the proposed wording of such amendments and/or revisions has been mailed or sent in electronic format to the membership at least thirty (30) days before the meeting at which action is to be taken; or a majority vote with a minimum participation of twenty (20%) percent of the eligible membership voting by a thirty (30) day mail or electronic ballot.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon the petition

of five percent (5%) of the eligible members, addressed to the Board. All such proposed amendments shall be presented by the Board to the eligible membership, with or without recommendations, as the Board may determine. All proposed amendments must be submitted to PCMA headquarters for approval before being presented to the membership for a vote.

**ARTICLE XV
LIMITATION OF LIABILITY**

Nothing herein shall constitute members of the Chapter to be partners for any purpose. No member, officer, agent or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of either Chapter or PCMA, nor shall any of the members, officers, agents, or employees be liable for their acts or failure to act under these Bylaws, excepting acts, or omissions to act, arising out of willful misfeasance.

**ARTICLE XVI
OFFICER AND DIRECTOR INDEMNIFICATION**

Any current or former Officer or Director of the Chapter shall be indemnified by the Chapter for expenses and costs, including reasonable attorney's fees actually and necessarily incurred in connection with any claim asserted against him or her by action in court or otherwise, by reason of his or her being or having been such an Officer or Director to the fullest extent permitted by law, provided he or she is determined by the Board not to have been negligent or guilty of gross misconduct in the performance of his or her duties.

**ARTICLE XVII
CHAPTER ADHERENCE**

Duly chartered Chapters must adhere to the PCMA Bylaws, Code of Ethics, Conflict of Interest, and directives of the PCMA Board of Directors or risk the loss of its charter. PCMA Bylaws supersede PCMA Chapter Bylaws and the use of the PCMA name, seal and logo by the Chapter must comply with PCMA guidelines.