



# BYLAWS

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## ARTICLE I: NAME

The name of this organization is THE SOCIETY OF GOVERNMENT MEETING PROFESSIONALS, INC., hereafter referred to as "The Society."

## ARTICLE II: MISSION AND OBJECTIVES

### Section 1. Mission

The Society is a national organization whose mission is to enhance and promote the knowledge and expertise of government meeting professionals.

### Section 2. Objectives

The purpose of The Society is to improve the quality and increase the cost effectiveness of government meetings by:

- A. Improving communications, understanding, and cooperation between meeting planners and suppliers through periodic meetings;
- B. Expanding the knowledge and abilities of meeting planners and suppliers by conducting formal educational programs;
- C. Aiding planners in locating and evaluating meetings facilities and support services;
- D. Researching, analyzing and translating regulatory and legislative issues and policies which affect government meetings;
- E. Influencing in decision-making that directly or indirectly impacts the scope of operations of the meeting planners;
- F. Maintaining liaison activities with other professional meeting planner and supplier groups; and,
- G. Providing guidance and advice to meeting planners on all phases of planning, executing, and evaluating government meetings.

## ARTICLE III: MEMBERSHIP

### Section 1. General

Membership in The Society shall be open to all persons engaged in the planning, management and support of meetings conducted by federal, state, and local government agencies and entities. Members in good standing shall be defined as having paid their dues on a current basis. A majority of The Society membership shall be composed of planners. This majority must be maintained to ensure The Society is not considered a prohibited source. The National Board of Directors, hereafter referred to as "The National Board," shall determine policies governing eligibility and participation of members.

### Section 2. Voting Membership

The voting membership of The Society shall consist of the following:

- A. Government Planner: Individuals who are employed by federal, state and local government as meeting planners, including military and quasi-government associations and organizations.
- B. Contract Planner: Individuals, organizations or companies that are operating under contract to government agencies and are receiving said payments directly from government agencies to assist in the planning or implementation of meetings, conferences or conventions.
- C. Supplier: Organizations that are providing facilities and services to Government Planners or Contract Planners. Supplier organizations may include, but are not limited to, hotels, transportation, audio-visual, travel services, convention and exhibit services, trade publications, tour operators, caterers and convention bureaus.
- D. Associate Supplier: Individuals, organizations or companies that are compensated through retainer or commission from suppliers (i.e., hotels, conference centers, etc.), including individuals, organizations or companies whose income in the planning or placement of government meetings, conferences or conventions is derived from suppliers.

Only the National Board may bestow Life or Honorary membership upon any person or organization at such time and under such terms and conditions as may be determined by the National Board. The rights and privileges of such membership shall be the same as those established for members in good standing within the membership definition to which they belong.

### **Section 3. Non-Voting Membership**

The National Board may confer non-voting membership to educators, students and retirees if those individuals or organizations are otherwise not eligible for membership in The Society. Applicants for these types of membership should not be directly involved in meeting planning or supplying of services to meetings.

The non-voting membership of The Society shall consist of the following:

- A. Educator/Student: Individuals who are students/interns or interested educators.
- B. Retiree: Individuals who are members of the Society in good standing at the time of his/her retirement. As long as this member remains in retired status, they will continue to qualify for Retiree membership. If a Retiree member becomes willfully employed and eligible for other Society membership, he/she shall forfeit their Retiree membership.

### **Section 4. Categories of Membership**

The categories of membership of the Society shall consist of the following:

- A. Member: One who affiliates and maintains his/her membership through a chapter. The chapter member shall be entitled to vote, hold office and participate in all chapter activities and programs.
- B. Member-At-Large: One who does not belong to a chapter, but maintains current membership in The Society. The member-at-large shall be entitled to participate in Society programs and activities, vote in Society elections, but may not vote in chapter elections, hold chapter office, or be extended the privileges extended to a chapter member by the chapter. Any member of The Society may attend any chapter meeting, but must follow the chapter policies related to the number of meetings a member can attend before joining the chapter.

### **Section 5: Types of Membership**

The types of membership of the Society shall consist of the following:

- A. Organizational: This type of membership is paid by and belongs to the company/agency. A representative must be appointed as The Society member. This membership is transferable within the company/agency, by its election on letterhead.
- B. Individual: This type of membership is paid by and belongs to the individual, even though he/she may be representing a company/agency. This membership is movable with the individual member, but is not transferable to another member.

### **Section 6. Application**

All applications for membership shall be in writing or electronic submission, in the form as prescribed by The National Board, and accompanied by the appropriate amount of annual dues as established by The National Board.

### **Section 7. Code of Ethics**

It is the intent of The Society that all members maintain the highest standards of professionalism at all times. The Society shall provide a Code of Ethics to which all members are expected to adhere. The Code of Ethics shall serve to evaluate the conduct of members. The Society shall provide compliance policies and procedures for the review, investigation, evaluation, and recommended disciplinary action of a member believed to have engaged in improper or unprofessional conduct.

The Chapter President shall assure that the members of their chapter are informed of The Society's Code of Ethics and the compliance policies and procedures available to initiate and resolve a complaint.

Any person may initiate a complaint against a member believed to have engaged in conduct improper or unprofessional in complying with The Society's Code of Ethics.

All Officers and Directors will annually sign The Society's Code of Ethics form. All Officers and Directors at both the National and Chapter level must complete this form before serving in an elected capacity.

## ARTICLE IV: NATIONAL OFFICERS AND DIRECTORS

### Section 1. General

The National Officers and Directors of The Society shall include a President, First Vice President, Second Vice President, Secretary, Treasurer, and three Directors, to be elected by the members of The Society. The membership definition for each Officer and Director position is designated in Article IV, Section 2 of these bylaws. Officers and Directors shall serve until their successors have been duly elected and assume office. An elected Society Officer and Director shall hold no more than one elected office at a time either in The Society or a chapter. An elected Officer or Director may be removed after the third consecutive absence or third non-excused absence per fiscal year from scheduled National Board meetings.

### Section 2. Qualifications

- A. A member shall qualify for national office if they are a member in good standing with three years continuous active membership and if they have:
  - 1. Served as a member of a chapter and attended scheduled meetings and other chapter events and activities.
  - 2. Served as a member or chair of a chapter committee and, in that capacity, met deadlines, provided committee leadership and accomplished the committee's goal and objectives that benefited the chapter and SGMP.
  - 3. Served at least one year on a Chapter Board, with the exception of the offices of President and Treasurer, which require the candidate to have served two full years as either chapter president or chapter treasurer.
  
- B. A member shall qualify as a national Officer or Director as stated herein:
  - 1. President - Government Planner
  - 2. First Vice President - Government Planner
  - 3. Second Vice President – Supplier or Associate Supplier
  - 4. Secretary - Government Planner or Contract Planner
  - 5. Treasurer - Supplier or Associate Supplier
  - 6. Director - Government Planner
  - 7. Director - Supplier or Associate Supplier
  - 8. Director - Government Planner, Contract Planner, Supplier, or Associate Supplier
  - 9. Immediate Past President - Immediate Past President
  - 10. Ex-Officio Member - Executive Director & CEO of The Society

### Section 3. Election

The election process shall be:

- A. Election of Officers and Directors shall be by available ballot.
- B. Ballots and profiles of all candidates will be provided to all members eligible to vote no later than the last business day of March in each election year.
- C. Official voting shall be closed by the last business day in April of each election year.
- D. National Officers and Directors shall be elected bi-annually in odd-numbered years.

### Section 4. Installation

Each Officer and Director shall be installed at the National Education Conference and shall assume office on July 1 in the year of his/her election.

### Section 5. Term of Office

A term of office is equal to two years and will begin July 1 of the election year and end June 30 in the next election year. An Officer or Director appointed to fill an unexpired term shall be eligible for election to the same office. An Officer or Director may be elected twice, even if the board tenure began as an appointment, but no more than five years is permitted in any one position. No Officer or Director shall serve more than eight total years in an elected and/or appointed position. No Officer or Director may run for reelection if the elected term would exceed term or board limits.

## **Section 6. Vacancies**

A vacancy in the office of President shall be filled by the First Vice President. If the First Vice President is not willing or able to serve as President, the National Board will follow procedures for a national election to take place to fill the vacant office of President. Other Officer or Director vacancies that occur due to death, resignation or other cause shall be filled no later than 60 days after the vacancy has occurred by appointing another member to the unexpired term by a majority vote of The National Board. An Officer or Director must resign his/her position on The National Board within 90 days of leaving an occupation which qualifies him or her for membership in The Society.

## **Section 7. Removal**

An Officer or Director may be removed or suspended only for cause. For the purposes of this action, an Executive Committee will be formed by The National Board, excluding the member in question, to investigate the allegations. This committee will be led by the Immediate Past President. Such removal shall be only upon a two-thirds vote of the committee. The committee shall give at least 30 days notification and opportunity for defense. The Officer or Director shall have the right of appeal at the next scheduled meeting of The National Board and shall inform the President of their intent to appeal 10 days prior to the next scheduled meeting. The Officer or Director shall be informed in writing of The National Board's action within 30 days following the meeting.

## **Section 8. Compensation**

Officers and Directors shall not receive any compensation for their services. However, they may be reimbursed for expenses incurred in the performance of their duties.

# **ARTICLE V: DUTIES OF NATIONAL OFFICERS AND DIRECTORS**

## **Section 1. President**

The national President shall be a Government Planner. The President shall preside at all meetings of The National Board and shall serve as an ex-officio member on all committees, except the Nominations & Elections Committee. In the Treasurer's absence, the President is authorized to sign disbursements. The President shall perform such other duties as required by the office or as may be prescribed by The National Board.

## **Section 2. First Vice President**

The national First Vice President shall be a Government Planner. The First Vice President shall serve for the President in the absence of the President or when so requested by the President. The First Vice President shall discharge all other duties as prescribed by The National Board.

## **Section 3. Second Vice President**

The national Second Vice President shall be a Supplier or Associate Supplier. The Second Vice President shall preside in the absence of the President and First Vice President. The Second Vice President shall discharge all other duties as prescribed by The National Board.

## **Section 4. Secretary**

The national Secretary shall be a Government Planner or Contract Planner. The Secretary shall assure the minutes of all National Board meetings or other national meetings are filed with SGMP Headquarters after the National Board approves them as final. The Secretary shall assure that all official and historical records of The Society are maintained and preserved at SGMP Headquarters.

## **Section 5. Treasurer**

The national Treasurer shall be a Supplier or Associate Supplier. The Treasurer shall ensure that accurate financial records are kept in accordance with standard accounting procedures, and shall be responsible, in conjunction with the President, for the safekeeping of funds in such depositories as are approved by The National Board. The Treasurer shall submit a written report on the financial standing of The Society when called upon by The National Board or the President.

## **Section 6. Directors**

National Directors may serve as committee liaisons and perform all duties and related functions as directed by The National Board. Directors shall be voting members of The National Board. There shall be three Directors. One shall be a Government Planner, one shall be a Supplier or Associate Supplier, and one shall be either a Government Planner, Contract Planner, Supplier, or Associate Supplier.

# **ARTICLE VI: NATIONAL BOARD OF DIRECTORS**

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

The governing body of The Society shall be The National Board. The National Board shall have supervision, control, and direction of the affairs of The Society and shall determine its policies, actively pursue its objectives, and supervise the disbursement of its funds. The National Board may adopt rules and regulations for the conduct of its business as shall be deemed advisable. The National Board shall advise and direct the Chapter Boards of Directors on all decisions that affect The Society directly or indirectly.

The National Board shall employ an Executive Director to manage the Society's business. The Executive Director shall be given the necessary authority and be held responsible for the direction, administration and coordination of The Society in all of its activities, subject only to such policy as may be adopted, and such orders as may be issued, by the National Board. The Executive Director shall have a term of employment based on his/her current contract or until resignation or termination by The National Board. The Executive Director shall be an ex-officio member of The National Board without vote.

## **Section 2. Composition**

The National Board shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, three Directors and the Immediate Past President.

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

The national Immediate Past President shall serve in an advisory capacity to The National Board and is a voting member of The National Board. The Immediate Past President shall serve as chair of The Society's Nominations & Elections Committee and shall perform such other duties as maybe prescribed by The National Board.

## **Section 4. Quorum**

At any meeting of The National Board, a majority of the members of The National Board shall constitute a quorum for the purpose of transacting the business of The Society. Adoption of any business item shall require an affirmative vote of a majority of those present and voting.

## **Section 5. Meetings**

The National Board will meet at least quarterly or more often as deemed necessary. Meetings of The National Board may be attended by any Society member in good standing. The members of The National Board shall be provided reasonable notice of all such meetings.

## **Section 6. Voting**

- A. At all meetings of The National Board, each Board member shall have one vote. Voting rights shall not be delegated nor exercised by proxy.

- B. Written/Voice Vote. Between meetings of The National Board, a written or voice vote of The National Board shall be taken at the written or telephonic request of the President on any question which may be submitted to The National Board by the President in writing/facsimile or telephone, provided every member of The National Board shall have an opportunity to vote upon the question submitted. The vote shall be by mail, e-mail, facsimile or telephone to the President, within the time period established by the President to close the voting, following notification to the members of The National Board. If a majority shall vote on any question, so submitted, the vote shall be counted and shall have the same effect as if cast at a National Board meeting.
- C. The President shall submit the question and record of the vote to the Secretary for inclusion in the next National Board meeting minutes.

## ARTICLE VII: CHAPTERS

### Section 1. General

A chapter shall be an aggregation of members of The Society which has been given recognition under the terms and conditions established by The National Board and these bylaws. The chapter shall be the basic unit through which The Society functions in communicating and promoting The Society's mission and objectives.

### Section 2. Organization

The work of the chapters shall be organized in accordance with the following provisions:

- A. Purpose: The chapters shall participate in the development of chapter policies and programs of The Society and shall contribute to its growth and advancement.
- B. Bylaws: The chapters shall be governed by The Society's bylaws in its practices, save the exceptions provided in these bylaws. The chapters may determine local chapter meeting and event charges, but no chapter shall levy an initiation or membership fee which may constitute an additional requirement for membership. Such chapter policies shall not conflict with The Society's bylaws.

### Section 3. Chapter Officers and Directors

- A. The National Board shall provide policy and procedures that allow limited flexibility in the membership definitions of the Officers elected to the Chapter Board that maintain the mandatory balance of representation between planners and suppliers.
- B. The Officers and Directors of a chapter shall include a President, First and Second Vice Presidents, Secretary, Treasurer and three Directors, to be elected by the members of the chapter. Any chapter may decide to eliminate the three director positions from the chapter board, per the guidelines noted in the policy manual. The membership definition for each Officer and Director position is designated in Article VII, Section 3 of these bylaws. Immediate Past Presidents of chapters are eligible to run for national office, but must resign their chapter position if elected to The National Board. No other Officers or Directors shall be elected to the Chapter Board.
- C. An elected Officer or Director may be removed after the third consecutive absence or third non-excused absence per fiscal year from scheduled Chapter Board meetings.
- D. Any member in good standing for at least six months prior to nomination shall qualify for nomination and election to an office of their chapter. This six-month requirement does not apply to Officers or Directors of new chapters. The chapter Officers or Directors to be elected shall meet the qualifications for the office as herein established, except as may be specified by The National Board:
  - 1. President - Government Planner or Contract Planner
  - 2. First Vice President - Government Planner or Contract Planner
  - 3. Second Vice President - Supplier or Associate Supplier
  - 4. Secretary - Government Planner or Contract Planner
  - 5. Treasurer - Supplier, Associate Supplier or Contract Planner
  - 6. Director - Government Planner
  - 7. Director - Supplier or Associate Supplier
  - 8. Director - Government Planner, Contract Planner, Supplier, or Associate Supplier

- E. The Chapter Board shall be made up of a majority of planner members; the Immediate Past President (a Government Planner or Contract Planner member of the Chapter Board) is included in this count, though not elected.
- F. Chapter Elections
  1. Chapter Elections shall be completed prior to June 1 in the year of an election. The chapter policies may specify the method of electing chapter Officers and Directors and may deviate from The Society's election process established in these bylaws as long as the chapter uses established standard practices that do not conflict with the intent of these bylaws or the current edition of Roberts Rules of Order Newly Revised.
  2. The voting shall be by ballot (either paper or online), except when there is only one nominee for each position, in which case the election may be by voice. Election of chapter Officers and Directors may be held at a chapter business meeting, provided that all chapter members are notified of the scheduled elections by chapter newsletter or other written or electronic communication means at least once and at least 45 days prior to the scheduled election. The chapter policies shall establish the number of chapter voting members, present and voting, to constitute a quorum.

#### **Section 4. Chapter's Official Representative**

The Chapter President shall be the official representative of the chapter in the activities of The Society on all levels. Not later than June 15 of each year, the Chapter President shall submit a list of the incoming and continuing chapter Officers and Directors and chapter committee chairs to the National Headquarters.

#### **Section 5. Installation**

Each Officer and Director shall be sworn in during the chapter meeting nearest to the start of their term of office, but must be prior to July 1 of their term of office.

#### **Section 6. Term of Office**

A term of office is equal to two years and will begin July 1 of the election year and end June 30 in the next election year. An Officer or Director appointed to fill an unexpired term shall be eligible for election to the same office. An Officer or Director may be elected twice, even if the board tenure began as an appointment, but no more than five years is permitted in any one position. No Officer or Director shall serve more than 10 total years in an elected and/or appointed position. No Officer or Director may run for reelection if the elected term would exceed term or board limits.

#### **Section 7. Vacancies**

A vacancy in the office of President shall be filled by the First Vice President. If the First Vice President is not willing or able to serve as President, the Chapter Board will follow procedures for a chapter election to fill the vacant office of chapter president. Other vacancies that occur due to death, resignation or other cause shall be filled no later than 60 days after the vacancy has occurred by appointing another member to the unexpired term by a majority vote of the Chapter Board. An Officer or Director must resign within 90 days of leaving an occupation which qualified him/her for membership in The Society, unless they acquire employment in a position which qualified him/her to serve on the Chapter Board. However, Officers or Directors who can document potential employment in occupations which would qualify him/her to serve on the Chapter Board in the position to which they were elected would be permitted to serve for 90 days during this transition.

If there is a vacancy in the office of Immediate Past President, the Chapter Board has the option to appoint another past president in good standing to fill the vacancy.

#### **Section 8. Chapter Reports**

Each chapter shall submit to National Headquarters monthly reports, as prescribed in the SGMP Policy Manual, and an annual chapter year-end financial report, as required by The National Board. The annual chapter year-end financial report must be received at National Headquarters no later than July 31 each year.



## Section 9. Chapter Formation

- A. Formation: A minimum number of persons qualified for membership in The Society, as established by The National Board, shall be necessary for the formation of a chapter. The group desiring to form a chapter shall notify National Headquarters of their interest and intent. The National Headquarters will then arrange for chapter formation guidelines to be sent to the group. The Executive Director may arrange for an official representative to visit the group, if appropriate and/or requested. The representative shall visit the group and discuss the programs of The Society and the desirability of forming a chapter.

After advising the existing chapter(s) in the area from which the group may draw membership, the Executive Director shall then make a recommendation to The National Board. Upon the approval of The National Board, National Headquarters may continue organizing activities with the group.

- B. Recognition: The National Board shall have the authority to give official chapter recognition to a petitioning group when all the necessary documentation has been received and reviewed by National Headquarters.

In the event that The National Board does not grant approval to the group, the Executive Director shall inform the group in writing of the reason(s) and action(s) necessary by the group to gain recognition.

The National Board shall have the authority to give official chapter recognition to more than one group in the same area, under special conditions as the National Board may require, after consultation with the existing chapter or chapters in the geographic vicinity of the group.

- C. Continuation: Any chapter which has at least 30 members and a 50/50 membership ratio while functioning as a chapter of The Society shall continue to be recognized as a chapter.

## ARTICLE VIII: DUES AND FEES

### Section 1. Dues

Annual dues for the membership of The Society shall be established by The National Board. Any proposed modification of annual membership dues will be communicated to all chapter Presidents.

### Section 2. Delinquency and Cancellation

Any member of The Society whose dues are delinquent for a period of 30 days from the required date of payment (anniversary date) will receive a suspension letter with their third and final notice. If payment of dues is not made by the close of the 30-day suspension period, membership is automatically dropped.

### Section 3. Refunds

Dues may be refunded to any member on a case by case basis as directed by The National Board.

### Section 4. Meetings and Activities Fees

- A. Members: Members affiliated with other chapters may not be charged higher fees than non-members. For their first meeting, they may attend at no additional fee over and above the chapter fee. Members affiliated with other chapters may visit a second meeting and are subject to an additional fee over and above the chapter fee. Upon visiting a third meeting within a 12-month period, the member must apply for an additional membership, following the new member policies, and affiliate with the chapter they have visited for the third time. Fees charged are stated in The Society's membership application.
- B. Non-Members: Non-members may attend their first meeting at no additional fee over and above the chapter fee. Non-members are subject to an additional fee over and above the chapter fee for the second meeting they attend. Upon attendance of the third meeting within a 12-month period, the non-member must submit a membership application, following current membership requirements, with dues payment. Fees charged are stated in The Society's membership application.

## ARTICLE IX: NATIONAL MEETINGS

### Section 1. National Education Conference

There shall annually be a National Education Conference of the Society. No chapter event may conflict with the National Education Conference.

### Section 2. Other National Meetings

Other meetings of The Society may be scheduled at the discretion of The National Board.

### Section 3. Quorum

A quorum shall consist of a majority of those members registered for that particular meeting.

### Section 4. Cancellation of National Education Conference or Meetings

The National Board may cancel any scheduled National Education Conference or meeting for cause. If the National Education Conference is cancelled, all members shall be notified.

### Section 5. Rules of Order

The meetings and proceedings of The Society shall be controlled by the rules contained in the current edition of Roberts Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order The Society may adopt, except as otherwise provided by these bylaws or by formal motion of The National Board prior to any meeting.

## ARTICLE X: NATIONAL STANDING AND SPECIAL COMMITTEES

### Section 1. General

There shall be such Standing and Ad Hoc Committees established by The National Board as are required to carry out the work of The Society. The National President, with the approval of The National Board, may appoint such committees and groups as are necessary to the execution of the objectives of The Society. The chairs of such committees shall be appointed by The National Board and shall have a National Board member liaison. Only members of The Society may serve as committee chairs.

The National President serves as ex-officio member of all committees, except the Nominations & Elections Committee.

The committee and committee chair shall establish the plans for carrying out the work of the committee and the rules of procedures, as long as they comply with the bylaws and the policies of The Society. The committees shall perform the specific functions established in these bylaws and such other duties as may be assigned by The National Board. Each committee shall submit to The National Board a proposed budget within 60 days of the committee's appointment or at the start of the fiscal year.

### Section 2. Nominations & Elections Committee

The committee shall be composed of three or more members, one of whom shall have served on the previous Nominations & Elections Committee. The chair of the Nominations & Elections Committee shall be the Immediate Past President.

In the event that any member of the Nominations & Elections Committee resigned or is proposed as a candidate for an office and agrees to stand for nomination, that member shall be replaced by National Board appointment to fill the unexpired term.

The committee shall seek, evaluate and validate qualified candidates according to and as specified in these bylaws.

The committee is responsible for arranging and overseeing the election process.

The chair of the Nominations & Elections Committee shall notify the membership of positions to be elected not later than eight months prior to July 1 of the election year. The Nominations & Elections Committee shall be empowered to seek and to propose qualified candidates.

## **ARTICLE XI: FINANCE**

### **Section 1. Fiscal Year**

The fiscal year of The Society shall be July 1 through June 30.

### **Section 2. Bonding**

Trust or security bonds shall be furnished for members of The National Board and all SGMP Headquarters employees. The amount of such bonds shall be determined by The National Board and the cost paid by The Society.

### **Section 3. Budget**

On recommendations of the Treasurer, The National Board shall adopt an annual operating budget covering all activities of The Society in advance of the next fiscal year.

### **Section 4. Financial Report**

The Treasurer shall furnish a financial report for the just-completed fiscal year to The National Board, to be distributed to the membership.

### **Section 5. Audit**

The accounts of SGMP shall be audited not less than annually by a certified public accountant who shall be approved by the National Board and who shall provide a report for the National Board, as directed by the National Treasurer on behalf of the National Board. A written report covering the financial review shall be submitted to the National President, National Treasurer, and Executive Director. A summary of the audit report prepared, identifying the auditors, will be reported to the membership in the next regularly scheduled SGMP national publication following the audit acceptance by the National Board.

### **Section 6. Dissolution**

Upon the dissolution of The Society, The National Board shall, after making payment or provision for payment of all liabilities of The Society, dispose of any remaining assets of The Society in a manner compatible with the purposes of The Society.

## **ARTICLE XII: INDEMNIFICATION**

The Society shall indemnify and hold harmless each person who is now, or shall hereafter serve, as an Officer, Director, employee, or agent of The Society from and against any and all claims and liabilities, whether the same are settled or processed to judgment, to which such person has become subject by reason of his/her having heretofore or hereafter been an Officer, Director, employee, or agent of The Society, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Officer, Director, employee, or agent, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by him/her in connection with any such claim, liability, suit action or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of his/her own negligence or willful miss-performance of his or her duties as such Officer, Director, employee, or agent. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by The National Board acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this section shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of The Society to indemnify or reimburse such person in any case even though not specifically provided for herein.

### **ARTICLE XIII: USE OF THE SOCIETY'S NAME**

- A. The policies and programs of The Society shall be binding on all members and chapters. No chapter or member shall use the name of The Society to oppose such policies or programs. Established channels shall be used to change a policy or program.
- B. The freedom of speech of the individual member to speak a personal opinion in the members' own name is not abridged.
- C. Reference to membership in The Society by an individual shall be interpreted as use of the name in application of Section A above.
- D. On any national matter on which The Society has no policy, the only action which shall be taken by a member or chapter in the name of The Society is to be used in the established channels to effect the formulation of a policy.
- E. Violation of the use of The Society name shall result in a member's suspension for one year or expulsion from membership or loss of recognition of a chapter.

### **ARTICLE XIV: POLITICAL ACTIVITIES**

The Society shall not contribute any of its earnings or property or provide any service for any political candidate, committee, party, or political action group.

### **ARTICLE XV: GILMER INSTITUTE OF LEARNING**

#### **Section 1. Mission**

The mission of the Gilmer Institute of Learning, hereafter referred to as "The Institute," is to enhance the purpose and goals of The Society by providing support to our members and chapters through educational opportunities and certifications, training, resources, scholarships and endowment funding.

#### **Section 2. Gilmer Institute of Learning Chairs**

The Institute shall have two chairs:

- A. The Advisory Chair shall be the President or a member recommended by the President and approved by The National Board. The Advisory Chair oversees the policies and focus handed down from The National Board. The Advisory Chair shall serve as a voting member of the Institute if there is a tie vote among the trustees.
- B. The Operations Chair shall be the Executive Director & CEO of The Society or an individual recommended by the Executive Director & CEO and approved by The National Board. The Operations Chair oversees the execution of goals, operations, and finances and oversees volunteer efforts and tasks of the elected and appointed positions on the Institute. The Operations Chair shall be a non-voting member of the Institute.

#### **Section 3. Gilmer Institute of Learning Trustees**

- A. Institute Trustees are elected by the membership. The following eligibility requirements must be met to serve:
  - 1. Signed document of support from company, agency or supervisor
  - 2. Three years continuous membership
  - 3. At least one year service on a Chapter Board
  - 4. For the offices of chair and co-chair of the Scholarship & Certification Committee, one of the following certifications must be held: CGMP, CMP, CHSP, CHSC or CMM.
- B. There are two Scholarship & Certification Trustees, two Fundraising Trustees, and two Education & Program Trustees and each trustee holds voting rights on behalf of the Institute.
- C. Institute committee chairs are nominated by the Trustees and approved by The National Board.

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

A term of office is equal to two years and will begin July 1 of the election year and end June 30 in the next election year. The election will take place on the alternate year of The National Board elections. Service as an Institute Trustee for one-half or more of a term is considered a full term. No Institute Trustee shall hold more than one position on the Institute at any given time and cannot serve simultaneously in any other elected position in The Society. Trustees may succeed themselves for an additional term but may not serve for more than four years. No Trustee may run for reelection if the elected term would exceed term or board limits. Should an elected Trustee be unable to perform his/her duties and have to resign their position, the Advisory Chair and Operations Chair will provide a nominee to The National Board for approval.

#### **Section 5. Election**

The election of Institute Trustees shall be by available ballot. Ballots and profiles of all candidates will be provided to all members eligible to vote no later than the last business day of March in each election year. Official voting shall be closed by the last business day in April of each election year. Trustees shall be elected bi-annually in the even-numbered years.

#### **Section 6. Removal**

A Trustee may be removed or suspended only for cause. For the purposes of this action, an Executive Committee will be formed by The National Board, excluding the member in question and chaired by the Advisory Chair and Operations Chair, to investigate the allegations. Such removal shall be only upon a two-thirds vote of the committee. The committee shall give at least 30 days notification and opportunity for defense. The Trustee shall have the right of appeal at the next scheduled meeting of The National Board and shall inform the President of their intent to appeal 10 days prior to the next scheduled meeting. The Trustee shall be informed in writing of The National Board's action within 30 days following the meeting.

#### **Section 7. Compensation**

Trustees shall not receive any compensation for their services. However, they may be reimbursed for expenses incurred in the performance of their duties.

#### **Section 8. Finances**

The Institute shall receive such property and funds as may be contributed by The Society and other sources. The Society shall administer any contributions, gifts or bequests to the Institute for the advancement of the purpose of the Gilmer Institute of Learning. The National Board shall approve an annual budget from The Society's funds, sufficient in the amount to operate and meet its goals as outlined by The National Board.

### **ARTICLE XVI: AMENDMENTS**

Amendments to these bylaws may be proposed by any member in good standing to any National Board member. Amendments approved by The National Board will be presented to the membership by ballot and will become valid when ratified by a vote of two-thirds of the members of The Society responding.