



## BYLAWS

### ARTICLE I - Name

The name of the organization shall be the Association of Meeting Professionals (AMPs).

### ARTICLE II - Mission

Founded in Alexandria, VA, the mission of the Association of Meeting Professionals is to provide local, affordable opportunities for members to gather and share information, promote excellence, and improve and strengthen the value and credibility of the meeting profession.

### ARTICLE III - Membership

Section 1. Membership Classifications: Within the association there shall be the following membership classifications: Planner, Allied (Supplier), Associate (Suppliers outside the Washington metropolitan area), Student, and Honorary.

Section 2. Planner membership in the association shall be limited to individuals who are engaged in the management and planning of meetings for trade, professional, technical, educational, philanthropic, similar type voluntary memberships, associations, businesses, or corporations and the chief executive office thereof.

Section 3. Allied membership shall be available to individuals in the-Washington metropolitan area providing services to the meeting planning profession. The total number of Allied members shall not exceed the number of Planner members. Each Allied membership allows one individual to attend AMPs functions without charge, where applicable.

Section 4. Associate membership shall be available to individuals outside the Washington metropolitan area providing services to the meeting planning profession. Each Associate membership allows one individual to attend AMPs functions without charge, where applicable.

Section 5. Student membership shall be available to individuals who live or attend classes in the Northern Virginia Region or Washington, DC metropolitan area. Individuals may not otherwise qualify as an AMPs member and must be taking classes/course curriculum related to the hospitality industry. A minimum of 9 credit hours is required for qualification. Student membership includes the same benefits as Allied and Associate members; however, student members are not allowed to vote. Students are allowed to participate as a committee member, but are not allowed to serve as Committee Chair or Co-Chair, or on the Board of Directors.

Section 6. Honorary membership will require the approval of the Board of Directors and shall consist of those persons no longer actively engaged in the business of meeting planning and who have previously been a member of the association or its predecessor association for a period of at least three years.

Section 7. All membership in the association shall be limited to individuals and is retained by the individual member upon change in employment.

Section 8. Allied and Associate membership in the association shall be limited to individuals and is transferable, subject to approval of the Board of Directors. A 50/50 membership ratio of planners to suppliers must remain intact.

Section 9. Termination of Membership:

- (a) Any member may resign from the association by submitting a written resignation to the Executive Director. Such a resignation shall be effective as of the date received by the association, unless it specifies another date.
- (b) The Board of Directors may recommend in writing to the membership that any members be expelled from the association for conduct contrary to the objectives of the association.
- (c) After giving the member an opportunity to be heard as to the reasons why he or she should not be expelled, the membership shall vote on the question of whether the member shall be expelled. A two-thirds affirmative vote of the members present shall be necessary to expel a member.
- (d) Any member who resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of the association, including dues already paid. Any member who resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of his or her resignation or expulsion.

Section 10. The Board of Directors is empowered to create such other and further categories of membership as deemed appropriate.

Section 11. Lifetime Membership shall be limited to past Chair of the Association of Meeting Professionals. This membership is a complimentary, voting membership to reward service and leadership within the organization.

#### ARTICLE IV - Dues

Section 1. Membership dues shall be at rates established by the Board of Directors. The fiscal year of the association shall run from September 1 to August 31.

Section 2. Membership may be forfeited for failure to pay dues within sixty (60) days after the beginning of the fiscal year.

#### ARTICLE V - Meetings

This association shall hold meetings at such time and place as approved by the Board of Directors. The Chair shall be responsible for insuring that at least twenty (20) days notice in writing be given to members prior to each business meeting. One meeting each year shall be designated as the Annual Meeting.

#### ARTICLE VI - Board of Directors

Section 1. The governing body of this association shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the association, its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives, and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility.

Section 2. The Board of Directors shall consist of thirteen (13) members composed of the Chair, Vice Chair, Treasurer, Secretary, Immediate Past Chair, four (4) Planner member directors, and four (4) Allied member directors. Each member of the Board of Directors shall be entitled to cast one vote.

Section 3. The Chair, Vice Chair and Secretary of the association shall begin their term September 1 and continue through August 31. They shall hold office for a one-year term or until their successor officers are elected and installed. The Treasurer shall be elected to a one-year term, but may be permitted to serve additional terms.

Section 4. Newly elected directors shall begin their term September 1 and shall hold office for a two-year term or until their successors have been elected and installed. Any director who serves a full two-year term shall be eligible for re-election.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. Meetings of the Board of Directors shall be called by the Chair, and adequate notice of such meetings shall be given to each member before the time appointed for such meeting. The Chair shall, at the request in writing of three members of the Board of Directors, issue a call for a special meeting of the Board of Directors and adequate notice shall be required for a special meeting. Only the business specified in the agenda for a special meeting shall be considered in the special meeting.

Section 7. The Board of Directors may vote by mail ballot or facsimile or e-mail and a majority must vote in favor of any issue in order for it to be approved.

Section 8. Any filling of a vacancy occurring on the Board of Directors between Annual Meetings shall be recommended by the Chair with concurrence of a majority of the Board of Directors. A member so appointed to fill a vacancy shall serve only until the next Annual Meeting of the association by which time the members shall elect a member to the unexpired term remaining.

Section 9. The Board of Directors may, at its discretion, by vote of two-thirds of its members, remove any officer or director for due cause.

Section 10. The association will indemnify any officer or director against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of having been an officer or director of the association, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty.

#### ARTICLE VII - Officers and Duties

##### Section 1. Executive Committee

- (a) Composition. There shall be an Executive Committee of the Board of Directors composed of the Chair, Vice Chair, Treasurer, Secretary, and Immediate Past Chair. At least three of the officers of the association shall be Planner members.
- (b) The Executive Committee shall conduct the affairs of the association between meetings of the Board of Directors, exercising all such powers as delegated by the Board of Directors.

Section 2. The Chair shall be the chief elected official of the association and shall preside at all membership, Board of Directors, and Executive Committee Meetings. The Chair shall also function as President of the Association.

Section 3. It shall be the duty of the Vice Chair to perform the duties of the Chair in the absence or incapacity of the Chair. The Vice Chair will normally assume the position of Chair in the succeeding year. The Vice President will organize and conduct an evaluation of the management association with cooperation and input from the Board of Directors.

Section 4. The Treasurer shall be responsible for working with Executive Committee, Committee Chairs and management staff to prepare an annual budget, signing off on monthly, quarterly and annual statements from the management organization, reviewing disbursement of association funds. The Treasurer is also responsible for following up with reports relating to tax filings as well as reviewing contracts with auditors or reviewers as directed. The funds, books, and vouchers shall at all times be subject to verification and inspection by the Board of Directors.

Section 5. The Secretary shall be responsible for overseeing the accuracy of meeting minutes, updating bylaws and other association documents, assuring the proper conduct of the annual nominations and voting process, insuring adequacy of insurance coverage, and may be asked to assume other legal duties.

Section 6. In case of death, resignation or inability of any officer to serve, his or her successor will be chosen for the balance of the term by the Board of Directors.

Section 7. The duties of any officer under authority of the Board of Directors may be assigned in whole or in part to the Executive Director or to other assistants as the Board of Directors may determine.

#### ARTICLE VIII - Administration

The Board of Directors may appoint an Executive Director who shall manage the association's office, have power to select the office staff, and shall conduct all of the business of the association, subject to the direction of the Board of Directors and Executive Committee.

#### ARTICLE IX - Voting

Section 1. Elections: Election of the officers and directors of the association shall be by written ballot pursuant to the procedures established in Article X.

Section 2. Voting:

- (a) Every member of the association (except student members) shall be entitled to cast one vote in any matter voted on by the membership or in any election of an officer or director.
- (b) Unless otherwise provided, any matter of or pertaining to the association may be submitted to the membership by the Board of Directors for a vote at any association meeting, by mail, facsimile or e-mail in lieu of a meeting.
- (c) Unless otherwise provided, any election or other matter voted on by the membership shall be decided by a simple majority of the votes cast.

Section 3. Quorum: A majority of members shall constitute a quorum of members.

Section 4. Proxy Voting: There may be proxy voting.

#### ARTICLE X - Nominations

Section 1. -The Chair shall appoint a Nominations Committee of one Allied members, the current Chair and Vice Chair. It shall be the duty of the Nominations Committee to nominate candidates for vacancies for the office of Chair, Vice Chair, Secretary, Treasurer, and eight (8) directors (four (4) of which are Planner members and four (4) of which are Allied members), from among the membership. The Chair shall contact the candidates the committee proposes and once all have accepted, the AMPs staff shall notify a copy of thereof to each member by June 30. These elections must take place before the end of the fiscal year.

Section 2. In the event of a tie in any election, the Board of Directors shall elect one of the candidates

involved to fill the office in question.

#### ARTICLE XI - Committees

The Chair of the Board, with the approval of the Board of Directors, shall appoint committees as appropriate.

#### ARTICLE XII - Financing

Section 1. The responsibility of the Treasurer shall be to submit to the Board of Directors an annual budget.

Section 2. The responsibility of the Treasurer shall be to furnish to the Board of Directors an audit or financial review for the fiscal year just ended.

Section 3. Bonding: Trust or security bonds may be obtained for the officers, directors, or employees of the association as directed by the Board of Directors. Such bonds shall be approved by the Board of Directors and the cost paid by the association.

#### ARTICLE XIII - Dissolution

Should a dissolution or final liquidation of the association occur, any remaining assets, after lawful obligations and requirements of law are satisfied, shall be transferred or conveyed to one or more charitable or educational organizations as an exempt association qualifying under Section 501 of the Internal Revenue Code, such transfer to be pursuant to a plan of distribution adopted pursuant to law or as directed by a court of competent jurisdiction.

## ARTICLE XIV - Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the Active members present at any Annual Meeting of the association duly called and regularly held, notice of such proposed changes having been sent in writing to the members thirty (30) days before such meeting or at such other time by a two-thirds vote of the ballots received by a thirty-day mail ballot. Amendments may be proposed by the Board of Directors on its own initiative or upon petition of two-thirds of members and addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.

**Initial Bylaws approved:**

June 18, 1985

**Adopted:**

October 30, 1985

New name approved, dues and membership category changed,  
AMPs Bylaws incorporated

**Amended:**

March 3, 1986

Change in description of Active members

**Amended:**

February 10, 1987

Change in Article IX -Nominating Section 1

**Amended:**

June 27, 1987

Change in voting

**Amended:**

April 30, 1991

Change in voting

**Amended:**

September 1, 1993

Change in name, mission, membership classifications, terms of officers, officers duties, Executive Committee responsibility, and nominating procedures for the Board of Directors

**Amended:**

January 14, 1997

Change in officers duties, committee responsibilities, and change in voting

**Amended:**

January 31, 1998

Change in mission statement, membership, and change in amendment/repeal procedures for Bylaws.

**Amended:**

October 22, 1998

Changes in membership.

**Amended:**

January 31, 2002

Addition of the word “e-mail”

**Amended:**

August 7, 2002

Article VI, Section 2

Article X, Section 1

**Amended:**

November 5, 2003

Article III, Section 11

**Amended:**

December 14, 2007

Article VI, Section III

Article VII, Section 2, 3, 4

Article IX, Section 2a

Article XII, Section 2

**Amended:**

September 11, 2012

Article III, Section 3, 4, 7, 8

Change in supplier membership structure.

**Amended:**

September 12, 2013

Article VI, Section 3

Article VII, Section 1(a)

Change to executive committee make up.