



AMC INSTITUTE BYLAWS

Article I. Title, Location, Corporate Seal

- Section 1. Name
The name of this association shall be AMC Institute (hereinafter referred to as "Institute").
- Section 2. Location
The location of the principal office of the organization shall be determined by the Board of Directors which may be outside of the state of incorporation. The registered agent of the organization, required by the General Not-For-Profit Corporation Act to be maintained in the state of incorporation, shall be determined by the Board of Directors.

Article II. Objectives

- Section 1. Objectives
The object and purpose of the Institute is to fulfill an industry leadership role by fostering the growth and professionalism of the for-profit association management company industry.

Article III. Limitations

- Section 1. Limitations
No recommendation, representation or report of any officer, committee or member of the Institute shall be binding upon the Association, or be considered as representing the act, opinion or policy of the Association, unless the same shall have been submitted to and approved by the Board of Directors.

Article IV. Membership

- Section 1. Members
- A. Active Members - Any for-profit corporation, partnership, L.L.C. or individual proprietorship actively providing a full range of association management services on a fee basis to more than one trade or professional association shall be eligible for membership in the Institute
 - B. Associate Members - Any corporation, partnership, L.L.C. or individual proprietorship or other organizations engaged in a business which provides services to association management companies on a fee basis shall be eligible for Associate Membership in the Institute.
 - C. Provisional Members – Any for-profit corporation, partnership, L.L.C. or individual proprietorship actively providing a full range of association management services on a fee basis to one trade or professional association shall be eligible for membership in the Institute.
- Section 2. Qualifications
- An Active Member or Provisional Active Member applicant for membership must:
- A. Agree to abide by the provisions of the Bylaws and the Code of Ethics and Professional Practices of the Institute.
 - B. Agree to support the Objectives of the Institute
 - C. Meet those further qualifications established by the Board of Directors and outlined in the current membership application.
- An Associate Member applicant for membership must:
- A. Agree to support the Objectives of the Institute
 - B. Meet those further qualifications established by the Board of Directors and outlined in the current membership application.



- Section 3. Application for Membership
Application for membership shall be made in writing on a form approved by the Board of Directors and shall be signed by an officer of the applicant firm.
- Section 4. Representation
- A. The applicant shall designate an officer of the firm who shall act as the official representative for the firm in all Institute matters.
 - B. The applicant may designate other individuals of the firm as additional representatives and to serve as alternates. Such additional representatives may attend all meetings, participate in all activities and services, and serve in place of the official representative in his/her absence, except as a member of the Board of Directors.
- Section 5. Rights and Privileges
All members, through their official representatives or alternates, shall exercise and enjoy such rights as the Articles of Incorporation and the Bylaws of the Institute may prescribe.
- Section 6. Resignation
A member in good standing may resign by presenting its resignation in writing to the Board of Directors. Such resignation will not relieve the member of its obligation to pay any previously incurred dues or any previously established assessment. If notice of resignation is not given at least thirty (30) days in advance of the beginning of the fiscal year, and the membership continues, the member is liable for dues of the new fiscal year on the same basis as the previous fiscal year.
- Section 7. Censure, Suspension and Expulsion
The Board of Directors may make provisions for the censure, suspension, or expulsion of any member for good cause, including the violation of the Institute's Code of Ethics, and provide procedures for such actions, in which provisions shall be made for a hearing before any such suspension or expulsion becomes effective, by policies of the Board
- Section 8. Transfer of Membership
No membership may be transferred without the approval of the Board of Directors.

Article V. Voting

- Section 1. Voting
Each Active Member firm in good standing shall be entitled to one vote on all matters presented to the membership of the Institute at any meeting. Associate and Provisional Members shall have no vote.
- Section 2. Mail or Email
All matters of business of the Institute requiring a vote, except as otherwise specified in these Bylaws, may be submitted to each Active Member firm or to the Board of Directors (whenever Board action only is required) by U.S. mail, email, or other acceptable electronic platforms. Votes by Active Members must be received within fifteen days to be valid, or twenty days for merger or dissolution. For Board action, votes must be received within the time period so designated. All ballots shall have a provision for recording votes in the affirmative, negative or as an abstention.
- Section 3. Majority Vote
At all meetings of the Institute, the Board of Directors and committees, a majority vote shall rule, providing a quorum is present and except as otherwise specified in these bylaws.
- Section 4. Voting on Ballots
On mail, email, or other electronic ballots submitted to the members, a majority of the firms voting shall prevail. On mail, email, or other electronic ballots submitted to the Board of Directors, a two-thirds vote of the Directors is required for approval, provided that, if a Board vote is not unanimous, the matter must be ratified at the next regular or special Board meeting.



Article VI. Dues

- Section 1. Dues
Member firms shall pay annual dues as established by the Board of Directors. The Board of Directors shall determine the amount of dues and the manner of payment, but any changes in the amount of dues or other charges shall not be effective until thirty (30) days after the affected members are notified in writing of such change.
- Section 2. Assessments
An affirmative vote by two-thirds (2/3) of the membership of the Board shall be required in order for any assessment to be approved. Such assessments shall not be effective until (30) days after the affected members are notified in writing of the assessments.

Article VII. Board of Directors

- Section 1. Board of Directors
The Board of Directors shall be responsible for the direction and oversight of the Institute. The Board of Directors shall consist of no less than eight (8) and no more than twelve (12), including the officers, elected representatives from the Active Members of the Institute including any representatives of AMC members of Chapters nominated and elected in accordance with Article VIII, and no less than one (1) and no more than two (2) elected representatives from the Associate members of the Institute. The Chief Executive Officer shall serve ex-officio and without vote. Only one representative from a member firm may serve at any one time as an elected member of the Board. Should a member of the Board of Directors, including an officer, no longer satisfy the requirement of being a representative of an Active Member (or, as applicable, an AMC member of a Chapter or an Associate Member), the Board of Directors may allow such person to continue to serve as a Director or officer for a period of time designated by the Board, but not beyond the expiration date of their current term.
- Section 2. Duties of the Board
The Board of Directors shall perform such duties as may be imposed on it by these Bylaws and as may from time to time be necessary to carry out the spirit and intent of the Objectives of the Institute. The Board shall receive reports from the Chair, committees and task forces and take such action as it deems necessary. For any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum.
- Section 3. Meetings
The Board of Directors shall meet at such times as they or the Chair shall determine, meetings may be held in person or electronically to conduct business. Notice of not less than neither twenty (20) nor more than sixty (60) days shall be required for regular meetings of the Board of Directors.

Article VIII. Election of Directors and Officers

- Section 1. Election of Officers and Board of Directors
- A. Nominating Committee - The Chair shall appoint a Nominating Committee which will consist of, as Chair of the Nominating Committee, either the Immediate Past Chair or the Chair-elect, whichever is currently in office, two (2) other elected member of the Board of Directors and two (2) members of the Institute who are not serving as members of the Board of Directors.
 - B. Board nominations - Candidates for Director, chair-elect and secretary/treasurer are nominated by the Nominating Committee. A candidate for these positions also may be nominated by at least 5 percent of the Active Members. If there are no nominations by petition, the nominees of the Nominating Committee are automatically elected. If there is a nomination by petition for any position, an election will be held for that position, conducted via email vote of the Active Members consistent with these Bylaws. (Full reference to methodology and process is found in the Policies and Procedures.)



- Section 2. Term of Office
- A. The officers of the Institute shall serve for the periods designated herein and until their successors are duly elected and qualified.
 - B. The Chair shall serve a term of two (2) years.
 - C. The Chair-elect shall serve a term of one (1) year immediately preceding their term as Chair.
 - D. The Past Chair shall serve a term of one (1) year immediately following their term as Chair.
 - E. The Secretary/Treasurer may serve up to a two (2) year term.
 - F. Each Active Member Director shall be elected to serve a term of three (3) years; each Associate Director shall be elected to serve a term of two (2) years and may serve no more than two (2) consecutive terms.
 - G. The term of office for the Officers and Directors of the Institute shall commence at the beginning of the fiscal year.
- Section 3. Successive Terms
- No member of the Board of Directors may serve for more than two (2) successive three-year terms unless the member is serving as an officer. No officer may serve for more than one term in the same office.
- Section 4. Vacancies
- Vacancies in the Board of Directors occurring during the year shall be filled for the unexpired terms by appointment of the Chair with confirmation by the Board of Directors. The Board may exercise the option to leave a vacancy open until the next regularly scheduled election.

Article IX. Officers

- Section 1. Officers
- The officers of the Institute shall be a Chair, Chair-elect, and Secretary/Treasurer and Immediate Past Chair, each of whom shall be an Active Member representative and have served on the Board of Directors within three years. The officers shall also serve as Directors.
- Section 2. Chair
- The Chair shall preside at all meetings of the Institute, the Board of Directors and the Executive Committee. The Chair shall be an ex-officio member of each standing and special committee/task force.
- Section 3. Chair-elect
- In the absence of the Chair, or in the case of the Chair's inability to act, the Chair-elect shall act in the Chair's stead and with Chair's powers.
- Section 4. Immediate Past Chair
- In the absence of the Chair, or in the case of the Chair's inability to act, in years in which there is no Chair-elect, the Immediate Past Chair will act in the Chair's stead and with the Chair's powers.
- Section 5. Secretary/Treasurer
- The Secretary/Treasurer reports to the board regularly on the financial condition of AMCI; oversees an annual financial audit; keeps minutes of all board and membership meetings; keeps records of attendance; and sends meeting notices and agendas. The Secretary/Treasurer may delegate functions to the appropriate AMCI member or staff.
- Section 6. Management
- The Board of Directors shall appoint one or more accredited association management company(ies) from among the membership of the AMC Institute to support the management of the Institute. The Board of Directors may also appoint a CEO or may direct the AMC to designate one of its personnel to serve as CEO. Compensation and duties of the CEO and management company(ies) will be determined by the Board of Directors. The CEO shall serve as an ex officio member of the Board without voting rights.



- Section 7. Delegation of Duties
Officers, upon approval of the Board of Directors, may delegate to the CEO any of their assigned duties.
- Section 8. Funds
All funds of the organization shall be deposited in such bank(s) or other financial institution(s) as the Board of Directors may by resolution designate. The Chair, Secretary/Treasurer, or CEO shall be authorized by the Board of Directors to withdraw the funds of the organization as required to conduct the business of the Institute.
- Section 9. Compensation of Officers / Board of Directors
No salary or compensation for services shall be paid to any elected officers or directors or any committee members by reason of office. However, reimbursement of appropriate expenses may be made.
- Section 10. Indemnification
The Institute shall, to the extent of insurance coverage carried by the Institute, indemnify any and all persons who may serve or who have served at any time as a director, officer, committee chairperson, staff member or agents of the Institute and their respective heirs, administrators, successor and assigns against any and all expenses incurred by or imposed upon such person in connection with any third party legal proceeding to which such person may be made a defendant or respondent by reason of having been an officer, director, committee chairperson, staff member, or agents of the Institute, or any settlement thereof, provided 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 Institute, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; and further provided that in the event of the settlement of a suit the indemnification provided for in this section shall apply only when the Board of Directors approves such settlement and reimbursement is in the best interests of the Institute. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which the director, officer, committee chairperson or staff member may be entitled.

Article X. Committees and Task Forces

- Section 1. Committees and Task Forces
The Chair shall appoint such committees and task forces as necessary to carry out the objectives of the Institute.
- Section 2. Executive Committee
The Executive Committee shall be composed of the elected officers, the Immediate Past Chair and the CEO (without vote). The Chair shall serve as Chair. The Committee shall be empowered to act on behalf of the Board, on matters which may arise between Board meetings.
- Section 3. Annual Report
The chair of each committee / task force shall make an annual report to the Board of Directors and the membership on the committee's work and may be required to report at any meeting of the Board of Directors.
- Section 4. Quorum
The majority of the members of a committee shall constitute a quorum for any meeting of the committee.

Article XI. Membership Meetings

- Section 1. Annual Meetings
The Annual Meeting of the members of the Institute shall be held at a time and place (or electronically) to be determined by the Board of Directors for the purpose of conducting such business as may properly come before such meeting. Notice of the time and place (or means of remote communication) proposed for such meeting shall be given not less than twenty (20) nor more than sixty (60) days prior to such meeting. Proposed agenda items must be submitted to the CEO 30 days in advance of the meeting for consideration.



- Section 2. Special Meetings
Special meetings of the membership may be called at any time by the Chair, by a majority of the Board of Directors or by no less than 25 percent of the Active Member firms in good standing. Notice shall be given no less than three business days in advance.
- Section 3. Waiver of Notice
Any meeting of members may be held without notice by a written waiver of such notice signed by a majority of the persons entitled to such notice.
- Section 4. Quorum
For membership meetings a quorum shall consist of no less than 10% of the Active Members in good standing plus at least one of the elected officers is required to be present.

Article XII. Assets and Liabilities

- Section 1. Interest of Members
The interest of each member in the funds, investments, and such other assets of belonging to the Institute shall immediately terminate in the event the membership of members in the Institute shall terminate for any reason except through dissolution of the Institute. In the event of such termination, other than dissolution of the Institute, such member shall have no claim on account of such assets against the other members or their representatives.
- Section 2. Distribution of Assets on Dissolution
Upon the dissolution of the Institute, and after payment of all indebtedness of the Institute, any remaining funds, investments and other assets shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations or business leagues as may be determined by vote of the then members of the Institute.

Article XIII. Chapters

- Section 1. Authorization
The Institute may authorize the establishment of Chapters outside the United States, as determined by the Board of Directors.
- Section 2. Board of Director Representatives
If nominated and elected pursuant to Article VII, Section 1, the term of office for Chapter Board Representatives shall be one year, and they may serve a total of three successive terms if re-nominated by the Nominating Committee and re-elected by the membership.

Article XIV. Financial Management

The fiscal year of the Institute shall be determined by the Board of Directors.

Article XV. Amendments

These Bylaws may be amended by vote of the Active Members acting via mail or electronic ballot, or at a meeting, as determined by the Board of Directors. The proposed amendment(s) will be presented to the Secretary/Treasurer at least sixty (60) days in advance. If the vote is to take place at a meeting, the proposed amendment(s) will be provided to the Active members at least thirty (30) days prior to such meeting. If the vote is to take place by ballot, there will be a fifteen (15) day voting period.

Changes:

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| Adopted August 4, 1979 | Amended August 20, 1999 |
| Amended February 6, 1982 | Amended August 13, 2005 |
| Amended December 14, 1984 | Amended August 1, 2006 |
| Amended December 15, 1985 | Amended July 9, 2009 |
| Amended June 3, 1986 | Amended February 10, 2010 |
| Amended July 23, 1986 | Amended May 10, 2010, Approved August 31, 2010 |
| Amended June 10, 1987 | Amended February 14, 2013 |
| Amended July 25, 1990 | Amended August 4, 2014 |
| Amended July 28, 1993 | Amended March 6, 2015 |
| Amended August 3, 1996 | Amended June 24, 2020 |
| | Amended June 16, 2022 |