



AMC INSTITUTE BYLAWS

Article I. Title, Location, Corporate Seal

Section 1. Name

The name of this association shall be AMC 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.

Section 3. Corporate Seal

The organization shall have a corporate seal which shall have subscribed thereon the name of the Association, the words "Corporate Seal" and the name of the state of incorporation.

Article II. Objectives

Section 1. Objectives

The object and purpose of the Association is to fulfill an industry leadership role by fostering the growth and professionalism of the association management industry.

Article III. Limitations

Section 1. Limitations

No recommendation, representation or report of any officer, committee or member of the Association 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 Association
- 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 Association.
- 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 Association.

- 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 Association.
 - B. Agree to support the Objectives of the Association
 - 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 Association
 - 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. Determination of Eligibility**
- A. The application form shall be submitted to the CEO who shall then certify the applicant's eligibility and submit it to the Board of Directors for approval.
 - B. Application shall be accompanied by payment of any annual dues.
- Section 5. Representation**
- A. The applicant shall designate on the application form the name of an officer of the firm who shall act as the official representative for the firm in all Association 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 6. 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 Association may prescribe.
- Section 7. Resignation**
A member in good standing may resign by presenting his / her resignation in writing to the Board of Directors. Such resignation will not relieve the member of his 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 the membership continues and the member is liable for dues of the new fiscal year on the same basis as the previous fiscal year.
- Section 8. Censure, Suspension and Expulsion**
The Board of Directors may make provisions for the expulsion of any member for good cause, and provide procedures for such action, in which provisions shall be made for a hearing before any such expulsion becomes effective.
- Section 9. 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 Association at any meeting. Provisional Members shall have no vote.
- Section 2. Mail, Fax, Email**
All matters of business of the Association except as otherwise specified in these Bylaws may be submitted to each Active Member firm by mail, fax, or email, or to the Board of Directors (whenever Board action only is required). Votes must be received within fifteen days to be valid; or twenty days for

merger or dissolution. 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 Association, 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, fax or email ballots submitted to the members, a majority of the firms voting shall prevail. On mail or 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

Assessments shall be voted upon recommendation by the Board of Directors. An affirmative vote by two-thirds (2/3) of the membership of the Board shall be required in order for the assessment to be approved. Such assessments shall not be effective until (30) days after the affected members are notified in writing of the assessments and the manner of payment.

Article VII. Board of Directors

Section 1. Board of Directors

The management of the Association shall be vested in a Board of Directors. The Board of Directors shall consist of no less than eleven (11) and no more than fifteen (15) elected representatives from the Association Management Company members of the Association 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 Association. 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.

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 Association. The Board shall receive reports from the President, 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, provided the President or President-elect is present.

Article .VIII. Election of Directors and Officers

Section 1. Election of Officers and Board of Directors

- A. Nominating Committee - At least one hundred twenty (120) days prior to the end of the fiscal year the Chairman shall appoint a Nominating Committee which will consist of the Immediate Past Chairman (who shall serve as the Chair), the Chairman-elect, one (1) other elected member of the Board of Directors and two (2) members of the Association who are not serving as members of the Board of Directors.
- B. The Nominating Committee shall report to the membership in writing at least ninety (90) days prior to the end of the fiscal year and present a slate of nominees from among the Active member representatives for the expiring terms on the Board of Directors and for the

offices of Chairman-elect, Treasurer and Secretary. The Nominating Committee shall include on each slate one (1) qualified Active Member representative from each Chapter selected from among those persons recommended pursuant to Article XIII, Section 2.

There shall be one name for each open position. The Nominating Committee, at the same time, shall present a list of nominees from among the Associate Member representatives for the Associate Director positions.

- C. Nomination by Petition: Additional nominations for director positions may be accepted if submitted in writing and signed by 15% of the membership eligible to vote. The Secretary must receive such nominations no later than sixty (60) days before the end of the fiscal year. Nominations by petition received by the Secretary under the prior provision will be added to the ballot for consideration by the general membership. All nominees shall agree in advance to serve if elected.

Section 2. Election of Directors

In the event a candidate is accepted by petition the candidate's name will be added to the ballot. ., The nominee(s) receiving the highest number of votes for the vacancies shall be declared elected. In the case of ties there shall be another ballot.

Section 3. Term of Office

- A. The officers of the Association shall serve for a period one year or until their successors are duly elected and qualified.
- B. 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 one (1) or two (2) years as determined by the Nominating Committee and may serve no more than two (2) consecutive terms.
- C. The term of office for the Officers and Directors of the Association shall commence at the beginning of the fiscal year.

Section 4. 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 a one-year term in the same office.

Section 5. Vacancies

Vacancies in the Board of Directors occurring during the year shall be filled for the unexpired terms by appointment of the Chairman 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 elected officers of the Association shall be a Chairman, Chairman-elect, Secretary and Treasurer, each of whom shall be an Active Member representative and have served on the Board of Directors within three years

Section 2. Chairman

The Chairman shall preside at all meetings of the Association, the Board of Directors and the Executive Committee. The Chairman shall be an ex-officio member of each standing and special committee/task force.

Section 3. Chairman-elect

In the absence of the Chairman, or in the case of the Chairman's inability to act, the Chairman-elect shall act in the Chairman's stead and with Chairman's powers.

Section 4. Treasurer

The Treasurer shall be responsible for the funds and finances of the Association. The Treasurer shall submit a report on the financial condition of the Association on a quarterly basis and at such other times as may be requested by the Board of Directors. The Treasurer shall arrange for an annual audit of the Association, by an auditor approved by the Board of Directors, and be responsible for the filing of all governmentally required reports.

- Section 5. Secretary**
The Secretary shall be responsible for the records of the corporation, notice of all Boards of Directors and membership meetings and minutes of such meetings.
- Section 6. Management**
The Board of Directors shall appoint an accredited association management company from among the membership of the AMC Institute to be responsible for the management of the Association. The management organization shall designate an individual to serve as CEO. Compensation and duties 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 Chairman, 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 Association.
- 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 of Officers and Directors**
The Association shall indemnify any and all persons who may serve or who have served at any time as a director, officer, committee chairperson or staff member of the Association and their respective heirs, administrators, successor and assigns against any and all expenses incurred by or imposed upon such person in connection with any proceeding to which such person may be made a party by reason of having been an officer, director, committee chairperson or staff member of the Association, or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own negligence or misconduct in the performance of duty; 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 Association. 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 Chairman shall appoint such committees and task forces as necessary to carry out the objectives of the Association.
- Section 2. Executive Committee**
The Executive Committee shall be composed of the elected officers, the Immediate Past Chairman and the CEO (without vote). The Chairman 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 present at any committee meeting shall constitute a quorum.

Article XI. Meetings

- Section 1. Membership Meetings**
The Annual Meeting of the members of this corporation shall be held at a time and place 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 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 Chairman, by a majority of the Board of Directors or by no less than 25 percent of the member firms in good standing. Notice shall be given as provided in Section 1 hereof.
- Section 3. Board of Directors**
The Board of Directors shall meet at such times as they or the Chairman shall determine, but shall hold their annual meeting at the time and place of the Annual Meeting of the Association. 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.
- Section 4. Waiver of Notice**
Any meeting of members and of Directors may be held without notice by a written waiver of such notice signed by a majority of the persons entitled to such notice.
- Section 5. Quorum**
For membership meetings a quorum shall consist of no less than 25% of the 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 Association shall immediately terminate in the event the membership of members in the Association shall terminate for any reason except through dissolution of the Association. In the event of such termination, other than dissolution of the Association, 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 Association, and after payment of all indebtedness of the Association, 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 Association.

Article XIII. Chapters

- Section 1. Authorization**
The Association 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 Association 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 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 thirty (30) day voting period.

Changes:

Adopted August 4, 1979

Amended February 6, 1982

Amended December 14, 1984

Amended December 15, 1985

Amended June 3, 1986

Amended July 23, 1986

Amended June 10, 1987

Amended July 25, 1990

Amended July 28, 1993

Amended August 3, 1996

Amended August 20, 1999

Amended August 13, 2005

Amended August 1, 2006

Amended July 9, 2009

Amended February 10, 2010

Amended May 10, 2010, Approved August 31, 2010

Amended February 14, 2013

Amended August 4, 2014

Amended March 6, 2015