



## ADMEI Bylaws - November 2011

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## **ARTICLE I: Name**

### ***1.1 Name***

The name of this organization shall be Association of Destination Management Executives International (ADMEI International), a non-profit corporation incorporated in the State of Ohio.

### ***1.2 Offices***

The registered office of ADMEI shall be maintained in Ohio and this or such other offices may be established as the Board of Directors deems necessary or appropriate.

## **ARTICLE II: Mission**

As the pre-eminent global organization for Destination Management Companies (DMCs) our mission is to:

- Define the DMC industry
- Uphold the highest level of professionalism
- Establish standard business and ethical practices
- Promote the value of local destination management through member and industry education

## **ARTICLE III: Membership**

### ***3.1 Membership Categories***

There shall be six (6) categories of ADMEI membership: Company, Affiliate, Provisional, Supplier Partner, Faculty/Student, and Emeritus. Each Company and affiliate member shall identify a Voting Representative.

### ***3.2 Application for Membership***

Applications for all categories must be submitted on the official ADMEI application form by mail or electronically through the ADMEI website.

### ***3.3 Approval of Membership***

Approval of applicants for membership shall be in such a manner as the Board of Directors may determine.



### **3.4 Suspension or Termination of Membership**

Members may be suspended or removed from membership by the Board of Directors for cause by a two-thirds (2/3) vote or as otherwise provided by the Board of Directors.

### **3.5 Reinstatement**

A former member desiring a continuous membership record may be reinstated upon showing proof of qualifications and paying all applicable dues, fees and assessments in arrears. If, however, a continuous membership record is not desired, the member may be reinstated upon showing proof of qualifications and payment of the current year's dues and appropriate fees and assessments, if any.

### **3.6 Resignation**

Any member may resign by submitting a written resignation to the Board of Directors, but such resignation shall not relieve the member so resigning of the obligations to pay any dues, or other charges accrued but unpaid.

### **3.7 Rights and Responsibilities**

All members and classes of members shall have such rights and responsibilities as the Board of Directors may determine from time to time.

## **ARTICLE IV: Dues**

### **4.1 Dues Establishment**

Dues for all categories shall be established by the Board of Directors, except for Emeritus members whose dues will be waived.

### **4.2 Dues Collection**

Dues shall be assessed and collected annually, and shall be considered delinquent if not paid within forty-five (45) days of due date. Any member whose annual dues are delinquent at the end of this 45-day period shall be dropped from the membership rolls without further notice and therefore forfeit any rights and privileges of membership.

### **4.3 Refunds**

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

### **4.4 Official Currency**

All dues shall be payable in U.S. funds



## **ARTICLE V: Membership Meetings and Voting**

### ***5.1 Annual and Special Meetings***

The Association shall hold an Annual Meeting in each calendar year, at any location and on such dates as may be determined by the Board of Directors. A non-member may attend only one annual meeting.

### ***5.2 Special Meetings***

Special meetings of members of ADMEI may be called by the Board of Directors at any time, or shall be called by the President at such time and place as designated by the President. At least sixty (60) days advance notice, in writing, of the time and place of each annual and special meeting, shall be given by mail, postage prepaid, electronic mail or by facsimile (fax) addressed to each member at the address on the records of the Association. In the case of special meetings, the notice shall also specify specific purpose(s) for which the meeting is called.

### ***5.3 Cancellation or Postponement of Meetings***

The Board of Directors may cancel or postpone any annual or special meeting for cause.

### ***5.4 Quorum***

At any annual or special meeting of the members of ADMEI, a quorum shall consist of one-quarter (25%) of the Company Voting Representatives in good standing.

### ***5.5 Voting at Membership Meeting***

At all meetings of the membership, each Company Voting Representative in good standing shall have one (1) vote. Company Voting Representatives may take part and vote in person only. Proxy voting is permitted. Unless otherwise specifically provided by these Bylaws, a majority vote of those Company Voting Representatives present and voting shall govern.

### ***5.6 Voting on Business Matters***

The Board of Directors may present matters of business to be presented to the membership for an electronic, mail or fax vote. To constitute a valid action, two-thirds (2/3) vote of the Company Voting Representatives in good standing is required.

### ***5.7 Member Business Meetings***

Business Meetings of the membership shall be conducted in closed session. Non-members may attend upon approval of the Board of Directors.



## **5.8 Rules of Order**

The meetings and deliberations of the Association, its Board and all Committees, shall be governed by parliamentary law as set forth in Robert's Rules of Order most recent edition when it does not conflict with these Bylaws or policies of ADMEI.

## **ARTICLE VI: Executive Committee and Board of Directors**

### **Executive Committee**

#### **6.1 Officers and Executive Committee**

The Executive Committee is comprised of the officers of this Association which includes the President, President-Elect, Vice President of Administration, Vice President of Finance, and immediate Past President elected by the voting members at the annual meeting. Officers shall serve until their successors have been duly elected, selected and assume office. Any member in good standing who has completed two (2) full years on the Board of Directors prior to nomination or is on the Board of Directors at the time of nomination, is eligible for nomination and election to an officer position of ADMEI with the exception of the candidate for President-Elect. All officers shall be Company Voting Representatives in good standing.

#### **6.2 Powers and Duties**

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

#### **6.3 Election**

- (a) Officers shall be elected as prescribed by the policies adopted by the Board of Directors. All corporate and elected officers and directors, other than the President, shall be elected to office at the Annual Business Meeting of the Association. The election shall be by a majority of the votes cast by Company Voting Representatives present and voting.
- (b) Each elected officer shall serve as members of the Board of Directors and assume office on the last day of the annual meeting and serve for a term defined by the position and until their successors are duly elected, qualified and assume office. The President-Elect shall automatically become President on the last day of the annual meeting.
- (c) All nominees shall be Company Voting Representatives in good standing, with the exception if there is a Supplier Partner Director nominee, who must meet the criteria of that classification of membership and be a member in good standing.



(d) Nominations shall be made by the Nominating Committee in accordance with ADMEI Policies and Procedures.

#### **6.4 Re-Election**

No elected officer having served one (1) full term shall be eligible for re-nomination and re-election to the same office until at least one (1) year has elapsed from the expiration of the prior term.

#### **6.5 Vacancies and Removal**

With the exception of the office of President and President-Elect, any vacancies in office for whatever reason shall be filled for the balance of the unexpired term by election of the Board of Directors. In the event of a vacancy in the office of President, the President-Elect shall automatically fill the balance of the term of office for the unexpired term and shall then assume the term of office of President which the President-Elect pursuant to these Bylaws would otherwise assume in his or her own right. In the event of any vacancy in the office of President-Elect, the Board shall fill the office for the balance of the term of office for the unexpired term only. Such individual shall not automatically succeed to the office of President of the board upon the completion of the unfulfilled term of President-Elect unless duly elected in accordance with these Bylaws to the office of President-Elect.

#### **6.6 Composition**

The Executive Committee shall be comprised of five (5) members: The President, President-Elect, Vice President of Finance, Vice President of Administration and Immediate Past President.

#### **6.7 Meetings**

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

#### **6.8 Quorum and Action**

Three (3) members of the Executive Committee shall constitute a quorum.

##### **(a) Manner of Action**

The President shall preside at all meetings of the Executive Committee and may designate a secretary pro tem to keep the minutes of the proceedings and the business transacted.

##### **(b) Report of Action**

Actions of the Committee shall be reported to the Board for ratification at its next meeting.



## **Board of Directors**

### **6.9 Composition**

The Board of Directors is comprised of the President, President-Elect, Vice President of Administration, Vice President of Finance, Immediate Past President, and no less than four (4) nor more than six (6) Company Voting Representatives elected by the Voting members, as prescribed in these Bylaws. One (1) Supplier Partner may serve on the Board of Directors. The Supplier Partner shall be a full Board Member and shall enjoy the same rights, duties and privileges as the other Board members.

### **6.10 Authority**

The Board of Directors shall be the principal governing body of the Association and, as such, shall exercise full supervision and control over all its business affairs.

### **6.11 Meetings**

(a) The Board of Directors shall meet at the call of the President, or upon the call of three (3) Executive Committee Members, upon seventy-two (72) hours notice given by mail, facsimile, electronically or telephone to all members.

(b) The Board shall meet preceding the Annual Meeting of the Association. An additional meeting of the Board will be called by the President and scheduled at his/her discretion through said Presidential year.

(c) Special meetings of the Board may be called initially by the President or upon written petition signed by five (5) directors. They shall be held at such places and on such dates as may be designated in the notices of such meetings. Notice in writing shall be given to each director, no fewer than fourteen (14) days prior to any meeting and shall state the purpose(s) for which the meeting is called.

### **6.12 Quorum**

Five (5) Officers and Directors shall constitute a quorum at any meeting of the Board. Business transacted shall require a majority vote of the directors present, unless a different vote is required by law or these Bylaws.

### **6.13 Board Voting**

Valid action may be taken by the Board by a mail ballot, electronically or facsimile, providing at least a majority of all the directors vote in favor of the action; and it is reported to the Board at its next ensuing meeting and recorded in the minutes thereof.



## **Tenure of Officers and Directors**

### **6.14 Tenure**

Officers and Directors shall assume office on the last day of the annual meeting.

(a) The Vice President of Administration and Vice President of Finance shall serve staggered terms of two (2) years and shall not serve more than one term. Each of the directors shall serve staggered terms of two (2) years and shall not serve more than two (2) successive terms.

### **6.15 Vacancy**

Vacancies in any other elective office may be filled, for the balance of the term thereof, by the Board at any regular or special Board meeting. An officer selected to fill a vacancy shall serve until the expiration of the term in which the vacancy occurred or until the next annual election of officers, whichever occurs first.

### **6.16 Termination of Office**

(a) The Board of Directors may, by a two-thirds vote of its member, terminate any officer or director from office including the President and President-Elect, for neglect of duty, improper conduct, violation of the Code of Ethics or other justifiable causes.

(b) The board of directors, by a two-thirds vote of its members, may terminate any officer or director from office for neglect of duty, improper conduct, violation of the Code of Ethics or other justifiable causes.

### **6.17 Absence**

(a) Failure of a director(s) to attend two (2) consecutive meetings shall be deemed to constitute a resignation from the Board of Directors, which the Board may choose to accept.

### **6.18 Compensation**

(a) Directors and elected officers shall not receive any compensation for their services.

## **ARTICLE VII: Duties of Officers**

### **7.1 President**

The President shall be the chief elected officer of and the official spokesperson for the Association and shall preside at all meetings of membership.



## **7.2 President-Elect**

The President-Elect shall be a member of the Board and shall have such other powers, and perform such other duties as the President and/or the Board may prescribe.

## **7.3 Vice President of Administration**

(a) The Vice President of Administration shall be a member of the Board. In the absence of the President and the President-Elect, the Vice President of Administration shall call the meeting to order and preside until the election of a chairman pro-tem, which shall take place immediately as the first order of business. The Vice President of Administration shall be custodian of all the corporate and business records of the Association.

(b) The Vice President of Administration shall have custody of the corporate seal of the Association and see that it is affixed to all documents requiring the same.

## **7.4 Vice President of Finance**

(a) The Vice President of Finance shall be a member of the Board and is responsible for collaborating with Management to oversee the finances of the Association. Investments shall be made by approval of the Board.

(b) The Vice President of Finance shall present a financial report to the membership at its annual meeting.

(c) The Vice President of Finance shall have such additional powers and duties as may be prescribed by the President and/or the Board.

(d) Some or all of the duties listed above may be delegated to Management.

## **ARTICLE VIII: Standing and Special Committees**

### **8.1 Standing Committees**

There shall be standing committees as determined by the Board of Directors. The Standing Committees of ADMEI shall include the following: Finance and Nominating.

#### **(a) Finance Committee**

The Finance Committee shall consist of the Executive Committee. The Vice President of Finance shall be the chairman of the Committee.

#### **(b) Nominating Committee**

The Nominating Committee shall be composed of five (5) members; the Immediate Past President shall select four (4) Company Voting Representatives to be appointed by the President. No officer or director shall be eligible to serve on this committee. Its chairperson shall be the Immediate Past President.



### ***(b.1) Nominations by Petition***

Additional nominations may be made as outlined in the policy and procedures manual.

## ***8.2 Special Committees and Boards***

Special committees and boards may be appointed by the Board of Directors from time to time to consider any and all matters affecting the welfare of the association and its members, whenever the President deems the appointment of such special committees and boards desirable. The President shall be a member ex-officio of all such committees and boards. ADMEI Special Committees and Boards include:

### ***(a) Certification and Accreditation Board***

The certification and accreditation board sets the standards and policies for the DMCP and ADMC programs and enforces such standards and reports to a Director of the Board.

### ***(b) Ethics and Professional Conduct Committee***

The Ethics and Professional Conduct Committee educates members about the Standards of Professional Conduct and reports to the President.

## ***8.3 Other Committees***

The President may appoint additional committees and boards to promote the objectives, purposes and activities of the Association. Their composition and duties shall be prescribed by the Board.

## ***8.4 Committee Appointments***

The membership of all committees and boards with exception of the Finance and Executive Committees shall be appointed by the President.

## **ARTICLE IX: Executive and Staff**

The Board shall employ a Chief Executive Officer who shall have the title of Executive Vice President. He/She may be either a salaried employee or an independent contractor retained on an annual fee basis. The terms and conditions of employment and scope of services shall be specified by the Board of Directors.



## **ARTICLE X: Financial Matters**

### ***10.1 Fiscal Year***

The fiscal period of the Association shall be prescribed by the Executive Committee with the approval of the Board of Directors.

### ***10.2 Financial Matters***

Upon recommendation of the Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of ADMEI, and this budget shall be approved prior to the beginning of the fiscal year which it covers.

## **ARTICLE XI: Use and Disposition of Assets**

ADMEI shall use its funds and assets only to best achieve its objectives and purposes as set forth in its Charter and Bylaws. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to one or more Charitable, Education, or Scientific Organizations qualified as exempt from federal income tax under Section 501(c)6 of the Internal Revenue Code. On dissolution or otherwise, no part of the properties or assets shall inure to the benefit of any individual or private person or any member, officer or director of ADMEI.

## **ARTICLE XII: Amendments**

### ***12.1 Amendments***

(a) These Bylaws may be amended, revised or repealed by a two-thirds (2/3) vote of the Company Voting Representatives present and voting at any duly convened Annual or special meeting of ADMEI, provided that written or printed notice of the proposed wording of such amendments and/or revisions has been mailed or delivered by electronic mail to the Company Voting Representatives at least thirty (30) days before the meeting at which action is to be taken; or by two-thirds (2/3) vote of the Company Voting Representatives voting by a thirty (30) day mail, facsimile or electronic mail ballot.

(b) Amendments may be proposed by the Board on its own initiative, or upon the petition of ten percent (10%) of Company Voting Representatives in good standing, addressed to the Board. All such proposed amendments shall be presented by the Board to the Company Voting Representatives with or without recommendations, as the Board may determine.



### **ARTICLE XIII: Limitation of Liability**

Nothing contained in these Bylaws shall constitute members of ADMEI as partners for any purpose. No member, duly elected or appointed director, duly elected or appointed officer or employee of the Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of ADMEI, nor shall any member, duly elected or appointed director, duly elected or appointed officer or employee be liable for acting or failure to act under these Bylaws excepting only acts or omissions to act negligent or misconduct in the performance of duty.

### **ARTICLE XIV: Political Activities**

ADMEI shall not contribute any of its earnings or property or provide any services for any political candidate, committee, party or organization.

### **ARTICLE XV: Indemnification**

ADMEI shall indemnify and hold harmless each person who is now or shall hereafter serve as a director, officer, employee or agent of ADMEI from and against any and all claims and liabilities; whether the same are settled or proceed to judgment to which such person shall have become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of ADMEI to the full extent permitted by the Capital General Not For Profit Act, and shall be entitled but not obligated to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

### **ARTICLE XVI: Miscellaneous**

#### ***16.1 Contracts***

(a) The Board of Directors may authorize any officers, directors or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

#### ***16.2 Checks and Drafts***

(a) All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Vice President or Vice President of Finance. Board of Directors may authorize any officers, directors or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.



### ***16.3 Books and Records***

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

ByLaws Revised:  
*September 1, 2006*  
*February 2011*  
*November 2011*