

**BYLAWS**  
INTERNATIONAL ASSOCIATION OF VENUE MANAGERS

A Nonprofit Corporation  
Approved June 2017

**Article I – Name**

1. NAME – The name is the International Association of Venue Managers, Inc. (“IAVM”), a non-profit corporation incorporated in the State of Illinois.
2. LOCATION – The principal office of IAVM shall be located in the Dallas/Fort Worth Metro-plex, Texas, or elsewhere, as determined by the Board of Directors.

**Article II – Purposes & Restrictions**

1. PURPOSES – The purposes are to promote and develop professional management of public assembly facilities; to foster use of these facilities for the benefit, recreation, and entertainment of the public; to cultivate acquaintance and communication among managers of such facilities; to circulate information of value to the members and the public so as to develop more frequent and efficient use of such facilities; to standardize practices and ethics of management and relationships with the public; to develop and maintain liaison with national and international organizations in similar fields and to provide such other related services which promote the advancement of the Association.
2. RESTRICTIONS – All policies and activities of IAVM shall be consistent with:
  - (a) All applicable federal, state, and local antitrust, trade regulation, or other requirements; and
  - (b) Applicable Internal Revenue Service and tax exemption requirements.

**Article III – Membership**

1. MEMBERSHIP ELIGIBILITY – Membership is composed of professionals and organizations involved in management of public assembly venues; suppliers of attractions, products, services, and supplies for such venues; and academia in any field related to public assembly venue management. The rights and benefits for each class of membership will be established from time to time by the Board of Directors.
2. PROFESSIONAL MEMBERSHIP – Professional Membership is a voting membership for individuals employed in any capacity or at any level of a public assembly venue or venues, whether publicly or privately owned or managed, and who pay applicable dues and meet other criteria established by the Board of Directors.

3. ALLIED MEMBERSHIP – Allied Membership is a voting membership for any firm, organization, or individual engaged in providing venue related products, services or attractions for public assembly venues and is not otherwise eligible to serve as a Professional Member.
4. RETIRED MEMBERSHIP – Retired Membership is a voting membership for Professional Members who have retired from venue management and who are not eligible for any other membership category.
5. HONORARY MEMBERSHIP – Honorary Membership, is a voting membership, and may be conferred upon retired Professional Members worthy of recognition under terms and conditions determined by the Board of Directors.
6. ASSOCIATE MEMBERSHIP – Associate Membership is a voting membership for individuals engaged in education or professional fields related to the public assembly management industry. The Board of Directors will establish the criteria for the various classes of Associate Memberships.
7. NON-VOTING MEMBERSHIPS – The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors or Senior Officers.
8. TRANSFERABILITY OF MEMBERSHIP – Membership is not transferrable except as provided for by policy enacted by the Board of Directors.
9. RESIGNATION – A member may resign by filing a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.
10. MEMBERSHIP EXPIRATION AND EXPULSION – Membership automatically expires without action of the Board of Directors for failure to pay applicable dues or failure to meet the eligibility requirements for membership. A member may be disciplined by the Board of Directors for violating the code of ethics, IAVM policy, these bylaws, or acting in a way not in the interest of IAVM. A member recommended for disciplinary action will be provided at least thirty (30) days advance written notice of the reason for discipline and the opportunity for a hearing and appeal under procedures established by the Board of Directors.

#### **Article IV – Officers**

1. CHAIR OF THE BOARD – The Chair of the Board is the chief elected officer and presides at all meetings of the Board of Directors and the Executive Committee. The Chair’s vote is reserved to break tie votes. The Chair serves as an ex-officio non-voting member of all other committees. The Chair will make appointments for all board committees and fill any vacancies that occur in those committees during his/her term, subject to the Board- of Directors approval, in accordance to established policy and procedure.
2. IMMEDIATE PAST CHAIR – The Immediate Past Chair remains an officer and Director for one term following the term as Chair of the Board and serves as chair of the Leadership Development &

Nominating Committee. If all other elected Senior Officer positions are vacant, the Immediate Past Chair serves as interim chair, subject to Article IV.10.

3. FIRST VICE CHAIR – The First Vice Chair serves as chair of the Governance Committee. The First Vice Chair automatically succeeds to the office of Chair of the Board at the conclusion of the Annual Conference & Trade Show, and also serves as Chair of the Board when that officer is unable to serve.
4. SECOND VICE CHAIR – The Second Vice Chair serves as chair of the Audit Committee. The Second Vice Chair automatically succeeds to the office of First Vice Chair of the Board at the conclusion of the Annual Conference & Trade Show, and also serves as First Vice Chair when that officer is unable to serve.
5. PRESIDENT AND CEO – The President and CEO is the chief employed officer and manages IAVM and serves at the direction of the Board of Directors. The President and CEO has exclusive authority over the staff of IAVM. The President and CEO is engaged by the Executive Committee of IAVM subject to confirmation by the Board of Directors.
6. QUALIFICATIONS – The Chair, First Vice Chair, Second Vice Chair and Immediate Past Chair (the Senior Officers) shall be Professional Members of IAVM and shall have previously served a full term on the Board of Directors. No person shall be nominated as a Senior Officer unless at the time of nomination that person has been a venue manager in a senior position for a minimum of ten (10) years. Nominees for Senior Officer must also have received the Certified Facilities Executive designation.
7. REGION and SECTOR DIRECTORS – Each region and sector shall be represented by a Director. The Board of Directors will establish the number, boundaries, policies, and guidelines for the regions. One additional Regional Director may be added for each new region established. The Board of Directors will establish the specific venue or other commonalities of interest for the Sector Directors.
8. TERMS
  - (a) The Chair, First Vice Chair, Second Vice Chair, and Immediate Past Chair serve one-year terms and until a successor is elected.
  - (b) An elected officer may not serve a successive term in the same office unless the officer has served only a partial-year term in that office.
  - (c) Terms begin and end at the conclusion of the Annual Conference & Trade Show, or August 1 if there is no Annual Conference.
9. NOMINATIONS – The Board of Directors will establish policy guidelines and qualifications for the Leadership Development & Nominating Committee to use.
  - (a) The Leadership Development & Nominating Committee shall nominate a Second Vice Chair and other Directors, except as set out below, for election by the voting membership at the Annual Meeting, and/or via electronic ballot, fax ballot, or mail-in ballot.
  - (b) The Allied Committee shall submit a nominee for the Allied Sector Director for election by the voting members.

(c) The IAVM Foundation shall submit a nominee for the IAVM Foundation Sector Director for election by the voting members. This nominee shall be a member of the IAVM Foundation Board of Trustees.

(d) A Professional member from each region shall be elected the Regional Director by the voting members in each region.

10. VACANCIES – After procedures related to the succession of Senior Officers have been exhausted, vacancies among the Senior Officers are filled by the Board of Directors from nominations by the Leadership Development & Nominating Committee. If the Senior Officer positions are vacant at the same time, the first available Past Chair, who has retained Professional Membership, shall serve as interim chair. Vacancies among Directors are filled by a nomination from the Chair after consultation with the Executive Committee and approval by the Board of Directors.

11. REMOVAL – A Senior Officer may be removed by the Board of Directors.

12. COMPENSATION – Members of the Board of Directors may receive compensation for their service to IAVM and/or for specific contracted work not related to service as a member of the Board of Directors. The Board of Directors may be reimbursed for personal expenses related to service as an officer, as provided for by policy.

#### **Article V – Meetings**

1. MEMBERSHIP MEETINGS – Meetings of the membership, including an Annual Meeting at the Annual Conference & Trade Show, are held at times and places determined by the Board of Directors.

2. NOTICE – Notice of membership meetings is to be provided to members at least thirty (30) days before the meetings by postal or other delivery or by electronic means.

3. VOTING – Voting at membership meetings shall be in person with each voting member having a single vote. A majority of those voting in person, where a quorum is present, carries an action. Members may vote in elections or on any matter presented by the Board of Directors without a meeting, where the votes are submitted in writing by postal or other delivery or by electronic means. The number of voting members present for an in-person meeting, or the number of votes cast in writing (postal and/or electronic means) shall constitute a quorum.

#### **Article VI – Board of Directors**

1. DIRECTORS – The governing body is the Board of Directors, which has authority and is responsible for governance of IAVM. The elected officers and directors shall be voting members of IAVM, except as specifically allowed in these bylaws. The Board establishes policy and monitors implementation of policy by IAVM's staff under the direction of the President and CEO. Directors, other than Senior Officers and IAVM Foundation Sector Director, serve two-year staggered terms and until a successor is elected. The IAVM Foundation Sector Director shall serve a one-year term.

2. COMPOSITION OF THE BOARD – The Board of Directors consists of:

- (a) Chair of the Board, First Vice Chair, Second Vice Chair, and Immediate Past Chair, referred to collectively as Senior Officers,
  - (b) Seven sector directors, with one sector director representing the Allied Members, one representing the IAVM Foundation, and the other five sector directors each representing a specific venue commonality of interest within the public assembly venue industry,
  - (c) Nine regional directors, representing regions as set out by the Board of Directors; provided that the number of regional directors shall automatically increase or decrease with the number of authorized regions, so that one regional director represents each authorized region,
  - (d) The IAVM Venue Management School Board of Regents Chair, and the Senior Executive Symposium Board of Governors Chair shall serve as ex-officio, non-voting members of the board,
  - (e) The President and CEO of IAVM, who serves as an ex-officio non-voting member of the Board of Directors.
3. MEETINGS – Meetings of the Board of Directors are called by the Chair or any four directors. A majority of the Board of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting is not permitted. Voting may occur by postal or other delivery, or by electronic means; provided that votes taken in writing must be unanimous to carry a matter. Meetings may be held electronically where there is verbal communication among the members of the Board of Directors.
4. REMOVAL – A member of the Board of Directors, other than a Senior Officer, may be removed by a three-quarters affirming vote of the voting membership or segment thereof which elected him or her.

**Article VII – Standing and Special Committees**

BOARD COMMITTEES - The Board of Directors may establish standing or special committees, sub-committees, task forces, advisory councils, chapters, or sectors as are necessary to do its work and which are not in conflict with other provisions of Illinois law or these bylaws. The duties and procedures of such committees shall be prescribed by the Board of Directors.

**Article VIII – Parliamentary Authority**

The latest edition of Robert’s Rules of Order, Newly Revised, as adopted by the Board of Directors, shall be the official parliamentary manual governing the conduct of meetings of IAVM when not in conflict with these bylaws and any special rules IAVM may adopt

### **Article IX – Indemnification**

Directors, officers, former officers, former directors, and all other persons serving the IAVM in any official capacity and employees are indemnified by IAVM to the full extent permitted by law, except for a violation of any criminal law.

### **Article X - Amendments**

Amendments to these bylaws may be made by a two-thirds affirmative vote of the voting members for: 1) a recommendation of the Board of Directors, 2) a proposed amendment, endorsed by ten percent of the voting membership, before it is submitted to the Board of Directors for review and consideration. A sixty (60) day advance notice of the amendments will be provided to the voting membership via an IAVM general membership publication or communication.

### **Article XI - Dissolution**

In the event of the dissolution of IAVM, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the Board of Directors shall, as it determines after paying or making provision for payment of all liabilities of IAVM, dispose of all the assets of IAVM to one or more regularly organized and qualified organizations, with similar or like minded purposes, which qualifies under Section 501(c)(3) or (6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).