



BYLAWS

ARTICLE I - PRINCIPAL OFFICE

SECTION I - REGISTERED OFFICE

The registered office of the International Festivals and Events Association (hereinafter referred to as "IFE A") shall be set forth in the Articles of Incorporation or in the most recent amendment to the Articles of Incorporation or resolution of the Board of Directors.

SECTION 2 - OTHER OFFICES

IFE A may also have offices and places of business at such other places both within and without the State of Washington as the Board of Directors may from time to time determine or the business of IFE A may require.

ARTICLE II - CORPORATE SEAL

The Board of Directors shall provide a suitable seal for IFE A which shall be in circular form and shall contain the following inscription: International Festivals and Events Association, Incorporated, April 20, 1978. When authorized by the Board of Directors, duplicates of the corporate seal may be used by such OFFICERS or persons as the Board of Directors may designate. The failure to affix a seal does not affect the validity of the instrument.

ARTICLE III - MEMBERSHIP

SECTION IA - MEMBERS

There will be one class of membership which shall be open to organizations and individuals active in producing, managing and/or supplying goods or services to festivals, special events, civic celebrations and other similar events. Such class shall include the individual "members" of IFE A's "affiliated" chapters (authorized subdivisions of IFE A, including but not limited to "IFE A International, Regional & State Chapters, under such names as may be defined from time to time in the charter and bylaws of such other entities as approved by IFE A. The members in good standing of shall have full membership rights and privileges in affiliate chapters without payment of separate individual member dues.

Associations of festivals, fairs or events (with the exception of IFE A affiliates) may have a single membership in IFE A, but their members in turn shall not have membership privileges in IFE A strictly as a result of its membership in such association. Additionally, non-affiliated association members will receive normal member benefits, but not any additional benefits accorded to officially affiliated chapters.

SECTION IB - HONORARY MEMBERS

The Board of Directors from time to time may designate Honorary Member(s) for any specified period of time. An Honorary Member shall not be required to pay dues and shall not be entitled to vote or hold any office in IFEA. Honorary Members and spouses shall be entitled to attend the annual IFEA convention upon payment of a fee to be determined by the President/CEO). Selection shall be for distinguished and meritorious support and/or service in the furtherance of the deals and principles of IFEA.

SECTION IC - LIFE MEMBERS

Past Chairpersons of the Board of Directors retired from and not actively involved in the business of festivals and events shall be declared Life Members upon the successful completion of their term of office and professional retirement. Life members shall not be required to pay dues as long as they remain inactive in the business. However, Life Members and spouses shall be entitled to attend the annual IFEA Convention upon payment of a fee to be determined by the President/CEO.

SECTION 2 - VOTING RIGHTS

SECTION 2A - PAYMENT OF DUES REQUIRED FOR VOTING

Only those members whose dues are paid for the current fiscal year to IFEA or a designated IFEA Affiliate Chapter shall be entitled to vote.

SECTION 2B - VOTES PER MEMBER

There shall be one vote per member entity; however, there shall be no limit on the number of persons from an organization who pays to participate in the activities of IFEA. For purposes of voting, "entity" shall include individual members who join IFEA as individual members as defined in Article III, Section 1A.

SECTION 2C - VOTING REPRESENTATIVES

There shall be one membership per entity, and one individual from the entity, shall be named as its single voting representative.

SECTION 2D - MANNER OF VOTING

Members may vote by voice, by written ballot, by mail or such other reasonable means as the Board of Directors may determine from time to time.

SECTION 3 - ANNUAL DUES

The annual dues for members of IFEA shall be as determined from time to time by the Board of Directors.

Dues shall be for the calendar year of IFEA and shall be payable in advance. Notice shall be given to each member on or before the first day of January of the year for which dues shall be due. Dues will become delinquent on the first day of February, if not received by January 31, at the principal office of IFEA. Such notice shall be given to each member either personally or by prepaid mail, addressed to such member at the last address appearing in the records of IFEA.

SECTION 4 - REQUIREMENTS FOR MEMBERSHIP

Applicants for membership, as defined in Article 3, Section IA, may, at the discretion of the Board of Directors, and subject to applicable law, be required to provide or affirm the following:

1 Appropriate evidence of the operating status of the organization and its adherence to ethical and professional business standards and practices.

2. Willingness to abide by the rules, regulations and professional standards and practices of IFEA, including the IFEA Code of Standards and Ethics.

SECTION 5 - TERMINATION OF MEMBERSHIP

A membership may be forfeited for nonpayment of dues or for conduct, which the Board of Directors shall deem to be unlawful, unethical, or contrary to the best interests of IFEA. A member may not transfer its or his/her membership.

SECTION 6 - MEETINGS OF MEMBERS AND ANNUAL REPORT

In lieu of an Annual Business Meeting of the members, the IFEA will present a written Annual Report, to include end-of-year financials and key activities of the association, to be included in an edition of "*ie: the business of international events*" and distributed to all members. Special meetings of the members for any purpose or purposes may be called at any time by the Board of Directors, or by signed resolution of ten per cent (10%) of the voting members.

SECTION 7 - NOTICE OF MEETINGS

Notice of any meetings of the members shall be given to each member entitled to vote there at, either personally, by prepaid mail, by electronic mail, or by facsimile, addressed to such member at their last address appearing in the records of the IFEA. Such notices shall be sent not less than fourteen (14) days, before each meeting and shall state the general nature of business to be considered at such meeting.

SECTION 8- QUORUM

At any formally called meetings of the members of IFEA, the lesser of twenty-five (25) or ten per cent (10%) of the voting members registered at the announced time and site of the meeting shall constitute a quorum. Any number of voting members less than a quorum may adjourn from day to day until a quorum is present.

SECTION 9- LIABILITY

No member shall have any right or interest in any of the property or assets of IFEA.

Membership in IFEA shall be non-assessable. No member who is now, or later becomes, a member of the IFEA shall be liable to its creditors for any indebtedness or liability, and any and all creditors of IFEA shall look only to the assets of IFEA for payment.

ARTICLE IV - BOARD OF DIRECTORS

The governing body of IFEA shall be the Board of Directors, which shall have and exercise all the power and authority granted by law to IFEA.

The Board of Directors shall establish the governing policies of IFEA on behalf of the membership.

SECTION I - NUMBER

The Board of Directors shall be comprised of a minimum of seven (7) and a maximum of eighteen (18) voting members, inclusive of the OFFICERS and the current Chair of the IFEA Foundation. The exact number of directors shall be fixed from time to time, within the limits as set forth herein, by the Board of Directors.

In addition, the President/CEO of IFEA is an ex-officio, non-voting member of the IFEA Board of Directors.

The Board of Directors shall include the OFFICERS as elected by the Board, and preferably at least two non-U.S. domiciled members and such other members as may be elected.

SECTION 2 - TERM

Board of Director members will be elected to a term of three years and can serve a maximum of two (2) consecutive terms, unless a Board of Director member is elected to the office of Chair-Elect and/or Chair, in which case they may serve until they complete their successive terms. as Chair-Elect, Chair and Immediate Past Chair. The Board of Directors will take steps, in order to insure proper governance and continuity to stagger the terms of directors so that approximately one-third of directors' terms end each year.

The term of office of Directors and Officers shall commence on the first day of January following the Annual Meeting at which they are duly qualified and elected.

SECTION 3 - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

The election of Officers and Directors shall occur in the following manner:

- (a) The Board of Directors shall appoint a Nominating Committee, which shall be chaired by the Immediate Past Board Chair. Other members will include the current Chair, current Chair-elect, and four other members to be elected annually by the board. The Nominating Committee shall present to the Board, no less than 60 days prior to the Annual Meeting, proposed slates of Directors and Officers for the subsequent year.
- (b) No less than three months prior to the Annual Meeting, the Nominating Committee will notify the entire membership of the opportunity to submit nominations of candidates for board membership. Such notification is to include specification of the method(s) by which candidates may be nominated, and the deadline for such nominations.

A member may be proposed for nomination through the completion and submission of a nomination form and by the following methods:

- i. Self-nomination
 - ii. Through a nomination by another IFEA member(s) in good standing.
- (c) No less than 60 days prior to the Annual Meeting, the Board shall approve or disapprove the Nominating Committee's nominations for new Board members as a single slate.
 - i. If the Board of Directors approves such a slate, no further action is needed.
 - ii. If the Board of Directors disapproves the slate, after steps to open and reconstitute the slate to meet Board approval, then the election shall be opened to a ballot process to occur (without proxies) at the Annual Meeting of the corporation. Notification of such process, accompanied by a list of all candidates, must accompany formal notice of the Annual Meeting, to be sent to all voting members not less than fourteen (14) days prior to such Annual Meeting.
 - (d) No less than 60 days prior to the Annual Meeting, the Board shall approve or disapprove the Nominating Committee's nominations for chair, chair-elect and secretary as a single slate. If such slate is not approved as presented, the Board Chair shall take steps as necessary to open and reconstitute the slate to meet the Board's approval.

If, in accordance with these procedures, the election of the Board of Directors is completed, without the necessity of a ballot process at the Annual Meeting, the results of the election will be reported to the membership at the Annual Meeting.

SECTION 4 - VACANCIES

The Board of Directors may fill a vacancy, which may occur for any reason (illness, death, removal, etc.). Such vacancy may be filled for the remainder of the vacated term.

SECTION 5 - POWERS

The Board of Directors of IFEA shall have vested in it and shall exercise all of the corporate powers of the organization. Within the limitations of the Articles of Incorporation, the Bylaws, its governance policies, and laws of the state of incorporation, the aforementioned powers include, but are not limited to, the following.

- a. To remove OFFICERS and to appoint and remove the President/CEO and prescribe such powers and duties of those positions through its governance policies.
- b. To establish governing policies for IFEA and to ensure the effective performance of the affairs of the Association in a manner not inconsistent with the law, the Articles of Incorporation, the Bylaws.
- c. To designate the place for the holding of any membership meeting or meetings; to change the principal office of IFEA for the transaction of its business from one location to another; to adopt, make and use a corporate seal and to alter the form of such seal from time to time as in their judgment they shall deem best, provided such seal shall at all times comply with the provisions of the law.
- d. To borrow money and incur indebtedness for the purpose of IFEA, and to cause to be executed and delivered therefore in the IFEA name promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, or other evidence of debt and securities therefore.
- e. To manage in such manner as they deem best all funds and property, real and personal, received and acquired by IFEA, and to distribute or dispense the same and/or the income there from.
- f. To manage the distribution of all existing funds, in the case of dissolution of the association, to the IFEA Foundation for educational purposes.
- g. To select and appoint legal and accounting representatives for IFEA, including the appointment of a Certified Public Accountant to serve as Auditor for fiscal purposes.

SECTION 6 – MEETINGS

The Board of Directors shall meet no fewer than three (3) times per year. Meetings of the Board of Directors shall be held at any place, which has been designated, from time to time, by resolution of the Board of Directors, or by written consent of the majority of Board of Director members. In the absence of such designation, meetings shall be held at the principal office of IFEA.

SECTION 7 - ORGANIZATION AND SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair. If the Chair is absent, unable, or refuses to act, a special meeting may be called at the request of five (5) Board members.

SECTION 8 - MEETING NOTICES

Notice of the time and place of any and all meetings of the Board of Directors shall be given personally to the respective members or sent to each respective member by mail or other form of written communication, including electronic mail and facsimile, charges prepaid, addressed to him/her at his/her address as shown upon the records of IFEA. Meeting notices shall be deposited in the United States mail, delivered to an expedient delivery service, or sent by or electronic mail not less than seven (7) days prior to the time of the holding of said meeting. In the event such notice is delivered personally to a member, it shall be so delivered at least seventy-two (72) hours prior to the time of the holding of said meeting.

SECTION 9 – QUORUM AND MANNER OF VOTING

A majority of the duly elected Board of Director members shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Board of Director members present at a meeting duly held, at which a quorum was present, shall be regarded as an act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or by these bylaws. Proxies shall not be a permitted manner of voting for the Board of Directors.

SECTION 10- NOTICE OF RECESS

Notice of the time and place of reconvening a recessed meeting need not be given to absent Board of Directors members if the time and place are fixed at the meeting recessed.

SECTION 11- REMOVAL OF DIRECTORS

Board of Director members may be removed for cause at any meeting of the Board of Directors by affirmative vote of two-thirds (2/3) of all the Board of Directors. Cause shall be defined as failure to adhere to the responsibilities of directors as established in these bylaws or in the currently in-effect governing policies of the Board of Directors.

SECTION 12- COMPENSATION

Board of Director members shall receive no compensation for their services, but may be reimbursed for direct expenses as approved by policy approved by the Board of Directors.

SECTION 13 - TELEPHONE CONFERENCE MEETING

Any Board of Director member or member of a duly constituted committee of the Board of Directors, including the OFFICERS, may participate in any meeting of the Board of Directors or the respective committee by means of a conference telephone call or other similar communication technique whereby all persons participating in such a meeting can hear and communicate with each other. For purposes of establishing a quorum and taking any action at such a meeting, the members participating in such a meeting pursuant to Section 12 shall be deemed present in person at such meeting.

SECTION 14 – MANNER OF ACTING WITHOUT A MEETING

The Board of Directors may act without convening a meeting by voting via mail, fax or other legally valid electronic signature. Quorum for such votes shall be 3/4 of the members of the Board of Directors. In case of such a vote, signatures must appear on forms provided to each director, clearly stating the proposed motion.

ARTICLE V - OFFICERS

The OFFICERS of The Board of Directors shall be elected by the voting members of the Board, and each shall hold office for one (1) year or until he/she shall resign, shall be removed or otherwise disqualified to serve, or until a successor shall be elected.

SECTION 1 – COMPOSITION

The OFFICERS of the Board of Directors shall be a Chair, Chair-Elect, a Secretary, and Immediate Past Chair by reason of the title.

No one Board member may hold more than one office at any given time.

No OFFICER may succeed him/herself in the same office.

To be eligible for election as an OFFICER, a member representative must be currently in good standing with IFEA.

SECTION 2 - RESPONSIBILITY AND DUTIES

All OFFICERS of IFEA are subordinate and responsible to the Board of Directors and shall have the duties as described below and/or as in the Board's governing policies:

SECTION 3 - DUTIES OF THE CHAIR

The Chair of the Board of Directors of IFEA shall serve as its Chief Governing Officer, presiding at all meetings of the Board of Directors and fulfilling other responsibilities from time to time as designated by the Board of Directors. The Chair shall be an ex officio member of all committees of the Board.

SECTION 4 - DUTIES OF THE CHAIR ELECT

In the absence, disability or refusal to act by the Chair, the Chair-Elect shall perform all the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

SECTION 5 - DUTIES OF THE SECRETARY

The Secretary shall keep or cause to be kept at the principal office of the IFEA a book of minutes of all meetings of the Board of Directors, and members, and shall ensure that the governing policies of the Board are currently maintained. The Secretary shall also keep or cause to be kept at the principal office of IFEA membership records containing the name and address of each member and give or cause to be given the notices of regular and special meetings of the members as provided in these Bylaws. The Secretary shall perform or cause to be performed such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors, or the Bylaws.

SECTION 6 - COMMITTEES

The Board may establish, from time to time, such committees, as it may deem necessary. The resolution establishing such committees shall state the purpose, timeline and authority of each committee.

ARTICLE VI - PRESIDENT/CEO

SECTION 1 - EMPLOYMENT

The Board of Directors shall employ a professional manager who will be known as the President/CEO with such duties, for such a length of time, and at such compensation as may from time to time be determined by the Board of Directors, and articulated in an Employment Agreement authorized by the Board.

SECTION 2 - DUTIES

The President is the chief executive officer and shall administer the affairs of IFEA in accordance with the governing policies and employment contract as approved by the Board of Directors. The President/CEO, or his/her designee, shall be a nonvoting (ex officio) member of all Board committees. The President shall also be responsible for the employment of such additional staff consistent with IFEA's governance policies. The President/CEO may establish committees comprised of members of IFEA and his/her staff for purposes he/she shall deem beneficial or necessary in performance of his/her duties.

SECTION 3 - BOND

The President is required to obtain an indemnity bond in such sum and with such sureties as the Board of Directors may require, at the expense of IFEA.

ARTICLE VII - INDEMNIFICATION

- A. IFEA shall reimburse, indemnify and hold harmless any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he/she is or was a Director, OFFICER, agent, employee or representative of IFEA, or of any other corporation of any type of kind, domestic or foreign, for which he/she served in an capacity at the request of IFEA, against judgments, fines, amounts paid in settlement and reasonable expenses (which IFEA may advance), including attorneys fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein.
- B. The foregoing right of indemnification shall be contingent upon a finding by a disinterested majority of the Board of Directors of the IFEA, or if a majority of the Board of Directors is not disinterested, then by independent legal counsel, that such person was acting in good faith within what he/she reasonably believed to be the scope of his/her authority or employment for a purpose which he/she reasonably believed to be in the best interest of IFEA. The right of indemnification provided in this section asserted against him/her is based on matters, which arose in whole or in part prior to and after the adoption of this Section, and in the event of his/her death shall extend to his/her legal representatives. Such right of indemnification shall not be exclusive to any other right to which any such person may be entitled.
- C. The Board of Directors may authorize IFEA to purchase insurance in order to meet its obligations under the terms and provisions of this Section.

ARTICLE VIII - BYLAWS

SECTION 1 - TIME EFFECTIVE

These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption or at such later time as specified in the amendment.

SECTION 2 - AMENDMENTS

Subject to any limitations contained in the Articles of Incorporation of IFEA and to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, these Bylaws may be altered, amended, or repealed or new Bylaws adopted by a two-thirds (2/3) majority of the Board of Directors.

A Board of Directors member or any twenty-five (25) members may propose the repeal or amendment or adoption of new Bylaws by filing with the Secretary or Chair of IFEA a proposed resolution therefore. Said resolution shall be presented at the next regular or special meeting of the Board of Directors held not sooner than ten (10) days after the filing of said proposed resolution. Written notice of such meeting shall be given by the Secretary to each Board of Directors member or voting member postmarked not less than fourteen (14) days before such meeting.

ARTICLE IX - MISCELLANEOUS

SECTION 1 - FISCAL YEAR

The fiscal year of the Association shall be the first day of January through the last day of December.

SECTION 2 - ORDER OF BUSINESS

At all meetings of the members, the order of business shall be first to establish that the meeting is duly constituted then to proceed to the items in the notice of said meeting and then to such other business as may properly arise. In all matters of parliamentary practice, Roberts Rules of Order, in the most current edition, shall be used as authority at meetings of the Membership. At meetings of the Board of Directors, Robert's Rules of Order may be invoked by the Chair or by a majority of those in attendance at a meeting at which quorum has been established.

SECTION 3 - EXECUTION OF DOCUMENTS

All contracts, proposals, instruments of assignment and transfers and similar instruments, in the execution of which shall have been authorized by the Board of Directors or OFFICERS, shall be manually signed on behalf of IFEA by the Chair or the President/CEO. If the two are unavailable, the Chair-Elect may sign.

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