



International Festivals & Events Association

**IFEA World**

## **BY-LAWS**

### **ARTICLE I - PRINCIPAL OFFICE**

#### **SECTION 1 - REGISTERED OFFICE**

The registered office of the International Festivals and Events Association (hereinafter referred to as "IFEA") 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**

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

### **ARTICLE II - MEMBERSHIP**

#### **SECTION 1- MEMBERSHIP LEVELS**

There shall be two (2) levels of membership:

- A) Non-Voting Members, which shall include all organizations and individuals active in producing, managing and/or supplying goods or services to festivals, events, civic celebrations and other similar/related industry niches, as well as the municipalities, government representatives, tourism agencies, sponsors, media, volunteers, educational institutions, and others whose professional, financial and in-kind support is designated toward the achievement of the organization's exempt purpose. Non-Voting Members shall have no management authority or fiduciary responsibility for the organization.

Non-Voting Members shall include the individual members of IFEA's officially affiliated chapters (authorized subdivisions of IFEA, including but not limited to IFEA International, Regional, State and Student Chapters), under such names as may be defined from time to time in the charter and bylaws of such other entities as approved by IFEA.

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

- B) Voting Members, who shall serve as duly-elected members of the IFEA World Board of Directors as defined in Article III.

## **SECTION 2 - ANNUAL DUES**

IFEA Members (unless noted below) will be expected to pay annual dues in exchange for defined membership benefits and privileges. Dues levels shall be as determined from time to time based upon organizational programs, services and economic realities.

## **SECTION 3 - 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. Selection shall be for distinguished and meritorious support and/or service in the furtherance of the ideals and principles of the IFEA and our global industry.

## **SECTION 4 - 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.

## **SECTION 5 - REQUIREMENTS FOR MEMBERSHIP**

Members/Applicants, may, at the discretion of the Board of Directors, and subject to applicable law, be required to provide proof of 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 the IFEA, including the IFEA Code of Standards and Ethics.

## **SECTION 6 - 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 the IFEA and our global industry.

## **SECTION 7 - LIABILITY**

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

Membership in the 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 the IFEA shall look only to the assets of the IFEA for payment.

## **ARTICLE III - BOARD OF DIRECTORS**

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

The Board of Directors shall establish the governing policies of the IFEA on behalf of the organization and industry.

### **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 the IFEA shall serve as 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**

Members of the Board of Directors will be elected to a term of three (3) years and can serve a maximum of two (2) consecutive terms. If a Board member is elected to the position of Chair-Elect or Chair in the first of the two allowable consecutive terms, they must be elected to a second term to continue in office as Chair or Immediate Past Chair. If their term as Chair and/or Immediate Past Chair concludes in the middle of a second three-year term, they may serve until the conclusion of the second term. If a Board member is

elected to the office of Chair-Elect or Chair in the second of the two allowable consecutive terms they may continue to serve on the Board until they complete their successive terms as 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 a disproportionate number of Directors do not rotate off the Board at one time.

The term of office of Directors and Officers shall commence on the first day of January and be counted in calendar years.

### **SECTION 3 - ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

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

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 propose a slate of Directors and Officers for the subsequent year at the third of three annual meetings of the Board of Directors, to be approved by a majority vote.

### **SECTION 4 - VACANCIES**

The Board of Directors may choose to 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, with those filling the vacancy eligible to be nominated for their own full Board term following completion of the vacant 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 the 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, and the Bylaws.
- c. To change the principal office of the IFEA for the transaction of its business from one location to another.

- d. To borrow money and incur indebtedness for the purpose of the 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 the 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 the 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 the 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 the 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 Board of Directors members present and voting at any duly called meeting shall constitute a quorum. The members present at a duly called or held meeting, representing a quorum, may continue to transact business until adjournment. Every act or decision done or made by the majority of the Board of Director members present at a meeting duly held 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 majority vote. Cause shall be defined as failure to adhere to the responsibilities of directors as established in the Bylaws or 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 the Board of Directors.

## **SECTION 13 - TELEPHONE CONFERENCE MEETING**

Any Board of Director member may participate in any meeting of the Board of Directors or a 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 9 shall be deemed present.

## **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 IV - 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.

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

### **SECTION 2 - RESPONSIBILITY AND DUTIES**

All Officers of the 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 perform or cause to be performed such 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 V - PRESIDENT/CEO**

### **SECTION 1 - EMPLOYMENT**

The Board of Directors shall employ a professional manager who will be known as the President/CEO and whose duties and compensation package shall 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 the IFEA in accordance with the governing policies and employment agreement. The President/CEO 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 the IFEA's governance policies. The President/CEO may establish committees comprised of members of the IFEA and his/her staff for purposes he/she shall deem beneficial or necessary in performance of his/her duties.

## **ARTICLE VI - INDEMNIFICATION**

A. The 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 the 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 the IFEA, against judgments, fines, amounts paid in settlement and reasonable expenses (which the 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 the IFEA.

C. The Board of Directors authorizes and requires the purchase of Director's & Officer's insurance by the IFEA in order to meet its obligations under the terms and provisions of this Section.



## **ARTICLE VII – BY-LAWS**

### **SECTION 1 - TIME EFFECTIVE**

These By-laws shall become effective immediately upon their adoption. Amendments to these By-laws 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 By-laws may be altered, amended, or repealed or new By-laws adopted by a two-thirds (2/3) majority of the Board of Directors.

## **ARTICLE VIII - 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 – PARLIMENTARY PRACTICE**

At all meetings of the Board, Roberts Rules of Order, in the most current edition, shall be used as authority at meetings to define parliamentary practice.

### **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 the IFEA by the Chair or the President/CEO. If the two are unavailable, the Chair-Elect may sign.

*Last Revised November 2014*