



**BYLAWS**  
INTERNATIONAL ASSOCIATION OF VENUE MANAGERS  
A Nonprofit Corporation

**Article I – Name**

1. NAME – The name is the International Association of Venue Managers, Inc. (“IAVM”), a nonprofit corporation incorporated in the State of Illinois.
2. LOCATION – The principal office of IAVM shall be located in the Dallas/Fort Worth Metroplex, 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 who manage or are actively involved in the management of qualified public assembly venues at any level and who pay applicable dues and meet other criteria established by the Board of Directors.
3. VENUE MEMBERSHIP – Venue Membership is a voting membership for venues which preclude their representatives from joining on an individual basis and which pay applicable dues and meet other criteria established by the Board of Directors. One named individual shall be designated the representative for the Venue Membership with all the rights and privileges of a Professional Member and the single vote for that membership. Venue Memberships may have additional Non-Voting Memberships.
4. ALLIED MEMBERSHIP – Allied non-voting membership is for any firm, organization, or individual engaged in providing product, equipment, services or attractions for public assembly venues and is not otherwise eligible to serve as an Professional Member. One individual shall be the Allied member’s primary contact person with IAVM.

5. 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. This will include a class for retired members.
6. HONORARY MEMBERSHIP – Honorary Membership, without voting rights, may be conferred upon individuals worthy of recognition under terms and conditions determined by the Board of Directors.
7. ASSOCIATE MEMBERSHIP – Associate non-voting membership is 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.
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 vacancies in committee chairs and other leadership positions, subject to the Boards 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 a member of the 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 is the principal elected financial officer who serves as chair of the Budget and Finance 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 Annual Conference & Trade Show Planning 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 Executive Committee. 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 voting members of IAVM and shall have previously served a full term on the Board of Directors.

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 Nominating Committee to use.
  - (a) The 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.
  - (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 voting 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 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 Public Assembly Facility Management School Board of Regents Chair, the Senior Executive Symposium Board of Governors Chair, and all Council Chairs 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 – Committees and Certification Board**

1. EXECUTIVE COMMITTEE – The Executive Committee consists of the Senior Officers of IAVM plus two other voting Board Members elected by the Board. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to ratification by the Board. The Chair of the Board shall be the Chair of the Executive Committee.
2. BUDGET AND FINANCE COMMITTEE – The Budget & Finance committee shall consist of the First Vice Chair as chair, the Second Vice Chair, and at least one other voting member. The committee shall review the proposed annual budget prepared by the President and CEO and suggest appropriate additions, revisions,

and deletions before the budget is formally submitted for consideration by the Board of Directors. The committee shall review financial statements.

3. **NOMINATING COMMITTEE** – The Nominating Committee shall consist of the Immediate Past Chair, the next two most recent available past chairs of IAVM who have retained a voting membership category, and at the Chair of the Board’s discretion, no more than two other voting members of the IAVM. The committee shall be chaired by one of the past chairs. The committee shall submit its nominations for IAVM elected officers and directors directly to the membership at the Annual Meeting, in advance of the elections.
4. **BYLAWS COMMITTEE** – The Bylaws Committee shall consist of no less than five Professional, Venue, Honorary, or Allied members of IAVM. The committee shall annually review the bylaws and policy manual for accuracy, consistency, and completeness. It shall also review, analyze, and write appropriate language for changes to the bylaws and the policy manual.
5. **CERTIFICATION BOARD** –The IAVM certification board shall develop and administer policies relative to the IAVM Certified Facilities Executive Program under procedures developed by the Board of Directors. The certification board is to conduct its activities in a lawful way and in strict accordance with rules and regulations imposed by statute or other legal prescription.
6. **AUDIT COMMITTEE** – The Audit Committee shall consist of no less than five Professional, Venue, Honorary, Allied, or Non-Voting members, none of which shall be members of the Board of Directors. The committee shall review the annual audit and report its findings to the Board of Directors.
7. **COMMITTEES** - The Board of Directors may establish other standing and special committees (task forces), councils, chapters, or sectors.

#### **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).

