

Bylaws

(Approved 30 August 2022)

THE CENTER FOR EXHIBITION INDUSTRY RESEARCH (CEIR) FOUNDATION A Nonprofit Corporation

Article I -- General

1. **Name.** The name is The CEIR Foundation (“The Foundation”), a nonprofit corporation incorporated in the State of Texas.
2. **Location.** The principal office is in the State of Texas or elsewhere as determined by the Board of Directors.
3. **Purposes.** The purposes are:
 - (a) to provide, solely through charitable and educational activities, objective, scientific, peer-reviewed research designed to advance and improve the exhibitions and events industry and those professionals who manage business-to-business and business-to-consumer exhibitions and events;
 - (b) to provide opportunities for the exchange of expertise, experiences and opinions through events, communications, education, research, and publications;
 - (c) to assist and encourage exhibitions and events organizations to reach the highest levels of effectiveness, efficiency, and achievement for their events;
 - (d) to acquire, preserve and disseminate data and information on the exhibitions and events industry;
 - (e) to promote knowledge and understanding among the general public of the value and impact of the exhibitions and events industry.
4. **Restrictions.** All policies and activities of the Foundation are consistent with applicable tax exemption requirements, including the requirements that the Foundation not be organized for profit and that no part of its net earnings inure to the benefit of individuals.

Article II – Member

The sole member shall be the International Association of Exhibitions and Events (“IAEE”).

Article III -- Board of Directors

1. **Directors.** The governing body is the Board of Directors, which has authority and is responsible for governance of the Foundation. The Board establishes policy and monitors implementation of policy by staff under the direction of the CEO.
2. **Composition of the Board.** The Board of Directors of the Foundation shall consist of no more than 11 voting Directors, appointed by the member, including a minimum of 6 Directors who are concurrently serving as members of the IAEE Board of Directors. The then-current IAEE Chairperson, Chairperson-Elect, Secretary-Treasurer and Immediate Past Chairperson shall be included among the six (6) concurrent Directors. The remaining Director positions shall consist of the Chairperson of the CEIR Research Council and four other individuals who may be members or non-members of IAEE but must represent stakeholders in the exhibition/events industry. The CEO of the Foundation and the President and CEO of IAEE shall also serve as an ex-officio, non-voting member of the Foundation Board.
3. **Terms.** Directors shall generally be elected to three-year terms except that (a) individuals may be appointed to shorter terms to achieve a staggering of terms or to fill an unexpected vacancy and (b) an individual appointed to build a spot as a concurrent Director shall be deemed to have resigned when his or her term on the IAEE Board ends, unless the individual is then appointed to serve as a non-concurrent Director.
4. **Meetings.** Meetings of the Board of Directors are called by the Chairperson. A majority of voting 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 where all Directors vote unanimously in favor of a matter. Meetings may be held electronically if each Director can hear the others.
5. **Compensation.** Directors do not receive compensation for their services as directors, but may be separately compensated for other services to the Foundation.

Article IV-- Officers

1. **Chairperson of the Board.** The Chairperson is the chief officer and Chairperson of the Board of Directors and the Executive Committee. The Chairperson serves as an ex-officio non-voting member of all committees. The Chairperson of the Board of the Foundation is the individual serving from time to time as the Chairperson-Elect of IAEE.
2. **Secretary-Treasurer.** The Secretary-Treasurer is the individual serving from time to time as Secretary-Treasurer of IAEE. The Secretary-Treasurer is the principal elected financial officer and serves as the Chairperson of the Board when that officer is unable to serve.

3. CEO. The President and CEO of IAEE may appoint an IAEE staff member to serve as the CEO of the Foundation.
4. Compensation. Officers, other than the CEO of the Foundation, do not receive compensation for their services as officers, but may be separately compensated for other services to the Foundation.

Article V – Committees and Miscellaneous

1. Executive Committee. An Executive Committee consists of those individuals serving from time to time as Chairperson, Chairperson-Elect, Secretary-Treasurer and Immediate Past Chairperson of the Foundation, and one additional representative of the IAEE Executive Committee. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters. The President and CEO of IAEE and the CEO of the Foundation serve as ex-officio, non-voting members of the Executive Committee.
2. Research Council. The Research Council shall consist of individuals appointed by the Board of Directors with knowledge and interest in the research the Foundation produces. The Research Council shall select a Chair for a term equal to the lesser three years or the individual's term on the Research Council. The Board of Directors may remove and replace Research Council members.
3. Other Committees. The Foundation Finance and Audit Committee shall consist of those individuals serving from time to time as members of the Finance and Audit Committee of IAEE. Other committees may be designated and appointed by the Board.
4. Indemnification. Directors and officers are indemnified by the Foundation to the full extent permitted by the nonprofit corporation law in the State of Texas.
5. Amendments. Amendments to these Bylaws are made by the Board of Directors upon a two-thirds vote.