

Bylaws

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 those individuals serving from time to time as the Board of Directors of IAEE.
3. 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.
4. 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 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 the Executive Committee of IAEE. 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. 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.
3. Indemnification. Directors and officers are indemnified by the Foundation to the full extent permitted by the nonprofit corporation law in the State of Texas.
4. Amendments. Amendments to these Bylaws are made by the Board of Directors upon a two-thirds vote.