



BYLAWS OF THE EXPERIENTIAL DESIGNERS AND PRODUCERS ASSOCIATION, INC.

Bylaws mended November 2020 with member vote

ARTICLE I – NAME, SEAL AND PURPOSE

SECTION 1. NAME

The name of the Association shall be EXPERIENTIAL DESIGNERS AND PRODUCERS ASSOCIATION, INC.

SECTION 2. PURPOSE

The purpose of the Association is to enhance the skills and professionalism of its members through research, education and communication; to advance the effectiveness and efficiency of event and experiential marketing; to cooperate with other industries and organizations in developing and implementing improvements and technology, industry education, ethical standards and public perception of the exhibit medium; and to conduct and engage in any lawful activities which further the foregoing purposes.

ARTICLE II – MEMBERSHIP

SECTION 1. MEMBERSHIP DIVISIONS

Membership divisions shall be determined by the Board of Directors based upon the members' business activity.

SECTION 2. MEMBERSHIP QUALIFICATIONS

An applicant's representative for membership must be or have been actively engaged in one or more of the following activities:

- A. Designing, producing, servicing or transporting exhibits;
- B. Designing and/or producing events; supplying materials and/or services to producers of exhibits or events;
- C. Teaching subject matter related to trade shows and/or event marketing at a bona fide school; and/or
- D. Convention facility management.

SECTION 3. ELECTION OF MEMBERS

Applicants for membership shall be submitted to the Executive Director. The Executive Director, upon consultation with the Executive Committee, shall have the authority to approve new member applications and will report new memberships to the Board of Directors at each meeting.

SECTION 4. CHANGE IN NAME

Any change in name of a registered member shall be submitted in writing to the Executive Director who shall change the Association's membership rolls accordingly.

SECTION 5. REPRESENTATIVES

Each member firm shall appoint and certify to the Executive Director a person who shall represent, vote for and act as the official contact for the member firm in all affairs of the Association.

SECTION 6. HONORARY MEMBERSHIP

Honorary Membership may be conferred by the Board of Directors by a majority vote upon application of any representative of a member firm, providing the applicant has been associated with Association for a minimum of ten years; has attained the age of 55; the company he or she was associated with is a member in good standing of the Association; and, has retired from full time work in the industry. The foregoing pre-requisites shall be waived for Past Presidents. Honorary members shall not be required to pay dues or assessments and will not have voting rights.

ARTICLE III - COMPLAINTS AGAINST MEMBERS

SECTION 1. SUBMISSION OF COMPLAINT

A complaint charging any member with conduct alleged to be in violation of the Association's Code of Conduct or otherwise in violation of Association policy shall be stated in writing, signed by the complainant and shall contain a concise statement of the facts upon which the charges are based. It shall be filed with the Executive Director accompanied by a statement signed by complainant that a true and complete copy has been sent to the accused member by a method providing for a receipt for proof of delivery.

SECTION 2. EXAMINATION

The Executive Committee shall examine the complaint, determine if there is sufficient evidence of a legitimate complaint and decide whether or not the Executive Committee should bring the complaint before the Board of Directors.

SECTION 3. HEARING

The Board of Directors shall conduct a hearing on any complaint brought by the Executive Committee and allow the member in question to answer the complaint in writing and/or by appearing at the hearing as the member wishes. The member shall be allowed to bring legal or other counsel to the hearing.

SECTION 4. ACTION

By a two-thirds vote of the Board of Directors, the Board of Directors can take any action it deems necessary on a complaint including suspension or expulsion of a member.

ARTICLE IV - DUES, FEES AND ASSESSMENTS

SECTION 1. MEMBER

ANNUAL DUES

Member annual membership dues, assessments or committee fees shall be determined by the Board of Directors.

SECTION 2. PAYMENTS

Annual dues shall be due and payable annually upon the date original membership was established. A late payment fee shall be required from members who pay 60 days past due date. Members that have not paid dues by 120 days of due date shall be dropped from the Association rolls. Former members that request reinstatement may be required to pay all delinquent dues including late payment fees. Any deviation from the provisions of this section shall be requested by the Executive Director and shall require the approval of a majority of the Membership Development Committee.

SECTION 3. ASSESSMENTS AND DUES CHANGES

Assessments levied on members, and changes made with respect to the amount of dues, shall be determined by the Board of Directors.

ARTICLE V - MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

There shall be an annual meeting of the membership of the Association. At said meeting, reports of the preceding year from officers and the Executive Director shall be made.

SECTION 2. SPECIAL MEETINGS

Special meetings of the membership may be called by the President, the Board of Directors or not less than one-quarter of the regular members and shall be held at a time and place designated by the Board of Directors.

SECTION 3. NOTICE

A written notice of every meeting must be sent to each member at least 30 days and not more than 60 days in advance of such meeting. In case of a special meeting or when required by statute or by the Bylaws, the purpose for which the meeting is called shall be stated in the notice. Notices may be sent by regular mail, a nationally recognized delivery service (i.e. FedEx, UPS, etc.) or by electronic mail and shall be deemed sent when deposited with the service or sent to the last valid e-mail address provided by the member to the Association.

SECTION 4. VOTING RIGHTS

At all meetings of the Association, each member firm shall have one vote, to be cast by its designated Association representative or alternate pursuant to ARTICLE II, Section 5.

SECTION 5. PARLIAMENTARY PROCEDURE

All meetings of the Association shall be governed by parliamentary procedure as provided in the most current version of Robert's Rules of Order except in-so-far as specific bylaws may supersede such procedure.

SECTION 6. QUORUM

Thirty percent (30%) of the membership shall constitute a quorum for any meeting of the membership of the Association. In the event that a quorum of the membership is not present at an annual meeting, meeting or special meeting, then a vote of a quorum of the Board of Directors on such matters to be presented for vote at such annual meeting, meeting or special meeting shall apply.

SECTION 7. RECORD DATE

The record date for any meeting of the members shall be the date on which the notice is sent.

SECTION 8. ACTION WITHOUT MEETING

Subject to the provisions of Article IX, Section 1 any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a writing setting forth the action to be taken, is approved by either all of the members entitled to vote with respect to the subject matter thereof, or by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The Board of Directors shall be the governing body of the Association and shall control and regulate the affairs, management and business of the Association. The Board of Directors shall have the power to expend Association funds, or incur Association obligations for necessary expenses incident to the activities of the Association.

SECTION 2. QUALIFICATIONS

Only individuals who are representatives of member firms of the Association in good standing shall be eligible for election to the Board of Directors and not more than any two persons or accredited representatives from any member firm or accredited representative of a firm shall be eligible. Board members changing employers may retain their board seat if their new employer is or becomes a qualified member within 60 days from the onset of the employment change.

SECTION 3. NUMBER

The Board of Directors shall include twenty-four (24) designated member representatives or such other number as shall be determined by the Board of Directors, one of whom shall be the Executive Director. The Executive Director shall be an ex-officio, non-voting member. The members shall be representative of the Association's membership representing industry respective divisions or segments as determined by the Board of Directors who will ensure that Designer/Producer members shall maintain a majority at all times. The Board of Directors shall serve staggered two year terms. The number of directors may be increased or decreased by the Board of Directors, but no decrease shall have the effect of shortening the term of an incumbent director.

SECTION 4. TENURE

Directors shall be elected for two year terms or until their successors are duly elected and qualified or until their resignation, if that comes first, except that a member shall not be required to run for re-election to the Board during any year they are serving as an officer, such person being automatically a member of the Board for the following year. No member shall serve more than

five consecutive terms but shall be eligible for additional terms after a minimum of two years absence from the Board, except in the case of an Executive Committee member who shall be allowed to exceed the five term rule.

SECTION 5. VACANCIES

The Board of Directors shall have the power to fill vacancies on the Board. The Board may fill any such vacancy with a person qualified to serve in the category of the vacated position by a majority vote for such candidate, and a new director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor. If the new director completes less than (1) year of an unexpired term, that person shall maintain five additional terms of eligibility to serve on the board when the completed term ends.

SECTION 6. MEETINGS

An annual meeting of the Board of Directors shall be held without other notice than these bylaws during, and at the same place as, the annual meeting of the Association, and the Board of Directors may provide by resolution the time and place for the holding of at least two additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the President or any twelve (12) directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by such person or persons. Meetings of the Board of Directors may take place in a specified location or by electronic means. Any notices to be sent may be sent by regular mail, a nationally recognized delivery service (i.e. FedEx, UPS, etc.) or by electronic mail and shall be deemed sent when deposited with the service or sent to the last valid e-mail address provided by the member of the Board of Directors to the Association.

SECTION 7. QUORUM

A majority of the current members shall constitute a quorum of the Board of Directors, provided that if less than a majority of the current members are present at any meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 8. MANNER OF ACTING

For purposes of this Article, "majority" shall refer to voting members including any positions currently vacated by such. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these bylaws.

SECTION 9. ACTION WITHOUT MEETING

Any action required to be taken at a meeting of the Board of Directors of the Association, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

SECTION 10. REMUNERATION

Directors shall not receive any remuneration for their services provided that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving reasonable compensation. It is expressly understood that expenses may be reimbursed to any member if approved by a majority of the Executive Committee.

SECTION 11. REMOVAL OF BOARD MEMBERS

Members of the Board of Directors shall have the right to recommend removal of an elected or appointed Board member, if such action would be deemed in the Association's best interest. A majority vote of the Board of Directors, with the subject board member(s) abstaining, shall remove such Board members. The Board member in question shall be notified thirty (30) days prior to the intended vote, in order to provide a response to this action. Any member of the Board failing to attend two consecutive meetings of the Board of Directors without adequate reason may be requested by the President to submit his or her resignation.

SECTION 12. EDPA FOUNDATION

A Representative from the EDPA Foundation (EDPAF Representative) shall be appointed by the Board of Directors for a term of two years, with a maximum of six (6) years as EDPAF Representative, regardless of any terms served on the EDPA Board of Directors in another capacity. The EDPAF Representative shall serve on the Executive Committee as a non-officer.

ARTICLE VII - ASSOCIATION OFFICERS

SECTION 1. ENUMERATION AND TERM

The officers of the Association shall consist of a President, President Emeritus, and at least four (4) Vice-Presidents whose number, title and duties will be determined by the Executive Committee. Officer names, titles and duties will be published annually and accessible to all members.

The President and President Emeritus shall both be elected to a one (1) year term and are limited to two (2) terms in said offices. When the President's initial term is due to expire, the Nomination Committee may recommend re-election of the current President (with or without a re-election of the President Emeritus) for a successive term, if agreed upon by said officer(s). Unanimous agreement to the re-election by the Executive Committee shall be required and, if approved, the slate shall be completed for vote by the general membership. The election process for President and President Emeritus must be suggested by the Nominating Committee and approved by the Executive Committee prior to the ballot being finalized. The Executive Committee shall vote on all nominated candidates for Presidency, new Executive Committee Members and new members of the Board of Directors. The Board of Directors may also elect such other officers, as it shall deem appropriate. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. The same person may hold any two or more offices.

In the absence of the President the Association Officers shall meet and decide who shall preside over the affairs of the Association as Acting President until such time as the President can resume his or her duties.

SECTION 2. NOMINATIONS

The Vice President responsible for board nominations and elections shall chair the nominating committee which is responsible for presenting a slate of officers and directors for all positions to be vacant for the next year(s). This slate shall be presented to the Executive Committee for its approval. Once approved by the Executive Committee, this slate shall then be presented to the general membership who will vote on the slate and have the opportunity to write in a vote for qualified individuals to fill specific positions.

SECTION 3. PRESIDENT

The President shall preside at all meetings of the Association and Board of Directors. The President shall appoint committees as determined by the Board of Directors, and shall be a non-voting member ex-officio of all committees. The President shall sign or delegate responsibility for all contracts and documents approved by the Board of Directors in the name of the Association. The President shall serve as the Chair of the Executive Committee, with all Executive Committee members reporting directly to the President.

SECTION 4. PRESIDENT EMERITUS

The President Emeritus shall be the immediate past president and act as a consultant to the current President and President-Elect and be responsible for the activities of the Past President Council and for other matters as assigned by the President.

SECTION 5. VICE PRESIDENT

The Vice Presidents collectively shall act as liaisons between the Executive Committee and the Board committees responsible for member retention, recruitment, and development; research and member education; certification programs; international activities; chapter development; relationships with the academic community; internship programs; matters relating to sustainable issues; matters relating to the annual meeting; all association marketing and communication activities including but not limited to social media strategies; financial budgeting, record-keeping, and reporting; board nominations and elections; matters relating to the association's bylaws; administrative matters; and other matters as assigned by the President

SECTION 6. REMOVAL

Election of an officer pursuant to these bylaws shall not in itself create contract rights. Any officer elected by the Board of Directors may be removed by the Board for any reason or for no reason by majority vote of the Board.

SECTION 7. VACANCIES

The Board of Directors has the power to fill vacancies in the association officer positions. The Board shall fill any such vacancy by majority vote of the directors, and new officers elected to fill vacancies shall serve until the next annual election of officers. A majority vote of approval by the Board is required to fill such vacancies.

ARTICLE VIII – EXECUTIVE DIRECTOR

SECTION 1. APPOINTMENT, TERM AND COMPENSATION

The Board of Directors may hire an Executive Director or Association Management company to oversee and provide association management services including but not limited to: financial management, accounting, recordkeeping, budgeting, member services, vendor management, and high-level administrative support to the President and Executive Committee. The Executive Director shall serve as an employee at the will of the Board for such period of time and receive such compensation as approved by the Board. The offices of the Executive Director may serve as headquarters of the Association, or the Board may designate another location as the headquarters of the Association as may be appropriate. The Board of Directors may hire additional employees or contract with outside vendors as it deems necessary and appropriate to provide comprehensive association management services and membership support to the Association. The Executive Director shall be responsible for the oversight of any other employee(s) and vendors selected by the Board.

SECTION 2. SECRETARY

The Executive Director shall act as the Secretary of the Association, keeping all records and accounts of the Association. As Secretary, the Executive Director shall arrange and attend the meetings of the Association and Board of Directors, provide notice and agenda to attendees and record appropriate minutes of all meetings. The Executive Director as Secretary shall receive all funds of the Association, and make such disbursements as are approved by the President, Vice President of Finance and Administration or contained in the Board-approved budget. The Executive Director as Secretary shall keep appropriate financial records of all transactions and provide periodic reports to the Board of Directors.

SECTION 3. REPORTS

The Executive Director shall present a report to the Board of Directors at each meeting and to the general membership at the annual meeting of the Association.

SECTION 4. EX-OFFICIO COMMITTEE MEMBERSHIP

The Executive Director shall be a non-voting member ex-officio of all committees including the Executive Committee and the Board of Directors and shall perform such other duties and render such other services as the Board of Directors may delegate.

ARTICLE IX – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

There shall be constituted at all times an Executive Committee. The Executive Committee shall be comprised of the officers of the Association, as well as the EDPAF Representative, with the President as Chair. The Executive Committee shall review and/or act on all matters requiring an immediate decision in the interim between the meetings of the Board of Directors, including the activities of all appointed committees and agents of the Association. The Executive Committee shall appoint and remove persons to serve as the chairperson of any committee. The Executive Committee shall also direct all inter-association activities, and appoint delegates to other industry groups. Ethics matters and/or actions against members shall be referred to the Executive Committee, which shall study and recommend action to the Board. Matters concerning the Management Company's or independent Executive Director's contract with the association shall be handled by the Executive Committee. The actions of the Executive Committee shall be subject to review by the Board of Directors.

SECTION 2. SPECIAL COMMITTEE, SUBCOMMITTEES AND TASK FORCE

The Board of Directors shall create and constitute such other standing or special committees, subcommittees or task forces as deemed necessary and define responsibilities of such committees.

SECTION 3. REMOVAL OF COMMITTEE MEMBERS

The Board of Directors may remove any and all members of any standing or special committee by a two-thirds vote of its members at any regular or special meeting.

SECTION 4. MANNER OF ACTING

Unless otherwise provided herein or by the Board of Directors, each committee may fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure, which shall not be inconsistent with these bylaws or with rules adopted by the Board of Directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of committees may take place in a specified location or by electronic means.

SECTION 5. TERM OF OFFICE

Each member of a committee shall continue as such until the member's successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof or resign.

SECTION 6. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM

A majority of the whole committee shall constitute a quorum.

ARTICLE X – CHAPTERS

SECTION 1. IDENTIFICATION AND MEMBERSHIP

Chapters shall operate and be identified only as local chapters of the National Association. Chapters shall operate pursuant to the policies adopted by the Board of Directors.

SECTION 2. CREATION AND REMOVAL OF A CHAPTER

The appointed Chapter Chair shall recommend to the Board of Directors the establishment of a Chapter. A majority vote of the Board shall establish or revoke the status of a chapter. A Chapter's status may be revoked whenever, in the Board's judgment, such action would be in the Association's best interests.

SECTION 3. OFFICERS

The President of a Chapter must be employed by a firm that is a member in good standing of the National Association. Chapter Presidents changing employers may retain their position if their new employer is or becomes a qualified member within 60 days from the onset of the employment change.

ARTICLE XI – FISCAL YEAR

The fiscal year of the Association shall commence on the first day January and shall end on the thirty-first day of December.

ARTICLE XII – BONDS

Every person entrusted with the handling of funds of the Association may be requested to be bonded in such form and in such amount and with such surety as is satisfactory to the Board.

ARTICLE XIII – AMENDMENTS

SECTION 1. VOTING AT ANNUAL MEETINGS

Upon proposal by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds vote at the annual meeting of the Association; provided that a copy of any amendment proposed for consideration shall be sent to the last record address of each member at least thirty (30) days and no more than sixty (60) days prior to the date of the meeting.

SECTION 2. BALLOTS

Amendments to these bylaws may also be made by mail or electronic ballot utilizing the following procedure:

A. Proposed amendment shall be first approved by a two-thirds vote of the directors present at a duly constituted Board of Directors meeting.

B. The text of the proposed amendment shall be sent to each member of the Association with a ballot to indicate approval or disapproval thereof. Communications may be sent by regular mail, a nationally recognized delivery service (i.e. FedEx, UPS, etc.) or by electronic mail and shall be deemed sent when deposited with the service or sent to the last valid e-mail address provided by the member to the Association.

C. At least thirty percent (30%) of the members in good standing must submit their duly completed ballots to the Association's Executive Director within thirty days of the date said ballot form was sent.

D. At least two-thirds of the ballots received within the time specified must indicate a vote in approval thereof.

The President shall appoint one (1) election inspector to be responsible for the oversight, review, tabulation and reporting of the results of the ballots. Notice of the adoption or disapproval shall be promptly sent to all members as required by Article V, Section 8.

E. Notices may be sent by regular mail, a nationally recognized delivery service (i.e. FedEx, UPS, etc.) or by electronic mail and shall be deemed sent when deposited with the service or sent to the last valid e-mail address provided by the member to the Association.

SECTION 3. EFFECTIVE DATE

Amendments to these Bylaws will become effective immediately upon approval as described in this Article.

ARTICLE XIV - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no member shall have rights or interests in or to the property or assets of the Association. In the event of the dissolution of the Association, the Board of Directors shall distribute all assets remaining after the discharge of all liabilities for charitable purposes to the EDPA Foundation if it still exists or alternatively to other charitable or educational purposes relating to the trade show and event industries.