

BYLAWS OF THE SOCIETY FOR INCENTIVE TRAVEL EXCELLENCE

July 2020

ARTICLE I - Name

The name of the corporation is the **Society for Incentive Travel Excellence**, an Illinois not-for-profit corporation, hereinafter referred to as "SITE."

ARTICLE II – Purposes

An organization exempt from payment of federal income taxes under Section 501(c)(6) of the Internal Revenue Code of 1986 and amendments thereafter, SITE; a global association of professionals dedicated to delivering business results through the use of incentive travel and motivational experiences.

SITE's mission is to advance the business case for incentive travel & motivational experiences through global connections, education and advocacy.

SITE's vision is to build and bridge cultures through the transformative power of incentive travel & motivational experiences.

The objectives and purposes of SITE are as follows:

- (a) to promote the use of incentive travel & motivational experiences;
- (b) to provide a forum for networking among professionals, encouraging an exchange of business and of ideas and experiences;
- (c) to better serve the interests of the individual companies with which members are associated, and the interests of the industry and business community in general;
- (d) to establish a better understanding and appreciation on the part of the business and financial world as a whole, of the importance and scope of incentive travel & motivational experiences in modern business;
- (e) to elevate the status of the association and promote the professionalism of its members to the Business Events industry, the business world and society at large;
- (f) to maintain and enhance the association's global reach;
- (g) to interface with national and local governments and other Business Events industry associations as appropriate;
- (h) to provide education for professional development and training and thought leadership to serve better the profession and the membership;
- (i) to develop and provide resources and tools through SITE's related Foundation and other sources for market studies and statistical data for the incentive travel industry, and,
- (j) to establish standards of ethical behavior for incentive travel professionals to which all members must conform

ARTICLE III – Membership

3.1 – Categories and Qualifications. SITE, an individual membership society, shall consist of Voting Members and Non-Voting Members. Non-voting Members may be Faculty, Student, Retired or Honorary Members. Annual membership dues for each category of membership shall be as decided by the International Board of Directors, hereinafter referred to as IBOD, and each category of membership shall have such rights, privileges, duties and responsibilities as the IBOD deems necessary or appropriate. The IBOD may also establish additional categories of Non-Voting Members with rules and regulations defined in SITE's Policies and Procedures. Any change in the category of Voting Members will require an approval by vote of the membership.

(a) **Voting Members.** To be eligible to be a Voting Member, an individual must meet the following requirements:

- i.) be responsible for buying, planning, supplying or supporting incentive travel and motivational experiences, or,
- ii.) provide non-travel-related rewards for incentive travel and motivational experiences.

(b) **Non-Voting Members.**

To be eligible to be a Non-Voting Member, an individual must meet the requirements of one of the following sub-categories of membership:

- i) **Faculty Member.** To be eligible to be a Faculty member, an individual must be a full time university instructor or academic advisor focused in the meeting, events, incentive and hospitality programs.
- ii) **Student Member.** To be eligible to be a Student Member, an individual must be a student of hospitality, travel and tourism at undergraduate, graduate or postgraduate level, as further defined by the IBOD in SITE's Policies and Procedures.
- iii) **Retired Member.** To be eligible to be a Retired Member, an individual must meet the following requirements as further defined by the IBOD in SITE's Policies and Procedures
 - a. at the time of retirement have been a Voting Member for at least five (5) years, and,
 - b. not be currently employed, self-employed, or willing to accept future employment.
- iv) **Honorary Member.** To be eligible to be an Honorary Member, an individual must meet the following requirements, as further defined by the IBOD in SITE's Policies and Procedures
 - a. be nominated by a Chapter Board and approved by the IBOD, or be nominated by the IBOD
 - b. be a government official or officer, or an international industry leader, and
 - c. have offered exceptional services to SITE or have contributed to the growth or reputation of SITEHonorary Membership may be granted by the IBOD for a set number of years or for life. Honorary Members are exempt from paying membership fees.

(c) **IBOD Past Presidents.** Past Presidents of the IBOD are given free membership for life in appreciation of their service to the association. They will however be treated as voting members with all the rights and duties accorded to such.

3.2 – Approval of Members. Any individual eligible for membership under these Bylaws (except Honorary Members) must submit an application, which shall be reviewed and processed in accordance with policies adopted by the IBOD.

3.3 – Rights, Obligations and Privileges of Membership.

- (a) **Voting Members.** Each Voting Member shall have the following rights, privileges and requirements of membership in SITE:
- i.) the right to vote on membership ballots submitted to the membership,
 - ii.) the right to vote on other matters submitted to the membership in accordance with these bylaws,
 - iii.) the right to vote on bylaws amendments,
 - iv.) the right to membership in the appropriate duly chartered chapter of SITE,
 - v.) the right to one (1) vote at official SITE meetings,
 - vi.) the right to attend the Annual General Meeting (AGM) and Special Meetings of the Membership of SITE,
 - vii.) the right to attend Educational Meetings of SITE,
 - viii.) the right to receive all membership materials provided by SITE,
 - ix.) the right to attend all SITE functions,
 - x.) the requirement to pay such dues and assessments as the IBOD may determine, in accordance with these Bylaws,
 - xi.) the requirement to abide by the SITE’s Bylaws, Code of Ethics and such other rules, regulations or practices as may be adopted,
 - xii.) the right to withdraw voluntarily from membership, and
 - xiii.) the right to hold elective office in a Chapter or on the IBOD.
- (b) **Non-Voting Members.** Each Non-Voting Member shall have the following rights, privileges and requirements of membership in SITE:
- i.) the right to membership in the appropriate duly chartered chapter of SITE,
 - ii.) the right to attend the AGM and Special Meetings of the Membership of SITE,
 - iii.) the right to attend Educational Meetings of SITE,
 - iv.) the right to receive all membership materials provided by SITE,
 - v.) the right to attend all functions of SITE,
 - vi.) the requirement to abide by SITE’s Bylaws, Code of Ethics and such other rules, regulations or practices as may be adopted,
 - vii.) the requirement to pay such dues and any assessments as the IBOD may determine, in accordance with these Bylaws,
 - viii.) the right to withdraw voluntarily from membership
- Non-Voting Members may not vote or hold elective office.

3.4 – Termination of Membership.

- (a) *Death.* Membership in SITE shall be terminated by death, and thereafter all rights, privileges and requirements of membership in SITE shall cease.
- (b) *Voluntary Withdrawal.* Any member voluntarily withdrawing from the membership shall submit a written notice to the Vice President - Finance & Business Development of SITE. Upon receipt of such withdrawal at SITE’s headquarters, all rights, privileges and requirements of membership in SITE shall cease. Termination of membership shall not relieve the individual of liability to SITE for any dues, fees and assessments owed.
- (c) *Expulsion – Dues/Assessments.* Any member may be expelled from membership

for failure to pay annual dues or special assessments, and will be notified according to SITE's Policies and Procedures Manual.

- (d) *Expulsion – Cause.* The IBOD by affirmative vote of two-thirds (2/3) of all members of the full IBOD may expel a member for cause, and may, by a majority vote of those present at any regularly constituted IBOD meeting, expel any member in default of the payment of dues, assessments, or other charges, if any. The membership of any member who becomes ineligible for membership shall terminate automatically. Any member subject to expulsion for cause will be notified of the basis on which expulsion will be considered, and provided twenty-one (21) days from receipt of notice to submit a written response to the IBOD. The IBOD may in its discretion, request additional information, written or oral, from the member subject to expulsion. Decisions of the IBOD are final. Cause shall include (but not be limited to):
- i) failure to comply with Bylaws or rules of SITE (including, but not limited to, SITE Code of Ethics), or behavior deemed detrimental to SITE,
 - ii) conviction of any relevant criminal offense, or
 - iii) unprofessional conduct in the opinion of SITE's IBOD.
- (e) Any Member may request expulsion of another member for a reason other than non-attendance, or non-payment of dues and assessments, by submitting in writing such request and the reasons therefore to the Ethics Committee Chair. By following SITE's Policies & Procedures, the Ethics Committee will make its recommendation to the IBOD. After consideration, the IBOD may either:
- i) deny the request and inform the member requesting the expulsion of its action and the reasons for denial, or,
 - ii) consider the findings and recommendation of the Ethics Committee and, at its discretion, may allow the member an additional opportunity to be heard before the IBOD without legal representation. Thereafter, the IBOD shall vote on the request. Expulsion shall require an affirmative vote of two-thirds (2/3) of the IBOD. Decisions of the IBOD are final.

Upon such expulsion, and thereafter, all rights, privileges and requirements of membership in SITE shall cease. Termination of membership shall not relieve the individual of liability to SITE for any dues, fees and assessments owed.

ARTICLE IV - Meeting of Members

4.1 – Annual General Meeting (AGM). There shall be an AGM of the membership of SITE. The date of this meeting is determined by the IBOD. The AGM shall consist of the President's Report, the CEO Report, the Vice President – Finance & Business Development's Report, and provide an open forum for membership comments.

4.2 – Special Meetings. Special meetings of members may be called by the President, with approval of two-thirds (2/3) of the IBOD.

4.3 – Notice. Notice of meetings of the Membership shall be sent to the Member's email or street address that appears on the official roll of SITE no more than sixty (60) and no less than five (5) days prior to a regular meeting or a special meeting.

4.4 – Voting. Each Voting Member shall be entitled to one (1) vote in person or via electronic or mail ballots, or by submitting one vote by proxy in writing or electronically. All questions shall be determined by a majority of the votes cast. Questions presented

by mail shall be deemed approved if at least three-quarters (3/4) of the ballots returned to SITE within 45 days from the date the notice to members was transmitted, have been cast in favor of the question (provided a quorum has been met). Such action taken by such vote in each case shall bind SITE in the same manner as would action taken at a duly called meeting.

4.5 – Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing or electronically by the member, or the member's duly authorized representative, who must also be a member of SITE. Such proxy shall be in a form as required by law and in accordance with policy established by the IBOD.

4.6 – Quorum. Fifteen (15) percent of voting members, credentialed in accordance with policies and procedures approved by the IBOD of SITE and present in person or by proxy shall constitute a quorum at any membership meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the Illinois not-for-profit statute, the articles of incorporation, or these Bylaws. Fifteen (15) percent of all eligible members of SITE must vote in a mail or electronic vote to constitute a quorum. At any recessed meeting at which a quorum shall be present, any business may be transacted, if the meeting is reconvened, that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

ARTICLE V - The International Board of Directors (IBOD)

5.1 – Governing Body. SITE shall be governed and managed by an IBOD that is duly elected by the membership.

5.2 – Powers.

- (a) The IBOD shall govern and manage the affairs of SITE.
- (b) The IBOD shall have full authority to interpret and implement all provisions of these Bylaws. Actions required, not otherwise stated in the Bylaws, will be made by the IBOD acting in the best interest of SITE's membership. In specific situations where the governance of the Bylaws is impractical to achieve, alternative solutions will be mandated by the IBOD by majority vote within the bounds of the Illinois General Not for Profit Corporation Act.
- (c) Management of the affairs of SITE as well as control and dispersal of its property and funds, including any funds entrusted to it, shall be vested in the IBOD.
- (d) The IBOD may also cause to be created such other chapters, affiliates or ancillary organizations or corporations it deems necessary or appropriate.
- (e) The IBOD shall consider and take action on membership matters as directed by these Bylaws and in accordance with SITE policy and procedures, and may establish or terminate other non-voting classes of membership, and the procedures for approval of such non-voting members, with rights, obligations and privileges, as the IBOD deems necessary or appropriate.
- (f) The IBOD may provide policy to enable a resigning member to transfer membership to another qualified individual.
- (g) The IBOD shall have high-level oversight responsibilities for the following areas of the SITE Foundation:
 - i.) approval by majority vote of incoming Trustees recommended by the SITE

- Foundation Trustees to the IBOD,
- ii.) approval by majority of SITE Foundation Officers,
- iii.) veto power over the programs, projects, events or location of events to avoid a conflict or competition with a SITE event,
- iv.) approval of the annual SITE Foundation budget,
- v.) veto of research projects undertaken by the SITE Foundation,
- vi.) approval of the selection or removal of the SITE Foundation Executive Director, and,
- vii.) the power to remove any Trustee or SITE Foundation Officer by a three-quarters (3/4) majority vote. SITE's CEO may also serve as Executive Director of SITE Foundation but if and when SITE Foundation has a separate Executive Director, this Executive Director shall report to the SITE's CEO.

5.3 – Qualifications.

- (a) A member may be considered eligible for nomination to the IBOD only after serving twelve (12) months as a member of SITE, and upon meeting eligibility requirements as described by SITE's Policies and Procedures Manual.
- (b) No more than one (1) Director (hereafter, "IBOD Member") of the IBOD may be from the same corporate brand, as defined by SITE Policies and Procedures.
- (c) An IBOD Member may not also be President of a chapter of SITE.
- (d) An IBOD Member may not also be an Officer of a chapter of SITE. However, they may remain as a chapter board member, with no voting right, if the chapter deems appropriate.
- (e) Each IBOD Member and Officer must be a Voting Member in good standing of SITE. Failure to maintain Voting membership in good standing, or other change in membership status, shall automatically disqualify an IBOD Member or Officer from continuing service on the IBOD. Candidates may only apply for seats in the region in which they normally reside in accordance with policies established by the IBOD.
- (f) All IBOD Members will represent SITE as a whole.

5.4 – Duties. The IBOD is charged with the following duties and responsibilities:

- (a) perform all duties entrusted to directors of a corporation,
- (b) represent SITE as a whole,
- (c) develop and abide by the Bylaws and policies of SITE,
- (d) supervise and direct the business and financial affairs of SITE,
- (e) set all dues and fees payable to SITE, consistent with the provisions of Article XIII,
- (f) establish a date, time, format and place for the AGM of SITE,
- (g) develop, monitor and evaluate programs that further the vision, mission and strategic goals of SITE
- (h) identify relevant professional issues for presentation to, and action by, the membership;
- (i) retain management and staff services as needed to assist in the day-to-day business and financial operations of SITE, and,
- (j) carry on the work of SITE ensuring that no part of the net earnings of the association shall inure to the benefit of any members or trustees of the association, or to any private individual, (however, a reasonable compensation may be paid for services rendered to or for the corporation affecting one or more

of its purposes.)

5.5 – Composition. In accordance with policies adopted by the IBOD the IBOD shall consist of ten (10) to fifteen (15) members, inclusive of the President, President-Elect, Immediate Past President, Vice President - Finance & Business Development, Vice President - Education & Certification, Member-at-Large and up to nine (9) additional elected Directors. In addition, one seat will be allocated to a SITE Young Leader member with rules as defined in 5.6 below.

All past presidents and the CEO, with the exception of the Immediate Past President, serve as ex-officio members of the IBOD without voting rights and shall not be counted in the quorum.

The IBOD may, from time to time, change the number of officer positions and the names of those positions in order to best meet SITE's needs. Any changes to the size or composition of the IBOD within the limits of these Bylaws (i.e., number of additional elected Directors) will require a motion to the IBOD and a full vote in executive session to be called for. Any changes would be effective on 1 January following the next election of the revised officer positions.

5.6 – Young Leader's Seat on the IBOD

The criteria for inclusion in the SITE Young Leaders' program are outlined in the Policy & Procedures manual.

(a) One IBOD seat, not attached to any region, shall be reserved on the board for a Young Leader representative.

Eligibility shall be based on the age and experience criteria for inclusion in the SITE Young Leaders' Program as outlined above.

(b) This position shall be elected by the general membership along with all other positions but is limited to one (1) term of two (2) years with no renewals. If the YL member wishes to return to the board, he / she would wait for two (2) years to do so and apply for a regular position.

(c) The Young Leader representative may vote on all normal business matters except on IBOD Officer Elections.

(d) The Young Leader representative is not eligible for an IBOD officer position while holding this IBOD Seat.

5.7 – Election and Term

Elections will be conducted annually and are overseen by the Immediate Past President in his or her capacity as Chairperson of the Board Development Committee (hereafter known as BDC – more details below). Each elected Officer and/or Director shall take office on 1 January of the year after election and shall serve for the elected term as specified in these Bylaws, or until a successor is duly elected and takes office.

Each Director shall be elected for a three-year (3-year) term, with approximately one-third (1/3) elected each year (subject to changes caused by vacancies, etc.). IBOD members shall serve their respective terms of office and shall continue in office until their successors have been duly elected.

Elected Directors may be elected for one (1) additional term in the same office, but may not serve as a Director or (except for the Immediate Past President as specified

in Article VI) for longer than six (6) consecutive years. Appointed Directors may subsequently be elected for only the remaining portion of the maximum six (6) consecutive years.

IBOD members filling expiring Director positions on the IBOD shall be elected annually by a majority vote of the members of SITE who vote by mail or electronic ballot prior to the AGM in accordance with SITE's Policies and Procedures. The IBOD will fill expiring Officer positions in accordance with these Bylaws in a meeting prior to the AGM.

The IBOD may appoint such other Directors and Officers as the IBOD deems appropriate and necessary in accordance with these Bylaws. All members shall be advised by the Board Development Committee (henceforth referred to as BDC) that it will accept requests for nomination to the IBOD at least sixty (60) days before election ballots are mailed to all members for election, or as the IBOD may otherwise direct.

5.8 – Meetings of the IBOD

- (a) **Regular Meetings.** The IBOD shall hold an annual meeting prior to the AGM of members, as well as at least two (2), regular meetings during each calendar year. Written notice of each regular meeting of the IBOD shall be given to the IBOD by CEO at least thirty (30) days prior to the meeting. Meetings may be held in person, by conference telephone or by electronic conference methods.
- (b) **Special Meetings.** Special meetings of the IBOD may be called by the President or by more than two-thirds (2/3) of the seated IBOD Members, on notice to the Members of the IBOD at least ten (10) days prior to the proposed meeting. This notification must be in writing / email and include the purpose for which the meeting is called. Meetings may be held in person, by conference telephone or by electronic conference methods.
- (c) **Transaction of Business.** The IBOD may transact any and all business pertaining to SITE at any regular or special meeting, or as otherwise provided in these Bylaws.
- (d) **Notice.** Any IBOD Member may waive notice of any meeting. Attendance of an IBOD Member at any meeting shall constitute a waiver of notice of such meeting, except where an IBOD Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.
- (e) **Quorum.** A simple majority of the Voting Members of the IBOD in office shall constitute a quorum for the transaction of business at any meeting of the IBOD.
- (f) **Voting.** Each member of the IBOD shall have only one (1) vote as IBOD Member. No proxy voting shall be valid. Unless a larger proportion of affirmative votes are required by these Bylaws, the Articles of Incorporation or by law, the affirmative vote of a majority of the IBOD Members present and voting at any duly constituted meeting of the IBOD shall be sufficient to authorize any act by the IBOD.
- (g) **Informal Action.** Informal Action by unanimous written consent is only used / required where the IBOD members are not meeting in person to make a decision. Any action required or permitted to be taken at a meeting of the IBOD

may be taken without a meeting if a consent in writing, either electronic vote or postal mail, setting forth the action so taken, shall be unanimous by the IBOD members entitled to vote with respect to the subject matter.

- (h) **Attendance.** Any member of the IBOD unable to attend a meeting shall advise the President in writing as to the reason for the absence. If a Director misses any two (2) regularly scheduled IBOD meetings in any calendar year, in any term, without a good reason as approved by the IBOD, the Director shall be deemed to have resigned. No alternate person may substitute for the IBOD Member.

5.9 – Inability to Serve. All vacancies on the IBOD, whether caused by death, resignation or any other reason, may be filled with appointees selected by the President, provided they meet the board election criteria, with IBOD approval, for the remainder of the term, unless otherwise directed by these Bylaws.

5.10 – Except as may be otherwise expressly provided herein, all rights, powers, obligations or duties of a Member of the IBOD of SITE, as such Member of the IBOD, shall cease upon termination of membership on the IBOD.

ARTICLE VI – Officers

6.1 – Executive Committee Composition. The Officers of SITE shall be the President, President-Elect, Immediate Past President, Vice President - Finance & Business Development, Vice President – Education & Certification. The Executive Committee of SITE shall consist of the Officers and the Member-at-Large. The CEO shall serve as a non-voting member of the Executive Committee.

6.2 – Executive Committee Duties. The Executive Committee shall address issues between IBOD meetings, and shall act for the IBOD between regular meetings of the IBOD and report those actions promptly to the IBOD, subject to limitations imposed by IBOD policy. The Executive Committee shall take no action with respect to the election of Officers or with respect to filling vacancies on the IBOD. The committee shall be responsible for review and planning of the administrative and financial matters of SITE. As such, the Executive Committee shall provide immediate supervision to the CEO of SITE, and shall, on an annual basis, be responsible for conducting the CEO Evaluation with input obtained from each Executive Committee member and the SITE Foundation Executive Committee and reviewed with the CEO according to the timetable set forth in SITE Policies and Procedures Manual.

6.3 – Powers. In addition to all other powers and duties conferred upon them, the Officers shall be members of the IBOD for the duration of their terms of office. The Immediate Past President will serve as an ex-officio Officer with voting rights. With the exception of the Immediate Past President, the Officers shall be elected annually by the members of the IBOD prior to the membership’s AGM. In addition to the CEO, the IBOD may also appoint such other Officers as it deems necessary or appropriate.

6.4 – Qualifications

- (a) With the exception of the CEO and other appointed Officers, to be eligible for election to office, an individual at the time of election must be an elected member of the IBOD and must be able to complete the term of office within the term as

Director. To be eligible for nomination and election as an Officer, an individual must serve and complete at least one (1) full year on the IBOD prior to serving his or her term as an Officer. In the event that a qualifying Director is not available to be nominated or serve in an Officer position, then, and only with the agreement of the IBOD, a newly elected Director may run and be elected to serve as an Officer on his or her first year on the Board, but not in the position of President-Elect.

- (b) A Director appointed to the IBOD under Article V (section 5.7, 5.9) of these bylaws is only eligible to be nominated and run for elected office after serving one (1) full year on the IBOD at the time of nomination and must be able to complete the term of office within the term as Director.
- (c) To be President an Officer must have served as President-Elect during the preceding year.
- (d) A Director elected to the position of President-Elect to serve this position in the third year of Board service (of their first term) will automatically have his / her Board term extended one year to allow them to serve as President. The individual will serve an additional year (5th year) as Immediate Past President after which they will cease to be on the IBOD and ineligible for an additional 3 year term.
- (e) An IBOD member in year six (6) of service (ie. of their second term) on the IBOD is ineligible to serve as President-Elect, in accordance with these Bylaws term limits.

6.5 – President. The President shall be the principal officer of SITE and shall fulfill the following duties:

- (a) serve for a term of one (1) year with the option to serve a second, consecutive one (1) year term if re-elected in accordance with all applicable provisions of Article V and VI,
- (b) not succeed to the same office following the elected term(s), except as set forth in 6.5(a),
- (c) preside at all meetings of the IBOD and of the SITE Membership,
- (d) see that all orders or resolutions of the IBOD are carried out,
- (e) execute all contracts, deeds, bonds and other instruments in writing authorized by the IBOD,
- (f) serve as an ex-officio member, without vote, of all committees with the exception of the Board Development Committee of which he / she will never be a part,
- (g) establish, with majority approval of the IBOD, committees to support the purposes of SITE,
- (h) make appointments, subject to approval of the IBOD and specifications of these Bylaws, to standing and other committees, task forces and work groups, and,
- (i) chair the Executive Committee.

6.6 – Immediate Past President. The Immediate Past President shall:

- (a) serve for a term of one (1) year and can serve one additional term of one (1) year if the President is re-elected
- (b) chair the Board Development Committee, and,
- (c) represent SITE as a member of the IBOD.

6.7 – President-Elect. The President-Elect shall:

- (a) have served as an Officer on the IBOD for a minimum of one (1) year before serving in the position of President-Elect,
- (b) exercise all functions of the President during the absence or disability of the President,

- (c) serve for a term of one (1) year, with the option to serve a second, consecutive one (1) year term if the President is re-elected,
- (d) not succeed to the same office following the elected term(s), except as set forth in 6.7(C),
- (e) have such additional powers and discharge such duties as may be assigned from time to time by the IBOD, and
- (f) on the first day of the next succeeding term of the President, shall assume the office of President unless at least fifty-one (51) percent of the seated Directors, at least ninety (90) days prior to scheduled elections for Officers, request an election for that position. If such request is made, candidates for the office of President will be sought among qualified IBOD members, and if candidates are found other than the President-Elect, an election that includes such candidates shall be conducted for the office of President.

6.8 – Vice President – Education & Certification. The Vice President – Education & Certification shall:

- (a) serve for a term of one year,
- (b) may serve one (1) successive term in the same office,
- (c) may serve additional non-successive terms beyond the two (2) allowable successive terms,
- (d) serve as the volunteer leader, working closely with management, on the development of content for SITE programs (Global Conference, Incentive Summits, Trade Shows, etc),
- (e) lead the development and periodical assessment and validation of SITE certification programs,
- (f) liaise with the SITE Foundation VP of Research on research agenda and research activation through education sessions for the SITE community,
- (g) lead the development of new content based on market intelligence, market trends and research.

6.9 – Vice President – Finance & Business Development. The Vice President – Finance & Business Development shall:

- (a) serve for a term of one year,
- (b) may serve one (1) successive term in the same office,
- (c) may serve additional non-successive terms beyond the two (2) allowable successive terms,
- (d) supervise headquarters so as to keep, or cause to be kept, the records of SITE under supervision of the President and the IBOD,
- (e) supervise headquarters so as to record, or cause to be recorded, minutes of the meetings of the members and IBOD, and shall sign such minutes,
- (f) supervise headquarters so as to preserve correspondence, reports, records, Bylaws, and the Policy and procedures Manual of SITE in a permanent file,
- (g) keep, or cause to be kept, the financial records of SITE under the supervision of the President and the IBOD,
- (h) have signature authority of all the funds and property of SITE to the extent authorized by the IBOD,
- (i) oversee the collection, payment and record of monies for all SITE activities and obligations, in accordance with policies and procedures established by the IBOD,
- (j) present financial reports and an annual audited financial report to the IBOD as

- requested,
- (k) present financial reports at the Annual Meeting of the Membership,
 - (l) serve as President of the Finance Committee,
 - (m) perform all duties customarily incident to the office of both corporate secretary and corporate treasurer.

6.10 – Member-at-Large. The Member-at-Large shall:

- (a) serve as a member of the IBOD
- (b) serve for a term of one year,
- (c) may serve one (1) successive term in the same office,
- (d) may serve additional non-successive terms beyond the two (2) allowable successive terms,
- (e) be appointed by the President-Elect at the time of the other Officer elections immediately prior to his/her term as President, and
- (f) fulfil duties as assigned by the President.

6.11 – Removal. Any elected or appointed Officer may be removed from office at any time by a three-fourths (3/4) vote of the IBOD, whenever, in its judgment, the best interest of SITE will be served thereby.

6.12 – Vacancy. A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise will be filled by the successor as designated in these Bylaws, for the remainder of the term. If no successor is designated, the vacancy may be filled by the President, with approval of the IBOD, in accordance with policies and procedures established by the IBOD.

ARTICLE VII – Nominations and Elections

7.1 – Board Development Committee (BDC).

Working under the leadership of the Immediate Past President, the Board Development Committee exists to ensure that SITE members are provided, each year, with the best possible list of candidates from which to elect directors for the appropriate open spots on the IBOD.

The role of the BDC is to:

- (a) identify, encourage and prepare members of SITE to participate in the annual IBOD elections,
- (b) evaluate potential candidates on the basis of competencies & criteria as outlined by the IBOD and
- (c) approve such candidates to run for the IBOD;

7.2 – Composition of the BDC. The Composition of the BDC shall be as set forth in the policies and procedures established by the IBOD:

- (a) The BDC shall be an independent, impartial and experienced committee under the leadership of the BDC Chair (Immediate Past President) of the year.
- (b) The composition of the BDC shall be as follows –

- a. 1 BDC Chair - SITE Immediate Past-President / Nominations Chair (1 year term)
 - b. 2 SITE Past Presidents (not from the same country or region)
 - c. 2 SITE Chapter Leaders (not from the same country or region)
- (c) Nomination to the BDC – The 2 SITE Chapter Leaders of the BDC will be selected by the BDC Chair (SITE Immediate Past President) and the Preceding Past President in consultation with each other.
- (d) The Past President Council (PPC), without external influence, will nominate 2 of its members to serve on the BDC. They have the right to re-nominate those members for a second term if desired.
- (e) The PPC will nominate its members through a fair and transparent process under the supervision of the PPC Chair. Nominations may be called for from amongst the council and either a consensus arrived at or an internal election be held.
- (f) Terms of Service - All members of the BDC, except the BDC Chair, will serve 2-year terms. It is desired that there is an overlap in terms to allow for continuity. Therefore, in the year of establishment of the BDC,
- a. 1 SITE Past President and 1 SITE Chapter Leader will serve a term of only one year while the second nominee of these sectors will serve 2 years
 - b. This will allow for an automatic overlap process to be instituted so that 50% of the PP Council and Chapter leaders nominees rotate off the BDC
- (g) The composition of the BDC will remain confidential
- (h) As per current election processes, the IBOD, its officers and SITE Staff will have no role in the election process.
- (i) A vacancy in BDC membership by reason of death, resignation, removal, disqualification or otherwise will be filled for the unexpired portion of the term by BDC Chair (SITE Immediate Past President), Preceding Past President in consultation with each other

7.3 – Nominating Procedures for IBOD Positions. In accordance with policies and procedures established by the IBOD, the Board Development Committee shall conduct elections for the IBOD.

Step 1 - Competencies and needs assessment

- (a) SITE’s CEO and SITE’s IBOD will determine the competencies and skill sets required for a successful board based on SITE’s priorities, long-term strategic goals and the current business environment.
- (b) The needs / gaps will then be prioritized and factored in to the weighting of the nomination review process. These will include both (a) Individual competencies that every board member should have (b) Shared competencies which must be present when looking at the overall board composition.
- (c) The appropriate questions / requirements for the designated section of the applications will be submitted to the BDC for evaluation and inclusion. This should be done immediately following the IBOD summer meeting to allow for proper evaluation on the part of the BDC.

Step 2 – Solicit nominations from SITE members for IBOD elections

- (a) The BDC will provide an open process to solicit qualified candidates from the membership for open Director positions on the IBOD no later than Forty Five (45) days prior to elections
- (b) Members interested in applying must fill the application form and meet minimum criteria
- (c) All applications should be sent to a secure email address that includes the BDC and the SITE's Head of Operations
- (d) All applications must be acknowledged as received by the SITE Head of Operations
- (e) There shall be no barriers to applying other than the norms prescribed for minimum membership qualifications

Step 3 - Nomination review

- (a) Each application will be initially reviewed by each BDC member for eligibility to be interviewed.
- (b) Each nominee may / will be interviewed by 2 members of the BDC, who will provide a summary of the interview to the other BDC members.
- (c) Interviews will be video recorded and available for other BDC members to see.
- (d) All applications will be posted to an on-line app and scored by each member of the BDC against a qualitative grid.
- (e) Based on the aggregate scores the nomination pool will be narrowed.

Step 4 - Final selection

- (a) The BDC will meet (in-person or by video link), under the leadership of the BDC Chair, to discuss the shortlisted candidates.
- (b) If necessary, BDC members may vote internally on candidates.
- (c) The BDC may approve as many candidates it considers to be eligible for running.

Step 5 – Circulation of list of Nominees & Elections

- (a) Final names will be submitted to SITE's CEO for circulation to members to vote upon.
- (b) Members will vote on the presented candidates.

Step 6 – Challenge

- (a) Any applicant can challenge the BDC decision by submitting their request to SITE's CEO.
- (b) This will be placed before the BDC and the Past Presidents' Council for evaluation
- (c) After that evaluation, any applicant who mounts a challenge and who is not selected but who meets the requirements set by the BDC at Step 1 will be able to run for election, outside of the BDC recommended list

7.4 – Nominating Procedures for Officer Positions on the IBOD. In accordance with policies and procedures established by the IBOD, the BDC Chair shall:

- (a) provide an open process to solicit qualified candidates for open Officer positions on the IBOD no later than forty-five (45) days prior to elections,
- (b) consider the qualifications of all Officer candidates proposed by the members of

- the IBOD or by members of the Committee, in accordance with Article 5.3 of these Bylaws. Nominees to Officer positions in SITE must come from seated members of the IBOD in accordance with these Bylaws,
- (c) present to the Executive Committee a slate of qualified candidates developed with the goal of a balanced governing body fully representative of the points of view of the various constituencies, stakeholders, geographic locations and professional segments of SITE in accordance with these Bylaws and SITE's policies and procedures, as established by the IBOD. Seated IBOD members are eligible for re-election in accordance with these Bylaws. Any dispute arising regarding the eligibility of a current Director must be presented to, and resolved by, the IBOD by majority vote,
 - (d) not refuse a Director in good standing who meets the qualifications outlined by the Bylaws and Policies and Procedures Manual, and who wishes to run for an Officer position on IBOD,
 - (e) propose a list that does not rule out nominations from the floor, and,
 - (f) recommend procedures for elections, subject to the approval of the IBOD.

7.5 – Election Procedures. The BDC chair will co-ordinate and monitor the election procedures and policies as determined by the IBOD, and supervise elections for Board members and Officers in consultation with other members of the BDC, as appropriate.

- (a) Election of Directors shall be by a majority vote of the members, by prevailing online voting systems, with each member having one (1) vote for each position to be filled. All Voting Members shall have a right to vote for candidates for all IBOD positions.
- (b) Election of Officers shall be by a majority vote of the standing IBOD at a meeting immediately following election of the IBOD and prior to the AGM.
- (c) In case of a tie for any position, the election shall be decided by a run-off election between the two (2) tying candidates. Should the two (2) tying candidates tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the IBOD.
- (d) Results of the election shall be tabulated and communicated to members within thirty (30) days of determination of the election results.

ARTICLE VIII – Committees

8.1 – Standing Committees. The organization shall have the following standing committees: Audit, Bylaws, Board Development Committee (See Article VII), Chapter Resources Committee, Ethics and Finance. Committee members will serve at the pleasure of the IBOD unless specified by the Bylaws.

8.2 – Other Committees and Task Forces. The President, with majority approval by the IBOD, shall have the authority to establish other committees or task forces as deemed necessary. The committees serve at the pleasure of the IBOD. Committee appointments are made by the President and approved by the IBOD in accordance with policies and procedures established by the IBOD.

8.3 – Terms of Service. Committee members are to be appointed by the President for a one-year (1-year) term, not to exceed three (3) terms. Such appointments shall be made to ensure continuity with approximately one-third (1/3) of the committee

turning over each year. Committee Chairs serve one-year (1-year) terms, not to exceed three (3) terms. Members and Chairs are eligible for re-appointment, subject to the limitation of three (3) terms. Immediate past Chairs shall continue in office until their successors have been duly appointed.

8.4 – Removal. Any appointed committee member may be removed from office at any time by a three-fourths (3/4) vote of the IBOD, whenever in its judgment the best interest of will be served thereby.

8.5 – Vacancies. A vacancy on any committee by reason of death, resignation, removal, disqualification or otherwise may be filled by the President for the unexpired portion of the term in accordance with policies and procedures established by the IBOD.

8.6 – Past Presidents’ Council (PPC). The Past Presidents’ Council (PPC) is constituted of all past presidents of the SITE IBOD and will function in an advisory role to the IBOD, its officers and staff. The PPC will meet at its will and will function with a PPC President selected amongst themselves. The PPC is at liberty to offer advice, feedback and guidance to the IBOD on matters related to SITE, but all will be non-binding on IBOD / SITE HQ decisions. The PPC will run in perpetuity and has no term limits.

ARTICLE IX – Chapters

9.1 – Formation. Chapters of SITE may be established by charter whenever the IBOD may approve, subject to such requirements as to membership, organization, procedures and financial responsibility that the IBOD may from time to time prescribe.

9.2 - Organization. Each Chapter shall be governed by bylaws adopted in such form and manner as approved by the IBOD.

9.3 - Revocation. Charters for the operation of Chapters may be revoked at any time and in such manner and after investigation as the IBOD may deem necessary. Upon revocation of the Chapter charter, all funds in the Chapter and all Chapter records shall be returned to SITE.

9.4 – Representation. No Chapter or entity shall use the name of SITE in any manner whatsoever unless duly authorized to do so by the IBOD.

9.5 - Meetings. In addition to an annual meeting of the chapter membership, each Chapter may hold such other meetings as it deems appropriate.

ARTICLE X - Headquarters

10.1 – Offices. SITE shall maintain an office in its state of incorporation, and such other offices as the IBOD may determine.

10.2 – Books and Records. SITE shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members,

IBOD and committees having and exercising any of the authority of the IBOD, and shall keep at the principal office a record giving the names and addresses of all categories of members. Upon written request, the IBOD may approve inspection of books and records of SITE by any member or member's agent or attorney for any proper purpose at any reasonable time.

10.3 – Agents. The IBOD may appoint such agents as it may deem advisable, who need not be Members of SITE or the IBOD; such appointees shall exercise such powers and perform such duties and receive such compensation for their services as shall be determined by the IBOD. The appointment of an agent of SITE shall not confer upon the appointee membership in SITE.

10.4 – CEO. The IBOD may engage the services of a CEO. The CEO shall perform the duties stipulated by contract with SITE and shall perform additional duties assigned by the IBOD pursuant to the contract. The CEO shall supervise any other employees, contractors, consultants, vendors and other agents hired by, or on behalf of, SITE, including the Executive Director of the SITE Foundation, and shall, on an annual basis, undertake a thorough performance evaluation of the Executive Director. The CEO shall report to the IBOD with the annual evaluation of the CEO being undertaken by the Executive Committee. The CEO shall serve as a member of both the IBOD and the Executive Committee, ex-officio, without vote. The CEO shall in all respects be responsible for the day-to-day operations of SITE and the SITE Foundation.

ARTICLE XI – Compensation

11.1 – Personal Benefit. No part of the net earnings of the association shall inure to the benefit of any member, director, officer or trustee of the association, or any private individual.

11.2 – Compensation for Services. Under extraordinary circumstances and in accordance with policy approved by the IBOD, any person may be paid such reasonable compensation for services rendered to SITE in their capacity as a member of the IBOD, an employee or otherwise, as the IBOD shall deem reasonable in support of purposes.

11.3 – Expense Reimbursement. In accordance with policies and procedures established by the IBOD a person may be reimbursed for any expenses, disbursements or liabilities made or incurred by such person for or on account of SITE or in connection with the management and conduct of the affairs of SITE.

ARTICLE XII - Policy Manual

SITE shall establish a policy manual that guides the operation of SITE in a consistent manner. The SITE IBOD shall approve all policies. No policy may violate these Bylaws.

ARTICLE XIII - Fiscal Procedures

13.1 – Fiscal Year. The IBOD shall fix the fiscal year of SITE.

13.2 – Annual Budget. The IBOD shall, by such procedure as it may prescribe, adopt a budget each fiscal year appropriating and authorizing expenditures of funds for the operation of SITE. Funds to meet this budget are to be provided by the members' dues or through other means commensurate with the purposes of SITE and the laws of the State of Illinois regarding not-for-profit corporations. The budget shall be developed and monitored by the Finance Committee.

13.3 – Contracts. The IBOD may authorize any Officer, agent or agents of SITE, (in addition to the officers so authorized by these Bylaws), to enter into any contract or execute and deliver any instrument in the name of and on behalf of SITE, and such authority may be general or may be confined to specific instances. Policies and procedures approved by the IBOD shall be established to guide such undertakings.

13.4 – Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of SITE shall be signed by the Vice President – Finance & Business Development or, in the absence of the Vice President - Finance & Business Development, by the President or other person of SITE as designated by the IBOD, in accordance with policies and procedures established by the IBOD.

13.5 – Deposits. All funds of SITE shall be deposited from time to time to the credit of SITE in such banks, trust companies or other depositories as the IBOD may select.

13.6 – Gifts. To the extent consistent with SITE's tax-exempt status or the law, the IBOD may accept on behalf of SITE any contribution, gift, bequest or device in accordance with the purposes of SITE.

13.7 – Annual Dues. Annual dues shall be due and payable by all members in accordance with policy adopted by the IBOD. The annual dues amount shall be determined by majority vote of the IBOD.

13.8 – Annual Audit. The financial records of SITE shall be audited annually and at such other times as may be directed by the IBOD.

13.9 – Special Assessments. Special assessments may be levied upon the membership by the IBOD when necessary, provided such assessment shall not exceed an amount equal to the annual dues for the fiscal year in which the assessment is levied. It will require a three-fourths (3/4) vote of the IBOD Members present and voting to pass any levy.

ARTICLE XIV – Seal

The IBOD may determine that SITE shall have a seal in such form as the IBOD shall approve or may determine that SITE shall have no seal.

ARTICLE XV - Waiver of Notice

Whenever any notice is required to be given under the provisions of Illinois law, or under the provision of the articles of incorporation of SITE or these Bylaws, a waiver

thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern SITE in all cases to which they are applicable and in which they are consistent with statute, these Bylaws or a specific provision of the articles of incorporation and any special rules of order SITE may adopt.

ARTICLE XVII - Indemnification and Insurance

17.1 – Indemnification. SITE shall, to the fullest extent permitted by law, indemnify and hold harmless each person who serves as an Officer of SITE, as a member of the IBOD of SITE, as a member of any duly authorized committee of SITE, or as an employee of SITE, from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having acted in the capacity or capacities heretofore enumerated, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, and shall reimburse (to the extent not otherwise reimbursed by insurance) each such person for all legal and other expenses, including the cost of settlement, reasonably incurred by him or her in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, if he or she did not meet the standards of conduct required by applicable law in order to permit the corporation so to indemnify him or her, or if the claim or liability arose out of the person's:

- (a) wilful failure to deal fairly with SITE or its members in connection with a matter in which the person has a material conflict of interest,
- (b) violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful,
- (c) transaction from which he/she derived an improper personal profit or benefit, or
- (d) wilful misconduct.

17.2 – Insurance. SITE may purchase insurance to protect the Officers, IBOD, Committee members, Members, the staff and SITE against liability with such coverage and limits as SITE deems appropriate. Without limiting the foregoing, SITE shall at all times maintain Directors and IBOD Liability Insurance.

ARTICLE XVIII – Dissolution

In the event of dissolution of SITE, no member, Director, or Officer of the corporation or any private individual shall be entitled to share in distribution of any of the corporate assets. Net assets of the association shall be applied and distributed as follows:

- (a) All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made thereof.
- (b) After the liabilities and obligations of SITE are paid pursuant to these Bylaws,

SITE shall distribute any remaining assets in accordance with Illinois non-profit corporation law.

- (c) Any assets remaining after the above provisions of these Bylaws have been complied with, shall be distributed to one or more educational, charitable, scientific or philanthropic organizations engaged in activities substantially similar to those of SITE, upon approval of the IBOD

ARTICLE XIX – Amendments

19.1 – Definitions. In this Article, the term "Amendment" means and includes any and all of the following: adoption of a new Bylaw; change in part or whole of an existing Bylaw or the repeal of a Bylaw.

19.2 – IBOD Review. Amendments to the Bylaws of SITE may be proposed by any member of the IBOD. All proposed Amendments must be reviewed by a Bylaws Committee or Task Force and submitted to the IBOD for action before they are brought before the membership. The Bylaws Committee / Task Force may submit a proposed Amendment to the IBOD by majority vote of the committee. The IBOD will review each proposed Amendment and issue a recommendation either: (a) for adoption, (b) against adoption, or (c) issue no specific recommendation. Should the IBOD determine by majority vote that an Amendment requires further clarification and/or rewriting prior to sending to the membership for approval, then the IBOD may refer the Amendment back to the Bylaws Committee for resubmission to the IBOD. Three-quarters (3/4) of the IBOD is required to vote for approval and submission of a proposed Amendment with a recommendation that it be adopted, before the proposed Amendment is to be presented to the membership for approval as provided below.

19.3 – Amendment at AGM. The Bylaws may be amended at any AGM but no Amendment shall be voted upon and adopted unless:

- (a) such Amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the AGM; and
- (b) Such proposed Amendment receives the affirmative vote of two-thirds (2/3) of the votes cast at an AGM.

19.4 – Amendment Between AGMs At Special Meetings. In the absence of, or between AGMs, Amendments to the Bylaws may be submitted to the membership through ballots (provided a quorum is met), in accordance with policies and procedures established by the IBOD.

19.5 – Amendment by Written Petition. Amendment to the Bylaws may be proposed by written petition signed by at least twenty percent (20%) of the then total voting membership and delivered to the IBOD not less than forty-five (45) days prior to the date of any AGM so that notice thereof may be sent to each member, but no Amendment shall be voted upon and adopted unless:

- (a) such Amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the special meeting, and
- (b) such proposed Amendment receives the affirmative vote of two-thirds (2/3) of the votes cast by members at the special membership meeting provided a quorum is met.

19.6 – Amendment Between Membership Meetings. In the absence of, or between Membership Meetings, Amendments to the Bylaws may be submitted to the membership as an electronic or mail ballot, but no Amendment shall be voted upon and adopted unless:

- (a) such Amendment has been sent, in proposed form, to each voting member at least thirty (30) days prior to the ballot deadline, and,
- (b) Such proposed Amendment receives the affirmative vote of two-thirds (2/3) of the votes cast by members submitting electronic or mail ballots, provided a quorum of at least 15% of membership is met.

APPROVED by 97.37% of the membership of SITE July 2020