

BYLAWS  
of the  
COUNCIL OF PROTOCOL EXECUTIVES

ARTICLE I

Name

The name of this Association shall be the "Council of Protocol Executives," also to be known as COPE.

ARTICLE II

Objectives

The objectives of this Association are to set a standard of excellence and good taste for the industry; to serve as a unique source of information on trends and support services; to develop ideas; to review and recommend new and existing facilities and suppliers; to establish educational programs; and to offer networking opportunities for members.

ARTICLE III

Organization

This Association shall be organized as a nonprofit corporation. All income shall be used solely for the fulfillment

of its stated purposes as set forth in its Articles of Incorporation and in Article II of these Bylaws. At no time shall the earnings from activities of the Association be used for the individual benefit of any one member.

### ARTICLE III

#### Membership

1. The membership of the Council of Protocol Executives shall consist of Founders, Charter Members and Regular Members.

#### Founders

They are members for life. Their membership fee will remain constant until changed by the Board of Directors.

#### Charter Members

They are the first one hundred and fifty members to be invited by the Founders of COPE to join the Council of Protocol Executives. They must be professionals in good standing with a minimum of two years in the protocol field. Their initial membership fee will remain constant for the first five years and enjoy other benefits designated by the Board of Directors. Each Charter Member will have the right to one vote at all stated meetings of the Association.

### Regular Members

Any individual, in good standing, with a minimum of two years in the protocol field may be eligible for membership when sponsored by a member of the Council of Protocol Executives. Each Regular Member will have the right to one vote at all stated meetings of the Association. Vendors are not eligible for membership.

### 2. Method of Election

Each application for membership shall be submitted in writing on a form approved by the Board of Directors. The board shall give prompt consideration to each applicant's qualifications for membership and vote upon the application. To be elected to membership an applicant must receive the affirmative vote of a majority of the Board. The President shall notify an applicant in writing of the Board's decision.

### 3. Dues

The annual dues of all members shall be determined by the Board of Directors. Newly elected members' dues are payable on notification of selection to the Council of Protocol Executives. No member shall have the right to vote until it has paid its dues.

#### 4. Delinquency

Any member whose annual dues remain unpaid for two months shall be deemed to be delinquent and the furnishings of all services to such members shall cease forthwith. Any member whose dues remains unpaid for four months shall be dropped automatically from membership and promptly notified thereof. Members who have been so dropped may re-apply for membership on payment of any delinquency.

#### 5. Resignations

A member may resign its membership by notice in writing to the Association accompanied by payment of any outstanding indebtedness to the Association. No dues previously paid by such resigning member shall be refunded by the Association unless such dues were not due and payable until after the resignation was received by the Association.

#### 6. Membership Transfer

Any member in good standing leaving his position or place of employment may request approval of the Board of Directors to transfer his membership to his successor. His successor must otherwise be eligible for membership, and shall file an application as specified in section 2. Membership dues for the current fiscal year will be credited pro rata to the member's successor upon approval of the application.

ARTICLE IVDirectors1. Eligibility and Powers

(a) The control and management of the affairs of the Association shall be vested in a Board of Directors consisting of the President and other persons, each of whom shall have one vote.

(b) Directors shall be elected at an Annual Meeting of the Association. A Director shall be elected for a term of not more than three years.

(c) Prior to each annual meeting of the Association, the Board of Directors shall select a Nominating Committee of five members in good standing at least one of whom shall be a former President or Vice President of the Association and designate a member of such committee as chairman. The Nominating Committee shall present to the membership at the annual meeting its nominees for election to the Board of Directors. Additional nominations may be made from the floor at the annual meeting.

## 2. Ex Officio Directors

The immediate past President, if not an elected Director, shall be ex officio a member of the Board of Directors.

## 3. Vacancies

In the event of a Director's death, resignation, ineligibility or inability to perform the duties of a Director, a majority of the Board of Directors then in office shall have the power to designate a successor to serve for the remainder of the term of such Director. only a person eligible to serve as a Director shall be eligible for such designation.

## 4. Meetings

The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Association. Special Meetings of the Board of Directors may be held at such times and places as the Board may decide or at the call of the President or on the written request of three or more Directors addressed to the President or Secretary.

In the event of lack of a quorum at any Annual Meeting or Special Meeting of the Board, such meeting may be adjourned to such time and place as a majority of the Directors present may decide.

## 5. Quorum

A majority of the entire Board of Directors shall constitute a quorum for the purposes of any meeting of the Board.

## ARTICLE V

### Officers

#### 1. Election and Duties

The Officers of the Association shall be a President, who shall also be Chairman of the Board, an Executive Vice President, a Secretary and a Treasurer, each of whom shall be elevated from amongst the Directors at each Annual Meeting of the Board of Directors by a majority vote of the Directors present at such meeting to serve until the next Annual Meeting of the Board of Directors. The Board of Directors may likewise elect such other Officers as it may from time to time deem advisable.

#### 2. President

The President shall preside at all meetings of the Association, of the Board of Directors and shall be the Executive Head of the Association, directly responsible to the Board of Directors for the conduct of all Association operations and activities. The President shall have authority to delegate

to other Officers and Committee Chairmen such duties as seem appropriate for the administration thereof under the President's general supervision. The President shall submit at each Annual Meeting of the Association a report of the activities of the Association during the preceding year.

### 3. Vice Presidents

In the event of the absence or inability of the President to perform the duties of the office, the Vice President shall, except in the event of absence or inability to serve, become Acting President and exercise the authority and perform the duties of the office. In the event of the absence or inability of both the President and the Vice President to perform the duties of the office of President, the Secretary shall become Acting President and exercise the authority and perform the duties of the office.

### 4. Secretary

The Secretary shall be responsible for the minutes of all meetings of the Association and the Board of Directors and shall be the custodian of the seal and records of the Association. The Secretary shall perform such other duties as may be delegated by the Board of Directors or the President.

#### 5. Treasurer

The Treasurer shall keep an account of all funds received and expended by the association and shall make disbursements authorized by the Board of Directors and such other officers as the Board of Directors may prescribe. All funds received shall be deposited by the Treasurer in the name of the Association in such bank or other depositories as the Board of Directors shall authorize. The Treasurer shall report to the Board of Directors on the financial condition of the Association at each meeting of the Board, and more frequently upon request; and shall report to the membership on the financial condition of the Association at least annually, in such manner as the Board of Directors shall direct. The Treasurer shall perform such other duties as are incident to the office or which may be assigned by the President or the Board of Directors.

### ARTICLE VI

#### Meetings

##### 1. Annual Meeting

The Annual Meeting of the Association for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at a time and place determined by the Board of Directors.

## 2. Special Meetings

Special Meetings of the Association shall be held at such times and places as the Board of Directors shall determine. Special Meetings shall also be called by the President upon the request in writing of not less than ten percent of the Members, who shall specify in their request the business which they desire to be considered at the proposed meeting.

## 3. Notice

Written notice of each Stated Meeting of the Association shall be given personally or by first class mail not less than ten days before the date of each meeting and shall state the place, date and hours of the meeting and, if for a Special Meeting, shall also state the purpose or purposes for which the meeting is called.

## 4. Stated Meetings

The Annual Meeting and Special Meetings shall be considered Stated Meetings of the Association.

## 5. Quorum

Ten percent of the total number of the Members of the Association represented by designees or by proxy shall constitute a quorum for the purposes of any meeting of the Association.

#### 6. Voting

In the transaction of business at any meeting of the Association a majority vote of Members represented by Designees or by proxy shall decide. In the case of a tie vote the presiding Officer shall cast the deciding vote.

#### 7. Proxies

At least ten days before each Stated Meeting of the Association the Secretary shall mail a blank form of proxy to each Member. Proxies shall be recognized only if held by Members or by the President or Secretary of the Association.

#### 8. Rules of Order

All meetings of the Association, the Board of Directors and Committees shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order unless such conduct would be in conflict with these Bylaws or any applicable provision of law in which case these Bylaws or such applicable provision of law shall govern.

### ARTICLE VII

#### Amendment of Bylaws

These Bylaws may be amended at any meeting of the Association or of the Board of Directors by a majority vote of

the Members or of the Board of Directors respectively, provided, that the Secretary shall have mailed notice in writing to all Members, stating the proposed amendments in full, not less than twenty days prior to the meeting at which such amendments to these Bylaws are to be voted upon.