

PCMA
CAPITAL CHAPTER BYLAWS
(Revised and Proposed September 2024
Approved by PCMA National Headquarters April 2025
Approved by General Membership August 2025)

ARTICLE I
NAME

The name of this organization is the Capital Chapter of the Professional Convention Management Association (PCMA) and will be referred to as the “Chapter” in these Bylaws.

ARTICLE II
VISION

Section 1. The PCMA Capital Chapter will thrive as an inclusive and diverse community that embraces change through collaboration, innovation, and education.

ARTICLE III
MISSION

The mission of PCMA is to drive social and economic progress through business events. The mission of the Capital Chapter is to serve the business events industry by connecting our members through advocacy, education, leadership and volunteerism.

ARTICLE IV
CHAPTER MEMBERSHIP

Section 1. All PCMA members who select the Capital Chapter during the member join process shall automatically become members of the Chapter. Members may select the Capital Chapter as their Primary, Secondary or Tertiary Chapter. PCMA members may be affiliated with more than one Chapter for an additional fee.

Section 2. All Chapter members will be classified in accordance with the PCMA membership classifications set forth in PCMA bylaws. A Chapter member is considered to be in good standing if that member is in good standing with PCMA.

**ARTICLE V
DUES**

Section 1. Dues for all categories shall be established by the PCMA Board of Directors in accordance with PCMA policies.

Section 2. PCMA dues will be assessed and collected annually by PCMA and will be considered delinquent if not paid within sixty (60) days from the due date. Chapter's portion of dues payment will be rebated by PCMA to the Chapter in accordance with procedures established by the PCMA Board of Directors.

Section 3. There will be no refunds of membership dues to any member whose membership has been terminated for any reason.

**ARTICLE VI
MEMBERSHIP MEETINGS AND VOTING**

Section 1. **MEETINGS.** The Chapter shall hold an Annual Meeting in each calendar year at the time and place to be fixed by the Chapter Board of Directors. Special Meetings of the Chapter may be called at any other time by the President, at the request of a majority of the Chapter Board of Directors, or upon the written petition of 5 percent (5%) of the Chapter members in good standing who are eligible to vote.

Section 2. **NOTICE.** At least thirty (30) days advance notice, in writing, of the time and place of each annual or special Meeting, shall be given by mail, postage prepaid, or electronic communication addressed to each member at the address on the records of PCMA. In the case of special meetings, the notice shall also state the specific purpose(s) for which the meeting is called.

Section 3. **QUORUM.** At any annual or special meetings of the members of this Chapter, a quorum shall be defined as five percent (5%) of Chapter members in good standing who are eligible to vote.

Section 4. **VOTING AT MEETINGS.** At all meetings of the membership, each eligible Chapter member in good standing shall have one (1) vote but may take part and vote in person only. Proxy voting is not permitted. Unless otherwise specifically provided by these Bylaws, a majority vote of those eligible members present and voting shall govern. A majority shall be defined as a number more than half of the total number, providing that a quorum is present.

Section 5. **VOTING BY MAIL.** Any pending matters of business, or any proposals under consideration, may, by a majority vote of the Chapter Board, be submitted to the membership for a mail vote. To constitute valid action on any mail vote, no fewer than ten percent (10%) of eligible members in good standing shall have cast a ballot, and a majority of those voting shall govern. A majority shall be defined as a number more than half of the total number. Mail votes may be

taken by regular or electronic mail. These procedures are not applicable for chapters whose state/province of incorporation prohibits such voting procedures.

ARTICLE VII OFFICERS AND DIRECTORS

Section 1. **OFFICERS.** The Officers of this Chapter shall be the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer. The offices of Secretary and Treasurer may be combined. All of the Officers must be members of PCMA in good standing, and must have been members in good standing for a minimum of one year before assuming office.

Section 2. **DIRECTORS.** The Board of Directors shall consist of the Officers, and no less than six (6) and no more than seven (7) Directors, all of whom shall be PCMA members in good standing. All Directors must have been members in good standing for a minimum of one year before becoming directors.

Section 3. TENURE OF OFFICERS AND DIRECTORS.

(a) Officers and Directors shall assume office at the beginning of each calendar year. The term of office for the Officers shall be one year. The Secretary and the Treasurer may be re-elected to serve a maximum of two (2) consecutive terms. The Immediate Past President shall serve until their successor rotates into office. Each of the up to seven (7) elected Directors shall serve staggered terms of two (2) years, or until their successors are duly elected and qualified; they shall not serve more than two (2) consecutive terms.

(b) The period of time an Officer or Director is required to serve, to complete an unexpired term of another Officer or Director, shall not be included in the calculation of the term limitations set forth in these Bylaws.

(c) Officers and Directors shall serve without compensation, although the Board may in its sole discretion reimburse Officers and Directors for reasonable expenses incurred in the performance of their duties associated with their office. Such reimbursements to be made only upon submission of proper documentation, including receipts for such expenses.

Section 4. **VACANCY.** In the event of a vacancy in the office of the President by death, resignation or removal, the President-Elect shall automatically succeed to the Presidency. Vacancies in any other elective office may be filled, for the balance of the term thereof, by the Chapter Board at any regular or special Board meeting. An Officer selected to fill a vacancy shall serve until the expiration of the term in which the vacancy occurred, or until the next annual election of officers, whichever occurs first.

Section 5. **REMOVAL.** The Chapter Board of Directors may by majority vote of its members remove any officer from office with or without cause. Directors may also be removed pursuant in accordance with applicable state or provincial law.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. **THE PRESIDENT** shall be the chief elected officer and official spokesperson for the Chapter, and shall preside at all meetings of the Chapter Board and membership. They must be a Business Event Organizer or Business Event Supplier member of PCMA in good standing. The President shall make all committee appointments, as provided in these Bylaws, and shall be an ex-officio member, with the right to vote, on all committees, subcommittees and task forces except the Nominating Committee, unless otherwise specified. The President may make and sign contracts and agreements, in the name of the Chapter, with approval of the Chapter Board and in accordance with guidelines promulgated by the PCMA Board of Directors.

Section 2. **THE PRESIDENT-ELECT** shall be a member of the Chapter Board, and shall have such other powers, and perform such other duties, as the President and/or the Chapter Board may prescribe. In the absence of the President, the President-Elect shall be the presiding officer. They must be a Business Event Organizer or Business Event Supplier member of PCMA in good standing. Prior to assuming the office of President, the President-Elect may appoint standing and special committees to serve during their term.

Section 3. **THE SECRETARY** shall be a member of the Chapter Board and shall be responsible for providing notice of meetings and the preparation and maintenance of meeting minutes of all Chapter membership and Chapter Board meetings. The Secretary shall be the custodian of, or designate a custodian of, the legal papers and documents, business records and the corporate seal of the Chapter; and have the authority to designate as true and correct copies of the Bylaws, resolutions and minutes of the Chapter Board of Directors and other committees, and other documents of the Chapter. They must be a Business Event Organizer or Business Event Supplier member of PCMA in good standing. They shall have such other powers, and perform such other duties, as the President and/or the Board may prescribe.

Section 4. **THE TREASURER** shall be a member of the Chapter Board and shall be responsible for the funds and securities of the Chapter. All financial decisions, including deposits or investments shall be in accordance with the instructions and directions of the Chapter Board. They must be a Business Event Organizer or Business Event Supplier member of PCMA in good standing. The Treasurer shall oversee the collection of all Chapter membership dues and assessments from PCMA, establish proper accounting procedures and maintain books and records of account covering all financial transactions of the Chapter, and shall render to the Chapter Board, all federal, regional, or local taxing or revenue regulatory authorities, and PCMA, such financial statements and/or filings as may be from time to time requested. The Treasurer shall report periodically to the Board about the financial condition of the Chapter, and shall make a detailed financial report to the membership at its Annual Meeting. If directed by the Chapter Board, the Treasurer shall annually submit all accounts and financial transactions for audit to a firm of licensed Certified Public Accountants (US)/Chartered Accountants (Canada) selected by the Chapter Board. The Treasurer shall have such additional powers and duties as may be prescribed by the President and/or the Chapter Board of Directors.

Section 5. **CHAPTER ADMINISTRATOR.** Some or all of the duties listed above may be delegated by the Chapter Board of Directors to the Chapter Administrator. The Chapter Administrator may not hold office or vote.

ARTICLE IX BOARD OF DIRECTORS

Section 1. **AUTHORITY.** The Chapter Board of Directors shall be the principal governing body of the Chapter and, as such, shall exercise full supervision and control over all its business affairs including the oversight, development and implementation of the Strategic Plan for the Chapter. Without in any way limiting such powers of supervision and control, they shall include the following: to create committees and specify their duties and responsibilities; to review and approve all financial matters including budgetary forecasts, reports and income and expense statements; to formulate rules and regulations for the admission, expulsion and discipline of members;; to approve all standing and ad hoc committee reports; and generally to transact any and all business of the Chapter not otherwise provided for herein.

Section 2. **RULES AND REGULATIONS.** The Chapter Board may in its discretion adopt rules and regulations for the conduct of its business affairs which it determines, will enhance and expedite the performance of its duties.

Section 3. **DELEGATION OF POWERS.** The Chapter Board, whenever it deems necessary, may delegate to the Executive and Finance Committees certain of its authorized powers and responsibilities.

Section 4. **MEETINGS.** The Chapter Board of Directors shall meet at least six times per year. Special Meetings of the Board may be called initially by the President or upon written petition signed by three (3) Directors. They shall be held at such places and on such dates as may be designated in the notices of such meetings. Notice in writing shall be given to each director, no fewer than seven (7) days prior to any meeting and shall state the purpose(s) for which the meeting is called.

Section 5. **QUORUM.** Six (6) members of the Chapter Board of Directors shall constitute a quorum at any meeting of the Chapter Board. Business transacted shall require a majority vote of the Directors present and voting, unless a different vote is required by these Bylaws. A majority shall be defined as a number more than half of the total number, providing that a quorum is present.

Section 6. **VOTING BY MAIL, ELECTRONIC COMMUNICATION OR E-MAIL.** Valid action may be taken by a majority vote of the Chapter Board by mail, electronic communication, or e-mail ballot of its members, in accordance with applicable state or provincial law, proving that at least a majority of all of the Directors voted in favor of the action and any action taken is reported at the next board meeting and documented in the minutes thereof.

ARTICLE X EXECUTIVE COMMITTEE

Section 1. **COMPOSITION.** The Executive Committee shall be composed of the Officers of the Chapter, the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer.

Section 2. **POWERS AND DUTIES.** Pursuant to authority delegated to it by the Chapter Board, the Executive Committee, during the interval between Chapter Board meetings, may act for the Chapter Board on all matters of business unless otherwise restricted by these Bylaws. It shall assist the President in the performance of the duties of that office, and shall perform such other assignments as it is directed to do by the Chapter Board.

Section 3. **MEETINGS.** The Executive Committee shall meet at the call of the President, or upon the request of three (3) Committee Members, with seventy-two (72) hours notice given by mail, electronic communication, telephone or e-mail to all members.

Section 4. **QUORUM.** Three (3) members of the Executive Committee shall constitute a quorum.

Section 5. **MANNER OF ACTION.** The President shall preside at all meetings of the Executive Committee, and may designate a Secretary pro-tem to keep the minutes of the proceedings and the business transacted which shall be shared with the Chapter Board of Directors at its next meeting.

ARTICLE XI STANDING AND SPECIAL COMMITTEES

Section 1. The Standing Committees of the Chapter shall be Finance and Audit, Nominating, Membership, Professional Development, Communications, Community Services, Emerging Professionals, Government Relations and Advocacy, Marketing, Sponsorship, and Diversity, Equity & Inclusion.

Section 2. **FINANCE and AUDIT COMMITTEE.** The Finance and Audit Committee shall consist of the Executive Committee. The Treasurer shall be the Chair of the Committee. It shall be the duty and responsibility of this Committee to suggest ways and means of adding to the total income and revenues of the Chapter. It shall advise the Chapter Board on the preparation of the annual budget, and make recommendations to the Chapter Board regarding the direction, supervision, conservation and investment of Chapter funds. The committee will supervise any audits of the organization. The Committee may perform such other powers and duties connected with finances of the Chapter as the Chapter Board may from time to time delegate to it.

Section 3. **NOMINATING COMMITTEE.** The Nominating Committee shall be composed of a confidential group of Chapter members with a minimum of five (5) active voting members to

include at least; two (2) Business Event Organizers and two (2) Business Event Suppliers Members to be selected by the Committee Chair (Previous years Immediate Past President), who is to be appointed by the current Chapter President. No other then-current Chapter Board member or any member seeking a Chapter Board or Committee Chair position shall serve on the committee. Members of the committee will be chosen to achieve a balance in skill sets, experience and diversity across the committee. The Chapter President-Elect shall provide advice to the Committee Chair on strategy, Chapter Board gaps and Chapter Board needs to inform the recruitment and selection process for future Chapter Board candidates.

Section 4. **MEMBERSHIP COMMITTEE.** This committee shall be responsible for retention, recruitment and recognition of Chapter members and Chapter networking events.

Section 5. **PROFESSIONAL DEVELOPMENT COMMITTEE.** This committee shall be responsible for the planning and execution of educational events for the Chapter.

Section 6. **COMMUNICATIONS COMMITTEE.** This committee shall be responsible for informing, educating and recognizing Chapter members and the local hospitality industry through various electronic and/or print publications.

Section 7. **COMMUNITY SERVICES COMMITTEE.** This committee shall be responsible for creating a culture of giving back to the community through Chapter volunteerism and charitable contributions at various events throughout the year.

Section 8. **EMERGING PROFESSIONALS COMMITTEE.** This committee shall be responsible for assisting in the professional development of rising hospitality industry Chapter members through events, membership and marketing the Chapter to the Next Generation.

Section 9. **GOVERNMENT RELATIONS AND ADVOCACY COMMITTEE.** This committee shall be responsible for reviewing government actions that directly impact the hospitality industry, educating Chapter members on how these government matters affect their professional interests, and encouraging advocating to our government leaders.

Section 10. **MARKETING COMMITTEE.** This committee shall be responsible for promoting Chapter and PCMA activities to the membership and the hospitality industry through marketing and public relations, most specifically through social media channels.

Section 11. **SPONSORSHIP COMMITTEE.** This committee shall be responsible for developing and selling specific sponsorship opportunities for companies and organizations interested in connecting to the Chapter membership.

Section 12. **DIVERSITY, EQUITY & INCLUSION COMMITTEE.** This committee shall be responsible for creating and maintaining a culture of equity and diversity in Chapter activities, events, policies and procedures with a focus on inclusion and belonging.

Section 13. **SPECIAL COMMITTEES.** The President may appoint additional committees to

promote the objectives, purposes and activities of the Chapter. Their composition and duties shall be prescribed by the Chapter Board. Special Committees include:
Next Gen Task Force

ARTICLE XII NOMINATIONS AND ELECTIONS.

Section 1. **CANDIDATES.** To be a qualified candidate, all nominees (including those nominated by petition) must submit an application and must be members of PCMA in good standing for at least one year at the time of nomination as noted in Article VII. No member may hold more than one (1) elective office simultaneously, unless the offices of Secretary and Treasurer have been combined.

Section 2. **NOMINATION BY COMMITTEE.** By November 1 each year, the Nominating Committee shall meet and select one (1) candidate for each vacant elective office and vacant directorship to be filled. The Chair of the committee shall provide notice to the membership of the slate of candidates selected by the Nominating Committee. In the event that no petition nominations are received, the slate proposed by the Nominating Committee shall be deemed elected on the 31st day following notification to the membership of the slate.

Section 3. **NOMINATION BY PETITION.** Additional nominations for any officer or directorship may be made by written petition signed by five percent (5%) of the membership in good standing, who are eligible to vote, within 30 days following notification to the membership. In the event that qualified candidates are nominated by petition for any office, an election shall be conducted by a confidential mail or electronic ballot of the membership. The Secretary shall supervise the counting of the ballots, ensuring that only eligible members in good standing have voted and shall certify the results of the election in writing to the Nominating Committee Chair. The candidates for each position receiving the highest number of votes for the office shall be declared elected.

ARTICLE XIII FINANCIAL MATTERS

Section 1. **FISCAL YEAR.** The fiscal year of the Chapter shall be established by the PCMA Board of Directors.

Section 2. **BUDGET.** Upon recommendation of the Finance Committee, the Chapter Board of Directors shall adopt an annual operating budget covering all activities of the Chapter, and this budget shall be approved no later than the last day of the first fiscal quarter.

ARTICLE XIV

AMENDMENTS

Section 1. These Bylaws may be amended, revised or repealed by a majority vote of the eligible membership present and voting at any duly convened Annual or Special Meeting of the Chapter, provided that written or printed notice of the proposed wording of such amendments and/or revisions has been communicated by mail or electronic communication to the membership at least thirty (30) days before the meeting at which action is to be taken; or by a majority vote of the membership voting by a thirty (30) day mail ballot. Mail votes may be taken by regular or electronic mail.

Section 2. Amendments may be proposed by the Chapter Board on its own initiative, or upon the petition of fifteen percent (15%) of eligible members in good standing, addressed to the Chapter Board. All such proposed amendments shall be presented by the Chapter Board to the membership, with or without recommendations, as the Chapter Board may determine. All proposed amendments must be submitted to PCMA headquarters for approval before being presented to the membership for a vote.

ARTICLE XV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Chapter may adopt.

ARTICLE XVI LIMITATION OF LIABILITY

Nothing herein shall constitute members of the Chapter to be partners for any purpose. No member, officer, agent or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of either Chapter or PCMA, nor shall any of the members, officers, agents, or employees be liable for their acts or failure to act under these Bylaws, excepting acts, or omissions to act, arising out of willful misfeasance.

ARTICLE XVII OFFICER AND DIRECTOR INDEMNIFICATION

Any current or former Officer or Director of the Chapter shall be indemnified by the Chapter for expenses and costs, including reasonable attorney fees actually and necessarily incurred in

connection with any claim asserted against them by action in court or otherwise, by reason of them being or having been such an Officer or Director to the fullest extent permitted by law, provided they are not found to have been negligent or guilty of gross misconduct in the performance of their duties.

ARTICLE XVIII
CHAPTER ADHERENCE

Duly chartered Chapters must adhere to the PCMA Bylaws, Code of Ethics, Conflict of Interest, and directives of the PCMA Board of Directors or risk the loss of its charter. PCMA Bylaws supersede Chapter Bylaws and the use of the PCMA name, seal and logo by the Chapter must comply with PCMA guidelines.