ByLaws

Amended February 2006

TABLE OF CONTENTS

ARTICLE I	**Name**
ARTICLE II	**Purpose**
ARTICLE III	**Membership**
ARTICLE IV	**Officers**
ARTICLE V	**Duties of Officers**
ARTICLE VI	**Duties of the Board of Directors**
ARTICLE VII	**Nominating Committee**
ARTICLE VIII	**Committees**
ARTICLE IX	**Admission Fee and Dues**
ARTICLE X	**Meetings**
ARTICLE XI	**Conflict of Interest**
ARTICLE XII	**Amendment of Bylaws**
ARTICLE XIII	**Rules of Order**
ARTICLE IV	**Dissolution of Association**

ARTICLE I
NAME
Section 1
The name of this association shall be: The New York City Business Travel Association Inc.

Section 2
The location of this Association shall be in the City of New York, State of New York.

ARTICLE II
PURPOSE
Section 1
The purpose of this association shall be to protect, promote, foster and advance the general welfare and interest of the business travel profession. To establish channels of communication and to stimulate, promote and secure cooperation between its members and other persons, firms and corporations employing members of the travel profession, passenger carriers, hoteliers, governmental agencies having jurisdiction over various aspects of passenger transport, and others concerned with the requirements of the commercial traveler for the purpose of improving conditions and advancing the welfare and interests of the commercial traveler and the business travel professional.

To promote, encourage, establish and conduct investigations, surveys and research in subjects useful to the travel profession and beneficial to it and the commercial traveler.

The above purposes are illustrative only and it shall be within the power of the Board of Directors or the members of the Association to deal with such other matters, which in their judgment are of benefit to the Association's member's incidental to the powers expressed herein.

The Association shall be "Not For Profit" and shall not be used for the pecuniary gain or profit of any member.

ARTICLE III
MEMBERSHIP
Section 1
There shall be five classes of membership:

1. DIRECT: Direct membership shall be available to individuals employed by a corporation, association, government agency, or business organization and responsible for the administration of the employer's travel purchasing services. Specific job functions may include, but are not limited to, establishment or implementation of travel policy and procedures; travel itinerary planning, expense reimbursement procedures, and liaison with vendors of travel products and services. Membership shall be vested in the name of the individual and shall not be transferable.

2. INDIRECT: The Association will have a class of nonvoting members consisting of travel consultants, travel buyers who are compensated by Allied Members, and other travel professionals aside from those that fit within the definition of a Direct Member or

an Allied Member (“Indirect Members”). Indirect Members may not hold elective office in the Association.

3. ALLIED: Allied membership shall be available to any corporation or business entity, or department thereof, engaged in the business of supplying travel or transportation products or services. The Allied Member class may include, but is not limited to, airlines, hotels, motels, car rental, travel agencies and ground transportation operators.

Each Allied Member may designate one official voting representative and one alternate designee who may vote in the absences of the official voting representative. Allied Members may change its designee or alternate designee from time to time with written notice to the Secretary. Other representatives of an Allied Member may attend meetings as a guest with the permission of the President or Secretary.

4. RETIRED: Retired membership may be granted by the Board of Directors when a member in good standing with the Association retires from his/her full time employment.

5. ACADEMIC MEMBERS:
A. Student Members. Any full-time post-secondary student enrolled in a program at a college, university, or other post-secondary institution which is recognized by the Association leading to a degree in travel, transportation, or hospitality management, and any student organization which represents such students, is eligible to apply to be a student member. Student members may not hold elective office or vote, but may serve as an observer on any committee.
B. Educator Members. Any full time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to NBTA’s core mission of business travel. Educator members may not hold elective office or vote, but may serve on any committee.
Voting Rights: Each Direct and Allied Member of the Association shall have one vote in all matters to be voted on by the members. Allied membership shall have all voting rights and may hold elective office within the Association.

Applications: Any individual or business desiring to become a member of the Association must apply on forms approved and supplied by the Board of Directors. Application must be accompanied by the initiation fee of $25.00 and annual dues required for the first year of membership.

Section 2
Persons eligible shall be of good character and, if Direct or Allied members, employed full time in business travel. The Board of Directors reserves the right to appoint individuals who have contributed or have been employed in the travel industry as auxiliary members. Said members will provide services or voluntarism and agreed by the Board of Directors quorum.
Section 3
Application for membership shall be made through the association’s official website by the applicant stating appropriate qualifications.
Section 4
The Membership Committee shall evaluate each application and approve upon finding the application appropriate and legitimate. Any irregularities shall be brought to the Board of Director’s next meeting for review.

Section 5
An admission fee and dues as designated by the Board of Directors are payable upon election to membership in the Association.
Section 6
Any member who ceases to fulfill the requirement for membership because of a change in position and/or responsibilities may continue out the Association year as a member, but may not vote.
Section 7
Membership term follows the calendar year
Section 8
Membership renewal period is from November 1st – February 28th. On March 1, any unrenewed membership swill be removed from active roster and will no longer be eligible for membership discounts and privileges**.**
Section 9
Any member may be expelled or his/her membership suspended in the following manner: The Board of Directors will present a written recommendation to the membership to expel or suspend a member it considers undesirable after due hearing and investigation, and when a majority of the board approves and signs the recommendation. Notice of such recommendation to expel or suspend must be published in the notice of the meeting at which it will be presented. When such recommendation is presented at a meeting a secret ballot will be taken and if a majority of those voting assents, the member shall be expelled or suspended from membership in accordance with the recommendation. Any person, whose membership has been so terminated, shall not again be proposed for membership.
Section 10
Any member who voluntarily resigns from the Association while in good standing may be considered for re-election to membership within two (2) years after his/her resignation without repayment of admission fee. Resignations shall be communicated to the Membership Chair and shall become effective when received.
Section 11
Retired Membership may be granted by the Board of Directors when a member in good standing retires from his/her employment or regular business pursuits on a full-time basis. Retired members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to serve on committees and attend meetings, except closed business meetings, shall continue on the Association's mailing list, and remain on the Annual Roster designated as a "Retired Member". All current retired members will be grand fathered.
Section 12
A member in good standing with the Association upon retirement from his/her regular business pursuits on a full time basis and provided it is in consonance with the Association's Bylaws, subject to the approval of a majority of the membership, may be appointed to Honorary Lifetime Membership by the Board of Directors. The person or persons appointed to such membership shall have all privileges of the Association excepting voting rights and the right to hold office. There shall be no assessments levied on Honorary Lifetime Members.
Section 13
The Association will make no refunds of admission fees, dues or payments accepted from a member.

ARTICLE IV
OFFICERS
Section 1
The Officers of the Association shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, all of whom shall be elected by ballot at the Annual Meeting of members and shall hold office for two (2) years or until their successors are elected and their term of office shall begin at the close of the Annual Meeting at which they are elected. Each position has a 2 term limit.
Section 2
The Board of Directors shall consist of seven (7) voting members. The Chairman will be the last President to have held office will be an honorary chair on the new Board of Directions with not eligibility of voting, who has properly fulfilled his/her term.. The other members will be the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and two elected members. The elected members shall each serve a two (2) year term. Each position has a 2 term limit.
Section 3
The Directors shall be obligated to chair or co-chair designate of a standing committee to be decided by the newly elected Board within 30 days of Board appointment, with the exception of the Treasurer.
Section 4
Any Officer or Director may be removed from office for good cause, by action taken at a special meeting called for that purpose. Charges against an Officer and/or Director must be submitted in writing to the Chairman of the Board of Directors (in case against Board Chairman, then to a member of the Board of Directors) who will advise the involved person(s) of charges and subsequently schedule a meeting of the Board of Directors for full review. If the Board concurs with alleged charges, written notice will be mailed at least ten (10) days prior to a scheduled meeting of the membership, and if the Board's position is upheld by a vote of two-thirds (2/3) of members present at this meeting, the official in question may be removed from office. If warranted, further proceedings may be initiated as application under Article IV, Section 7.
Section 5
Upon the vacancy midterm in the Office of the President, the Vice President shall assume the Office of the President. The vacancy of the Vice President or other office shall be filled by ballot for the unexpired term at the next Regular Meeting of the Association after the vacancy occurs.

ARTICLE V
DUTIES OF OFFICERS
Section 1
The President shall preside at all regular meetings and at the Annual Meeting of the Association and shall perform the duties usually devolving upon a President Officer. It shall be the duty of the President to appoint standing and special committees when warranted, excepting the Nominating Committee. The President shall be a member ex-officio of all committees with the exception of the Nominating Committee. The President shall countersign all checks drawn by the Treasurer of the Association, unless otherwise provided for by resolution of the members.
Section 2
The Vice President in the absence or disability of the President shall perform the duties and exercise the powers of the President and shall perform such other duties as may be

assigned to him/her by the President or the Board of Directors or by resolution of the members adopted at any Regular, Annual or Special Meeting.

Section 3

The Recording Secretary shall attend all meetings of the Board of Directors and all Regular, Annual and Special Meetings of members and shall ct as clerk at each meeting recording all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall read the appropriate minutes as designated. He/she shall keep in safe custody the seal of the Association and when authorized by the Board of Directors and in compliance with the Bylaws shall affix it to any instrument requiring a seal.

Section 4

The Corresponding Secretary shall issue all Association meeting notices and write such official letters as the Officers and/or Board of Directors may designate, keep a record of all materials, (gavel, pennant, etc.) and update and maintain record of mailing lists.

Section 5

The Treasurer shall have general charge of the funds of the Association. He/she shall receive all monies and keep the accounts of the Association through the assistance of Board of Directors' appointed professional accounting services firm. The Treasurer shall also deposit the funds as directed by the Board of Directors, pay bills in accordance with the rules of the Board of Directors or upon its order, and shall make written report in full at each meeting of either the Board of Directors or the Association. After the report has been accepted by motion it shall be turned over to the Recording Secretary to be incorporated in the permanent records of the Association.

Section 6

All Officers and Chairmen shall make annual reports to the Association and shall deliver to the President for proper filing all records relating to their work.

ARTICLE VI
DUTIES OF THE BOARD OF DIRECTORS

Section 1

The government and management of the Association shall be in the hands of the Board of Directors.

Section 2

The Board shall meet monthly. Four members of the Board shall constitute a quorum.

Section 3

The Board shall make rules for its own government; fix penalties for offenses against the rules.

Section 4

Special meetings of the Board of Directors shall be called by the President

Section 5

The Board may request reports from all Committees as requested.

Section 6

It shall be the duty of the Board of Directors to audit the records and accounts of the Association and to seek or employ seek auditing help when necessary to accomplish an annual audit.

Section 7

The Board shall receive for consideration all complaints regarding management, policy or conduct of officers, committees and individual members. It shall receive for consideration any other matter pertinent to the well being of the Association. The

recommendation of the Board, regarding items covered by this Section shall be submitted over the signatures of the majority; but nothing herein contained shall prevent the submission of a report by a minority of the Directors.

Section 8

Any Board member absent from three consecutive Board meetings without due notification to the Board of Directors giving an acceptable excuse, therefore, may be removed from his/her position by a vote of a majority of the Directors.

Section 9

The Board will fill by appointment any vacancy on the board of Directors created by resignation or expulsion of a Board member.

Section 10

Any person made a party to any action, suit or proceeding by reason of the fact that he/she, his/her testator of in testate is or was an Officer or Director of the Association shall be indemnified by the Association against reasonable expenses, including attorney's fees actually and necessarily

ARTICLE VII

Officer and Board of Directors Elections

Section 1

In March of the election year, the Corresponding Secretary shall give written notice of the election, to all members in good standing. The notice is to include a definition and outline of responsibilities of each position.

Section 2

The candidate applications will be posted on the official NYCBTA website to be completed by interested parties bv April 15th of the election year. The Corresponding Secretary will collect and present all the candidates to the Board of Directors by May 1st of the election year for approval.

Section 3

All approved candidates have the right to present a platform that can be published on the website and presented and discussed in person during the next scheduled chapter meeting. Candidates are expected to conduct themselves in a professional manner during the campaign process. Any behavior or actions deemed inappropriate by the Board of Directors can lead to the elimination of the candidate from the elections.

Section 4

Within 15 days of the previously stated meeting, the Corresponding Secretary shall give notice of the election to all active members. This includes a voting process of a minimum of 5 business days and should be concluded by June 30th. Each position shall be elected by simple majority of the votes cast

Section 5

The newly elected Board of Directors shall be announced within 5 business day of the conclusion of the election

Section 6

The newly elected Officers and Board of Directors shall begin their tenure on Sept 1 of the election year.

Section 7

If any position does not receive an application, the Board of Directors will have the authority to solicit and nominate a candidate.

ARTICLE VIII
COMMITTEES
Section 1
There shall be the following standing committees: Educational Programs, Membership, Venues and Locations, Communications, and Trade Show and Silent Auction,
Section 2
Each Committee shall consist of a chairman and at least one other member. The Chairman of each committee shall present a formal report at each closed business meeting.
Section 3
The duties of the committees shall be:

- **Educational Programs** – This committee provides for speakers and educational programs to the membership to foster, promote, and enhance the processional growth, knowledge and proficiency of the membership in the field of business and corporate travel management
- **Membership –** The Membership Committee shall receive and review all membership applications, submit them to the Board of Directors for its action, maintain all membership records, forms, etc., formulate and execute programs to promote membership in the Association.
- **Venues and Locations** –The Venues and Locations Committee shall source meetings and events locations for all association functions. The committee is also responsible for all administrative support of each meeting and event.
- **Communications** – This committee is responsible for external communications to all existing and potential chapter members using various communication channels.
- **Trade Show and Silent Auction** –The Trade Show and Silent Auction committee has responsibility of the annual event in its entirety including soliciting Silent Auction Items. At the first committee planning meeting a rough budget outline is to be created and updated and presented on a monthly basis to the Board of Directors.

Section 4
Each committee shall keep regular minutes of its proceedings, surveys, and records and shall deliver the appropriate materials to the President for proper filing at the end of its tenure.
Section 5
Special committee's may be appointed by the President or Board of Directors. Such special committees shall have such powers and duties and continue in existence for such periods of time as shall be deemed necessary.

ARTICLE IX
FEES AND DUES
Section 1
Fees and dues will be determined by the Board of Directors.

ARTICLE X
MEETINGS
Section 1
The Association shall normally meet monthly at a time and place designated by the Board of Directors.
Section 2
A member's only annual meeting of this Association will be held in the second quarter
Section 3
Special meetings of the association may be held at the call of the President, or Board of Directors, or upon the written request signed by one-tenth (1/10) of the membership and sent to the President and Secretary.
Section 4
One-third (1/3) of the members of the Association shall constitute a quorum.
Section 6
The Association year shall commence on January 1 and terminate on December 31.

ARTICLE XI
CONFLICT OF INTEREST
Section 1
In order to circumvent controversial issues within our industry, no member will speak or act as sole representative of the Association. The President shall act as the spokesperson of the Association, and he/she shall not rate, endorse or certify any product or service of suppliers.

ARTICLE XII
AMENDMENT OF BYLAWS
Section 1
These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any meeting of the Association. A copy of any proposed amendments shall be distributed electronically to the members at least thirty (30) days before the meeting at which the proposed amendment shall be considered.
Section 2
Amendments to these Bylaws shall become effective at the close of the vote at which they are adopted, unless a further time is designated at such time of adoption.
Section 3
If a quorum of the membership is not present at the meeting at which time any proposed changes, amendments, or additions to the Bylaws are to be voted upon, the Bylaws may still be changed by electronic vote. A voting ballot will be distributed electronically to the membership within one (1) month following the meeting. At the time the vote is taken, a simple majority of the active membership will suffice to implement the proposed changes.

ARTICLE XIII
RULES OF ORDER
Section 1
Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order, which the Association may adopt.

ARTICLE XIV
DISSOLUTION OF ASSOCIATION
Section 1
If the Association is dissolved for any reason, the funds remaining after all financial obligations are met shall be transferred to the Global Business Travel Association.

Revised Pending date