Bylaws

Amended June 2020

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ARTICLE I NAME

Section 1
The name of this association shall be 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, educate, and advance the general welfare and interest of the commercial traveler. To establish channels of communication and to stimulate, promote and secure

cooperation between its members and other persons, firms, and organizations 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 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. **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 absence 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.

3. **Indirect Members:** 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. However, Indirect Members may participate on Association committees with the approval of the Association's President.

3. **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. Retired members may not hold elective office or vote but may serve on any committee.

4. **ACADEMIC MEMBERS:**

1. 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.

2. Educator Members. Any full-time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to GBTA'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 submit their application for membership online via NYCBTA.org or GBTA All Access (Community Chapter) Membership Options via GBTA.org.

Section 2
Persons eligible shall be of good character and, if Direct or Allied members, employed full time in business travel.

Section 3
An admission fee and dues as designated by the Board of Directors are payable upon applicable new membership and renewal of membership in the Association. Membership will not be activated until payment has been process.

Section 4
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. Any member being removed from the membership rolls under these conditions may be reinstated, if within two year of termination of membership, if their position once again makes them eligible.
*NOTE: If dues were paid for the member company and the member no longer works for them, the membership may be transferred to another member within the paying company.

Section 5
Any member who is delinquent for three (3) months in the payment of any financial obligation to the Association may be dropped from the membership rolls at the discretion of the Board of Directors.

Section 6
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 7
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". The previous provision shall be applied to members who retire after July 1, 2020.

Section 8
The Association will make no refunds of admission fee or dues accepted from a member.

ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

Section 1
The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by electronic ballot via the online chapter elections which happen on a biennial basis. The officers hold office for two (2) years or until their successors are elected and their term of office shall begin on January 1st of the year following the previous year's elections.

Section 2
The Board of Directors shall consist of twelve (12) voting members. The Chairman will be the last President to have held office, who has properly fulfilled his/her term. The other members will be the President, Vice President, Secretary, Treasurer, and the other members of the Board. The elected members shall each serve a two (2) year term.

Section 3
The Directors shall be considered thereby to have expressed willingness to serve as Chairman designate of a standing committee.

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.

Section 6
Non-Competition. To be eligible to sit on the Board or participate in an ex officio capacity on the Board and maintain such status, individuals may not participate in a leadership role, inclusive of serving on a board of directors of, or as an elected or appointed officer of, or on the Executive or Finance Committee of an organization that competes with the Association. However, the Board may, in its discretion, waive this provision as to one or more Directors. To do so, a majority of the disinterested Directors must find that a waiver of this provision serves the best interests of the Association

ARTICLE V DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1
The President will preside at all meetings of the Board. The President may execute all contracts, deeds, and other instruments for and on behalf of the

Association and will do and perform all other actions for and on behalf of the Association as the Board will authorize and direct. The President will enjoy and discharge generally such other and further rights, powers, privileges, and duties as customarily relate and pertain to the office of President. The President shall have a fiduciary responsibility to the association and will need to keep the financial health of the organization as paramount.

Section 2
The Vice-President will perform such duties as assigned and will exercise such powers as may be granted by the Board and/or by the President. In the absence of the President, the Vice-President will perform the duties and exercise the powers of the President with the same force and effect as if performed by the President. If specifically authorized by the Board of Directors, the Vice-President may sign and execute in the name of the Association deeds, mortgages, bonds, contracts, or other instruments. The Vice-President shall have a fiduciary responsibility to the association and will need to keep the financial health of the organization as paramount.

Section 3
The Secretary shall attend all meetings of the Board of Directors and all Regular, Annual and Special Meetings of members and shall act 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 Treasurer shall have general charge of the funds of the Association. He/she shall receive all monies and keep the accounts of the Association. 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. The Treasurer shall have a fiduciary responsibility to the association and will need to keep the financial health of the organization as paramount.

Section 5
All checks or orders for the payment of monies can be signed by the President, Vice-President, or Treasurer or in the absence of either or both, such other Officers as the Board of Directors may designate. No officer can sign a check made out to themselves.

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 quarterly. Seven 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 Chairman at the request of the President or at the written request of a majority of the members of the Board at a regular meeting of the Board.

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 employ audit 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 association 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 most of the Directors. Any Board or Committee Member found derelict in their duties will be subject to review and expulsion.

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

Section 11
Any Board member not attending at least six regular meetings of the Association within the Association year is subject to being dropped from the membership rolls and may be removed from his/her position by vote of a majority of Directors.

ARTICLE VII NOMINATING COMMITTEE

Section 1

In June, the Nominating Committee consisting of five (5) to seven (7) members in good standing shall be appointed by the Chairman and announced to the membership at either a regular meeting or through electronic means. In addition, the current Chairman of the board shall serve on the committee but shall have no vote. This committee shall select its own chairman. Nominations from the floor shall be in order and the number of nominees shall be limited to twenty-four (24). Names as nominated shall be recorded. Each member may vote by electronic ballot for any twelve of such nominees. A plurality vote shall elect. In the event of a tie, further balloting shall be required.

Section 2
The Nominating Committee shall meet for the purpose of considering and electing competent nominees for Officers and Directors and shall submit a slate consisting of at least one (1) candidate for each of the various offices whose election will serve, in its opinion, in the best interests of the Association. The slate of nominees shall be included in the August meeting notice.

Section 3
A member of the Nominating Committee may not be a candidate for an elective office.

Section 4
Ten (10) members may place in nomination an independent slate of nominees by petition delivered to the Secretary at least fifteen (15) days before the date of election.

Section 5
Should there be no opposition, the Nominating Committee candidates shall be placed into office by a single vote cast by the Chairman.

ARTICLE VIII COMMITTEES

Section 1
There shall be the following standing committees: Educational Programs, Membership, Events & Venue, Government Affairs, Technology, Sponsorship and Philanthropy.
A new committee may be introduced by the Board of Directors.

Section 2
Each Committee shall consist of one Board Member and at least one other member. The Board Member 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 shall provide 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. This Committee shall coordinate the greeting and introduction of new members at the Association's monthly events, and shall send greetings from the Association to members affected by serious personal circumstances, e.g., a hospitalization, etc.
- Meeting and Venues – The Meeting Committee shall secure the venues for the Association's monthly programs apart from special functions, i.e., Trade Show, etc.
- Inter-Association/Government Affairs – This Committee shall be the liaison between the NYCBTA and the Global Business Travel Association, as well as with other location travel associations affiliated with the GBTA, and other professional associations in the travel and hospitality industries. In addition, this committee shall forward any pertinent information regarding the U.S. Government actions affecting the business travel industry to the membership of the Association.
- Technology and Social Media – This Committee shall keep current and report to the membership on innovations and new developments in the travel and hospitality industries. This committee also works with the Board with research on technology to assist with the needs of the Association. .
- Sponsorship – This Committee shall focus on raising funds for the association to ensure smooth operations for the association.

- Philanthropy - This committee will work to provide opportunities to volunteer and support charitable causes for the board and the membership at large.

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 EVENT ADMISSION FEES AND DUES

Section 1
An admission fee as designated by the Board of Directors will be applicable for each event/meeting. Board Members including committee members in good standing may attend events complementary.

Section 2
The annual dues as designated by the Board of Directors and GBTA will be applicable. Special assessments may be set at such time(s) as deemed necessary and appropriate by unanimous approval of the Board of Directors and a two-thirds (2/3) vote of the members present at any meeting of the Association.

ARTICLE X MEETINGS

Section 1
The Association shall normally meet monthly each month with the exception of the month that falls within GBTA Convention and December. The time and place designated by the Board of Directors.

Section 2

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 3
The Association year shall commence on January 1 and terminate on December 31.

ARTICLE XI CONFLICT OF INTEREST

Section 1
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 membership and voting at any meeting of the Association. A copy of any proposed amendments shall be posted on our website (nycbta.org) for all members to review 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 session 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 a electronic vote. An electronic voting ballot will be sent 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 June 2020