

GBTA ST. LOUIS CHAPTER BYLAWS

Reviewed after Chapter adoption status and approved by Executive Board of Directors 06/21

BYLAWS OF THE GBTA ST. LOUIS, A CHAPTER OF THE GLOBAL BUSINESS TRAVEL ASSOCIATION.

ARTICLE I - NAME

The name of this 501(c)6 tax-exempt corporation is THE GATEWAY BUSINESS TRAVEL ASSOCIATION, and is doing business as the GBTA ST. LOUIS CHAPTER hereinafter is referred to in these bylaws as "Chapter"

ARTICLE II - PURPOSES

The principal purpose of this Association on behalf of its corporate and individual members shall be:

1. To cultivate constructive cooperation and interest among corporations, organizations, and individuals participating in the business travel industry;
2. To foster and promote a thorough understanding upon the part of travel suppliers, the business traveler and corporations of each other's needs;
3. To develop and broaden individual member's knowledge of the industry and business travel dynamics;
4. To provide a forum for members to network and act on matters affecting corporations, travel, and their individual interests;
5. To heighten awareness of the value of corporate travel management through education that develops management skills and understanding of issues;
6. To advocate and protect the interests of members and their corporations or organizations on legislative and regulatory matters;
7. To engage in any other activities that may, in the judgment of the Board of Directors or members, be beneficial to the industry and the Association.

ARTICLE III - MEMBERS

1. **Classes.** There shall be Four (4) class designations of membership:
 - a. Allied - Any person involved in the selling, representation, or distribution of a travel product or service.
 - b. Direct – Any person involved in their company's managing of travel affairs, be it corporate travel or meetings and conventions (Those involved with the education of travel (teacher or professor at an accredited college or university) shall be deemed a Direct candidate.
 - c. Honorary Members - Any individual who has been recognized by the Board of Directors as having rendered distinguished service to the industry or the Association may be appointed an Honorary Member by the Board of Directors. Membership status is reviewed annually by the Executive Board. Dues are waived for these members and they will hold all privileges offered a Chapter member.
 - d. Student/Educator
2. **Voting Rights.** Each member of the Chapter, in good standing, shall have one vote in all matters to be voted on by the members.
3. **Applications.** Any individual desiring to become a member must apply on the Chapter website. Applications must be accompanied by the dues required for the first year of membership. Applications for membership shall be approved or denied by the Executive Board of Directors.
4. **Dues.** All membership dues are required to be paid by the first meeting in January. The Executive Board shall establish the amount of the annual dues and meeting fees required to be paid by members. These fees will be posted to the Chapter website after the annual review. The Executive Board may offer a pre-payment option wherein a member may pay for the annual dues and four of the five meeting fees. The member will receive one meeting gratis.
 - a. Delinquency. Members whose dues are more than thirty (30) days in arrears may be suspended, and may not vote, pending payment. Members whose dues are more than sixty (60) days in arrears may, at the Board's discretion, be terminated as members.
5. **Meetings.**
 - a. Membership Meetings. There shall be meetings of the general membership, to be held at a place to be determined by the Executive Board. Items of discussion may include reports concerning the conduct of the membership meeting or sponsored event activities, financial updates, committee reports, or to vote on any Board initiated change to the bylaws, and to conduct such other business as may properly come before the meeting. These meetings generally occur during the work day and will be open to all members in good standing as well as guests attending the meeting.
 - b. Notice. Members will be notified of the monthly meeting via email at least two (2) weeks in advance of the scheduled meeting. Notices will be sent to member's email address on file with the membership listing. Notice of the meeting will also be listed on the website.

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 - d. RSVP/Cancellations. A member must RSVP to the designated individual no later than the Friday preceding the designated event. Cancellations will be accepted until the Friday preceding the designated event as well. Should a member not attend the meeting once they had RSVP'd, and did not cancel with the designated individual, that member will be invoiced the amount of the published meeting fee.
 - e. Quorum. The presence in person of 40% of the membership shall constitute a quorum for the transaction of business at any meeting of the membership except for amendment of these bylaws.
6. **Termination of Membership.**
- a. General Rule. Membership in the Chapter shall terminate upon the resignation of a member; upon termination for failure to pay dues; inappropriate behavior during a meeting; violation of a written board policy, or upon expulsion from membership for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.
 - b. Inappropriate behavior may include the member actively pursuing new business opportunities with fellow members during the meeting in a way that is perceived obtrusive to the member and disruptive of the meeting environment.
 - c. Expulsion. No member shall be expelled, except for failure to pay dues, without due process as determined by the Executive Board of Directors. Expulsion shall be upon a simple majority vote of the Executive Board of Directors present and voting at a duly constituted meeting.
 - d. Forfeiture. Upon termination of membership, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter shall be forfeited by the member.
 - e. Liability for Dues. Termination of any membership shall not relieve the former member from liability for any unpaid dues or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be re-admitted to membership without payment of those amounts. No part of the annual dues will be refunded to any member terminated according to the process detailed herein.

ARTICLE IV – EXECUTIVE BOARD OF DIRECTORS

1. **General Powers.** The property, affairs, and business of the Chapter shall be managed and controlled by its Executive Board. The Executive Board may by general resolution delegate to committees such powers as are provided for in these bylaws.
2. **Membership.** The number of Executive Directors shall be ten (10) including; the President, Vice President, Treasurer, Secretary, Director of Membership, Director of Programs, Business Development Director, Communications Director, Government Liaison Director and Chairperson/Immediate Past President.
3. **Support Staff.** The Executive Board of Directors may decide to engage support personnel to aid in the business needs of the Executive Board and general membership. An annual contract should be presented to the Executive Board for review and approved by a majority vote. The individual is not considered an employee of the Chapter and has no membership privileges in the Chapter.
4. **Terms.** The Executive Board shall serve terms of two (2) years, to begin on the first day of January after their election, and will relinquish said duties on December 31st in odd-numbered years. The current Director holding that office will assist the new Director in the transitioning of duties and responsibilities. Directors may not serve more than two consecutive terms in each office. The only exception is if the current President accepted the duties and title from a resigning officer, and had served less than 16 months. The outgoing President shall take office for two (2) years upon the expiration of his/her term of office as President, and be bestowed as the Chairperson/ Immediate Past President and shall hold the status of honorary member. The Chairperson/Past President shall hold such office until the expiration of the current President's elected term(s).
5. **Election.** The Directors shall be elected by online ballot of the membership after the September meeting in odd numbered years. All members in good standing may vote through the website during the voting time frame.
6. **Removal.** A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of the majority of the Executive Board.

7. **Resignation.** A Director may resign from the Executive Board by written notice to the Board. Unless another time is specified in the notice or determined by the Board, a Director's resignation shall be effective upon receipt by the Board. All Chapter property, both physical and intellectual, must be transferred to the most senior board member and remain the property of the Chapter in perpetuity.
8. **Status.** A member of the Board who is not employed in the travel industry due to downsizing, attrition or lay-off but not including voluntary or involuntary termination or relocation beyond 100 miles of the St. Louis metropolitan area may retain their elected position for six (6) months after their date of termination or the natural end of their term.
9. **Meetings.**
 - a. The President shall set the time and place of the regular meetings of the Board.
 - b. Special meetings of the Executive Board may be called by either the President or upon the written request of any three (3) Directors. The President, or the Directors who call the meeting, shall fix the time and place of any special meeting.
10. **Notice.** Notice of the regular meetings of the Board of Directors shall be given at least ten (10) days before the meeting by the Secretary or the Administrative Assistant. Notice of any special meeting of the Executive Board shall be given at least two (2) calendar days before the meeting by the Secretary. In both cases, the notice shall be in writing and delivered personally, sent by overnight mail, facsimile, e-mailed or telegraphed to each Director at his address as shown by the records. The business to be transacted at any special meeting of the Executive Board must be specified in the notice of such meeting.
11. **Quorum.** The presence of a majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board.
12. **Tie-Breaker.** In the event there is a tie in a Board vote, the Chairperson/ Immediate Past President shall be called upon to cast the tie-breaking vote on the initiative.
13. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of Executive Board, unless the act of a greater number is required by law, by these bylaws, or by Robert's Rules of Order.
14. **Informal Action.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.
15. **Vacancy.** A vacancy in any office (except the President), whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by the Executive Board for the unexpired portion of the term.
16. **Board Expenses.** Any expense that a Board member accrues due to Chapter related business shall be reimbursed to the Board member once an expense report is filed and the expense has been approved by the Treasurer and either the President, Vice-President, or Secretary. A per diem consistent with that observed by the U.S. Government shall apply, with daily meal per diems not to exceed the Government published rate. Board members should attempt to gain complimentary accommodations/meals if possible.

ARTICLE V - ELECTIONS

1. **Nomination Procedure.** All nominations must be submitted in writing and submitted to the Nominations Committee through the online/electronic process. The Committee shall review all nominations and verify that each nominee is a member in good standing and has paid all dues and fees owed to the Chapter. The President shall preside over the elections, and with the Past President and Nominations Committee, shall jointly tally all votes after the expiration of the election period, following the odd year September Meeting.
2. **Election Procedure.** The elections shall be held online/electronically immediately following the odd year September Meeting. The candidate for each office receiving the highest number of votes will be elected. Should the vote result in a tie, another vote of members will be taken via electronic/online process, and the candidate with the most votes of this election shall be awarded the Director's position.

ARTICLE VI - COMMITTEES

The Executive Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Board in the management of the organization; provided, however, that no such committee shall enter into any contract obligations either verbal or written nor have signatory authority on any contract; no such committee shall have the authority of the Executive Board in reference to amending, altering or repealing the bylaws; electing,

appointing or removing any member of any such committee or any Director or amending, altering, or repealing any resolution of the Executive Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Board or any individual Director of any responsibility imposed upon it or him by law. The Board will appoint members to chair committees dedicated to maintaining and advancing the purposes of the Chapter. Chairpersons of Chapter committees become a member of the Board of Directors.

1. **Committee Chairs** - Each committee chair will create and maintain a volunteer team to carry out the mission of their respective committee and provide a report to the Board at least quarterly. Committee chairs may be invited to Executive Board Meetings, should the President deem necessary for a Board update.
2. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
3. **Manner of Acting.** Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Executive Board.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. **Contracts.** No chairperson, committee member or agent may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. All contracts should be presented to the Executive Board for approval and signed by the President, Vice President or Treasurer.
2. **Checks.** All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by the President, Vice President and/or Treasurer.
3. **Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Treasurer may select with the approval of the Executive Board.
4. **Funds.** The Executive Board may accept on behalf of the Chapter any contributions, gifts, charitable donations, bequests, or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE VIII - BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep highlight minutes of the proceedings of its Executive Board and committees having any of the authority of the Executive Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December.

ARTICLE X - LIMITATION ON ACTIVITIES

The Chapter shall not rate, endorse, or certify any product or service of suppliers.

ARTICLE XI - INDEMNIFICATION

Any present or former director, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Executive Board, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director, officer, employee, or agent, to the extent authorized by the Executive Board. No indemnification or advance against expenses shall be approved by the Executive Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE XII - PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these bylaws.

ARTICLE XIII - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the affirmative vote of two-thirds (66%) of the members present in person at any meeting called for that purpose, if at least thirty (30) days written notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

ARTICLE XIV – DISSOLUTION

Upon the dissolution of the corporation with a two-thirds vote by the Executive Board, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.