

TENNESSEE BUSINESS TRAVEL ASSOCIATION, INC.

BYLAWS OF THE TENNESSEE CHAPTER OF THE GLOBAL BUSINESS TRAVEL ASSOCIATION

Article I

Name and Location

The name of the association shall be Tennessee Business Travel Association, Inc., which is a non-profit organization organized under the laws of the State of Tennessee.

Article II

Objectives/Purpose

The objectives of the Association shall be:

1. To advance the knowledge and professionalism of all members of the travel industry through conferences, seminars, newsletters and other educational means.
2. To provide opportunities for communication between travel vendors and representatives of corporations, associations, government agencies, and other business organizations which purchase travel services.
3. To represent the positions of the business travel industry on issues which affect business travelers and their employer organizations.

The above objectives are not intended to be all-inclusive. It shall be within the power of the Board of Directors of the Association to deal with such other matters as may be of benefit to the business travel industry.

Article III

Membership

There shall be three classes of membership:

1. Direct – persons employed with a corporation for the prime purpose of procuring travel services for the employees of such corporations, or are responsible for administering the travel policies for the corporation.
2. Allied – travel industry representatives for airline, car rental, hotel, rail, limo, steamship, bus, household moving, and other travel related suppliers including travel consultants, credit card vendor, etc.
3. Honorary - Honorary membership may be bestowed for up to one calendar year, by a majority vote of the membership, on an individual in the community or industry whom the members feel has a definite interest and concern in the goals and programs of the Association. There shall be no assessment of dues and such member shall appear on the mailing list and roster designated as "Honorary member." Honorary members may serve on committees, but may not vote or hold elective office.
4. Retired - Any Direct Member in good standing who has retired from full-time employment and is not currently active with any Eligible Business shall be eligible to apply to become a member ("Retired Member") of this class of the Association. Retired Members shall not hold elected office in the

Association, but may serve on any Association committees for which such Retired Member is eligible. Any Member who becomes Unemployed (as defined below) shall, for purposes of membership classification, be deemed a Retired Member. For purposes of these Bylaws, the term "Unemployed" refers to a Member who has not been employed in the travel industry for a period of one (1) year or more.

Article IV **Officers**

1. The officers of the Association and their major **responsibilities shall be:**
 - a) The **President** shall:
 - 1) Be the chief executive officer of the Association and shall supervise all the business of the Association consistent with policies established by the Board of Directors.
 - 2) Preside at all meetings of members and at all Board of Directors meetings.
 - 3) Be principal spokesperson for the Association.
 - 4) Appoint chairpersons of and serve ex-officio on all committees and in general perform all duties incident to the office of President and other duties prescribed by the Board of Directors.
 - b) The **Vice President** shall:
 - 1) Assist the President in performing the duties of that office, and prescribed by the Board of Directors.
 - 2) In the absence of the President, perform the duties and exercise the powers of the President.
 - c) The **Secretary** shall:
 - 1) Assure proper recording of proceedings at all meeting of the general membership and the Board of Directors.
 - 2) Conduct the general correspondence of the Association.
 - 3) Perform all other duties assigned by the President or the Board of Directors.
 - d) The **Treasurer** shall:
 - 1) Be responsible for assuring the collection and have custody of all funds of the Association and disperse monies at the direction of the Board of Directors, and
 - 2) Assure that accurate financial records are maintained and report on the financial condition of the Association as called upon by the President.
 - e) The **Immediate Past President** shall:
 - 1) Automatically become Chairperson at the conclusion of his/her term as President.
 - 2) Serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.
2. Any member in good standing is eligible for nomination and election to an office. A candidate for President or Vice President must have previously served on the Board of Directors of the Association.
3. Officers shall take office at the January meeting following election and serve a term of two years. A member may not seek successive terms in the same elective office.

4. Nomination of candidates for Officer and Board of Director positions shall be by general membership as requested by the President. Nominations will be in writing and submitted to the President. The President 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 association. The nominees for Officer and Board of Director positions shall be presented to the members on or before the September meeting. A ballot of the membership shall elect the above positions. The candidate for each office receiving the highest number of votes will be elected.

5. The Board of Directors shall fill vacancies in offices for the balance of the term. A Director or elected officer may resign by written notice to the Board. Unless another time is specified or determined by the Board, a Director's resignation shall be effective upon receipt by the Board. A Director or elected officer may be removed from office for dishonesty, fraud or misrepresentation in connection with the affairs of the Chapter by a vote of 50% of the members.

Article V **Board of Directors**

1. The governing body of the Association shall be the Board of Directors, which shall actively pursue the objectives of the Association, control and direct its affairs, establish its operating policies, and supervise the disbursement of its funds.
2. The Board of Directors shall consist of nine (9) members: the President, Vice President, Secretary, Treasurer, the Chairman, two (2) Corporate Directors elected from the Direct membership, and two (2) Allied Directors elected from the Allied membership. The immediate past President automatically becomes Chairperson at the conclusion of his/her term as President.
3. A minimum of two Officers are required to be GBTA members, the President plus one.
4. Directors shall take office at the January meeting following election and serve a term of two years. A member may not seek successive terms in the same elective office.
5. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Voting members may also participate by conference call.
6. 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.

Article VI **Membership Meetings**

Members will be notified of membership meetings no fewer than ten days prior to a meeting. A minimum of nine meetings will be held each year in addition to any other special events. There shall be an annual meeting held in January to hear reports concerning the conduct of the Association's activities and to conduct such other business as may properly come before the meeting.

Article VII **Voting Rights**

Each paid member of the Association shall have one vote in all matters to be voted on by the members. At least 50% of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.

Article VIII
Applications

Any individual or business desiring to become a member of the Association must apply on forms approved and supplied by the Association. Dues must accompany applications for the first year of membership. Application for membership shall be approved by the Board of Directors.

Article IX
Dues

Annual dues shall be established by the Board of Directors

1. Amounts – The Board of Directors shall establish the amount of dues to cover a 12-month period, or other charges required to be paid by members. Membership dues are due and payable at the commencement of new membership and by the anniversary date for renewing members
2. 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 be terminated as a member.

Article X
Committees

1. The President, with the approval of the Board of Directors, shall appoint such standing committees as shall be deemed necessary for proper conduct of the Association's business. In like manner, special committees or task forces may be established to deal with specific matters over a defined period of time or until accomplishment of an assigned goal.
2. The President and Vice President shall be members ex-officio of all committees.
3. The President shall appoint all committee chairs selected from the Board of Directors or general membership. Appointments made may fill vacancies in the membership of any committee in the same manner as provided in the case of the original appointments.
4. Unless otherwise provided, 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 Board of Directors.

Article XI
**Termination of
Membership**

1. General Rule - Membership in the Association shall terminate upon the resignation of a member; upon termination for failure to pay dues, or upon expulsion from membership only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Association. A written notice of proposed expulsion, suspension or termination of a member shall be sent to the member not less than fifteen (15) days prior to the Board of Directors meeting, which will consider the proposed action; and any members so notified shall be permitted to respond in writing to the proposed action in not less than five (5) days before the scheduled Board of Directors meeting, which would consider the proposed action. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting. No member shall be expelled without due process, except for failure to pay dues.
2. Forfeiture – Upon termination of membership of the Association, any and all rights and privileges of membership, and any interest in the property or other assets of the Association, shall be forfeited by the member.

3. Liability for Dues – Termination of any membership shall not relieve the former member from liability for any unpaid dues, meeting fees or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be readmitted to membership without payment of those amounts.

Article XII
**Contracts,
Checks,
Deposits,
And Funds**

1. The Board of Directors shall authorize any officer or officers, agents or agents of the association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific issues.
2. All checks, drafts and orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.
3. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Treasurer may select with the approval of the Board of Directors.
4. The Board of Directors may accept on behalf of the Association any Contribution, gift, bequest or devise for the general purposes or for any Special purpose of the Association.

Article XIII
**Books and
Records**

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

Article XIV
Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31.

Article XV
Seal

The Board of Directors shall provide a corporate seal which shall be in a form selected by a resolution of the Board of Directors.

Article XVI
**Limitation on
Chapter Activities**

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

Article XVII
Indemnification

Any present or former Director, officer, employee or agent of the Association, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the association 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 Board of Directors. Any director, officer, employee or agent of the Association shall be indemnified by the Association, subject only to those limitations or conditions set out in TCA 48-58-502 and those limitations or conditions shall apply to both director and non-director (officer, employee and agent) indemnification. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

Article XVIII
Amendment

These Bylaws may be amended or repealed by a two-thirds vote of members present at any Annual Meeting or general membership meeting of the Association, provided notice of such proposed changes have been sent in writing to the members twenty (20) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of twenty (20) percent of the members in good standing addressed to the Board.

Article XIX
Parliamentary
Authority

The Parliamentary Authority shall be the rules contained in the current edition of Robert's Rules of Order Newly Revised to the extent appropriate.