

**BYLAWS OF THE OHIO VALLEY BUSINESS TRAVEL ASSOCIATION CHAPTER  
OF THE GLOBAL BUSINESS TRAVEL ASSOCIATION**

**ARTICLE I - NAME**

The name of this non-profit corporation is Ohio Valley Business Travel Association. It is hereinafter referred to in these Bylaws as the Chapter.

**ARTICLE II - PURPOSE**

The principal purpose of the Chapter shall be to promote the common business interests of individuals and businesses engaged in the business travel industry.

**ARTICLE III - MEMBERS**

1. Classes. There shall be four (4) classes of membership. No individual may hold membership in more than one (1) class. If there is uncertainty as to which class of membership an applicant should be admitted, that determination shall be made by either the Board of Directors or in accordance with a policy established by the Board of Directors.

(a) **Direct Membership**. Any individual whose primary responsibility either is to (1) procure business travel services for the employees of a corporation or organization, or (2) promulgate and administer travel policies for a corporation or organization, shall be eligible to apply to be a member ("Direct Member") of this class of the Chapter. Direct Members shall have all privileges of membership in the Chapter.

(b) **Allied Membership**. With the exception of an individual performing either of the primary responsibilities of a Direct Member, as defined above, any individual who is regularly employed in any of the following businesses ("Eligible Business(es)") shall be eligible to apply to become a member ("Allied Member") of this class of the Chapter;

- (1) Auto Rental Company;
- (2) Bus Company;
- (3) Certified Air Carrier;
- (4) Cruise Line Company;
- (5) Hotel or Motel Operator;
- (6) Issuer of Travel-Related Credit or Charge Account Cards;
- (7) Livery Company;
- (8) Mover of Household Goods;
- (9) Railroad Company;
- (10) Travel-Related Technology Company;
- (11) Travel Management Consulting Firm; or
- (12) Other Professional Travel Services Firm or Association.

Allied Members shall have the same privileges of membership as Direct Members other than as described in these Bylaws.

(c) **Academic Membership**. Academic Members are divided into the following two subclasses:

(1) **Student Members**. Any full-time post-secondary student enrolled in a program at a college, university, or other post-secondary institution that is recognized by the Chapter as 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 member ("Student Member") of this class of the Chapter. A Student Member may not hold elective office in the Chapter, but may serve as an observer on any Chapter committee with the permission of such committee. In the case of a Student Member that is a student organization, a representative of that student organization may be designated by that student

organization to serve as an observer on any Chapter committee provided that such individual has received the written permission of that committee to do so.

(2) **Educator Members.** Any full time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to the Chapter's core mission of business travel is eligible to apply to be a member ("Educator Member") of this class of the Chapter. Educator Members may not hold elective office, but may serve on any committee for which such Educator Member is eligible.

For purposes of these Bylaws: (a) "Academic Member" is a singular reference to either a Student Member or an Educator Member, as the context requires; and (b) "Academic Members" is a collective reference to Student Members and Educator Members.

(d) **Honorary Membership.** Any individual who has been recognized by the Board of Directors as having rendered distinguished service to the business travel industry or the Chapter may be elected an honorary member ("Honorary Member") of the Chapter by the Board of Directors. Honorary Member designations are automatically accorded to individuals upon their retirement, who have served in designated positions, including original founding members of the Chapter; Past Presidents of the Chapter who served full terms; recipients of the Chapter's Annual President's Award; past Board of Director members; and past Allied Members of the Year. Honorary Members may not hold elected office in the Chapter, but may serve on any Chapter committee for which such Honorary Member is eligible. Honorary Members will be extended complimentary annual membership in the Chapter.

2. Voting Rights. Each Direct Member and Allied Member of the Chapter shall have one vote in all matters to be voted on by the members. Academic Members and Honorary Members shall have no voting rights.

3. Applications. Any individual desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the initiation fee and dues required for the first year of membership. Applications for membership shall be approved or denied by the Board of Directors or a designee appointed by the Board of Directors.

4. Dues.

(a) Amounts. The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by members.

(b) 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 members.

5. Meetings.

(a) Annual Meeting. There shall be an annual meeting of the membership of the Chapter, to be held at a time and place to be determined by the Board of Directors, to hear reports concerning the conduct of the Chapter's activities and to conduct such other business as may properly come before the meeting.

(b) Special Meetings. A special meeting of the members shall be held upon the call of the Board of Directors or the written request signed (within any 60-day period) by one-third of the Direct Members and Allied Members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.

(c) Notice. The Secretary of the Chapter or his/her designee shall notify all members of the Chapter of each meeting by email or direct mail, sent to each member at his/her address in the records of the Chapter not more than sixty (60) days nor less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(d) Quorum. The presence in person of, or electronic responses received from, one-third (1/3) of the voting members of the Chapter shall constitute a quorum for the election of officers or the transaction of other business.

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; or upon expulsion from membership only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

(b) Expulsion. No member shall be expelled, except for failure to pay dues, without due process. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

(c) Forfeiture. Upon termination of membership in the Chapter, 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.

(d) 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.

#### **ARTICLE IV - BOARD OF DIRECTORS**

1. General Powers. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws.

2. Executive Committee. The Executive Committee shall consist of the elected officers of the Chapter (President, Executive Vice President, Secretary/Treasurer), the Chairman of the Board, and any special members as directed by the President and approved by the Board of Directors.

3. Membership. The number of Directors shall be at least four (4), to include the President, Executive Vice President, Secretary/Treasurer, and Chairman of the Board. Committee Chairs shall serve on the Board as assigned by the Officers of the Chapter.

4. Term. The Directors shall serve terms of two (2) years, to begin on January 1 following the close of the annual membership meeting at which their election is announced and end on December 31 of the following year.

5. Election. The Officers shall be elected by ballot of the membership either in-person or via electronic ballot. Election results will be announced at the annual meeting or another time as determined by the Board of Directors.

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 two-thirds (2/3) of the voting members.

7. Resignation. A Director may resign from the Board of Directors 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.

8. Vacancies. Upon the vacancy midterm of the office of President, the Executive Vice President shall assume the office of President for the unexpired portion of the term. Any other vacancy on the Board of Directors shall be filled by appointment by the Executive Committee.

9. Meetings.

(a) The President shall set the time and place of the regular meetings of the Board of Directors.

(b) Special meetings of the Board of Directors 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 thirty (30) days before the meeting by the Secretary/Treasurer or his/her designee. Notice of any special meeting of the Board of Directors shall be given at least three (3) calendar days before the meeting by the Secretary/Treasurer or his/her designee. In both cases, the notice shall be in writing and delivered personally, sent by overnight mail, facsimile, or email to each Director at his address as shown by the records of the Chapter. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

11. Quorum. The presence of a simple 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.

12. Manner of Acting. The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by these Bylaws, or by Robert's Rules of Order.

13. 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.

## **ARTICLE V - OFFICERS**

1. Officers. The officers of the Chapter shall be a President, an Executive Vice President, a Secretary/Treasurer, and a Chairman of the Board.

2. Term. Each officer of the Chapter (other than the Chairman of the Board) shall be elected for a two-year term of office, and may not serve more than two consecutive terms in each office. The immediate past President shall assume the office of Chairman of the Board for two (2) years upon the expiration of his/her term of office as President. The terms of office of each officer shall begin on January 1 following the annual meeting at which their election is announced, and shall end on December 31 the following year.

3. Eligibility. An officer of the Chapter shall be eligible to serve his or her term on the Board of Directors as long as that individual maintains a membership in the Chapter and pays all dues or other fees associated with membership. An officer who becomes unemployed shall be eligible to continue to serve his or her term on the Board of Directors for one year provided he or she maintains a membership in the Chapter and pays all dues or other fees associated with membership.

3. Resignation. An officer may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the Board, an officer's resignation shall be effective upon receipt by the Board.

4. Removal. Any elected officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of two-thirds (2/3) of the voting members.

5. 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 appointment by the Executive Committee for the unexpired portion of the term.

6. President. The President shall be the chief executive officer and shall exercise general supervision over the affairs of the Chapter consistent with policies established by the Board of Directors. The President shall preside at all meetings of the members, and at all meetings of the Board of Directors; shall be the principal spokesperson for the Chapter; shall preside as the Chairperson of the Executive Committee; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

7. Executive Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Executive Vice President shall perform the duties of the President. The Executive Vice President shall appoint the chairpersons of, and serve ex officio on, all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

8. Secretary/Treasurer. The Secretary/Treasurer shall give notice and attend all meetings of the Chapter; shall keep all records of the Chapter; and shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Secretary/Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the Chapter's possession. The Secretary/Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository approved by the Board of Directors, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Directors, he/she shall furnish a statement of the financial condition of the Chapter, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Secretary/Treasurer shall be responsible for maintaining the financial records and may be required to furnish bond in such amount as shall be determined by the Board of Directors.

9. Chairman of the Board. The Chairman of the Board shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.

## **ARTICLE VI - ELECTIONS**

1. Nomination Procedure. All nominations must be in writing and submitted to the Board of Directors or a designee of the Board. The Board of Directors, or the designee, shall review all nominations and verify that each nominee is a member in good standing, is eligible to run for the office nominated, and has paid all dues and fees owed to the Chapter.

2. Election Procedure. The elections shall be held at a time set by the Board of Directors either in person, or via electronic ballot. The Board, or its designee, shall provide notice of an election and a call for nominations no less than twenty (20) days prior to the opening of the election ballots. Candidates shall be elected by a simple majority vote of a quorum of the membership casting ballots in the election. Ballots will remain open for a minimum of ten (10) days and for as long as necessary to reach a quorum as defined in paragraph 5(d) of these Bylaws.

## **ARTICLE VII - COMMITTEES**

1. **Authority.** The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter.
2. **Chairs.** The Executive Vice President shall appoint all chairs of committees.
3. **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.
4. **Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors 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 Board of Directors.

## **ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

1. **Contracts.** The Board of Directors shall authorize any officer or officers, agent, or agents of the Chapter 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 Chapter and such authority may be general or confined to specific instances. All such contracts or instruments must be signed by two (2) officers or agents.
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 two (2) officers of the Chapter 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 Secretary/Treasurer and the President or Executive Vice President.
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 Secretary/Treasurer may select with the approval of the Board of Directors.
4. **Funds.** The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

## **ARTICLE IX - 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 Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE X - 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 XI - LIMITATION ON CHAPTER ACTIVITIES**

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

## **ARTICLE XII - INDEMNIFICATION**

Any present or former Director, officer, employee, or agent of the Chapter, 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 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 Board of Directors. No indemnification or advance against expenses shall be approved by the 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 XIII - PROCEDURE**

When reasonable, 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 XIV - AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a simple majority of a quorum of the voting members submitting a ballot either in person, or via electronic ballot, if at least twenty (20) 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.