

**BYLAWS OF THE UTAH CHAPTER
OF THE GLOBAL BUSINESS TRAVEL ASSOCIATION**

ARTICLE ONE.

NAME

The name of this non-profit corporation is THE UTAH CHAPTER OF THE GLOBAL BUSINESS TRAVEL ASSOCIATION. It is hereinafter referred to in these Bylaws as the Chapter.

ARTICLE TWO.

PURPOSES

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 THREE.

MEMBERS

Section 1. *Classes.* There shall be four (4) classes of membership:

- a. Direct - Direct members are those that are employed by their companies with the responsibility of managing and purchasing travel, implementing travel policies, and monitoring transportation and travel services.
- b. Allied - Allied members represent companies providing travel-related services such as airline, hotel, car rental, travel cards, travel technology and travel management services.
- c. Honorary - A member in good standing, upon retirement, may be appointed to honorary lifetime membership subject to the approval of a majority of the Board of Directors. The person or persons appointed to such membership shall not have the right to vote or hold office. They may serve on committees, but not as committee chairperson.
- d. Student/Educator - A student or educator may purchase a membership. The person or persons purchasing such membership shall not have the right to vote or hold office. The purpose of this class would be to encourage future interest and education in the business travel industry.

Section 2. *Ownership.* The corporation and not the individual own all memberships. If a member terminates their employment, or their job responsibilities within the corporation change to the degree that they no longer meet the membership qualifications,

the corporation has the right to name a qualified replacement. A member's right and privileges may be extended for three (3) months, subject to the Board's approval, should they become unemployed.

Section 3. *Voting rights.* Each direct or allied member of the Chapter shall have one vote in all matters to be voted on by the members. Honorary members shall have no voting rights.

Section 4. *Applications.* Any individual or business desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the dues required for the first year of membership. Applications for membership shall be approved or denied by the Board of Directors.

Section 5. *Dues.*

- a. *Amounts.* The Board of Directors shall establish the amount of any initiations 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.

Section 6. *Meetings.*

- a. *Quorum.* The presence in person of ½ of the voting members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the membership.
- b. *Membership meetings.* Membership meetings of the Chapter shall be held on the second Thursday of each month, unless changed by the Board of Directors.
- c. *Notice.* Notice of regular membership meetings will be e-mailed at least fifteen (15) days in advance.
- d. *Special meetings.* The Secretary shall call a special meeting at the direction of the Board of Directors, or upon written request by fifty (50) percent of the regular members. No business shall be transacted at a special meeting except that for which notice was given. Notice of special membership meeting will be e-mailed at least twenty-one (21) days in advance.
- e. *Meeting attendance.* RSVP or prepayment of the established cost must be received at least 48 hours in advance of the meeting, may not be carried forward to the next meeting and is not refundable. A member who has paid in advance for the meeting may send a substitute. Members without

an RSVP for the meeting will be assessed an additional charge at the door (space permitting).

- f. *Non-members.* Non-members may attend a maximum of two (2) meeting per fiscal year as a guest of a member in good standing at the published guest rate.

Section 7. *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.

Section 8. *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 FOUR.

BOARD OF DIRECTORS

Section 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 provide for in these Bylaws.

Section 2. *Membership.* The number of Directors shall be nine (9) or such other number as determined by the directors, so long as that number is not less than three (3), and shall include the President, Vice President, Treasurer, Secretary, Immediate Past President of the Chapter, and the Committee Chairs for Programs & Education, Membership, Communications & Public Relations, and Technology.

Section 3. *Terms.* The Directors shall serve terms of two (2) years, to begin on the first of January following their election and end on the thirty-first of December.

Section 4. *Election.* The Directors shall be elected and appointed as required by these Bylaws.

Section 5. *Removal.* A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a majority vote of the members, as provided by law.

Section 6. *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.

Section 7. *Vacancies.* The Board of Directors will fill any vacancy on the board of Directors.

Section 8. *Meetings.*

- a. The President shall set the time and place of the regular meetings of the Board.
- b. Special meeting 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.

Section 9. *Notice.* The Secretary shall give notice of the regular meetings of the Board of Directors at least thirty (30) days before the meeting. The Secretary shall give notice of any special meeting of the Board of Directors at least three (3) calendar days before the meeting. In both cases, the notice shall be sent via e-mail to each Director at their 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.

Section 10. *Quorum.* 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.

Section 11. *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 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.

Section 12. *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 FIVE.

OFFICERS

Section 1. *Officers.* The officers of the Board shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President.

Section 2. *Election.* Each officer of the Chapter (other than the Immediate Past President) shall be elected by the members for a two-year term of office, and may not serve more than one consecutive term in each office. The Immediate Past President shall take office for two (2) years upon the expiration of their term of office as President.

Section 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.

Section 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 majority vote of the Board of Directors.

Section 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 the Board of Directors for the unexpired portion of the term.

Section 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 appoint the chairperson of, and serve ex officio on, all committees, and in general shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board of Directors.

Section 7. *Vice President.* In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

Section 8. *Treasurer.* The Treasurer shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The 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 Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository with approval 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.

Section 9. *Secretary.* The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non-financial records of the Chapter; and shall perform all other duties assigned by the President or the Board of Directors.

Section 10. *Immediate Past President.* The Immediate Past President shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.

ARTICLE SIX.

COMMITTEES

Section 1. *Authority.* The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter.

Section 2. *Chairs.* The President shall appoint all chairs of committees.

Section 3. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as proved in the case of the original appointments.

Section 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 SEVEN.

ELECTIONS

Section 1. *Nomination Procedure.*

- a. At the July membership meeting of each year, unless the Board specifies another time, nominees for elected officers will be accepted by the nominating committee from the floor.
- b. The nominating committee for their consent will personally contact all nominees.

Section 2. *Election Procedure.*

- a. The final ballot shall consist of one or more candidates for each of the various offices. The nominating committee shall choose a candidate or candidates to run for the respective offices from the nominations submitted or from other qualified members, as the committee deems appropriate.
- b. A short biography on each candidate shall be distributed at the September membership meeting, unless the Board specifies another time. The candidates will be publicly introduced and will have an opportunity to present their platforms.
- c. Preparation and distribution of the ballots will be the responsibility of the nominating committee.
- d. The nominating committee shall tabulate ballots, and the results shall be announced at the November membership meeting of the election year, unless the Board specifies another time.

ARTICLE EIGHT.

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 NINE.

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 TEN.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 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.

Section 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 such officer or officers, agent, or agents 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, the Treasurer shall sign such instruments.

Section 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 Board of Directors.

Section 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 ELEVEN.

LIMITATION ON CHAPTER ACTIVITIES

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

ARTICLE TWELVE.

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, expensed, 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 THIRTEEN.

PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order, where appropriate, 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 FOURTEEN.

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the members present in person at any meeting called for that purpose, if at least fifteen (15) days' notice, setting forth the

proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. In the alternative, the vote may occur electronically, adopted by the affirmative vote of two-thirds of all responding members entitled to vote, with the proposed vote being noticed a minimum of seven (7), but no more than fifteen (15), days prior to the actual electronic ballot being distributed and the vote must remain open for seven (7) days.