

ARTICLE I NAME

The name of this nonprofit 501c(6) corporation is the GEORGIA BUSINESS TRAVEL ASSOCIATION, INC. It is hereinafter referred to in these Bylaws as the Association.

ARTICLE 2 PURPOSE

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

ARTICLE 3 MEMBERS

1. CLASSES OF MEMBERSHIP

A. Direct

1. Procures travel related services for the employees of a business and/or administers the travel related policies of a business.

B. Allied

1. Any business or service not classified as a Direct Member
2. Represents travel related suppliers including, but not limited to, ground transportation (car rental, rail, shared services), lodging (hotel, motel, corporate apartments, Airbnb), airline, restaurant, private event facility, chamber of commerce and/or convention and visitors bureau.
3. Represents travel related services including, but not limited to, consulting, travel agents, T&E systems suppliers, TMCs, automation and/or credit card vendors.

C. Academic

1. An individual currently enrolled in or instructing at a post-secondary academic program including a college, university, academy or similar institution of higher education.

D. Honorary

1. An individual who has rendered distinguished service to the business travel industry or the Association.

E. Retired

1. Any Member, in good standing, who has fully retired from employment.

2. VOTING RIGHTS

A. All Direct and Allied members, in good standing, shall have one vote each in all matters voted upon by the membership.

3. MEMBERSHIP APPLICATION

A. Any individual desiring to become a member of the Association must apply on forms approved and supplied by the Association.

B. Application for membership may be approved or denied by a majority vote of the Officers and Board of Directors (hereinafter referred to in these Bylaws as the Board), in accordance with the Bylaws.

4. DUES AND RENEWALS

A. Amount

1. Direct and Allied required dues/other charges is determined by the Global Business Travel Association, Inc. (hereinafter referred to in these Bylaws as GBTA).

2. Academic, Honorary and Retired required dues/other charges is determined by the GBTA | Georgia Chapter (hereinafter referred to in these Bylaws as the Chapter).

B. Payment

1. All annual membership dues are due and payable when the applicant applies for their membership. Until payment is made, the applicant is not a Member.

2. A Member whose renewal dues are more than thirty (30) days in arrears is no longer a Member.

3. If an employer pays the annual dues on behalf of its employee, the employer may reassign membership to another employee at any time.

4. If an individual's membership is not reimbursed by their employer, membership in the Association is retained by the individual in the event of termination of that individual's employment.

C. TERMINATION

1. Membership shall terminate upon the Member's resignation, expulsion or failure to pay dues. The member no longer receives the rights, benefits and privileges of membership.
2. The member shall return any Association property or assets to the Association.
3. Former members remain liable for any unpaid dues or other duly assessed fees. No former member shall be readmitted to membership without payment of any unpaid charges, dues or fees.
4. A member shall be expelled due to dishonesty, fraud, or unethical fraud, unethical behavior, or misrepresentation in connection with the affairs of the Association.
5. No member shall be expelled without due process. Expulsion shall be upon a simple majority vote of the Board present at a duly constituted meeting. The membership remains transferable as stated in Third Party Payments.

D. EXTENSION

1. A Member's rights and privileges may be extended for 90 days (subject to Board approval) should the Member no longer be associated with their employer.

ARTICLE 4 MEETINGS

1. TYPES OF VIRTUAL OR IN-PERSON MEETINGS

A. Association. The Association may hold from time to time meetings/events for the purpose of education, community service, networking or fund raising.

B. Annual. An annual Association business meeting shall in held in the 4th Quarter of the current year to evaluate the year's activities.

C. Special. A special membership meeting with its purpose(s) may be requested by the Board with a thirty (30) day written or electronic notice to the membership.

2. NOTICE

A. The Secretary or Association Administrator (hereinafter called Administrator) shall notify all Association members of each meeting with its purpose(s) no less than ten (10) days before the date of the meeting.

3. QUORUM

A. The presence, in person or virtually, of a simple majority of the Association members in attendance shall constitute a quorum for the transaction of business at any membership meeting.

ARTICLE 5 BOARD OF DIRECTORS

1. GENERAL POWERS

A. The property, affairs, and business of the Association shall be managed and controlled by its Board. The Board may delegate to its Officers, Directors and/or Committees/Task Forces such powers as are provided for in these Bylaws.

2.. BOARD MEMBERSHIP

A. The Board is limited to Direct, Allied and Honorary Members

B. There are five (5) Officers: Immediate Past President, President, Vice President, Secretary and Treasurer.

C. There is a minimum of six (6) and a maximum of nine (9) Directors.

D. A Director-At-Large position(s) may be established at the discretion of the Officers.

E. An Advisory Past President position(s) may be established at the discretion of the Officers.

3. VOTING RIGHTS

A. All Directors and Officers in good standing shall have one vote each in all matters to be voted upon by the Board.

B. Director-At-Large and Advisory Past President are non-voting positions.

4. TERMS

A. Officers, Directors, Director(s) At Large, or Advisory Past President(s) shall serve a one (1) calendar year term to begin January 1 and end December 31 or as noted in the Bylaws.

B. Directors may serve a maximum of three (3) one year terms before either becoming an Officer or rolling off the Board for one (1) year. After the one (1) year, they may run for Director, Treasurer, Secretary or Vice President.

C. Secretary and Treasurer may serve a maximum of three (1) one year terms before either becoming Vice President or rolling off the Board for one (1) year. After the one (1) year they may run for Director, Treasurer, Secretary or Vice President.

D. The President may serve a second one (1) year term by the simple majority vote of the Board before automatically becoming an Immediate Past President.

E. Should the President serve a second one (1) year term, the Vice-President may also serve a second one (1) year term by the simple majority vote of the Board before automatically becoming President.

1. Should the Vice-President choose not to serve the additional one (1) year term, the Board may elect by simple majority vote a new Vice-President.

2. Should the Immediate Past President choose not to serve the additional one (1) year term, the Board may elect by simple majority a new Past President to fill the role.

F. Any Officer or Director position on the Board may be filled by a Past President with a simple majority vote of the Board.

5. RESIGNATION

A. An Officer or Director may resign from the Board by written notice to the Board President.

B. Unless another time is specified in the resignation notice, or determined by the Board, the resignation shall be effective upon receipt by the President.

6. REMOVAL

A. An Officer, Director, Director At Large or Advisory Past President may be removed from office and their membership terminated for dishonesty, fraud, or misrepresentation in connection with the affairs of the Association.

B. Failure to advise the President of absence from two or more Board meetings may constitute grounds for removal.

7. VACANCY

A. The Officers may appoint any Director in good standing to fill any Officer position vacancy for the unexpired portion of the term.

B. The Board may appoint any Direct or Allied member in good standing to fill any Director position vacancy for the unexpired portion of the term.

8. ELECTION PROCEDURES

A. QUALIFICATIONS

1. Director and Officer nominees must be Association members in good standing.

2. Officer nominees must have served as a Director for a one (1) year minimum.

B. OFFICER VOTING PROCEDURES

1. The Board shall elect the Secretary, Treasurer and Vice President from the current year Directors and Officers.

2. The President role is fulfilled automatically, without vote, by the Vice President.

3. The Immediate Past President role is fulfilled automatically, without vote, by the President.

4. A simple majority of the Board shall constitute a quorum.
5. The election of the next year Officers is to be held not later than October 15.

C. BOARD OF DIRECTORS VOTING PROCEDURES

1. The nominating Committee consists of the Vice President as Chair, one (1) Officer and one (1) Director.
2. Nominees are by self-nomination or direct solicitation made prior to October 1.
3. All nominations verified that each nominee is a member in good standing.
4. Nominees are presented to the Board for approval, and creation of a Board Nominee Slate.
5. The Board Slate is sent in writing or electronically to the membership prior to November 15.
6. A simple majority of the Association members responding to the notice shall constitute a quorum.
7. Next year's Board is announced to the Association in person or electronically no later than December 15.

D. BOARD MEETINGS

1. Meetings may be in person or virtual.
2. The President or Vice President shall set the time and place of regular Board meetings.
3. Special Board meetings may be called by either the President or upon the written request of any combination of three (3) Directors or Officers. The President, or a designated Officer or Director, shall set the time and place of any special meeting.

E. NOTICE

1. The President, Secretary or Administrator shall provide at least seven (7) days notice before a Regular Board Meeting.
2. The President, Secretary or Administrator shall provide at least three (3) days notice before a Special Board Meeting.
3. The notice, which shall state the purpose of the meeting, shall be in writing or electronic, and sent to each Director at their contact information as shown in the Association records.

F. QUORUM

1. The presence of a simple majority of the Board voting members shall constitute a quorum for the transaction of business at any Board meeting.
2. A Director may provide their proxy vote to the Secretary if they are unable to attend the Board meeting.
3. In the event of tie vote, the Immediate Past President vote shall be null and void.

G. MANNER OF ACTING

1. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or these Bylaws.

ARTICLE 6 RESPONSIBILITIES

1. OFFICERS

A. President

1. Serve as Chief Executive Officer and exercise general supervision over the affairs of the Association consistent with policies established by the Board.
- b. Preside at all Association and Board meetings unless President appoints an Officer or Director to preside.
- c. Serve as the principal spokesperson for the Association.
- d. Serve as ex officio on all committees.
- e. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

B. VICE PRESIDENT

1. Serve as Chairperson of the annual fundraising Auction.
2. Perform such other duties as may be prescribed by the President.
3. Perform the duties of the President should the President be absent, or in the event of the President's inability or refusal to act.
4. Serve as the Board's representative for Sponsorships, Partnerships and Affiliations with external organizations and companies unless designated to the Director of Sponsorships.

C. TREASURER

1. Keep all financial records of the Association showing accurately at all times of the Association's financial condition.
2. Be the legal custodian of all monies, notes, securities, and other valuables which from time to time come into the Association's possession.
3. Immediately deposit all funds of the Association coming into their hands into a Board approved reliable bank, credit union or other depository.
4. Provide a monthly statement of financial condition of the Association.
5. The Treasurer may designate an Administrator to assist with the deposits and reporting.
6. Perform such other duties as may from time to time be prescribed by the President.

D. SECRETARY

1. Keep all non-financial records of the Association.
2. Perform such other duties as may be prescribed by the President.

E. IMMEDIATE PAST PRESIDENT

1. Shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.

2. DIRECTORS

A. Serve as Board Liaison for ad hoc Committees which include, but not limited to, Communications, Community Service, Education (Program/Speakers), Memberships, Sponsorships and Venues.

B. Provide strategic planning guidance for the Association.

ARTICLE 7 COMMITTEES

1. AUTHORITY

A. The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Association.

2. CHAIRS

A. The Officers or Directors serve as liaison to the specified Committees, shall appoint all Committee Chairs, and designate specific duties.

3. VACANCY

A. Vacancies of any Chairperson on any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

4. MANNER OF ACTING

A. A simple majority of the whole Committee shall constitute a quorum. 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.

B. Each committee may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board.

ARTICLE 8 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. CONTRACTS

The Board shall authorize any Officer(s), Director(s), agent(s) 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. Such authority may be general or confined to specific instances.

2. CHECKS

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by an Officer or Administrator and in such manner as shall from time to time be determined by the Board.

3. DEPOSITS

All Association funds shall be deposited to the credit of the Association in such banks, credit unions or other depositories as the Treasurer may select with the Board approval.

4. FUNDS

The Board may accept on behalf of the Association any contribution, gift, bequest, or device only for the general operation or any special purpose of the Association.

ARTICLE 9 BOOKS AND RECORDS

1. The Association shall keep correct and complete books and records of account and minutes of the proceedings of its Board, and committees which have any authority of the Board.

ARTICLE 10 FISCAL YEAR

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

ARTICLE 11 SEAL

1. The Board may provide a corporate seal which shall be in a form selected by a Board vote.

ARTICLE 12 LIMITATION ON ASSOCIATION ACTIVITIES

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

2.. Organizations that provide Sponsorships, Partnerships or in-kind services to the Association may be verbally recognized during meetings, have their logo displayed on the Association's website/social media, and/or acknowledged in the Association communications or other appropriate manners.

ARTICLE 13 INDEMNIFICATION

1. 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. 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 14 ROBERT'S RULES OF ORDER PROCEDURE

1. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are consistent with the provision of the Articles of Incorporation of these Bylaws.

ARTICLE 15 AMENDMENTS TO BYLAWS

1. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a quorum of the Board.

2. Advance written or electronic notice of a minimum of seven (7) days must be provided to include the intent as well as proposed changes, to alter, amend, repeal, or adopt new Bylaws.

3. The Board will have the power to alter, amend or repeal any portion of the Bylaws in order for the Association to be in compliance with city, state or federal laws.###