

October - 2016

BYLAWS OF THE WISCONSIN BUSINESS TRAVEL ASSOCIATION

ARTICLE I - NAME

The name of this non-profit corporation is THE WISCONSIN BUSINESS TRAVEL ASSOCIATION, a chapter of the Global Business Travel Association. It is hereinafter referred to in these Bylaws as the Chapter.

ARTICLE II - 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 III - MEMBERS

1. **Classes.** The Chapter shall have classes of membership consistent with the classes outlined in the bylaws of the Global Business Travel Association (GBTA). The classes of Chapter membership shall have the same eligibility requirements and definitions as defined in the GBTA bylaws, as amended from time to time, but shall have the duties, rights and privileges of Chapter membership as outlined in these Bylaws. 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.

For reference, the classes of membership, at the time of writing these Chapter Bylaws, shall be: Direct Members, Allied Members, Indirect Members, Press Members, Academic Members, Honorary Members and Retired Members. Notwithstanding the foregoing, in the event GBTA amends the classes of members and/or the definitions of member classes, the Chapter shall adopt classes and definitions of members to remain consistent with those outlined in the bylaws of GBTA. Please see WBTA reference document for detailed definitions.

2. **Voting rights.** Direct and Allied member of the Chapter shall have voting rights in all matters to be voted on by the members. All other categories of membership shall have no voting rights.

3. **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 initiation fee and dues required for the first year of membership. Applications for membership shall be approved or denied 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, to elect directors and officers, and to conduct such other business as may properly come before the meeting.

(b) **Regular meetings.** Regular meetings of the membership of the Chapter shall be held on the second Wednesday during the months of January, March, May, September and November.

(c) **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 voting members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.

(d) **Notice.** The VP of Education shall notify all members of the Chapter of each meeting no 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.

(e) **Quorum.** The presence in person of a majority of the voting members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the membership.

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. **Membership.** The number of Directors shall be nine (9), including the President, Executive Vice President, Secretary, Treasurer, Chairman, Vice President of Membership, Vice President of Education, and one (1) Director from the Direct membership, and one (1) Director from the Allied membership.

3. **Terms.** The Directors shall serve terms of two (2) years, to begin January 1 of the year following the election and end on December 31, two years later.

4. **Election.** The Directors shall be elected by ballot of the membership at the annual meeting.

5. **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 members.

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.

7. **Loss of Employment.** If a Board Member experiences loss of employment, such member will be granted a 90 day grace period to secure a position within the travel industry. If, within 90 days, a travel industry position is not secured, their Board position will be forfeited.

8. **Vacancies.** Any vacancy on the Board of Directors will be filled by a vote of two-thirds (2/3) of the Board of Directors.

9. Meetings.

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

(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.

9. **Notice.** Notice of the regular meetings of the Board of Directors shall be given at least fourteen (14) days before the meeting by the Secretary. 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. In both cases, the notice shall be sent by e-mail to each Director at the e-mail address 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.

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.

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.

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 V - OFFICERS

1. Officers. The Officers of the Association shall be a President, Executive Vice President, Secretary, Treasurer, Chairman, Vice President of Membership, Vice President of Education and one (1) Director from the Direct membership, and one (1) Director from the Allied membership.

- **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 chairpersons of, and serve ex officio on, all committees, 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.

- **Executive 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.
- **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 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. The 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.
- **Secretary.** The Secretary 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.
- **Vice President of Membership.** The Vice President of Membership shall administer new member applications, process annual member renewals, and plan and coordinate new member recruitment programs to ensure the long-term viability of the Chapter. The Vice President of Membership shall also chair the Membership Committee and perform other duties as prescribed by the Board of Directors. At the Annual Meeting, the Vice President of Membership shall compile an up-to-date membership list showing the names of the members, their address, business affiliation, and the telephone number. It shall be broken down by: Direct, Allied, Honorary and Student/Educator. It shall show the current Officers, the Directors and term.
- **Vice President of Education.** The Vice President of Education shall plan and direct the programs, special events, and other matters relating to the education of the membership in regards to the Association's strategic mission. The Vice President of Education shall supervise the activities of the Programs, Special Events, and Hospitality Committees and perform other duties as prescribed by the Board of Directors.
- **Chairman.** The outgoing President shall move into the Chairman role, and shall serve in an advisory capacity in order to insure continuity and to provide such assistance to the President.
- **Allied Director.** The Allied Director shall act as the liaison to the Chapter's Allied members. Responsibilities include, but are not limited to, assistance to the Vice President of Membership

during membership drives, member surveys and analysis, plan Allied member only round tables, and provide any Allied specific communications.

- **Direct Director.** The Direct Director shall act as the liaison to the Chapter's Direct members. Responsibilities include, but are not limited to, assistance to the Vice President of Membership during membership drives, member surveys and analysis, plan Direct member only round tables, and provide any Direct member specific communications.

2. **Election.** Each officer of the Chapter shall be elected in person or by absentee ballot by the members for a two-year term of office, and may not serve more than one consecutive term in each office. The terms of office of each officer shall be for two (2) years, to begin January 1 of the year following the election and end on December 31, two years later.

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

ARTICLE VI - ELECTIONS

1. **Nomination Procedure.** All nominations must be in writing and submitted to the Board of Directors. The Board of Directors 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.

2. **Election Procedure.** The elections shall be held at the annual membership meeting. The candidate for each office receiving the highest number of votes will be elected.

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 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.

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, such instruments shall be signed by the 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 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 the calendar year and end on the last day of the calendar year.

ARTICLE XI - 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 XII - LIMITATION ON CHAPTER ACTIVITIES

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

ARTICLE XIII - 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 XIV - 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 XV - 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 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.