

**MID-SOUTH AREA BUSINESS TRAVEL ASSOCIATION, INC.
BYLAWS OF THE MID-SOUTH AREA CHAPTER
OF THE
NATIONAL BUSINESS TRAVEL ASSOCIATION**

Article I -Name and Location

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

Article II - Objectives/Purpose

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 that purchase travel services.
3. To represent the positions of the business travel industry on issues that 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 six classes of membership:

1. **Direct** - Persons responsible for procuring or arranging travel services for the employees of such corporations, or is 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** - Any individual who has been recognized by the Officers and Board of Directors as having rendered distinguished service to the industry or the Chapter by the Officers and Board of Directors. Honorary memberships are automatically accorded to individuals upon completion of their term of office who have served in designated positions, including original founding members of the Chapter, past presidents and chairpersons and have been members in good standing for 10 or more years. Honorary Members will be extended complimentary annual membership to MSA-BTA not to include the costs of the monthly meetings at the member price.
4. **Associate** - Any individuals representing an Allied member organization where a there is an already existing MSA-BTA Allied member that is employed within the same organization. The Associate member will enjoy the all the same benefits as the primary Allied member with the exception of voting rights. Voting rights will be extended to only 1 person from each Allied Organization.
5. **Student** – Any student currently enrolled in a high school, associates or baccalaureate program leading to qualifications as a member. Student members may not hold office or vote, but may serve as an observer on any committee and attend regular meetings.
6. **Retired** - Any member in good standing who has retired from full-time employment and is not currently active with any corporation or organization whose employees are eligible for membership shall be eligible for membership as a retired member of the Association. Retired members may not hold elected office or vote, but may serve on Committees and attend regular meetings.

Each member shall be required to abide by these Bylaws and any other rules and regulations established by the Board of Directors and to pay all dues, assessments, and other financial obligations.

Article IV - Officers - The Officers of the Chapter shall be a President, a Vice President ,a Secretary, a Treasurer, and the Chairperson (the immediate past President).

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.

b) **The Vice Presidents shall:**

- 1) Assist the President in performing the duties of that office, and
- 2) In the absence of the President, perform the duties and exercise the powers of the President.
- 3) Serve as the Chief Operating Officer of the Association

c) **The Secretary**

- 1) Be responsible for ensuring the Association's membership list is maintained by the membership committee.
- 2) Assure proper recording of proceedings at all meeting of the general membership and the Board of Directors,
- 3) Execute all orders, votes and resolutions not otherwise provided for,
- 4) Conduct the general correspondence of the Association, and
- 5) Shall provide Board members with prior notification of meeting date, time, and place.

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 or Board of Directors.
- 3) The 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.

e) **The Chairman shall:**

1) 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.

2. **Qualifications** - Positions for President, Vice President, Secretary and Treasurer shall be nominated from the general membership. In order to be nominated, the member must be a dues paying active member in good standing in the association for at least one (1) year. The office of Chairman will be filled by the immediate Past President.

3. **Terms** - The term of each office shall be two (2) years commencing on January 1 following the election. The Officer positions of President, Vice President, Secretary, and Treasurer will be elected by the general membership no later than November 30th of the election year. The office of Chairman will not be elected as Chairman will be filled by the immediate Past President.

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

5. **Removal** - Any Officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter. Failure to advise the President of absence of two or more Board of Director's meetings or nonfulfillment of duties will constitute grounds for removal.

6. **Vacancy** - A vacancy in any office (except the President), shall be elected by the Board of Directors for the un-expired portion of the term.

7. **Nominations** - Nomination of candidates for Officer and Board of Director positions shall be by a Nominating committee. The nominees for Officer and Board of Director positions shall be presented to the members no later than October 31 of the election year.

Article V - Board of Directors

1. **General Powers** - 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. **Membership** - The Board of Directors shall consist of at least five (5) members, or such other number as shall be decided by the directors from time to time, plus the committee chairs: the President, Vice President, Secretary, Treasurer, and Immediate Past President. The Immediate Past President shall act as Chairman of the Board.

3. **Qualifications** - Nominees for the Board of Directors must be active dues paying members of the Chapter in good standing

4. **Terms** - The term of a Director shall be two calendar year to begin January 1 and end December 31.

5. **Election** - The Board Members and Officers of the association will be nominated by the Nominating Committee. These nominations will be approved by the current Board of Directors to ensure the candidates are in good standing. The

nominees will be then presented to the membership by the nominating committee and shall be elected by a simple majority vote.

6. **Removal** - A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter. Failure to advise the President of absence from two or more Board of Directors meetings or nonfulfillment of duties will constitute grounds for removal.

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. **Vacancy** - Any vacancy on the Board of Directors will be elected by the Board of Directors for the un-expired portion of the term.

9. **Board Meetings** - The President shall set the time and place of the regular meetings of the Board. 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 set the time and place of any special meeting.

10. **Notice** - Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally, electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

11. **Quorum** - The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

12. **Compensation** - Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Article VI - Elections

1. **Nomination Procedure** - All nominations from the Nominating Committee 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 ballots shall be distributed before November 30 with results announced no later than December 31. The votes will be tallied and results announced right after to the general membership. New officers will be installed in December with their terms beginning in January of the following year. The candidates shall be elected by a simple majority vote of the membership.

Article VII - 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. Nomination of candidates for Officer and Board of Director positions shall be by a Nominating Committee. Members shall be elected to the Nominating Committee by the general membership. Chairing of the Nominating Committee shall be by a direct member to be decided within this committee.

3. The President and Vice President shall be members ex-officio of all committees except the Nominating Committee.

Article VIII - Membership Meetings

Members will be notified of membership meetings no fewer than ten days prior to a meeting.

Meeting Attendance Fees – The Board of Directors shall establish the amount of the meetings fees for members and non-members/guests. Special pricing promotions may be offered to encourage increased attendance (e.g. first time attendee, members bring a guest/co-worker, etc.).

Article IX - Voting Rights

Each paid member of the Association shall have one vote in all matters to be voted on by the members. At least 1/3 of the votes entitled to be cast on a matter must be presented to the active members to constitute a quorum on that matter. Associate members will not be included in the membership votes. Signed proxy votes will also be accepted into the official membership votes.

Article X - Applications Association

Any individual or business desiring to become a member of the Chapter must apply on forms approved and supplied by the Association. Applications must be accompanied by the annual dues required before being approved. Applications for membership may be approved or denied by a vote of the Officers and Board of Directors, in accordance with the Bylaws. Each new member will receive access to the membership roster.

Article XI - Dues

Annual dues shall be established by the Board of Directors

1. **Amounts** - The Board of Directors shall establish the amount of the annual dues, or other charges required to be paid by members. Membership dues are due and payable by January 31. Anyone becoming a new member after July 1 shall pay one half (½) of the regular Direct/Allied membership dues plus meeting fees..
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.
3. **Transfer of Membership** – Paid memberships for the remaining calendar year can be transferred to another employee of the corporation or organization that paid the annual dues. The individual member can take their membership status with them to their new position if their current employer or organization will provide a written release allowing them to do so. This must be submitted within 30 days notice of their change in employment or their status will be suspended.

Article XII - 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, 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 device for the general purposes or for any special purpose of the Chapter.
5. **Expenses / Disbursement**. All expenses incurred on behalf of the chapter must be submitted for reimbursement no later than 45 days after the expense. Any check issued must be cashed / deposited within 45 days of check date. After 45 days the check becomes invalid and expenses will no longer be reimbursed.

The chapter shall pay the travel related expenses of the President to represent the chapter at certain Global Business Travel Association (GBTA) events including, but not limited to, the annual Global Business Travel Association Convention and the Chapter Presidents' Council meetings as well as the annual membership dues to GBTA, if the President is not already a dues paying member. If the President is unable to attend one of these events, the chapter shall pay the travel related expenses for the Association/President's representative.

The chapter, upon Board approval, may elect to pay all or a portion of the travel related expenses of Mid-South Area Business Travel Association Board members in good standing to attend the Global Business Travel Association (GBTA) Chapter Leadership Summit.

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 - Termination

1. **General Rule** - membership in the Association shall terminate of upon the resignation of a member; upon termination for Membership failure to pay dues, or upon expulsion from membership only for dishonesty, fraud, or misrepresentation in connections with the affairs of the Association. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting. A membership is transferable from one individual to another within the same company/ corporation.

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 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 XV - 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, but not more than two (2) months 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 XVI - Parliamentary

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

Article XVII- MSABTA CODE OF ETHICS

The Mid South Business Travel Association and its members shall maintain the highest level of ethical, legal and professional standards in the conduct of its business.

The goal and objective of the Mid South Business Travel Association is to advance the knowledge and professionalism of all members and to provide opportunities for communication of travel related information.

Direct solicitation of members at any Association function is prohibited.

The policy of the Mid South Business Travel Association requires that members who conduct themselves in an unprofessional manner, detrimental to the goals and objectives of the Association, be called upon to answer for such conduct to the Mid South Business Travel Association Board of Directors.

Last Revision Date: 12/04/2015