



## **ARTICLE 1 - NAME**

- 1.1 Name. The name of this Chapter is the INLAND NORTHWEST BUSINESS TRAVEL ASSOCIATION, a chapter of the National Business Travel Association, which is a non-profit corporation organized under the laws of the State of Washington. It is hereinafter referred to in these Bylaws as the Chapter.
- 1.2 Area of Operation. The areas of operation of this Chapter shall be the following: Eastern Washington, Montana, and Idaho.

## **ARTICLE 2 - PURPOSE**

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

## **ARTICLE 3 - MEMBERS**

- 3.1 Classes. Membership in the Chapter shall be open to all individuals engaged in corporate travel, transportation, and associated activities, and interested in furthering the study and solutions of problems encountered in such activities. The Chapter shall have five (5) classes of membership: Direct, Allied, Student, Honorary, and Retired. No individual may hold membership in more than one (1) class. The Board of Directors shall make a determination if any uncertainty exists as to which class an applicant belongs.
  - 3.1.1 Direct Member – Persons employed with a corporation or organization for the purpose of procuring travel services for the employees of the corporation or organization, or responsible for administering the travel policies for a corporation or organization. The corporation or organization must be located within INBTA's area of operation as set forth in Article 1, Section 2 and shall not represent travel related products and services. All Direct members, upon payment of dues, shall have the right to vote and to have all privileges of membership and the ability to hold an elective office.
  - 3.1.2 Allied Member – Travel industry representatives for travel agents/agencies, car rental, hotel/motel, airline, rail, charter air companies, limo, steamship, bus, household movers, and other travel related support services, i.e., consultants, credit card vendors, employees of governmental, regulatory agencies, Chambers of Commerce, Visitors & Convention Bureaus. Allied members, upon payment of dues, shall have the right to vote and to have all privileges of membership and the ability to hold any elective office.
  - 3.1.3 Academic Membership shall be limited to any Professor or full-time post-secondary student enrolled in a program at a college, university, or other post-secondary institution which is recognized by the Association leading to a degree or certificate in travel, transportation, or hospitality management, and any student organization which represents such students, is eligible to apply to be an academic member. Academic members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to attend meetings and serve as an observer on a committee.
  - 3.1.4 Honorary Membership may be bestowed by the Board of Directors for any individual who has been recognized as having rendered distinguished service to the industry or the Association.

Honorary memberships are automatically accorded to individuals upon their retirement, who have served in designated positions, including original founding members of the Association; Past Presidents who served full terms; and past Board of Director members who have served on the board for at least 5 years. Honorary members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to serve on committees and attend meetings, shall continue on the Association's mailing list, and remain on the annual roster designated as an "Honorary Member." The privilege of this status shall be suspended if an honorary member reenters the field in a position with any corporate or organization whose employment would make them eligible for membership or who is employed by another firm or individual to solicit or promote a business product or service at any INBTA hosted event(s), or if they engage in such activity on their own behalf. Annual dues shall be waived for Honorary Members.

3.1.5 Retired Membership may be approved by the Board of Directors for any Direct member in good standing who has retired from full-time employment and is not currently active with any corporation or organization whose employment would make them eligible for membership. Upon leaving their employment, members can request approval from the Board of their Retired Membership application. If a Retired Member returns to work in a position with any corporate or organization whose employment would make them eligible for membership, the status of Retired Member will be lost and the individual would need to reapply as a Direct or Allied member. Retired members may not vote, hold elective office, or chair any standing or special committee but they will be eligible to serve on committees and attend meetings, shall continue on the Association's mailing list, and remain on the annual roster designated as a "Retired Member." Nominal annual dues shall be determined by the Board of Directors.

3.1.6 Press Membership shall be limited to any corporation, organization or individual that is principally engaged in monitoring and reporting as press media. Press members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to attend meetings and serve on committees with the concurrence of the President.

3.2 Voting Rights. Each Direct and Allied member of the Chapter shall have one vote in all Chapter matters. Student, Honorary and Retired members shall have no voting rights.

3.3 Application for Membership. An individual or business shall submit a request for application for membership to the Membership Chairperson on the forms approved and supplied by the Chapter. Applications must be accompanied by the initiation fee and dues required for the first year of membership.

3.4 Dues

3.4.1 Annual Dues. The rates of annual dues, initiation fees or other charges shall be established by a vote of the majority of the Board of Directors. Annual increases shall not exceed 10% without a vote of the membership. The dues of all members shall be due on January 1 of each calendar year. Annual dues statements will be mailed during the month of November.

3.4.2 Delinquency. Membership dues shall be paid in full by January 31. Members whose dues are more than thirty (30) days in arrears shall be suspended and may not vote until dues are paid in full. Membership will be terminated if dues are more than sixty (60) days in arrears.

3.5 Meetings

3.5.1 Annual Membership Meeting. The December monthly meeting of the Chapter shall be considered the Annual Membership meeting. The following business shall be conducted at the Annual meeting: business reports concerning the conduct of the Chapter's activities, installation of officers and directors, approval of the annual budget, and to conduct such other business as may properly come before the meeting.

3.5.2 General Membership Meetings. General membership meetings shall be held at a time and place as determined by the Board of Directors.

3.5.3 Special Membership Meetings. A Special meeting shall be held upon the call of the Board of Directors or upon the written request signed (within any 60-day period) by one-third of the regular members at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes. The Secretary of the Chapter shall notify all members of any special meeting, said notice to be sent to each member at his/her current address in the records of the Chapter no more than sixty (60) days nor less than ten (10) days before the date of the meeting.

3.5.4 Notice of General Meetings. The Hospitality Chairperson shall notify all members of the Chapter of any general meeting, which notice shall be sent to each member via fax or email to the member's fax or email of record at least ten (10) days before the date of the meeting. The notice shall state the purpose(s) for which the meeting is called.

3.5.5 Quorum. One-third (1/3) of the members present shall constitute a quorum for the transaction of business at any meeting.

### 3.6 Termination of Membership.

3.6.1 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.

3.6.2 Expulsion. No member shall be expelled from the Chapter, except for failure to pay dues timely, without due process. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting. Notice of such action to expel must be published in the notice of the meeting at which it will be presented.

3.6.3 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.

3.6.4 Liability for Dues. Termination of any membership shall not relieve the former member of 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 the amounts owed.

## **ARTICLE 4 - THE BOARD OF DIRECTORS**

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

4.2 Membership. The Board of Directors of the Chapter shall consist of the following offices: President, Immediate Past President, Vice President, Secretary, Treasurer, and Chairperson of each committee.

4.3 Terms. The Directors of the Chapter shall serve a two (2)-year term of office to begin at the close of the annual membership meeting at which their election is announced and end at the close of the annual meeting two years later.

4.4 Election. The Directors, except Committee Chairpersons, may be elected (1) at the December Annual Membership meeting by written ballot or a show of hands, or (2) by electronic ballot prior to

the Annual Membership meeting, at the discretion of the Board of Directors. Committee chairpersons are appointed by the President.

- 4.5 Removal. A director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the members.
- 4.6 Resignation. Any director may resign by written notice to the Board of Directors. A director's resignation shall be effective upon receipt by the Board unless otherwise stated in the resignation letter.
- 4.7 Vacancies. Any vacancy on the Board of Directors shall be filled by the Board of Directors. The appointment will fill the remaining unexpired term.
- 4.8 Meetings.
  - 4.8.1 The President shall set the time and place of the regular meetings of the Board.
  - 4.8.2 Special meetings may be called by the President or upon written request of any three (3) directors. The President or the Directors calling the meeting shall set the date, time, agenda, and place of special meeting.
- 4.9 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. 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 in writing and delivered personally, sent by overnight courier, emailed or faxed to each Director at his/her address as shown by the records of the Chapter. The business to be transacted at any special meeting of the Board must be specified in the notice of such meeting.
- 4.10 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.
- 4.11 Manner of Acting. The act of a majority of the board members 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 the most recent edition of Robert's Rules of Order.
- 4.12 Informal Action. Any action required by law to be taken at a meeting of the 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, is signed by a majority of the Directors.

## **ARTICLE 5 - OFFICERS**

- 5.1 Officers. The officers of the Chapter shall be a President, Vice President, Treasurer, Secretary and Immediate Past President.
- 5.2 Election. Each officer of the Chapter (other than the immediate Past President) shall be elected by the members for a two (2)-year term of office. The Immediate Past President shall take office for two (2) years upon the expiration of his/her term of office as President. The terms of office of each officer shall begin at the close of the annual membership meeting at which their election is announced and end at the close of the annual meeting two years later.
- 5.3 Resignation. Any officer may resign by written notice to the Board of Directors. An officer's resignation shall be effective upon receipt by the Board unless otherwise stated in the resignation letter.

- 5.4 Removal. An officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the members.
- 5.5 Vacancies. Any vacancy in any office (except President), whether because of the membership's failure to elect any officers, resignation, removal, disqualification, or death, shall be filled by the Board of Director for the unexpired portion of the term.
- 5.6 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 chairpersons of, and serve ex officio on, all committees, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board. The President is a member of NBTA and serves as liaison between NBTA and the Chapter, and shall attend all Chapter Presidents' Council meetings. The President shall represent the Chapter at the National NBTA Convention each year. If the President is unable to attend, those responsibilities are assumed by the Vice-President, with the Treasurer, Secretary, and Director of Membership following in the order of succession. The President appoints committee chairpersons.
- 5.7 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.
- 5.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5.9 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 approved by the Board of Directors and shall keep such bank account in the name of the Chapter. Upon request of the Board of Directors, he/she shall furnish a statement of the financial conditions 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. The Treasurer will also be responsible for updating NBTA records, which includes an annual notification of Chapter members.
- 5.10 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.
- 5.11 Director of Membership. This Director is responsible for maintaining communication and cohesion among the active chapter members while working to grow the membership and promote INBTA. This person works with the Treasurer and Technology Directors to maintain the current member data base.

## **ARTICLE 6 - ELECTIONS**

- 6.1 Nomination Procedure. Nominations may be in writing or taken from the floor at a membership meeting and submitted to the Board of Directors. The Board shall review all nominations and verify that each nominee is a member in good standings and has paid all dues and fees owed to the Chapter.
- 6.2 Election Procedure. The elections shall be held at the December membership meeting. The candidate for each office receiving the highest number of votes will be elected.
- 6.3 Term. Each officer of the Chapter shall be elected by the members for a term of two years in office.
- 6.4 Terms – Even Election Years. The President and Secretary shall serve terms of two (2) years or until successors are duly elected, to begin in January following the annual meeting on even election years at which their election is announced and end in December two (2) years later.
- 6.5 Terms – Odd Election Years. The Vice President and Treasurer shall serve terms of two (2) years or until successors are duly elected, to begin in January following the annual membership meeting on odd election years at which their election is announced and end in December after the annual membership meeting two (2) years later.

## **ARTICLE 7 - COMMITTEES**

- 7.1 Authority. The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of this Chapter.
- 7.2 Chairs. The President shall appoint all chairs of committees.
- 7.3 Vacancies. Vacancies in the membership of any committee may be filled by appointment as made in the same manner as provided in the case of the original appointments.
- 7.4 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 8 – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

- 8.1 Contracts. The Board of Directors may 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.
- 8.2 Checks. All checks, drafts, or orders for payment of money, notes, or other evidence 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. Such instruments shall be signed by the Treasurer.
- 8.3 Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Treasurer may select with the approval of the Board.

8.4 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 9 - 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 10 - FISCAL YEAR**

The fiscal year of the Chapter shall begin on the first day of September and end on the last day of August.

## **ARTICLE 11 - SEAL**

The Board of Directors shall provide a corporate seal which shall be in a form selected by resolution of the Board of Directors.

## **ARTICLE 12 - LIMITATION ON CHAPTER ACTIVITIES**

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

## **ARTICLE 13 - 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 representatives 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 or Officer 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 14 - 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 15 - AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or released, 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.