

## TEXAS BUSINESS TRAVEL ASSOCIATION CONSTITUTION

### Article I – Name

This organization will be named the Texas Business Travel Association (“TexasBTA”) and will be an incorporated, non-profit organization and will not be used for the personal pecuniary gain or profit of any member.

### Article II – Purpose

1. The purpose of this Association will be:
  - a. To cultivate constructive cooperation and interest among firms and individuals, and the members of this Association.
  - b. To foster and promote a thorough understanding of each other’s needs, between the members and this Association.
  - c. To engage in an interchange of views regarding legislation which does or may affect such matters as it relates to the operation of each company within this Association.
  - d. To acquaint regularly established local, state and national agencies or industry tribunals with the needs of the commercial traveler and to affect such rulings, decisions and practices within the jurisdiction of such tribunals.
  - e. To advance the knowledge of members through conferences, publicity, lectures, seminars and other appropriate means.
2. The above purposes are not intended to be all inclusive and it will be within the power of the Board of Directors and members of the Association to deal with such other matters which, in their judgment, are of benefit to its members.

### Article III – Membership and Voting

1. Membership of the Association will not be limited as to the number of members employed by the same company.
2. The membership will be divided into two (2) designations of voting members (i.e. Direct Members and Allied Members, collectively “Voting Members”) and three designations of nonvoting members (i.e. Academic Members, Honorary Members, and Retired Members, collectively “Nonvoting Members”).
  - a. **Direct membership** will be limited to any person regularly employed and compensated by a corporation or company to:
    - Procure business travel services for employees of said corporation or company, or alternatively, serve one or more clients in this capacity as an outsourced travel manager, consultant, buyer or meeting planner;
    - Administer travel policies for said corporation or company;
    - or,
    - Manage business travel services/systems for employees of colleges or universities, federal state agencies, or non-profit organizations
    - Direct members will have all voting rights and may hold elective office within the Association, excluding the position of Vice President Allied

- b. **Allied membership** will be limited to any person regularly employed and compensated by a company who:
- Operates a business related to Auto Rental, Ground Transportation, Air Travel, Credit Card, Cruise Line, Lodging, Relocation, Rail, Travel Technology, Travel Management, and other travel professional services.
  - Consultants who are hired by and compensated by either Allied or Direct Members and whose primary job responsibility does not otherwise qualify that consultant to become a Direct Member.
  - Allied members will have all voting rights and may hold elective office within the Association, excluding the position of Vice President Direct.
- c. **Academic Membership** is defined as follows:
- *Student* Any 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 in travel, transportation, or hospitality management, and any student organization which represents such students, is eligible to apply to be as a student member.
    - Student members may not hold elective office or vote, but may serve on any committee.
  - *Educator Members.* Any full-time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to business travel.
    - Educator members may not hold elective office or vote, but may serve on any committee.
- d. **Honorary Membership** may be bestowed annually, with approval by the Board of Directors. There will be no assessment of dues. Honorary members may serve on eligible committees but may not vote or hold elective office.
- e. **Retired Membership** is a designation of Nonvoting Member consisting of former members in good standing who have retired from full-time employment. An individual is no longer eligible to be a Retired Member if that individual obtains employment or acts as an independent contractor that would otherwise render such individual eligible to be a Member under another designation. Retired membership may be bestowed annually, with approval by the Board of Directors. There will be no assessment of dues. Retired members may serve on eligible committees but may not vote or hold elective office.
3. Upon acceptance of the individual for membership, such membership will remain in effect for 12 rolling months unless transferred, withdrawn or revoked.
  4. If a corporation or other business entity pays annual dues on behalf of an individual it employs who is qualified to be a Member as defined in the by-laws, membership can be reassigned to another qualified individual as specified by the corporation. If annual dues are paid directly by an individual and not reimbursed by his or her employer, membership in the Association is retained by the individual.
  5. Electronic Voting may be administered for both minor and major issues as determined by the Board of Directors. Electronic Voting presumes a quorum is

present, regardless of the number of votes cast. The outcome of a vote is determined by simple majority.

#### **Article IV – Officers**

1. The officers of the Association will consist of a President, Vice President Direct, Vice President Allied, Secretary, Treasurer and immediate past-President. Officers will hold their designated elected office for a period of two (2) years, not to exceed two (2) consecutive terms. Installation of officers will begin January 1 of every other even calendar year.
2. The Board of Directors will consist of the elected officers, and the immediate past President, all of whom will have voting rights.

#### **Article V – Meetings**

Meetings will be held monthly as approved by the Board of Directors.

#### **Article VI – Committees**

The standing committees of the Association will be designated by the Board of Directors.

#### **Article VII – Quorum**

The majority of members with voting rights will constitute a quorum. The Constitution and/or By-Laws of the Association may be altered, amended or repealed by a quorum of eligible members. Proposed changes must be submitted to the membership fifteen (15) days prior to voting.

#### **Article VIII - Liability**

No officer, committee member or member of the Association will be liable for the act or failure of any other such person or organization.

## **Texas Business Travel Association By-Laws**

### **Article I – Members**

1. Application for membership will be submitted online and subject to Board of Directors approval.
2. If the conduct of a member appears to the Board of Directors to be disorderly or prejudicial to the welfare of the Association, said member may be subject to censure, suspension or expulsion at the direction of the Board of Directors
3. Members will be provided due process rights prior to termination, including written notice of the charges; written notice of the date, time and place of the hearing; the right to examine evidence and cross-examine witnesses; and the opportunity to refute the charges.

### **Article II – Dues and Fees**

1. Any changes to the annual assessment for Association dues will require a majority vote, with a 60 day written notice to the members.
2. When an individual's membership expires, they will have 30 days to renew their membership.
3. The Board of Directors will have the power to levy any assessment of any member or members of the Association other than regular annual dues with a 60-day written notice to the members.
4. Non-members are only allowed to attend one meeting within a calendar year.

### **Article III – Withdrawal from Membership**

Any member may at any time address a written request to the Secretary that such member's name be removed from the Association's roster. Such request will cause the member to relinquish all rights and privileges in the Association.

### **Article IV – Duties of Officers**

1. The President of the Association will preside at all meetings, including Board of Directors meetings of the Association and will perform the duties usually carried out by a presiding officer. It will be the duty of the President to appoint the Chairpersons of all Committees (except the Nominating Committee) of the

- Association unless otherwise provided by resolution of the members, and to serve as an ex-officio member of all such committees.
2. A Vice President (Direct and/or Allied) in the absence or disability of the President will perform the duties and exercise the powers of the President and perform other duties as assigned by the President.
  3. The Secretary will attend all meetings of the Board of Directors, monthly and special meetings of the members and will act as clerk of each meeting recording all votes and minutes of the proceedings. The Secretary will notify all members of time and place of monthly and special meetings.
  4. The Treasurer will have custody over all funds and securities of the Association and will keep full and accurate accounts of receipts and disbursements in books belonging to the Association in such depositories as may be designated by the Board of Directors. The Treasurer will disburse the funds of the Association as may be ordered by the Board of Directors by providing proper support for such disbursements, and will render to the President and the members of the Association at each Board of Directors meeting an account of all transactions as Treasurer, and of the financial condition of the Association.

#### **Article V – Board of Directors**

1. The Board of Directors will consist of the President, Vice President Direct, Vice President Allied, Secretary, Treasurer and immediate past President. In the event of a tie vote the President will have a second vote.
2. The Board of Directors will meet no less than three (3) times a year. Any member of the Board of Directors who is absent from three consecutive meetings may be deemed to have resigned and his/her place will be filled by the Board of Directors until the next election of officers.
3. Regular meetings will be held at a place and time determined by the President.
4. At meetings of the Board of Directors three-fifths of the members will constitute a quorum and be sufficient to transact business on a majority vote.
5. The Board of Directors will be responsible for guiding the affairs of the Association including, but not limited to the following duties:
  - a. Disburse Association funds.
  - b. Direct the Treasurer to provide an annual financial report..
  - c. Assign committee functions.
  - d. Form ad hoc committees as applicable
  - e. Recommend to the membership action to be undertaken by the Association regarding industry questions and problems.

#### **Article VI – Meetings**

1. All membership meetings will commence with the January meeting and be held throughout each calendar year. Meetings will be held at a time and place set by the Board of Directors, and notification to members will be sent in advance.
2. Special meetings may be called for any purpose by the President pursuant to a majority vote of the Board of Directors.

## **Article VII – Duties of Committees**

Duties of the committees will be set and approved by the Board of Directors.

## **Article VIII – Elections**

1. *Nomination Procedure*: All nominations must be in writing and submitted to the Nominating Committee chairperson. The Nominating Committee will review all nominations and verify that each nominee is a member in good standing and has paid all dues and fees owed to the Association. The committee will contact each nominee to determine their willingness to serve, if elected.
2. *Election Procedure*: The elections will be held a minimum of 4 months prior to the beginning of a new electoral term as stated in Article IV.1 of the Constitution. The candidate for each office receiving the highest number of votes will be elected.

## **Article IX – Vacancies**

If any vacancy exists within the Board of Directors of the Association, that vacancy will be filled by appointment of the Board of Directors until the next election of officers.

## **Article X – Fiscal Year**

The fiscal year of the Association will commence on January 1 and terminate on December 31.

## **Article XI – Parliamentary Authority**

Robert's Rules of Order, newly revised, will govern procedures at meetings of the Association.

## **Article XII – Public Office**

The Association pledges not to participate in the nomination, election or appointment of candidates for public office.

## **Texas Business Travel Association - Code of Ethics**

The primary goal of our Code of Ethics is to support the objectives of the Texas Business Travel Association as outlined in Article II of the Constitution. The Texas Business Travel Association and its members will maintain the highest level of ethical, legal and professional standards in the conduct of its business.

1. Communication & Solicitation:
  - a. Utilizing the Texas Business Travel Association member directory to assemble a mass solicitation to all or part of the membership is prohibited.
  - b. A company or organization will not use the Texas Business Travel Association name or logo without approval by the Board of Directors.
  - c. Direct solicitation of members at any Texas Business Travel Association meeting or event is prohibited.

2. Professionalism

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