

# Bylaws

## ARTICLE I - NAME AND LOCATION

Section 1. The name of this Association shall be the: Chicago Business Travel Association (CBTA).

Section 2. The location of this Association shall be Chicago, Illinois, USA.

## ARTICLE II - PURPOSES

Section 1. Founded in 1970, the Chicago Business Travel Association provides an important forum for the exchange of information, education and ideas among its members, who include representatives from local corporations and leading travel industry suppliers. Our emphasis is on working together to better understand new and emerging travel management practices. This is accomplished in a variety of ways including regular meetings, frequent communication and periodic networking events.

## ARTICLE III - MEMBERSHIP

Section 1. There shall be the following classes of membership:

- A. **DIRECT:** Individuals who are employed and paid by a corporation or organization to procure and/or manage business travel services for employees of the corporation or organization (i.e. air, hotel, ground transportation, corporate card, meeting services, etc.) and/or to promulgate and administer travel policies for the corporation or organization. Clarification regarding membership category eligibility will be determined by a majority vote of the Officers of the Board. Each Direct member shall be entitled to one vote in Association matters.
- B. **ALLIED:** Suppliers from all facets of the business travel industry, including those who work as a travel manager for a corporation but are paid by a travel management company.
- C. **HONORARY:** A member in good standing upon retirement from his/her regular business pursuits on full time basis may be appointed to Honorary Lifetime Membership by the Board of Directors in recognition of the member's service to the board and organization. Such Honorary Lifetime Members shall pay no dues or assessments and shall not be eligible to vote or hold office.
- D. **STUDENT:** Students not currently employed full-time in a travel or hospitality position and enrolled in a post-secondary travel or hospitality program are eligible for student membership. Granting of student membership shall be at the discretion of the board, and such members shall have no voting rights.

## Section 2. Dues

1. Annual Association dues for all membership categories will be set by the Board of Directors and will be for a 12 month period. .
2. Dues for members will be on a rolling 12 month period from time of application as new member or on a rolling 12 month period for member renewals as determined by the Board of Directors.
3. All dues are non-refundable. Upon termination of membership, no dues will be refunded.

## Section 3. Application for Membership

Application for membership shall be posted on the organization's website at [www.Chicagobta.org](http://www.Chicagobta.org) and should be completed electronically.

## Section 4. Elections

Power of election to membership shall be vested in the Board of Directors.

## Section 5. Membership Payment

Membership in the Chicago Business Travel Association shall be maintained by the payment of annual dues as specified in the Bylaws.

## Section 6. Termination of Membership

1. Termination. Membership in the chapter shall terminate upon the resignation of a member, or upon the member no longer meeting the membership category qualification criteria, or for failure to pay dues. or upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.
2. Suspension. A member shall be immediately suspended from the Association upon a felony charge upon a two-thirds vote of the Board of Directors at a duly constituted meeting. Upon resolution the Board of Directors may vote for re-instatement by a two-thirds vote at a duly constituted meeting.
3. Expulsion. A member shall be expelled for dishonesty, fraud, misrepresentation in connection with the affairs of the association, misuse of membership data or for failure to pay dues. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting
4. 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.

5. 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 – OFFICERS AND BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the Officers, Chairmen of the Standing Committees and the Immediate Past President. The immediate Past President shall be Chairman of the Board. Members of the Board of Directors shall serve for a term of two years. All members of the Board of Directors shall have voting rights at board meetings. Committees with Co-Chairs shall have one vote per committee.

Section 2. The officers of the Association shall consist of Chairman, President, First Vice President, Second Vice President, Secretary and Treasurer. The immediate Past President shall service as Chairman. All other officers shall be elected from Direct and Allied membership. Direct members shall elect the officers of the Association in the fall of even-numbered years. The officers shall hold office for two years, and their term of office shall begin December 1st following the election.

Section 3. A candidate seeking the office of President, must have served a minimum one term on the Board in any one (1) of the officer positions to be qualified for election to President. The candidate requirement may be waived upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

Section 3. A candidate for office must be a member of the Association, and shall have been an attending member at minimum of 75% of the Chicago Business Travel Association regular scheduled meetings during the past year. The candidate must be a resident filing taxes in the State of Illinois. The candidate requirement may waived be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

Section 4. A Candidate for office must have served as a Committee Chair, Co-Chair, Committee Member or Allied Council for a minimum of one (1) term to be eligible for a Board of Director officer position. The candidate requirement may be waived upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

Section 5. No officer shall serve more than two consecutive terms in the same office. Any officer serving 18 consecutive months in an office shall be deemed to have served one term.

## **ARTICLE V – DUTIES OF OFFICERS**

Section 1. The President shall be the Chief Executive Officer of the Association and shall perform the duties usually assigned to this office and shall preside at all meetings. In the absence of the President, the First Vice President or another member of the Board of Directors will preside. The President shall be an ex-officio member of all Standing and Special Committees, except the Nominating Committee. The President shall be the Chicago Business Travel Association's

representative for the Global Business Travel Association (GBTA) Chapter Presidents' Council and will be reimbursed all reasonable travel expenses to attend the council meetings.

Section 2. The First Vice President and Second Vice President, in that order, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such duties as may be assigned by the President, and shall take an active part in the general affairs of the Association. In the event of a vacancy in the position of President, the First Vice President shall assume the position of President and the Second Vice President shall become First Vice President.

Section 3. The Secretary shall keep and preserve a record of the proceedings of the Association which he/she will turn over to the succeeding administration, issue notices of meetings, record a list of the members and their addresses and conduct the general correspondence of the Association.

Section 4. The Treasurer shall collect and have custody of all funds of the Association and disburse monies after securing approval of the President. The Treasurer shall prepare a statement of accounts for a report at each Board of Directors meeting and chapter meetings. The Treasurer shall handle all billing and invoicing processes, as well as accounts receivables and financial reporting.

Section 5. The Immediate Past President shall serve as Chairman of the Board and shall advise the board as needed on precedents and past board actions and shall take an active part in the general affairs of the Association.

#### Section 6. Vacancies of Officers

1. 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.
2. Removal. Any elected officer may be removed from office for dishonesty, fraud or misrepresentation in connection with the affairs of the chapter or an elected officer may be removed for non-participation of 75% of regular scheduled meetings or Board meetings over the past 12 months by a majority vote of the Board of Directors.
3. Appointment of Officers. Upon the midterm vacancy in the office of the President, the First Vice President shall assume the office of President. Upon a vacancy in the office of First Vice President, the Second Vice President shall assume the office of First Vice President. If the Immediate Past President cannot serve as Chairman of the Board, the President shall assume Chairmanship. A vacancy in any other office shall be filled by appointment of the Board of Directors.
4. Unemployment of Officer During Term. If an officer of the Board of Directors becomes unemployed in the travel industry during the Officers elected term., then it is incumbent upon the Officer to immediately provide written notice of such unemployment to the Board of Directors. Upon receiving notice, the Board of Directors shall convene and notwithstanding any extenuating circumstances shall grant a waiver whereby the unemployed Officer shall remain an Officer of the Board of Directors for a six (6) month period. If at any time the unemployed Officer becomes employed outside the travel

industry, the Officer shall immediately resign from the Board of Directors. After the six (6) month period, the Board of Directors shall meet, excluding the unemployed Officer and will discuss and review the status of the unemployed Officer and upon a two-thirds vote of the Board of Directors present and voting will either i.) Recommend a continued six (6) month period to remain an Officer of the Board of Directors, or ii.) Removal as an Officer of the Board of Directors

## **ARTICLE VI – POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. The government and management of the Association shall be in the hands of the Board of Directors.

Section 2. The Board of Directors shall meet at least once every three months.

Section 3. It shall promulgate rules for its own government; prescribe rules for the admission of non-members to the meetings of the Association, and fix penalties for offenses against the rules.

Section 4. It shall prescribe policies and rules to be followed by all committees to remove and replace members thereof.

Section 5. Each committee shall submit a report to the Board of Directors on demand or to the membership, if so desired.

Section 6. The Board of Directors shall have the power to make such rules and regulations and authorize and perform such acts as may, from time-to-time, be required to provide for contingencies and circumstances not expressly covered by these Bylaws. Any such action, however, may be modified or revoked by vote of the majority of the members present at a special meeting called for that purpose.

Section 7. An audit shall be made annually of the Chicago Business Travel Association's financial records. An Audit Committee of three members shall be appointed by the President and approved by the Board of Directors. Such audit shall be completed within 60 days of the close of the fiscal year. The Audit Committee will report findings of the Audit at the first quarter Chicago Business Travel Association meeting.

Section 8. The Board shall receive, for consideration, all complaints regarding management, policy, or conduct of Officers, committees and individual members. It shall receive, for consideration, any such matter pertinent to the wellbeing of the Association, submitted to it in writing by any member of the Association. The recommendation of the Board, regarding items covered by this Section, shall be submitted over the signatures of the majority, but nothing herein contained shall prevent the submission of a minority report by a minority of the Board.

Section 9. The Board shall arrange for filing of any required state and federal tax returns on an annual basis.

Section 10. The Board shall maintain required state and federal incorporation through annual filing of reports and payment of fees.

Section 11. The Board shall maintain Directors and Officers insurance through payment of annual premiums.

Section 12. The Board shall maintain affiliation with the Chapter Presidents' Council through payment of annual membership fees.

Section 13. The Board of Directors shall have such other and further powers and duties as may be set forth in these Bylaws.

## **ARTICLE VII - COMMITTEES**

Section 1. There shall be two classes of Committees:

- A. Standing Committees as described in Section 2 of this Article VII.
- B. Special Committees.

Section 2. The following shall be standing committees of Chicago BTA, consisting of a minimum of three members:

1. Ambassador – The Ambassador Committee welcomes all new members and personally greets them when they attend their first event to present the Chicago BTA as an organization that is easily accessible with educational opportunities for those in the business travel field.
2. Charity – The Charity Committee serves as a liaison with a partner charitable organization.
3. Education – The Education Committee identifies topics of current interest and arranges for presentation of educational content for chapter meetings and for periodic Education Days to further the professional knowledge of members.
4. Membership – The Membership Committee maintains communication between the Chicago BTA and its current and prospective members.
5. MPI Liaison – The MPI Liaison serves to build a bridge of communication between MPI and the Chicago BTA to promote membership in both organizations.
6. GBTA Political Action Committee (PAC) Liaison: This Liaison position serves to promote awareness of Chicago BTA members of the activities of the GBAT PAC.
7. Publicity – The Publicity Committee prepares notices of upcoming meetings and events and publishes the quarterly newsletter of meetings, special events, conferences and member news.
8. Scholarship – The Scholarship Committee develops the scholarship application process, terms and conditions, promotes the program, administers the process and provides recommendations for awards to the Board of Directors, which makes final determination of awards. Any member applying for a scholarship shall be recused from the scholarship selection and approval process.



9. Sponsorship - The Sponsorship Committee seeks sponsorships for Association events and determines options for levels of support, sponsor benefits and recognition.
  
10. Technology – The Technology Committee provides Chicago BTA members with travel technology news, information and trends to facilitate intelligent business decisions and improve operational efficiency, and oversees maintenance of the organizational website.

### Section 3.

Chairman of the Standing Committees shall be appointed for two-year terms by the President with the concurrence of the officers. The two-year terms shall be concurrent with the two-year terms of the Officers of the Board. In the event that a Committee Chairman resigns, the President may appoint a new Committee Chair or Co-Chair for the remainder of the term.

### Section 4.

Special committees shall be appointed by the President as required to accomplish special duties and shall be discharged upon completion of the special duty as determined by the President. Chairs of special committees may attend board meetings, but do not have a vote on the Board of Directors.

## **ARTICLE VIII - ALLIED COUNCIL**

Section 1. The Allied Council shall act as an advisory group to the Board of Directors, and will consist of five Allied Members, one each from Airline, Hotel, Ground Transportation, and Travel Management Company

Section 2. Allied Council members shall be elected by Allied members during the fall of even-numbered years. Council members shall serve for a term of two years beginning on December 1<sup>st</sup> following the election. No Council member shall serve for more than two consecutive terms. Any Council member serving 18 consecutive months shall be deemed to have served one term.

Section 3). Unemployment of Allied Council Member During Term. If an Allied Council Member becomes unemployed in the travel industry during the Allied Council Members elected term., then it is incumbent upon the Allied Council Member to immediately provide written notice of such unemployment to the Board of Directors. Upon receiving notice, the Board of Directors shall convene and notwithstanding any extenuating circumstances shall grant a waiver whereby the unemployed Allied Council Member shall remain an Allied Council Member for a six (6) month period. If at any time the unemployed Allied Council Member becomes employed outside the travel industry, the Allied Council Member shall immediately resign from the Allied Council. After the six (6) month period, the Board of Directors shall meet, excluding the unemployed Allied Council Member and will discuss and review the status of the unemployed Allied Council Member and upon a two-thirds vote of the Board of Directors present and voting will either i.) Recommend a continued six (6) month period to remain an Allied Council Member, or ii.) Removal as an Allied Council Member. If the Allied Council Member becomes employed, and the

Allied Council Member desires to continue service as an Allied Council Member, then the Allied Council Member must be re-employed in the same Allied supplier category prior to unemployment.

## **ARTICLE IX - MEETINGS**

Section 1. There shall be at least four chapter meetings per year. The final meeting of the year will be the Annual Meeting. Educational seminars and meetings may be held at any time of the year.

Section 2. The Secretary shall call a special meeting at the direction of the President, or upon a written request to the Secretary made by three members of the Board of Directors, or by any ten members of the Association. No business shall be transacted at a special meeting except that of which notice was given.

Section 3. Notice of all meetings shall be given at least ten days prior to the meeting.

Section 4. Twenty-five percent (25%) of the Direct members shall constitute a quorum at all meetings of members for election of officers or for the transaction of other business.

Section 5. Meeting fees shall be set by majority vote by the Board of Directors and are non-refundable but are transferable for the same meeting.

## **ARTICLE X - NOMINATING COMMITTEE**

Section 1. A minimum of ninety days prior to the Annual Meeting at which Officers are elected, a Nominating Committee of five members shall be formed. The Committee shall solicit nominees and submit a slate consisting of member candidates. A letter of employer support is a condition of serving on the Board of Directors. In the selection of candidates, progression is not mandatory, nor is repetition of holding office prohibited except as stated in Article IV, Section 4.

Section 2. Notice of the election shall be given to all members at least ten days before the date of election designating therein the candidates for election.

## **ARTICLE XI - COMPENSATION OF OFFICERS**

Section 1. No member of the Board of Directors shall receive directly or indirectly any salary or compensation from the Association.

## **ARTICLE XII - DISPOSITION OF ASSOCIATION FUNDS**

Section 1. If it is ruled by membership that the Association is dissolved, all funds held by the Treasurer shall be donated to a charitable organization(s).

Section 2. Prior to such disposition of funds, all Association financial obligations shall be paid in full and an audit conducted by three or more members of the Board of Directors.



## **ARTICLE XIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 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.

Section 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. Disbursement of unbudgeted association funds for amounts up to \$100 are permitted with committee chair and President's approval. Appropriate documentation must be provided.

Section 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.

Section 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 XIV - AMENDMENTS AND INDEMNIFICATION**

Section 1. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the members voting at a meeting or electronically, as approved by the Board, 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.

Section 2. Any present or former Director, officer, employee, or agent of the chapter, or other such persons so designated at 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 any opinion concerning the legality of the proposed indemnification or advance.

## **ARTICLE XV – RULES OF ORDER**

Robert's Rules of Order, newly revised, insofar as they may be consistent with the Bylaws, shall govern the procedures at meetings of the Association.

March 15, 2017