



Bylaws

Article I

Membership

Section I. Qualifications. Any person, firm, or corporation engaged in the travel agency industry, may apply to become a member of this Corporation. Members will be accepted only if they fulfill the requirements for membership established by the Board of Directors. Among these requirements are: Agency size of approximately \$10 million minimum annual sales, at least 50% commercial oriented, demonstrated ability to exchange and assist the business of other members based on geographic location, broad geographic representation throughout key transportation markets, ability to add new benefits to the organization, and a limit on total membership of 35 members.

Section II. Election of members. A person, firm, or corporation may be elected a member upon first being proposed for membership by a member, by written application to the Membership Committee, and upon receiving a two-thirds vote of the Board of Directors.

Section III. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary at the first meeting after its receipt.

Section IV. Suspension. A member may be suspended for a period or expelled for cause such as violation of any of the Bylaws or service qualifications of the Corporation or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, providing that a statement of the charges shall have been mailed by registered mail to the member under charges at his/her last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place that the Board of Directors is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place given in such notice.

Section V. Sale of Agency. If the majority ownership of a member is changed for any reason, the Membership Committee shall review and re-evaluate that member's eligibility for continued membership.

Section VI. Absence. Participation in CBTG meetings is the essence of membership. Should any agency have two (2) or more absences in a 12-month period, their membership will be reviewed by the board and is subject to termination.

Article II

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Article III Dues

Section I. Annual dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

Section II. Payment of dues. The Board of Directors shall determine the time when dues shall be paid, and all other conditions relating to dues payments.

Section III. Default and termination of membership. When any member shall be in default in the payment of dues for a period of thirty days after dues become payable, his or her membership may thereupon be terminated by the Board of Directors.

Article IV Meetings

Section I. Annual meetings. There shall be an annual meeting before June 30 of each year for elections of members of the Board of Directors and for receiving the annual reports of officers, directors, and committees, and the transaction of other business. Notice of the meeting, signed by the Secretary, shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member, at least ten days and not more than 50 days before the time appointed for the meeting.

All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

Section II. Special meetings. Special meetings may be called by the Board of Directors. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Corporation.

Section III. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and at any place and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at that meeting.

Section IV. Quorum. The presence in person of a majority of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section V. Voting. Only an officer who has a financial interest in his or her agency, or the designee of that officer, provided that the officer and the designee work full time in the agency, may be elected as an officer or Director of this Corporation, and only such persons may vote at meetings. A maximum of two (2) representatives from each member agency may attend membership meetings, however, each member agency shall be entitled to only one (1) vote.

Section VI. Order of Business. The order of business shall be as follows at all the meetings of the Corporation, Board of Directors, and Executive Committees:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers and new members.
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Unfinished business.
- (i) New business.

This order of business may be altered or suspended at any meeting by a majority of the members present.

Article V Directors

Section I. Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of 6 to 12 directors, the number to be fixed by a 75% vote of the Board. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office for a period of 3 years, as elected, or until their successors shall be duly elected and qualified. A Director who is unable to attend a Board meeting may be represented by an officer of the same member agency as that of the Director, and may vote on behalf of the Director, provided the officer has a financial interest in his or her agency and works full time in the agency, and provided approval is granted by a majority of the Directors in attendance.

Section II. Election of Directors and term. At each annual meeting there shall be an election of the Directors of the Corporation.

Section III. Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as it deems proper; (2) admit members and suspend or expel them; (3) appoint committees on particular subjects from the members of the Board, or from other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations; (7) employ agents; and (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section IV. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at least four times each year. Notice of the meeting, signed by the Secretary, shall be mailed or telephoned to each member at least ten days before the time appointed for the meetings. The Chairman may, when he or she deems necessary, issue a call for a special meeting of the Board, and only 2 days' notice shall be required for such special meetings.

Section V. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section VI. Absence. Should any member of the Board of Directors absent themselves unreasonably from two consecutive meetings of the Board without sending a communication to the Chairman stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant.

Section VII. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a two-thirds vote of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until his successor shall have been chosen.

Section VIII. Removal of Directors. Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

**Article VI
Officers**

Section I. Number. The officers of the Corporation shall be: a Chairman, a Vice Chairman, Secretary, and Treasurer.

Section II. Method of Election. The members shall elect all officers for a term of one year.

Section III. Duties of officers. The duties and powers of the officers of the Corporation shall be as follows:

Chairman

The Chairman shall preside at the meetings of the Corporation and of the Board of Directors. He shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the Chairman. The Chairman will be the sole spokesperson for the Corporation with the press, after consultation with the Board of Directors.

Vice Chairman

In case of the death or absence of the Chairman, or of his inability from any cause to act, the Vice Chairman shall perform the duties of the office of Chairman. The Vice Chairman will also supervise the work of all committees, and report on their activities to the Board of Directors.

Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of members and the Board of Directors of the Corporation and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the Chairman may appoint a Secretary pro tem.

Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon its approved policies. He shall deposit all sums received in a bank, or banks, or trust company, and make a report at the annual meeting or when called upon by the Chairman.

In case of the absence or disability of the Treasurer, the Chairman may appoint a Treasurer pro tem.

Section IV. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

**Article VII
Committees**

Section I. Committees. The Chairman shall, subject to approval by the Board of Directors, appoint the following committees:

- (a) Membership Committee.
- (b) Agenda Committee.
- (c) Site Selection Committee.

Section II. Special committees. The Chairman may, at any time, appoint other committees on any subject for which there are no standing committees.

Section III. Committee quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business.

Section IV. Committee vacancies. The Chairman shall have the power to fill vacancies in committees.

Article VIII Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote at any meeting of the Board of Directors.

Article I, Section I
Amended November 6, 1996

Article I, Section VI
Amended February 5, 1997

Article II
Amended July 25, 1986
Amended November 6, 1996

Article IV, Section I
Amended November 11, 1988

Article IV, Section V
Amended June 20, 1986
Amended July 25, 1986
Amended November 6, 1996

Article V, Section I
Amended July 25, 1986

Article VII, Section I
Amended November 6, 1996