



BYLAWS OF THE MICHIGAN BUSINESS TRAVEL ASSOCIATION, INC.

ARTICLE I - NAME

The name of this Michigan non-profit corporation shall be the Michigan Business Travel Association, Incorporated, which is an official chapter of the National Business Travel Association, Inc. Hereinafter in these Bylaws, the Michigan Business Travel Association, Incorporated shall be referred to as the “Chapter.”

ARTICLE II - PURPOSE

The principal purpose of the Chapter shall be as set forth in its Articles of Incorporation. In furtherance of that purpose, the Chapter shall seek to promote the common business interests of individuals and businesses engaged in the business travel industry by:

1. Providing a forum where professional business travel facilitators can meet to enhance their skills, exchange ideas and information, and increase their effectiveness through conferences, lectures and seminars.
2. Establishing a network and providing access to other similar professional organizations.
3. Promoting the interests of business traveler and business travel departments to legislative bodies, the media, and other relevant parties.

The Chapter shall operate with integrity and honesty in all its dealings. Proprietary information obtained by or through the Chapter shall be considered confidential, unless otherwise specified. As a non-profit corporation, the Chapter shall not be used for the pecuniary gain or profit of any member of the Chapter (hereinafter referred to individually as “Member” and collectively as “Members”).”

ARTICLE III - MEMBERS

Classes. There shall be seven (7) classes of membership. No individual may hold membership in more than one (1) class. If there is uncertainty as to which class of membership an applicant should be admitted, that determination shall be made by either the Board of Directors or in accordance with a policy established by the Board of Directors.

(a) **Direct Members.** The Chapter will have a class of members consisting of individuals whose primary responsibility is to either (A) procure business travel services for the employees of a corporation or organization, or (B) promulgate and administer travel policies for a corporation or organization (“Direct Member”). Direct Members shall have all privileges of membership in the Chapter as outlined in these Bylaws.

(b) **Allied Members.** The Chapter will have a class of members (“Allied Members”), who are not Direct Members, and who are regularly employed by any of the following businesses (“Eligible Business(es)”):

- (1) Auto Rental Company;
- (2) Bus Company;
- (3) Certified Air Carrier;
- (4) Cruise Line Company;
- (5) Hotel or Motel Operator;
- (6) Issuer of Travel-Related Credit or Charge Account Cards;
- (7) Livery Company;
- (8) Mover of Household Goods;
- (9) Railroad Company;
- (10) Travel-Related Technology Company;
- (11) Travel Management Consulting Firm; or
- (12) Other Professional Travel Services Firm or Association.

Allied Members shall have all privileges of membership as outlined in these Bylaws.

(c) **Indirect Members.** The Chapter will have a class of members consisting of travel consultants, travel buyers who are compensated by Allied Members, and other travel professionals aside from those that fit within the definition of a Direct Member or an Allied Member (“Indirect Members”). Indirect Members shall have all of the privileges of membership as outlined in these Bylaws.

(d) **Press Members.** The Chapter will have a class of nonvoting members consisting of corporations, organizations, or individuals principally engaged in monitoring and reporting as press media (“Press Members”). Press Members may not hold elective office in the Chapter. Individuals who are Press Members may serve on a Chapter committee with the approval of the Chapter’s President.

(e) **Academic Member.** The Chapter will have a class of nonvoting members (“Academic Members”) consisting of the following two (2) subclasses:

(1) **Student Members.** The Chapter will have a subclass of nonvoting members consisting of any full time post-secondary student enrolled in a program at a college, university, or other post-secondary institution that is recognized by the Chapter as leading to a degree in travel, transportation, or hospitality management, and any student organization which represents such students (“Student Members”). Student Members may not hold elective office in the Chapter, but may serve as an observer on any Chapter committee with the written permission of such committee. In the case of a Student Member that is a student organization, a representative of that student organization may be designated by that student organization to serve as an observer on any Chapter committee provided that such individual has received the written permission of that committee to do so.

(2) **Educator Members.** The Chapter will have a subclass of nonvoting members consisting of any full-time teacher or professor who is engaged in teaching students in subject areas related to the Chapter’s core mission of business travel at a licensed or accredited school or university (“Educator Members”). Educator Members may not hold elective office, but may serve on any committee for which such Educator Member is eligible.

(f) **Honorary Members.** The Chapter will have a class of nonvoting members consisting of individuals who have been recognized by the Board of Directors as having rendered distinguished service to the business travel industry or the Chapter (“Honorary Member”). Honorary Member designations are automatically accorded to individuals upon their retirement, who have served in designated positions, including original founding members of the Chapter; Past Presidents of the Chapter who served full terms; recipients of the Chapter’s Annual President’s Award; past Board of Director members; and past Allied Members of the Year. Honorary Members may not hold elected office in the Chapter, but may serve on any Chapter committee for which such Honorary Member is eligible.

(g) **Retired Members.** The Chapter will have a class of nonvoting members consisting of Direct Members in good standing who have retired from full-time employment and are not currently employed by any Eligible Business (“Retired Member”). Retired Members shall not hold elected office in the Chapter, but may serve on any Chapter committees for which such Retired Member is eligible. Any Member who becomes unemployed shall, for purposes of membership classification, be deemed a Retired Member. For purposes of these Bylaws, the term “unemployed” refers to a Member who has not been employed by an Eligible Business for a period of one (1) year or more.

2. **Voting Rights.** Each Direct Member, Indirect Member and Allied Member of the Chapter shall have one vote in all matters to be voted on by the members. Press members, Academic Members, Honorary Members and Retired Members shall have no voting rights.

3. **Applications.** Any individual desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the initiation fee and dues required for the first year of membership. Applications for membership shall be approved or denied by the Board of Directors or a designee appointed by the Board of Directors.

4. **Dues.**

a. Amounts.

The Board of Directors shall establish the amount of any initiation fee or other charges to be paid by Eligible Businesses, and the dues or other charges required to be paid by Direct Members, Allied Members, Indirect Members, Academic Members and Retired Members. Neither Press Members nor Honorary Members shall pay annual membership dues or an initiation fee.

b. 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 Members.

ARTICLE IV – MEETINGS OF MEMBERS

The Members of the Chapter shall meet at least four (4) times per year. The Fall meeting of the year shall be the Annual Meeting. Meeting dates along with possible topics, for at least 12 months in the future, will be posted on the web-site, and this practice will be shared at the Annual Meeting.

1. Special meetings. A special meeting of the Members shall be held upon the call of the Board of Directors or upon a written request signed (within any 60-day period) by one-third of the current voting Members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes. Examples of special meetings can include a golf outing, education day, community outreach, teambuilding, conference calls and other meetings as appropriate and determined by the Board of Directors.
2. Notice of all meetings shall be communicated to all Members at least twenty (20) days prior thereto, but in no event more than sixty (60) days prior thereto.
3. One-third of the voting Members shall constitute a quorum at all meetings of Members for election of the Chapter's officers or for the transaction of other business.

ARTICLE V. – TERMINATION OF MEMBERSHIP

1. General rule. Membership in the Chapter shall terminate upon the resignation of a Member. Membership in the Chapter may also be terminated because of a Member's

commission of an act or acts of dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter. Membership may also be terminated if a Member's dues are more than sixty (60) days in arrears.

2. Expulsion. No member shall be expelled, except for failure to pay dues, without due process. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.
3. Forfeiture. Upon termination of membership in the Chapter, any and all rights and privileges of membership therein, and any interest in the property or other assets of the Chapter, shall be forfeited by the Member.
4. Liability for dues. Termination of any membership in the Chapter 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 as a Member of the Chapter without payment of those amounts.

ARTICLE VI - BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter and to Chapter committees such powers as are provided for in these Bylaws.
2. Membership. The Board of Directors shall be comprised of five (5) persons who shall be the President, Vice President, Treasurer, Secretary, and Immediate Past President/Chairman of the Chapter. Only Direct Members, Indirect Members and Allied Members who are in good standing in the Chapter may run for office in the Chapter and thus be qualified to sit on the Board.
3. Meetings.
 - a. The President shall set the time and place of the regular meetings of the Board a minimum of six (6) times per year with one (1) in person meeting. An advance agenda shall be sent to the Board at least 24 hours prior to each such meeting.
 - b. Special meetings of the Board of Directors may be called by either the President or upon the written request of any two (2) Directors. The President, or the two (2) Directors who call the meeting, shall fix the time and place of any special meeting.

4. Notice. Notice of the regular meetings of the Board of Directors shall be given at least twenty (20) 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 mail, facsimile, or electronically to each Director. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.
5. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
6. Manner of Acting. The act of a majority of the Directors present at a meeting of the Board 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 Robert's Rules of Order.
7. Informal Action. Any action required by law to be taken at a meeting of 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, shall be signed by a majority of the Directors, or agreed to via electronic mail.
8. Vacancies. Vacancies shall occur following removal or resignation as described in Article VII, Sections 4 and 5 hereof. A vacancy shall be filled in accordance with Article VII, Section 6.

ARTICLE VII - OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President/Chairman.
2. Election. Each officer of the Chapter (other than the Immediate Past President/Chairman) shall be elected in person by the Chapter's Direct, Indirect and Allied Members for a two (2)-year term of office, and may not serve more than one consecutive term in each office. The Immediate Past President/Chairman shall take office for two (2) years upon the expiration of his or her term of office as President.
3. Terms - The term of office of each officer of the Chapter shall begin at the close of the Annual Meeting of the Members at which election of those officers is announced, and shall end at the close of the next Annual Meeting of the Members after a successor is elected. Continuity will be maintained through staggering terms, in accordance with which if the year following the elections at the Annual Meeting ends in an even

number, the offices of President and Secretary will be elected, and if the year following the elections at the Annual Meeting ends in an odd number, the offices of Vice President and Treasurer will be elected, provided that with respect to the first election conducted under these Bylaws, the terms of Vice President and Treasurer will be for a one-year term of office).

4. Removal. An officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of fifty-one percent (51%) of the Members. In such event said officer's seat on the Board of Directors shall also be deemed vacated.
5. 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. In so resigning his or her seat on the Board of Directors, that individual would also be resigning from the office he or she holds in this Chapter
6. Vacancy. A vacancy in any office (except that of the President), whether because of the membership's failure to elect any officer, or because of resignation, removal, disqualification, or death, shall be filled by the Board of Directors for the unexpired portion of the term.
7. President. The President shall be the chief executive officer of the Chapter 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; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
8. 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. The Vice President shall serve in an ex officio capacity on all Chapter committees.
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 by the Board of Directors, the Treasurer shall furnish a statement of the financial condition of the Chapter, and shall perform such other duties as these Bylaws may require or that the Board of Directors may prescribe, such as establishing the annual budget.

10. Secretary. The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non-financial records of the Chapter; and shall perform all other duties assigned by the President or the Board of Directors.
11. Immediate Past President/Chairman. The Immediate Past President shall serve on the board in order to ensure continuity and to provide such assistance as may be required by the President. In the absence of the Vice President, and in the event of the President's inability or refusal to act, the Immediate Past President shall perform the duties of the President. The Past President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

ARTICLE VIII - ELECTIONS

1. Nomination Procedure. All nominations for officers of the Chapter must be in writing and submitted to the Nominating Committee not earlier than seventy-five (75) days nor later than thirty (30) days before the Annual Meeting of the Members. The Board of Directors shall apprise Members of those nominations at least twenty (20) days before the Annual Meeting of the Members. The Board of Directors shall review all nominations submitted to it by the Nominating Committee 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 elections shall be held at the Annual Meeting of the Members. The candidate for each office receiving the highest number of votes will be elected.

ARTICLE IX - COMMITTEES

1. Authority. In addition to the Chapter's standing committees identified in this Article IX, the Board of Directors may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter.

2. Chairs. The Board of Directors shall appoint the chairperson of each committee. Each committee shall submit a mission statement annually to the Board of Directors for approval and publication.
3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
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 committee members present at a meeting of the committee 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.
5. Committee Classification. The Chapter's committees shall be divided into two classes. One class shall be Standing Committees. The other class shall be Ad Hoc Committees. Each committee shall have at least three (3) members appointed by the Chapter's Board of Directors. At the discretion of the Board of Directors, the committee chairs may be invited to attend any Board of Director meetings and may be called upon to vote on matters that affect the entire Chapter.

The Chapter's Standing Committees shall consist of the following:

- a. Membership Committee
- b. Meeting Planning Committee
- c. Technology Committee
- d. Education Committee
- e. Government Relations Committee
- f. Charity Committee
- g. Public Relations Committee
- h. Sponsorship Committee
- i. Scholarship Committee

Ad Hoc Committees shall be appointed from time-to-time by the President or Board of Directors to fill special purposes and shall be discharged upon submission of a final report to the Chapter's membership at a regularly scheduled membership meeting.

The Chapter's Ad Hoc Committees shall consist of the following:

- a. Audit and Budget Committee
- b. Nominations Committee

6. In ruling upon the eligibility of an applicant for membership in the Chapter, admission to the Chapter will require a simple majority vote of the Membership Committee.
7. The Audit & Budget Committee shall conduct an annual audit of the Chapter's financial records. Such audit shall be completed within thirty (30) days of the close of the Chapter's fiscal year. The findings of the Audit and Budget Committee shall be reported at the Chapter's first Member Meeting of the New Year.
8. The Board of Directors shall appoint the Nominations Committee ninety (90) days prior to the Annual Meeting of the Members. The Nominations Committee shall canvass the membership and submit a slate of candidates consisting of at least one Member for each of the offices. This slate of nominees must be included in the Annual Meeting of Members notice and be submitted to all Members at least twenty (20) days before the date of said meeting. Absentee ballots submitted to and received by the Secretary prior to the scheduled meeting will be accepted from those Members unable to attend.

ARTICLE X - 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. It is recommended that all contracts be reviewed by at least two Board members, and presented to the Board of Directors for approval.
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.
3. Deposits. All funds of the Chapter shall be deposited within 14 days from receipt 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 devise for the general purposes or for any special purpose of the Chapter.

ARTICLE XI - 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 XII - FISCAL YEAR

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

ARTICLE XIII - LIMITATION ON CHAPTER ACTIVITIES

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

ARTICLE XIV - 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 Chapter's Articles of Incorporation or these Bylaws.

ARTICLE XV - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, 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 or submitted through email, 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.