



Arizona Business Travel Association

ARIZONA BUSINESS TRAVEL ASSOCIATION
(AZBTA)

2303 N. 44th Street, Suite 14-1520
Phoenix, AZ 85008

www.azbta.org

ASSOCIATION BY-LAWS

**Arizona Business Travel Association, Inc.
By-Laws**

1997; Amended 1998; Amended 2000; Amended 2001; Amended 2002; Amended 2003; Amended
2004, Amended 2006, Amended 2007,
Amended 2008, Amended 2009, Amended 2010, Amended 2011

ARTICLE I – NAME

SECTION 1:

- A. The name of this association shall be:
Arizona Business Travel Association, Inc. (“AZBTA”).
- B. AZBTA shall be a chapter of the Global Business Travel Association (“GBTA”), based in Alexandria, Virginia.

ARTICLE II – PURPOSE

SECTION 1:

- A. To bring together, through constructive cooperation, suppliers and travel managers to exchange views and ideas for the benefit of the business traveler and the travel industry.
- B. To actively participate with appropriate government agencies in matters of local industry concern.
- C. To advance the knowledge of its membership through conferences, lectures, seminars and other appropriate means.
- D. To enhance business travel management as a profession.

ARTICLE III – MEMBERSHIP

SECTION 1:

- A. The membership of the AZBTA shall be divided into these membership types: Direct, Allied, Honorary, Educator, Student, Sustaining Membership, and Retired.
- B. Direct Membership shall be limited to employees of a company or a company division who, by virtue of such employment, are engaged in the procurement and management of passenger transportation, hotel accommodations, and similar service for the personnel of the company or company division.
- C. Allied membership shall be open to any carrier, hotel, delivery company or other related firm engaged in directly providing corporate travel services.
- D. Honorary Membership shall be bestowed at the Board’s discretion. Membership dues will be waived. They will have voting rights as a member if they elect to pay the membership dues. An example of an Honorary Member would be the immediate past president.
- E. Educator Membership shall be open to any individual that is employed to teach in the hospitality or travel industry related fields and can provide a faculty ID. Any full time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to the Association’s core mission of business travel is eligible to apply to be a member of this class of the Association. Educator members may not hold elective office, and may serve on any committee for which such Educator member is eligible.
- F. Student Membership shall be open to any individual that is attending school in the hospitality or travel industry related fields and can provide a student ID. A Student member may not hold elective office in

the Association and may serve as an observer on any Association committee with the permission of such committee.

- G. Any member who becomes unemployed shall for purposes of membership classification, be deemed a Sustaining Member. Sustaining membership shall be open for a period not to exceed one (1) year to:
1. Current Direct or Allied members who become unemployed during the membership year.
 2. Former members of AZBTA who do not qualify for membership in either the Direct or Allied categories.
- All requests for sustaining membership shall be submitted in writing to the President for approval by the Executive Committee. Membership dues will be waived during this period of time.
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- H. Any Direct member in good standing who has retired from full-time employment and is not currently active with any eligible business shall be eligible to apply to become a member ("Retired Member") of this class of the Association. Retired members shall not hold elected office in the Association and may serve on any Association committees for which such Retired member is eligible.
- I. Any determination regarding qualifications for membership shall be made by the Executive Committee. Membership begins on January 1st and expires on the last day of December.

SECTION 2:

- A. Direct and Allied members may invite other members of their staff to attend monthly meetings as a non-member/guest.
- B. Membership in the AZBTA does not include membership in the GBTA. Membership in GBTA is recommended.
- C. In the event the member changes employer, membership is retained by the employer who paid for the membership and does not transfer with the person.

ARTICLE IV – DUES /FEES

SECTION 1:

- A. The dues for all members, except the Honorary member, shall be payable upon receipt of membership invoice. Provision is made for membership dues to be paid online at www.azbta.org.
- B. Dues can be changed by a majority vote of the membership present after announcement in the monthly meeting notice.
- C. The Treasurer of AZBTA may invoice members who "no show" at monthly meetings to cover the guaranteed cost of confirmed RSVP for a specific meeting. Monthly meeting notices will include a disclaimer regarding invoicing for "no shows" at the appropriate fee. Monthly Meetings shall have three types of attendees: Member and Non-Member and any attendee without RSVP.

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1:

- A. The members of the Association will meet regularly as decided by the Executive Committee. The January meeting is designated as the Association's annual meeting. The time and place of such meetings is determined by the Board of Directors.
- B. Additional meetings may be called by two-thirds of the officers or one-third of the membership whenever matters of importance deem it necessary. Notice of the special meetings and purpose, date, time and place shall be distributed by the Secretary to the membership two weeks prior to the meeting.
- C. A quorum shall consist of no less than one-half of the membership for election of officers and directors.

- D. The Direct Resource Council will strive to hold a quarterly meeting for Direct Members only. The time and place of such meetings is determined by the Director, Direct Resource Council and the Executive Committee.

ARTICLE VI – OFFICERS

SECTION 1:

- A. The officers of the Association shall consist of President, Vice President, Secretary, Treasurer, and Past President, which makes up the Executive Committee.
- B. The term of office shall be two years.
- C. Officers shall be elected by the voting members in the fall and installation will be completed at the January meeting.

SECTION 2:

PRESIDENT

- Ensures all functions of the Association are handled appropriately and completely.
- Provides direction and leadership of organization.
- Maintains active membership to GBTA.
- Regularly participates in GBTA's Chapter Presidents Listserv e-mail message forum.
- Provides GBTA with requested information pertaining to AZBTA.
- Executes monthly membership meetings per agenda.
- Prepares agenda and executes monthly board meetings.
- Acts as moderator for monthly meetings.
- Attends Chapter Presidents' Council (CPC) meetings quarterly and GBTA yearly convention.
- Must have served on AZBTA Board for a minimum of two years.

PAST PRESIDENT

- Acts as a consultant to the board of directors.
- Oversees the election committee.

VICE PRESIDENT

- Acts in supporting role for the chapter whenever professional duties interfere with the President's ability to carry out his/her duties as it relates to the association.
- Presides over the direction and function of the remaining Board positions.
- Assumes the role of President should that position be vacated for any reason during term, and upon assumption of this role, the Board shall elect another member of the Board to serve the remainder of the term of the Vice President.
- Assists the directors in committee development and serves as the primary liaison between committees and the board.
- Responsible for management of Association scholarships.
- Works with the Director, Direct Resource Council to promote direct-only scholarships to DRC members.
- Prepares the monthly membership meeting presentation slides in coordination with President's agenda, including appropriate recognition for sponsors, speakers, and venue.

SECRETARY

- Provides minutes of each Board meeting to the Board members within five (5) working days of the meeting.
- Maintains a permanent set of Board Meeting agendas, minutes, and pertinent documents as legally required by GBTA for record keeping purposes.
- Sends Board Meeting invites to the board members.
- Assists with Monthly meeting set up and ensures appropriate equipment available for use.

TREASURER

- Ensures timely payment of all expenses incurred during the operation of the association.
- Develops yearly budget for the organization.
- Maintains accurate records of all finances related to the association and filing of appropriate government forms.
- Provides monthly update to the association regarding the financial status of AZBTA.
- Responsible for payment processing at each monthly meeting.
- May send out membership meetings “no show” bills on a monthly basis as identified by Director of Meetings.
- Coordinates with Director of Philanthropy on budget for special events.
- Coordinates with Director of Membership on “paid” status of members and processes membership dues.
- Coordinates with Director of Education/Programs on budget for speakers/programs, all related expenses.
- Coordinates with Director of the Direct Resource Council on all related fees, income and expenses for the DRC.
- Checks AZBTA mailbox on a regular basis, distributes mail to appropriate Officers and Directors or delegates another Board Member to fulfill.
- Provides annual update to GBTA of AZBTA required reports and information.
- Presents Monthly financial recap at monthly meetings to Board which includes attendance and expenses.

SECTION 3:

- A. Any Officer may be removed from office for misconduct by a majority vote of the Board.
- B. Any officer may be removed from their position by 2/3 vote of the Board due to excessive absenteeism or lack of fulfillment of Board duties.
- C. AZBTA BY-LAWS Amended January 2011 5
- D. In the event that an Officer's employment is terminated, the Officer can continue to serve for six months following termination of employment or the remainder of the membership year, whichever is less. At that time, a vacancy occurs and the Board shall appoint another member of the Board to serve the remainder of the term.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1:

- A. The Board of Directors shall consist of the Executive Committee and the standing Directors.
- B. 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 committees such powers as are provided for in these by-laws.
- C. Standing Directors shall be elected by the voting members in the fall and installation will be completed at the January meeting.
- D. Standing Directors shall serve a term of two years.

- E. No Competing Organizations. In order to be eligible to sit on the Board of Directors or participate in an ex officio capacity on the Board and maintain such status, individuals may not participate in a leadership role, inclusive of serving on a board of directors of, or as an elected or appointed officer of, or on the Executive or Finance Committee of an organization that competes with the AZBTA or GBTA. Any determination by the Board pursuant to this Section of an individual's ineligibility shall require a minimum of a two-thirds vote of a quorum of Directors. Directors are prohibited from holding leadership positions in competing entities as defined by the President or Executive Committee of the Association. These guidelines for determining which organizations compete with the Association and GBTA shall be reviewed and determined by the Board of Directors annually, with direction from GBTA.

SECTION 2:

- A. There shall be the following standing Directors/Managers:
1. Membership
 2. Education/Programs
 3. Meetings
 4. Communications/Public Relations
 5. Philanthropy
 6. Sponsorships
 7. Government Relations
 8. Direct Resource Council
 9. Social Media
 10. Web Manager
- B. Each Director/Manager of the above committees shall submit a report to the Executive Committee at the monthly Board Meeting and annual meeting.
- C. Committee members shall gain approval of the Executive Committee prior to committing to any activities, financial obligations, speakers, or meeting locations on behalf of AZBTA.

SECTION 3:

DIRECTOR OF MEMBERSHIP

- Maintains the membership listing, including deletions, additions and modifications to the roster to ensure the most accurate database.
- Ensures timely development and distribution of the directory to all active members.
- Sends out membership applications to potential new members as requested.
- Sends out new member "Welcome" letter within 10 days of new member joining the organization.
- Develops and oversees membership drive(s). Minimum of 2 times annually.
- Provides monthly updates to the association regarding the status of the membership, including total number of paid members by category, i.e. Direct, Allied.
- Ensures updated membership is distributed to Board Members by the 24th of each month for current mailings.
- Provides membership database to various committees for miscellaneous mailings.
- Provides membership database to GBTA when requested. Sends out membership renewal form prior to expiration.
- Works with Director, Direct Resource Council to update membership list with DRC members.
- Works with Director, Direct Resource Council on Direct-only membership drive.

DIRECTOR OF EDUCATION/PROGRAMS

- Secures appropriate speaker(s) for all monthly meetings – less special events.
- Communicates with the Board for approval of speakers and ensures speaker fees are appropriate and cost effective based on the financial position of the association. Works directly with speaker on travel arrangements, working closely with AZBTA Treasurer and other Board members as needed to cover expenses.
- Provides speaker bio to President and Communications/Public Relations and Web Manager for monthly membership meeting.
- Coordinates with Communications Director on speaker information for invitations.
- Introduces speakers and ensures gifts for speakers are provided and available at the completion of all meetings. President to fill in when Director of Education/Programs is not available.
- Provides monthly updates to the Association regarding upcoming speakers and topics.
- Distributes monthly program surveys to attendees and distributes results to the board members.
- Provides President with report of highly recommended speakers for submission to GBTA for consideration in the GBTA recommended speakers database.
- Provides name tag information for the speaker(s) to the Director of Meetings.
- Plan(s) an annual Educational Forum including agenda and speakers and works directly with Director of Meetings to determine the appropriate venue.
- Communicates with the Director, Direct Resource Council on recommend speakers and topics of interest for meetings.

DIRECTOR OF MEETINGS

- Secures appropriate meeting space for each monthly membership meeting except special events. Coordinates with hotel, food, AV, set-up.
- Communicates with the Board for approval on meeting locations and time and ensures meeting space fee is appropriate and cost effective on the financial position of the Association.
- Coordinates with Director of Education/Programs, Director of Communications/PR, and Web Manager to ensure accurate information regarding location and time of event is communicated to the membership via meeting announcements and on the AZBTA Website.
- Receives RSVP from members and prepares badges for monthly meeting attendees and speaker.
- Coordinates with Director of Membership for name badge ribbon.
- Coordinates meeting assignments with the Board and Meeting Ambassadors.
- Responsible for registration set-up, organization, and staffing.
- Works with Director, Direct Resource Council to secure meeting location or quarterly DRC meetings, when needed.
- Secures Board Meeting location for monthly board meetings.

DIRECTOR OF COMMUNICATIONS/PUBLIC RELATIONS

- Responsible for sending meeting announcements, reminders and communications to the membership.
- Coordinates with Director of Meetings to ensure meeting announcements contain accurate information regarding location and time of events.
- Represents AZBTA to trade media and other local associations similar or related to AZBTA functions, i.e. Arizona Tourism Alliance and the Arizona Office of Tourism, and Chamber of Commerce.
- Coordinates with VP to promote AZBTA events to other local travel related organizations.
- Responsible for developing and distributing press releases.

- Responsible for posting meeting and events out to the GBTA and BTE sites.
- Develops quarterly newsletter.
- Establishes and maintains AZBTA brand identity in all communications.
- Provides monthly update to the Association regarding all communications and PR activities on behalf of AZBTA.

DIRECTOR OF PHILANTHROPY

- Oversees Chairpersons for all special events.
- Develops at least one charity/fundraiser event annually and works with Director of Meetings to secure location for event.
- Communicates with Board for approval on all special events.
- Coordinates with Treasurer on special event budget.
- Coordinates with Director of Communications/Public Relations to promote special events.
- Works with Director of Sponsorships to secure donations for monthly membership meeting drawing.
- Organizes and oversee(s) drawing at monthly membership meetings.

DIRECTOR OF SPONSORSHIPS

- Plans and executes sponsor strategy in conjunction with AZBTA objectives.
- Presents negotiated sponsorship packages and pricing for website advertising to board for approval.
- Provides all logos and advertising copy to Web Manager for placement on the AZBTA website.
- Works with Director of Philanthropy to determine Sponsorship needs for Gala and Education Day events.
- Determines sponsorship package levels for Gala and Education day events.
- Presents sponsorship opportunities to existing membership prior to contacting outside sources.
- Solicit donation items for special events. Determine sponsorship value of donation with Director of Philanthropy.
- Works with Director of Communications/Public Relations on communications out to membership.
- Works with Director of Membership to provide sponsorship opportunity information to new members.
- Identifies and solicit business travel industry related providers with sponsorship opportunities.
- Works with Director, Direct Resource Council to secure sponsors for Direct Council meetings, when needed.

DIRECTOR, GOVERNMENT RELATIONS

- Act s as point of contact to GBTA Government Relations.
- Attends GBTA Annual Legislative Summit through financial support of Chapter funds.
- Receives and distributes GBTA Government Relations emails, updates and action items to chapter membership as appropriate via Director of Communication/Public Relations.
- Participates in monthly GBTA Government Relations conference calls.
- Encourages chapter membership to pursue activities to qualify for "Partner Chapter.
- Coordinates individual member donations to GBTA PAC as needed; ensure that donations meet PAC regulatory guidelines.
- Educates chapter membership on issues of concern to GBTA Government Relations.

DIRECTOR, DIRECT RESOURCE COUNCIL (DRC)

- Ensures all functions of the council are handled appropriately and completely.

- Maintains a permanent set of Direct Resource Council Meeting agendas, minutes, and pertinent documents legally required by GBTA for record keeping purposes.
- Provides minutes of each council Meeting to the President within 5 working days of the meeting.
- Provides monthly update to the membership regarding status of the council.
- Responsible for sending meeting invitations to direct members of the council and potential new directs.
- Strives to have a minimum of four (4) meetings per year of the council, of which two of them may be held in conjunction with and immediately prior to or after the monthly AZBTA meeting at same location.
- Works with Director of Meetings to secure appropriate meeting space for each meeting of the council that is not held in conjunction with the AZBTA monthly meeting and when meetings are not held at a DRC member's place of business.
- Coordinates with Director of Meetings to ensure DRC meeting announcements contain accurate information regarding meeting sponsor, location, and time of events when meetings are not held at a DRC member's place of business..
- Coordinates with Director of Sponsorships on potential meeting sponsors when meetings are not held at a DRC member's place of business.
- Works with Director of Membership to develop an Annual Direct Membership Drive.
- Communicates with the Board to recommend speakers and topics of interest to the Direct Council.

DIRECTOR OF SOCIAL MEDIA

- Manages all social media communications with potential and existing members by increasing member; participation in these outlets to create high levels of satisfaction amongst users.
- Develops and implements a strategy to engage and motivate active online advocates on social media sites
- Stays up to date on new tools and how other organizations are using them, so that the chapter uses these technologies effectively.
- Serves as a subject-matter expert advising the chapter board on the use of social media in support of its' mission.
- Represents the chapter professionally and ethically in all business functions/organizational activities.
- Establishes and maintains AZBTA brand identity on all social media sites.
- Provides monthly update to the Association regarding all social media updates and actions in current and future activities on behalf of AZBTA.

WEB Manager

- Maintains website (www.azbta.org); working in conjunction with one of the designated web providers that GBTA has provided to ensure all pertinent information regarding our organization is displayed appropriately and kept up to date.
- Ensures all sponsorship logo's and sponsorship packages are displayed, updated and removed as appropriate
- Represents the chapter professionally and ethically with all postings on the AZBTA website.
- Ensures all monthly meetings and special events are appropriately uploaded and removed on the AZBTA website including speaker presentations viewable to members only.
- Responsible for monthly chapter meeting photography and ensure uploaded to the AZBTA website.
- Provides monthly update to the Association regarding all website changes and future activities on behalf of AZBTA.
- Ensures the GBTA and AZBTA brand identity is maintained.

SECTION 4:

- A. No later than October 15th of the election year, a nominating form shall be distributed to each eligible member.
- B. This form shall list all Officer and Director positions, with their duties, up for election.
- C. All nomination forms are due back to the Election Committee by deadline specified on form.

SECTION 5:

- A. Terms Removal – A Director may be removed from office for dishonesty, fraud or misrepresentation, excess absenteeism or lack of fulfillment of position responsibilities in connection with the affairs of the chapter by a majority vote of the Board.
- B. Resignation – A Director may resign from the Board of Directors by written notice to the Board. Unless another time is specified in the notice or determined by the Board, a Director’s resignation shall be effective upon receipt by the Board.
- C. AZBTA BY-LAWS Amended January 2011 8
- D. Meetings – The President shall set the date and time of the regular meetings of the Board. Meetings of the Board of Directors may be called by either the President or upon the written request of any three (3) Directors. The President or the Directors who call the meeting shall fix the time and place of any special meeting.
- E. 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.

ARTICLE VIII – VACANCIES

SECTION 1:

- A. Upon a vacancy in the office of President, prior to the expiration of the President’s term, Vice President shall assume the office of the President for the remainder of the term. The Board shall then elect another member of the Board to serve the remainder of the term of the Vice President.
- B. In the event an elected Officer or Director changes employers during his/her term of office, he/she retains the right to hold office at the discretion of the Board.
- C. Except for the office of President, any vacancy in the position of an Officer or Director prior to the expiration of a term shall be filled by the election of the Board.

ARTICLE IX – COUNCILS, COMMITTEES AND TASK FORCES

SECTION 1:

The Association shall have such Councils, Committees and Task Forces as described in Article IX to carry out the purposes of the Association. The Board of Directors shall have the authority to establish, re-designate, rename and/or dissolve such Councils, Committees and Task Forces as necessary except those designated as “permanent” to carry out the purposes of the Association.

- A. Councils shall represent the interest of Members, provide a forum for discussion and serve as a mechanism for bringing their interests and concerns to the attention of the Board of Directors. Unless otherwise determined by the Board, there shall be the following council: the Direct Resource Council (DRC). The Board may create such other councils as it deems necessary or appropriate to carry out the purposes of this Association.

1. Direct Resource Council (DRC). The President of the Association shall appoint a direct member of the Association to be the Director of this direct-only member council; Director also serves on the Board of Directors for the Association. This Director may appoint another direct member of the DRC to serve as co-chair.
- B. Committees. The standing Directors may appoint members of the Association to serve as committee members for the following committees at the discretion of the President and/or Executive Committee:
1. Membership
 2. Education/Programs
 3. Meetings
 4. Communications/Public Relations
 5. Philanthropy
 6. Sponsorships
 7. Government Relations
 8. Direct Resource Council
 9. Social Media
 10. Web Manager
- C. Task Forces. The President may appoint a member of the Association to be the chairperson of a Task Force, and each Task Force chairperson may appoint members of the Association to serve as Task Force members. The intent of a Task Force is to work on short term projects for the Association that otherwise would not require the establishment of a committee or council.

ARTICLE X – CONTRACTS, PAYMENTS, DEPOSITS AND FUNDS

- A. Contracts. The Executive Committee of the Board may authorize any Officer or Officers of the Association to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances. The designated Board members with authority to enter in contracts on behalf of the Association (AZBTA) are the President and the Treasurer. In rare instances, the President or Treasurer may authorize a contract to be signed by another Board member for a particular expense or cause, with copies and records of such to be sent to the Treasurer for audit and record keeping.
- B. Payments. All methods of payment, checks, account withdrawals, credit cards, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be initiated/signed by such Officer or Officers of the Association deemed to be authorized to do such. The President and Treasurer are the official authorized members of the Association to make payments on behalf of the Association.
- C. Deposits. All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks or other depositories as the Executive Committee may select, in conjunction with the President and Treasurer of the Association.
- D. Funds. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or special purpose of the Association. Funds of any type are to be forwarded in a timely manner to the Treasurer for recording and deposit into the Associations account.

ARTICLE XI – LIMITATION ON ASSOCIATION ACTIVITIES

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

ARTICLE XII – INDEMNIFICATION AND LIMIT OF LIABILITY

- A. Indemnification. Any present or former Officer, Director or agent of the Association, or other such person so designated in the discretion of the Board of Directors, shall to the extent permitted by law, be indemnified (including advances against expenses) by the Association against all judgments, fines, settlements, and other reasonable costs, incurred in connection with any action, suit or proceeding to which any such person or their legal representative may be made a party by reason of their being or have been such an Officer or Director. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt of an opinion from legal counsel concerning the legality of the proposed indemnification or advance.
- B. Limit of Liability. Nothing herein shall constitute Directors and/or the ex officio member of the Board of Directors as partners for any purpose. No Officer, Director or board member of the Association shall be liable for any debt, liability or other obligation of the Association, nor shall any such person be liable for their acts or failure to act under these bylaws, except for any act or omission arising out of her or her willful malfeasance. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Association.

ARTICLE XIII – RULES OF PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Association's Articles of Incorporation or these Bylaws.

ARTICLE XIV – AMENDMENTS

SECTION 1:

- A. These By-Laws may be revised or amended at any business meeting of the Association by a two-thirds vote of the membership present provided notice of the proposed changes shall have been distributed to the members of the Association fifteen (15) days prior to such meeting. Voting may also be conducted by an email process to membership with a two-thirds vote response of the total membership.