

BYLAWS OF THE AMERICAN SOCIETY OF TRAVEL ADVISORS, INC.

Effective Date: March 12, 2019

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ARTICLE I: GENERAL PROVISIONS

Section 1. Name

The name of the corporation is the American Society of Travel Advisors, Inc. (ASTA).

Section 2. Purposes

ASTA's purposes are:

- a. to promote travel among people of all nations;
- b. to promote the image and encourage the use of professional travel agents and other members worldwide;
- c. to promote and represent the views and interests of travel agents to all levels of government and industry;
- d. to promote professional and ethical conduct in the travel industry worldwide;
- e. to serve as an information source for the travel industry worldwide;
- f. to promote consumer protection and safety for the traveling public;
- g. to conduct educational programs for members on subjects related to the travel industry;
- h. to encourage environmentally sound tourism worldwide; and
- i. to engage in other conduct lawful for a Section 501(c)(6) tax-exempt organization.

Section 3. Fundamental Policies

The following are declared to be Fundamental Policies of ASTA, which can only be altered by an affirmative vote of a majority of the voting members:

- a. **Compliance with Law.** All of ASTA's activities shall be conducted in accordance with all applicable legal requirements including but not limited to those relating to the preservation of its federal income tax exemption. Neither ASTA nor its National Officers, Directors, Chapter Presidents, other elected or appointed officials, committees, members, staff, or agents shall authorize, advocate, or engage in any activity that violates this policy.
- b. **Antitrust Compliance.** Staff shall act in compliance with the directives set forth in the ASTA Antitrust Guidelines.
- c. **Contract Authority.** ASTA may enter into contracts only when approved by its Board of Directors, or pursuant to a contract approval policy adopted by the Board, and when signed by a representative authorized by the Board. No National Officer, Director, Chapter President, other elected or appointed official, committee, member, staff, or agent, is authorized to approve, ratify, or sign any contract binding ASTA

unless that action is approved by the Board of Directors or is pursuant to a contract approval policy adopted by the Board.

ARTICLE II: MEMBERSHIP

Section 1. General Requirements for All Members

All Members must:

- a. comply with ASTA's Code of Ethics,
- b. support continued improvement of the travel agency industry,
- c. not have been expelled from ASTA within three years of application,
- d. follow the guidelines for the use and display of ASTA's logo,
- e. not have misused ASTA's collective trademarks or copyrighted works but applicants may be relieved of this if extenuating circumstances are shown and restitution is made in accord with policies of the Board of Directors,
- f. at all times meet the requirements for the class of membership to which they were admitted, including payment of dues established from time to time for that class of membership, and
- g. if a firm, name an Official Representative who shall be the owner, manager, or a full time executive or administrative employee of the firm.

Section 2. Specific Requirements for Membership Categories

- a. **Travel Agency Member (also known as Core Member)** is a firm or an individual conducting a travel agency business that:
 - (1) earns at least \$5,000 annually from bona fide sales, or management of the sale, of travel,
 - (2) is located in the United States (including Puerto Rico, the U.S. Virgin Islands, Guam, Northern Mariana Islands, and American Samoa) or elsewhere in North America,
 - (3) has any licenses or registration to operate a travel agency when required by the relevant jurisdiction,
 - (4) is not be owned or controlled by, and exclusively selling the services of, a major airline, cruise line, hotel, bus company, government, or entity established by a government, and
 - (5) if an individual, is either not an employee of a Travel Agency Member or is an employee of a Travel Agency Member who wishes to
 - (a) have the right to vote; and
 - (b) be eligible to serve in elected office.
- b. **Travel Agency Employee Member** is an individual who is:
 - (1) a bona fide employee of a Travel Agency Member, but need not personally meet the earnings requirements of a Travel Agency Member; and

- (2) registered as a Travel Agency Employee Member whereupon he or she shall enjoy the privileges and responsibilities of ASTA membership, provided that he or she shall not
 - (a) have the right to vote or serve in elected office, and
 - (b) be charged dues in addition to those paid by the Travel Agency Member by which they are employed.
- c. **Non-Affiliated Member** is an individual who is:
 - (1) employed by a non-ASTA-member travel agency; and
 - (2) pays dues at the lowest level of Travel Agency Member dues, whereupon he may exercise full voting rights and serve in elected office.
- d. **Premium Agency Member** is:
 - (1) a firm that operates a travel agency business that has any licenses or registration to operate a travel agency when required by the relevant jurisdiction;
 - (2) is not owned or controlled by, or exclusively selling the services of, a major airline, cruise line, hotel, bus company, tour operator, car rental agency, government, or entity established by a government; and
 - (3) shall designate four Premium Managers from among its employees, in addition to the Premium Official Representative, one of which Managers shall have the right to vote and be considered a member for all purposes whereas the three other Premium Managers shall have the same rights to Premium Member benefits as the Premium Official Representative but may not vote or hold elected office.
- e. **Consortium Member** is:
 - (1) a firm that provides to participating travel agents and/or travel agencies a preferred supplier program;
 - (2) is paid a commercially reasonable membership/management or participation fee for access to the firm's services, which fee is not paid by a deduction from commissions or other income generation;
 - (3) has designated as its representative for its ASTA relationship an individual senior officer or member of its board of directors or equivalent governing body, which representative may exercise full voting rights and shall be eligible for election to the Board of Directors as provided in Article VII, Section 4 below; and
 - (4) shall designate four Premium Managers from among its employees, in addition to the Premium Official Representative, one of which Managers shall have the right to vote and be considered a member for all purposes; the three other Premium Managers shall have the same rights to Premium Member benefits as the Premium Official Representative but may not vote or hold elected office.
- f. **Premium Agency Employee Member** is an individual who is:
 - (1) a bona fide employee of a Premium Agency Member; and who

- (2) registers as a Premium Agency Employee Member whereupon he or she shall enjoy the same privileges and responsibilities of ASTA membership as Travel Agency Employee Members, provided that
 - (a) Premium Agency Employee Members shall not have the right to vote or serve in elected office, and
 - (b) Premium Agency Employee Members shall not be charged dues in addition to those paid by the Premium Agency Member by which they are employed.

g. **International Travel Agency Company Member** is a firm that is:

- (1) an accredited travel agency in good standing with the International Air Transport Association (“IATA”), or its successor organization, or is operating in accordance with all applicable laws of the firm’s country of residence;
- (2) not located in the United States (including Puerto Rico, the U.S. Virgin Islands, Guam, Northern Mariana Islands, and American Samoa), or elsewhere in North America;
- (3) operated with the intention of making a profit from the travel agency business; and
- (4) has any required licenses to operate as a travel agency.

Membership in the International Travel Agency Company category is closed effective June 2, 2016; however, member firms in this category as of that date shall be permitted to remain in the category until their current term of membership expires. Members in this category seeking to renew their membership thereafter must qualify as either a Travel Agency Member pursuant to subsection (a), or as an Allied Company Member pursuant to subsection (i), of this Section 2.

h. **International Travel Associate Member** is an individual who is:

- (1) actively engaged in the business of selling travel;
- (2) a bona fide employee of an International Travel Agency Company Member in good standing with IATA or holds any required licenses to operate as a travel agent; and
- (3) not located in the United States (including Puerto Rico, the U.S. Virgin Islands, Guam, Northern Mariana Islands, and American Samoa) or elsewhere in North America.

Membership in the International Travel Associate category is closed effective June 2, 2016; however, individuals in this category as of that date shall be permitted to remain in the category until their current term of membership expires. Members in this category seeking to renew their membership thereafter must qualify as either a Travel Agency Employee Member pursuant to subsection (b), or as an Allied Associate Member pursuant to subsection (j), of this Section 2.

i. **Allied Company Member** is a firm that is engaged in providing products, services, or information, sold or used by travel agencies.

- j. **Allied Associate Member** is an individual who is:
 - (1) a bona fide employee in an executive, administrative, or sales position with an Allied or Travel School member; and
 - (2) has his application verified by the Official Representative of that member firm.
- k. **Travel School Member** is a firm that:
 - (1) educates and trains individuals for a career in the travel industry;
 - (2) meets any accreditation standards of the jurisdiction in which it is located; and
 - (3) is not eligible for any other category of membership.
- l. **Honorary Member** is an individual who is elected to such membership by the Board of Directors in recognition of a unique contribution to the travel industry.
- m. **Independent Contractor Member** is an individual who is:
 - (1) a non-employee worker engaged by or otherwise affiliated with an ASTA Travel Agency Member or Premium Agency Member or
 - (2) is a current member in good standing of the ASTA Small Business Network (SBN) (formerly NACTA).

A two-year membership commitment shall be required for membership in this category.

In the event a firm or individual satisfies the eligibility criteria for more than one category of membership, the firm or individual applying for membership shall select from among those categories a single category under which admission to ASTA is sought.

Section 3. Applications for Membership

Procedures for processing applications shall be determined by the ASTA staff under the direction of the President and Chief Executive Officer.

Section 4. Membership Dues

- a. The dues for members shall be determined by the President and Chief Executive Officer after consultation with the Board of Directors.
- b. Payment and Allocation of Dues, and Processing Fees. The President and Chief Executive Officer shall determine the times when dues will be required to be paid and how they will be allocated in ASTA's fiscal or membership years and shall also establish fees for processing applications for each category of membership.

- c. Assessments. Assessments of no more than \$50.00 may be levied upon each voting member by an affirmative vote of at least 3/4 of the full number of Directors entitled to vote. Any voting member who resigns rather than pay such assessment shall not be liable for it.

Section 5. Registration of Assumed Names

Each Travel Agency member, Premium Agency member, International Travel Agency Company member, Allied Company member, Consortium member or Travel School member must register with ASTA any assumed name used.

Section 6. Resignation

Any member may resign by filing a written resignation with ASTA; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

Section 7. Voting Rights

- a. Members in the Travel Agency, Independent, Non-Affiliated, Consortium and Independent Contractor member categories shall have one vote per membership. Members in the domestic Premium Agency category shall have two votes per membership, one exercised by the Premium Official Representative and one exercised by a Premium Manager designated by the Premium Representative. Premium Managers so identified shall be considered a member of ASTA for all purposes.
- b. Members in the International Travel Agency Company and International Travel Associate categories of membership, as well as those Allied Company and Allied Associate members located outside of North America, may vote only in international chapter elections. Each member identified in this paragraph shall have one vote.
- c. Members of SBN may vote only to elect one SBN member to occupy the SBN-elected Director position on the Board of Directors.
- d. No other membership category may vote.
- e. All references to “voting members” shall refer to members in the categories of membership identified in paragraphs a, b, and c above.
- f. Whenever in these Bylaws the phrase “of the full number of Directors entitled to vote,” preceded by a fraction, appears, it means the stated fraction of the entire Board of Directors, not merely a quorum of that Board.

Section 8. Eligibility to Hold Office

- a. Except as provided to the contrary elsewhere in this Section 8, only the Official

Representative of a corporate voting member with voting privileges or an individual member with voting privileges may hold the office of National Officer, Director or Chapter Officer provided, however, that a voting member of SBN may hold the office of SBN-elected Director.

- b. Official Representatives of International Travel Agency Company members, International Travel Associate members, Official Representatives of Allied Company members located outside of North America, and Allied Associate members located outside of North America may hold international chapter office only.
- c. Independent Contractor Members may hold the office of Chapter Officer, but shall not be eligible to hold the office of National Officer or Director.
- d. No member in any other category shall be eligible to hold office.
- e. Candidates for the office of At-Large Director must have been a member, or an Official Representative of a member, in good standing of ASTA for two years prior to assuming office.
- f. Candidates for the office of Regional Director must be either a current Chapter President within the geographic region he or she seeks to represent or a past Chapter President. If a past Chapter President, the candidate need not have served as Chapter President in the same geographic region which the candidate now seeks to represent. Pursuant to Article IX, Section 7, a Chapter President who is elected Regional Director shall be deemed to have resigned the former office upon assuming the latter.
- g. Candidates for the office of SBN-elected Director must have been a member in good standing of SBN for two years at the time of the election.
- h. Candidates for the office of Chair of the Board must have served for one year either as an At-Large Director or a Regional Director in the electoral year immediately prior to assuming office.
- i. Notwithstanding anything to the contrary in this Section 8, no person currently employed by a supplier shall be eligible to hold the office of National Officer, Director or Chapter Officer. For purposes of this subsection (i), the term “supplier” shall mean any entity, other than a Consortium Member, engaged in providing products, services, or information sold or used by travel agencies, irrespective of whether the entity is an ASTA member.

Section 9. Membership Meetings

- a. Annual Meeting. The Annual Meeting of ASTA shall be held at a time and place designated by the Board of Directors.
- b. Special Meetings. Special meetings of the members may be called by the Chair of the

Board or by a majority of the Board of Directors. Special meetings must be called if requested by 10% of the voting members. The Board shall designate the time and place of special meetings.

- c. Notice. Notice shall be given at least 15 days before each annual or special meeting. Notice of any special meeting shall state the purpose of the meeting. Notice may be given in any ASTA publication.
- d. Quorum. The quorum for an annual or special meeting or minimum percentage of participation for a mail ballot shall be 10% of the members entitled to vote.
- e. Voting. Each voting member in good standing is entitled to vote in accordance with these Bylaws.

Section 10. Conduct with Regard to the Travel Advisor Industry

No applicant for membership shall be accepted or, if already a member, retained, if the applicant, or a representative of the applicant, within three (3) years before his or her application, or at any time during his or her membership, engages in conduct that is likely to bring the travel advisor industry into disrepute. While not necessary to a determination that an applicant or member has engaged in such conduct, a conviction of any offense involving fraud, deception, misrepresentation, misappropriation of property, or breach of trust or other fiduciary obligation is substantial evidence relevant to that determination. Pleas of *nolo contendere*, consent judgments, judicial or administrative decrees or orders, assurances of voluntary compliance, and similar agreements with federal or state authorities shall be deemed convictions for purposes of these provisions.

Section 11. Enforcement of Member Responsibilities; Reinstatement

- a. Members may be censured, suspended for up to one (1) year from membership rights, or expelled from ASTA, or have other appropriate action taken against them if found to have engaged in violations of these Bylaws or the ASTA Code of Ethics, or to have submitted false information on any ASTA membership application. Member discipline shall be considered upon recommendation of the staff by the Executive Committee in the first instance, with ratification by the Board of Directors.
- b. Notwithstanding any other provision of these Bylaws, any membership may be terminated immediately if the member has:
 - (1) failed to pay his or her dues or other financial obligations to ASTA when due; or
 - (2) failed to continue to meet the specific category requirements for membership, and does not satisfy the requirements for any other category of membership.
- c. Any member expelled from ASTA pursuant to subsection (a) above shall not be eligible to apply for reinstatement following the expiration of the time period specified in Section 1(c) of this Article II unless and until the member (or if not a

natural person, the member agency's Official Representative) registers for and successfully completes ASTA's Verified Travel Advisor certification program. In addition, if the member agency's Official Representative is not also an owner of the member agency, the owner (or if more than one, any single owner) must also register for and successfully complete ASTA's "Ethics for Travel Advisors" course.

- d. Notwithstanding compliance with the requirements of subsection (c) above, the Board of Directors reserves the right to refuse to readmit any expelled member that it believes, in its sole but reasonable discretion, remains unsuited for membership in ASTA.

Section 12. Dispute Resolution

ASTA will assist in efforts to resolve disputes involving members in accordance with procedures as may be adopted by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Authority

All ASTA property and business is managed by the Board of Directors under New York law.

Section 2. Composition

- a. Number. The Board of Directors shall have sixteen (16) members, as follows: eight (8) Directors At-Large; three (3) Directors elected as Regional Directors by the Chapter Presidents' Council ("CPC") (which may include the president of any Community created under Article VIII, Section 2(d)); one (1) Director elected by the members of SBN; two (2) Directors selected by the Corporate Advisory Council ("CAC"); and one (1) Consortium Member. The Chief Executive Officer shall be a Director *ex officio*.
- b. Voting Directors. Each Director shall have one vote, except that the Chief Executive Officer shall not vote. Proxy voting is not permitted.
- c. At-Large Directors. At-Large Directors shall be elected in accordance with Article IX and any supplemental procedures that may be adopted by the Board.
- d. Regional Directors. From among the duly elected Regional Directors, three (3) shall serve on the Board of Directors, to be determined in accordance with Article V, Section 5.
- e. SBN-elected Director. The SBN-elected Director shall be elected by SBN members in accordance with procedures adopted by the Board of Directors.
- f. CAC-member Directors. The Chair and Vice Chair/Treasurer of the CAC shall be *ex*

officio members of the Board of Directors. Holders of these offices shall be determined in accordance with Article VII, Section 3(c).

- g. The Consortium Member position on the Board of Directors shall be filled by rotation every two years in the order in which the Consortium Members qualified for Consortium membership, provided, however, that if upon the expiration of the two year period no other member is qualified to fill this position on the Board, the current holder shall continue serving until such time as another member qualifies, or as appointed by the Board.

Section 3. Term of Office

Each Director shall serve from the end of the ASTA annual fall meeting in the year of his election or appointment until the end of the ASTA annual fall meeting two (2) years later, or until such time as his successor is elected and qualifies. Notwithstanding the foregoing, however, the term of a Director who assumes the office of Chair of the Board in the last year of his or her second term shall remain on the Board of Directors for one (1) additional year, for a total of three (3) years in the second term.

Section 4. Meetings

- a. Calling of Meetings. Board meetings may be called by Chair of the Board or the Executive Committee, and must be called when requested by at least 1/3 of the Directors entitled to vote. The Board will hold three regular meetings each year, usually in the spring, summer and fall. All other meetings of the Board shall be considered special meetings.
- b. Electronic Conferencing. The Board may hold a meeting via electronic means, to the extent permitted by law.
- c. Mail or Telecopier Votes and Actions by Consent. The Board of Directors or any committee thereof may act without a meeting with written consent to the act by all Directors entitled to vote.

Section 5. Notice of Meetings

Notice shall be given at least 48 hours before a Board of Directors meeting. No notice shall be required for any meeting at which all Directors, including alternates, are present. Notice may be given by mail, telecopier or e-mail.

Section 6. Quorum

A quorum is a majority of the voting members of the Board of Directors.

Section 7. Alternates

- a. Any Director, except a Consortium Member-Director, who is unable to attend a meeting of the Board of Directors may appoint an alternate to attend. Alternates for a Consortium Member-Director must be a member of the Consortium Council; if no such firm is available, an alternate may be appointed by, and in the discretion of, the Chair of the Board. Any such alternate shall have the same rights and privileges as a Director during meetings and is not bound by instructions from the appointing Director or the Chair of the Board.
- b. An alternate appointed to attend a meeting of the Board of Directors for an At-Large Director or a Regional Director must be a Chapter President, or, if no Chapter President is able to attend, another chapter officer. If no chapter official is able to attend, then the Director may appoint the Official Representative of any Travel Agency or Premium Agency member.
- c. An alternate appointed to attend a meeting of the Board of Directors for an SBN-elected Director must be a Chapter President of an SBN chapter.
- d. An alternate appointed to attend a meeting of the Board of Directors for a CAC-member Director shall be another person who at that time would be qualified for election to a CAC-member Director seat.
- e. If a Director fails to appoint an alternate, the Chair of the Board may do so, using the above criteria.

Section 8. Suspension, Recall and Removal of Directors

- a. Suspension. The Board may suspend the authority of a Director to act for up to ninety (90) days by affirmative vote of at least 3/4 of the full number of Directors entitled to vote, adopting a resolution that the Director is not properly performing his duties or that suspension is in the best interests of ASTA. The Director in question shall have the right to cast a vote on his or her suspension and must be given reasonable notice and an opportunity to respond to all charges prior to the Board taking the vote.
- b. Recall and Removal of Directors. Whenever the Board votes to suspend any At-Large Director, a recall vote shall be held as quickly as possible. In the case of the Regional Directors, the SBN-elected Director or a CAC-member Director, a recall vote shall be held as quickly as possible in the body or geographic region, as applicable, by which the Director was elected. A recall vote for an At-Large Director shall also be held whenever requested by petition containing the signatures of at least 10% of voting members. Notwithstanding the foregoing, no recall vote for any Director shall be conducted within ninety (90) days of the end of the suspended Director's term. The question on a recall vote in all cases shall be whether the Director should be removed from office. A majority vote in favor of removal will result in the immediate removal of that Director. If a Director is removed by a recall vote, he shall not be eligible to run to fill the vacated position, but shall be eligible to

run in elections thereafter. A majority vote against removal will result in the Director's suspension being lifted immediately, whereupon his or her authority to act as a Director shall be fully restored. If a Consortium Member-Director is suspended, no recall shall be held, but the Board shall promptly take under consideration the membership status of the Consortium Member-Director and determine, by a majority of the members of the Board entitled to vote, whether to terminate such membership. If membership in ASTA is thereby terminated, membership in the Consortium Council shall also be deemed terminated.

- c. Removal Due to Ineligibility. Any Director who no longer satisfies the eligibility criteria set forth in Article II, Section 8 to hold the seat currently occupied shall be removed from the Board with such removal to be made effective immediately upon notice to the Director in question.

Section 9. Vacancies

Any vacancy of a seat on the Board of Directors that results from the removal, resignation, incapacity, or death of a Director shall be filled by an election among voting members or in the body by which the Director was elected to fill the remainder of the term, with such election to take place when next regularly scheduled, except in the case of CAC-Selected Directors and Consortium Members, whose vacancies shall be filled in accordance with the succession/rotation schedule for leaders in the CAC or the Consortium Council (see Article VII, Sections 3 and 4), and further excepting Regional Directors, whose vacancies shall be filled by a special election among the eligible voting members at the next regularly scheduled meeting of the CPC.

Section 10. Executive Committee

- a. Composition. The Board of Directors shall have an Executive Committee consisting of the following corporate officers (also called National Officers) each of whom (other than the Chief Executive Officer) shall have a vote in all Executive Committee actions:
 - (1) Chair of the Board;
 - (2) Vice Chair/Secretary;
 - (3) Treasurer;
 - (4) Chair of the CAC;
 - (5) Chief Executive Officer.
- b. Duties and Powers. The Board's Executive Committee shall have and may exercise all the powers of the Board when the Board is not in session, including (1) negotiating, in consultation with legal counsel, and subject to review and approval by the full Board of Directors, the Chief Executive Officer's employment contract, and (2) annually reviewing the Chief Executive Officer's performance, identifying actions toward enhancing performance, establishing a new set of performance goals for the coming year, all of which shall be submitted to the Board of Directors for approval.

- c. Reservation of Powers to the Board of Directors. Any other provision of these Bylaws notwithstanding, the following matters are specifically reserved to the Board of Directors:
 - (1) suspension of a Director or the suspension or removal of an official elected by the Board of Directors or by the voting members;
 - (2) filling vacancies among the officers;
 - (3) financial assessments of members;
 - (4) changes in the geographical divisions of ASTA subdivisions;
 - (5) amendment and adoption of the Bylaws; and
 - (6) matters upon which the Board of Directors has acted, unless the Executive Committee acts unanimously upon such issues and provides the Board with an immediate full written explanation by the most efficient available means.

- d. Ratification. All actions of the Executive Committee shall be reported to the Board of Directors within ten (10) business days and also at its next meeting, where such actions shall be subject to ratification or revision by the Board of Directors when consistent with contract obligations.

- e. Meetings. Meetings of the Executive Committee shall be called at the request of either the Chair of the Board or any two Executive Committee members, and may be held after reasonable notice of the time and place has been given to all its members.
 - (1) A quorum consists of all voting members of the Executive Committee;
 - (2) If any member of the Executive Committee is unable to attend a meeting, the Chair of the Board must appoint an alternate from among the Directors;
 - (3) The Vice Chair/Secretary shall authenticate the Executive Committee minutes;
 - (4) Proxy voting shall not be used in Executive Committee actions.

ARTICLE IV: NATIONAL OFFICERS

Section 1. Qualifications

Each National Officer, except the Chief Executive Officer, must be the Official Representative of a Travel Agency or Premium Agency member to be nominated and to serve.

Section 2. Selection of National Officers

The Chair of the Board, Vice Chair/Secretary, and Treasurer shall be elected in accordance with Article IX of these Bylaws.

Section 3. Term of Office

Each National Officer, other than the Chief Executive Officer, shall serve in office from the end of the ASTA annual fall meeting in the year of his election until the end of the ASTA annual fall meeting one (1) year later, or until such time as his successor is elected and qualifies.

Section 4. National Officer Responsibilities

- a. Chair of the Board. The Chair of the Board shall have general policy oversight of all corporation activities, and shall have the authority in the interim between meetings of the Board of Directors to refer to the Executive Committee any matter needing attention. The Chair of the Board shall preside at meetings of the Board of Directors. If the Chair is absent from a meeting of the Board of Directors, the Vice Chair shall preside at such meeting. The Chair shall be chair of the Executive Committee. In the absence, disability, or resignation of the Chief Executive Officer, the Chair of the Board of Directors shall perform the duties of the Chief Executive Officer or the Chair may designate an individual to serve as acting Chief Executive Officer subject to Board of Directors ratification at a subsequent regular or special meeting.
- b. Vice Chair/Secretary. The Vice Chair/Secretary shall assist the Chair of the Board in the performance of that officer's duties, and shall perform the duties of the Chair of the Board in his absence or during periods of disability. The Vice Chair/Secretary shall oversee the custody of ASTA's papers, minutes, notices, resolutions, and other official records. The Vice Chair/Secretary shall also certify the results of elections and other membership votes, administrative matters related to the Bylaws and amendments, other aspects of corporate governance, and chapter administration. The Vice Chair/Secretary shall be responsible for authenticating ASTA's official records, and shall attest to the minutes of the proceedings of the Board of Directors and the Board's Executive Committee.
- c. Treasurer. The Treasurer shall oversee all ASTA's financial affairs, including budget, financial reports, dues collection, safekeeping of assets, investments, and audits.
- d. Chief Executive Officer. The Chief Executive Officer shall serve as the President and shall have general executive and operating control of corporation's management, day-to-day operations, and marketing within the budgets approved by the Board of Directors. The Chief Executive Officer shall be responsible for carrying out the policies of the Board of Directors. In the execution of these policies and duties, the Chief Executive Officer shall report to the Board of Directors through the Chair of the Board. The Chief Executive Officer shall have:
 - (1) direction of all events and projects related to management and operations;
 - (2) retain employees of the corporation or discharge them, direct their work, and fix the compensation and other terms of employment for such employees;
 - (3) in conjunction with the Vice Chair have charge of all files and records;
 - (4) be the primary spokesperson for ASTA and may designate staff or others for specific needs in his or her discretion.
 - (5) make reports to the Board of Directors covering the activities of the corporation, and make such recommendations from time to time as will tend to benefit the corporation;

- (6) sign contracts or other instruments related to management, operations and marketing within such limits and amounts as provided by the Board of Directors;
- (7) prepare an operating budget in consultation with the Executive Committee which, upon approval by the Board of Directors, shall serve as the Chief Executive Officer's authority for annual budget expenditure;
- (8) secure Board of Director approval for expenditures not provided for in the budget; and
- (9) perform all the duties incidental to the office of President as may be assigned by the Board of Directors.

Section 5. Participation in Meetings

When necessary to further the orderly progress of business, reference may be made to Robert's Rules of Order (Scott, Foresman edition) for guidance in the disposition of procedural matters not otherwise provided for herein.

Section 6. Suspension of National Officers

The authority of any National Officer with voting powers to act in office may be suspended by affirmative vote of at least 3/4 of the full number of Directors entitled to vote, upon a showing that the National Officer is not properly performing the duties of the office or that suspension of the authority to act in that office is in the best interests of ASTA. The National Officer in question shall have the right to cast a vote on his or her suspension and must be given reasonable notice and an opportunity to respond to all charges prior to the Board taking the vote.

Section 7. Vacancies

- a. Any vacancy in the office of Chair of the Board shall be filled by the Vice Chair/Secretary.
- b. Any vacancy in the office of Vice Chair/Secretary or Treasurer shall be filled by a vote of the Board of Directors.
- c. When any position as National Officer or Director in ASTA is vacated by resignation, removal or otherwise, all elected or appointed national positions held by that individual shall be deemed vacant.

ARTICLE V: REGIONAL DIRECTORS

Section 1. Qualifications

Each Regional Director must satisfy the eligibility criteria set forth in Article II, Section 8.

Section 2. Election of Regional Directors

Regional Directors shall be elected by vote of the Chapter Presidents in the geographic region in

which the candidate resides and seeks to represent, with the election to be scheduled in accordance with Article IX, Section 1(b).

Section 3. Term of Office

Each Regional Director shall serve from the end of the ASTA annual fall meeting in the year of his election until the end of the ASTA annual fall meeting two (2) years later, or until such time as his successor is elected and qualifies.

Section 4. Responsibilities

Each Regional Director shall be responsible to do the following within their assigned geographic region:

- a. act as the primary communication liaison between ASTA staff and the Chapter Presidents to, among other things, discuss membership and revenue growth opportunities;
- b. monitor the budget for each chapter, ensuring fundraising goals are met and funds are spent according to ASTA policy;
- c. hold quarterly conference calls/meetings with Chapter Presidents;
- d. act as a mentor, facilitator, and guide to the Chapter Presidents; and
- e. identify potential new supplier partners for the chapters.

The forgoing responsibilities may be amended and/or supplemented as appropriate from time to time by ASTA staff and/or the Board of Directors.

Section 5. Election to the Board of Directors

Three (3) Regional Directors shall serve on the Board of Directors, to be determined as follows: within ten (10) days following the election described in Section 2 above, or as soon thereafter as is practicable, a run-off election among the successful candidates shall be held. Chapter Presidents eligible to cast a vote in one of the recently concluded elections held pursuant to Section 2 shall also be eligible to cast a vote in the run-off. In odd-numbered years, the Regional Director receiving the highest number of votes shall serve on the Board of Directors. In even-numbered years, the Regional Directors receiving either the highest or the second-highest number of votes shall serve on the Board of Directors.

Section 6. Suspension of Regional Directors

The authority of any Regional Director may be suspended by affirmative vote of at least 3/4 of the full number of the Board of Directors entitled to vote, upon a showing that the Regional Director is not properly performing the duties of the office or that suspension of the authority to act in that capacity is in the best interests of ASTA. If on the Board of Directors, the Regional Director in question shall have the right to cast a vote on his or her suspension and must be given reasonable notice and an opportunity to respond to all charges prior to the Board taking the vote.

Section 7. Vacancies

Any vacancy in the office of a Regional Director serving on the Board of Directors shall be filled in accordance with the procedure specified in Article III, Section (9). Any vacancy in the office of a Regional Director not serving on the Board of Directors shall be filled by a special election among the eligible voting members at the next regularly scheduled meeting of the CPC. When any Regional Director position is vacated, whether by resignation, removal, or otherwise, any other elected or appointed position held by that individual shall also be deemed vacant.

ARTICLE VI: COMMITTEES

With the approval of the Board of Directors, the Chair of the Board may establish or abolish committees, task forces or councils for the accomplishment of specific purposes, and may appoint and remove the chair and members of such committees, task forces or councils, and may fill vacancies therein.

ARTICLE VII: PERMANENT COUNCILS

Section 1. Chapter Presidents' Council

- a. Composition. The Chapter Presidents' Council ("CPC") shall consist of the presidents of all ASTA U.S. Chapters. Each Regional Director shall also be a member of the CPC for the duration of his or her term of office as Regional Director. The Chair of the ASTA Board of Directors shall be an *ex officio* non-voting member of the CPC. Communities approved under Article VIII shall be considered chapters for all purposes.
- b. Purposes. The purposes of the CPC are to provide advice to chapter officials on chapter activities and to provide the Board of Directors with advice and recommendations regarding chapter policy issues.
- c. Leadership. The CPC leadership shall consist of a Chair, a Vice Chair/Secretary, and a Treasurer, each of whom shall be a Regional Director elected to serve on the Board of Directors. The Regional Director with the longest tenure on the Board of Directors shall serve as the Chair. The Regional Director with the second longest tenure shall serve as the Vice Chair/ Secretary, with the third Regional Director serving as the Treasurer. In the event that two of the Regional Directors have an equal length of service on the Board of Directors, the determination as to which shall serve in the higher office shall be determined by a vote of the whole CPC, unless one of the two equally-tenured Regional Directors voluntarily agrees to serve in the lower office, in which case no vote shall be taken.
- d. Voting. Proxy voting shall not be permitted in CPC actions.

Section 2. International Chapter Presidents' Council

- a. Composition. The ICPC shall consist of the presidents of all ASTA international chapters. The Chair of the Board shall be an *ex officio* non-voting member of the ICPC.
- b. Purposes. The purposes of the ICPC are to provide advice to international chapter officials on chapter activities and to provide the Board of Directors with advice and recommendations regarding international chapter policy issues.
- c. Chair. The members of the ICPC shall select a Chair from among their number. The maximum number of two-year terms an ICPC Chair can serve is four.
- d. Voting. Each International Chapter President shall have one vote. Proxy voting shall not be permitted in ICPC actions.

Section 3. Corporate Advisory Council

- a. Composition. The Corporate Advisory Council (“CAC”) shall consist of senior executives of ASTA Premium Member Agency firms that each have more than \$50 million in annual retail travel sales. The Chair and Vice Chair/Treasurer of the CAC shall be *ex officio* voting members of the Board of Directors. The Chair of the CAC shall also serve *ex officio* as a voting member of the ASTA Executive Committee.
- b. Purposes. The primary purposes of the CAC are to:
 - (1) Advise ASTA staff and leadership regarding strategy related to issues affecting the travel industry;
 - (2) Prepare for retention of counsel, consultants and other experts when necessary to address industry issues;
 - (3) Provide representatives to serve on the Board of Directors and executive committee as prescribed in the Bylaws; and
 - (4) Participate in lawful networking and information exchange among CAC members to meet the needs of the travel industry.
- c. Officers. The members of the CAC shall select an Executive Committee comprised of the Chair, Vice Chair/Treasurer and Secretary from among their number. The maximum number of two-year terms a CAC Chair can serve is one. As more senior terms of office expire, the junior members of the Executive Committee shall move up one position and a new Secretary shall be elected.
- d. Voting. Each CAC member shall have one vote. Proxy voting shall not be permitted in CAC actions.

Section 4. Consortium Council

- a. Composition. The ASTA Consortium Council (“ACC”) shall consist of senior executives and members of the board of directors, or equivalent governing body, of

Consortium Member firms.

- b. Purposes. The primary purposes of the ACC are to:
- (1) Advise ASTA staff and leadership regarding strategy related to issues affecting the consortium/host elements of the travel industry;
 - (2) Provide a representative to serve on the Board of Directors as prescribed in these Bylaws; and
 - (3) Participate in lawful networking and information exchange among ACC members to meet the needs of the travel industry.
- c. Officers. The members of the ACC shall select an Executive Committee comprised of the chair, vice chair/secretary and treasurer from among their number. The maximum number of one-year terms an ACC Chair can serve is two. As more senior terms of office expire, the junior members of the Executive Committee shall move up one position and a new Treasurer will be elected.
- d. Voting. Each ACC member shall have one vote. Proxy voting shall not be permitted in ACC actions.
- e. Selection of ACC member to serve on Board of Directors. One member of the ACC that (i) has either 100 or more participating agents and/or travel agencies, or the participating agents and/or travel agencies generate in the aggregate at least one billion dollars in annual retail travel sales; and (ii) requires each of its participating travel agents or travel agencies to maintain continuous membership in ASTA, or (iii) achieves, through subsidy of ASTA member dues, an ASTA membership participation rate of at least 75 percent of the Consortium's members in the membership category and dues level appropriate to each agent/agency, shall occupy a seat as an *ex officio* voting member of the Board of Directors. If there are two or more such ACC members, the qualifying firms shall serve on the Board of Directors as provided in Article III, Section 2(g), provided, however, that no individual representative of an ACC member may serve *ex officio* or by election to the Board of Directors if such person, or another person affiliated with the same firm, has been elected to the Board of Directors as an At-Large Director. Unless the Board of Directors determines otherwise in a specific case, the individual occupying the Board seat shall be a senior member of the executive management of the qualified Consortium member.
- f. Subsequent Disqualification. If a Consortium member, after assuming a seat on the Board of Directors, becomes disqualified by virtue of not meeting the criteria to hold such seat, such member shall cease to be a member of the Board of Directors and the ACC Executive Committee. In such event, the next qualified Consortium member, in the order specified by the rotation in Article III, Section 2(g), shall assume the vacated seat. If no qualified Consortium is available, the seat shall remain vacant until a Consortium member qualifies to hold the seat.

ARTICLE VIII: CHAPTERS

Section 1. In General

- a. The Board of Directors may create and dissolve ASTA chapters, designate their names, and determine all chapter rights, privileges, authority, and powers.
- b. All ASTA members are members of the geographic chapter in which they reside or whose boundaries include their main office location. The Board may choose to disapprove a member's change of chapter affiliation if it finds it is sought for improper reasons or is not in the best interests of ASTA and the chapters involved.
- c. Each chapter shall conduct its local activities in accordance with the Bylaws, the bylaws of that chapter, and policies established by the Board.
- d. Finances of chapters shall be managed with the oversight of ASTA headquarters. However, each chapter shall remain primarily responsible for its own finances. ASTA shall not, under any circumstances, be responsible for the debts of any chapter unless authorized and approved by the Board.
- e. No chapter or chapter officer, employee, or agent has any authority to act for, represent, bind or commit ASTA in any manner on any subject, unless specifically authorized to do so by the Board.
- f. Each U.S. chapter must conduct a minimum of four meetings per year, and each international chapter must conduct at least one meeting per year within its geographical boundaries. A meeting of any subdivision of a chapter shall be counted as a chapter meeting for this purpose. If a chapter fails to comply with this requirement within a year, the chapter may be dissolved by the Board of Directors.

Section 2. Formation of Chapters and Communities

- a. Chapter formation may be requested by petition. In determining whether to approve formation of a proposed chapter satisfying the eligibility criteria set forth in subsection (b), ASTA staff will also take into account geographic and financial considerations, among other things.
- b. To be eligible to form a new chapter, a minimum of seven (7) prospective members, at least two (2) of whom are willing to serve as chapter officers, must be present. The prospective officers must also commit to hold the requisite number of meetings as per Section 1(f) of this Article.
- c. Resolution of issues between or among chapters shall be made by conference among the officials of the affected chapters. If agreement is not reached within a reasonable time, the Board shall resolve the outstanding issues.

- d. The Board may recognize as an ASTA Community any group of members who petition the Board based on non-geographical affinity. For purposes of determining its Regional Director representative, a Community shall be deemed a part of the geographic region in which the Community's president resides, or if such office is vacant, the region in which the next most senior officer of the Community resides.

Section 3. Chapter Bylaws

- a. Each chapter shall establish chapter bylaws. The chapter bylaws and any amendments must be received by the Vice Chair/Secretary at least thirty (30) days prior to their becoming effective.
- b. The Board may establish or amend any chapter bylaws.

Section 4. Chapter Officers

- a. Titles. Each chapter's bylaws shall specify the number, titles and duties of its officers, which must include a president, vice president, secretary, and treasurer. The vice president and secretary positions may be occupied by the same person.
- b. Qualifications. All chapter officers must be either the Representative of a Travel Agency or Premium Agency member or an Independent Contractor Member at the time of their election and throughout their terms.
- c. Chapter Executive Board. Each chapter shall have a decision-making body known as the Executive Board, consisting of the chapter officers and may also include the immediate past president of the chapter, if provided for in the chapter bylaws. Each Executive Board member shall have a vote. Proxy voting is not permitted in making Executive Board decisions.
- d. Vacancies. Vacancies in chapter officer positions, other than that of president, shall be filled in accordance with the procedure described in the chapter bylaws, or if not so described, by the chapter Executive Board, to the extent that such procedure is not inconsistent with these Bylaws.
- e. Appointment of President. Chapter members who wish to be considered for the office of president shall submit a nomination application to ASTA headquarters. Selection from among the eligible nominees shall be made by a committee comprised of the three (3) Regional Directors serving on the Board of Directors and two (2) ASTA staff members designated by the CEO.
- f. Appointment of Chapter Officers Other than President. Chapter presidents shall select and appoint, from among the candidates seeking consideration and satisfying all eligibility criteria, persons to fill any chapter officer vacancies which may exist from time to time. Notwithstanding the foregoing, however, the Board of Directors shall have the right to disallow an appointment made for an improper purpose or

under circumstances that create either an appearance of impropriety or a potential or actual conflict of interest.

- g. **Suspension and Removal.** The Board of Directors may suspend the authority of any chapter officer to act for up to 90 days, or remove the chapter officer from office altogether, by affirmative vote of at least 3/4 of the full number of Directors entitled to vote, adopting a resolution that the officer is not properly performing his duties or that suspension or removal is in the best interests of ASTA. The chapter officer must be given reasonable notice and an opportunity to respond to all charges prior to the Board taking the vote to suspend or remove.

Section 5. Communication with ASTA

Each chapter shall send to ASTA headquarters copies of the chapter bylaws and any amendments thereto, minutes of all chapter meetings, chapter financial reports on the ASTA calendar year basis, newsletters, and all other publications and written material produced or sponsored by the chapter.

All communication between chapter officers and ASTA staff shall be conducted through the Chapter Liaison. The Chapter Liaison shall be appointed and/or designated solely by the Chief Executive Officer.

ARTICLE IX: ELECTIONS

Section 1. Schedule

- a. Except as may be required to the contrary pursuant to Article III, Section 3, eight At-Large Directors shall be elected by the voting members and shall serve a maximum of two staggered terms of two years each. The staggering of terms shall be maintained as follows: (i) in elections held in odd-numbered years, four At-Large Director seats will be voted upon and the candidates with the highest vote totals shall serve a term of two years; (ii) in elections held in even-numbered years, four At-Large Director seats will be voted upon and the candidates with the highest vote totals shall serve a term of two years.
- b. Six Regional Directors shall be elected by the voting members specified in Article V, Section 2 and shall serve a maximum of two staggered terms of two years each. The staggering of terms shall be maintained as follows: (i) in elections held in odd-numbered years, two Regional Director seats will be voted upon and the candidate with the highest vote total shall serve a term of two years; (ii) in elections held in even-numbered years, four Regional Director seats will be voted upon and the candidates with the highest vote totals shall serve a term of two years.
- c. At the first Board of Directors meeting held after an election for At-Large Directors and Regional Directors, the Board, by majority vote of all Directors voting, including alternates, shall elect the National Officers from among the At-Large Directors, the

Regional Directors, the SBN Director, and the CAC Directors who will be continuing in office for the ensuing electoral year, provided that the Chair of the Board shall be elected at the last scheduled meeting of the outgoing Board of Directors from among the At-Large Directors, the Regional Directors, the SBN Director, and the CAC Directors who will be continuing in office for the ensuing electoral year.

- d. Successful candidates filling the At-Large Director, Regional Director and National Officer vacancies shall assume their respective offices upon the conclusion of the meeting next following their election.
- e. The Board of Directors may change the term of any Director as necessary to hold elections according to this schedule.

Section 2. Election Calendar

The Board of Directors shall publish to voting members, through an ASTA publication or by email, an Election Calendar setting forth all deadlines pertinent to qualification for election. The duration of the Election Calendar, from the deadline for submitting chapter nominating committee reports to the deadline for receipt of chapter runoff ballots, shall not exceed ninety (90) days.

Section 3. Election Procedures

Procedures for conducting elections and the election by SBN of one Director shall be determined by the Board of Directors.

Section 4. International Elections

Any qualified Official Representative of an International Travel Agency Company member, International Travel Associate member, Official Representative of an Allied Company located outside of North America, or an Allied Associate member located outside of North America may nominate himself for international chapter office by writing to ASTA Headquarters.

Section 5. Vote Required to Win

- a. At-Large Director and Regional Director Elections.
 - (1) When two or more candidates for At-Large Director or Regional Director receive the same number of votes, the order of precedence shall be determined by lot.
 - (2) If only one person is nominated for any elected position, that person shall be elected without the requirement of balloting.
- b. Recounts and Ballot Retention. Ballots shall be retained for sixty (60) days after the date of the announcement of the results. Any candidate shall be granted a recount in the election in which he was a candidate upon written request to ASTA Headquarters within this sixty day period.

Section 6. Maximum Number of Terms

National Officers, At-Large Directors, Regional Directors, SBN-elected Directors, CAC-member Directors, and Consortium member-Directors may serve only two terms, whether or not consecutive, in the same office, exclusive of any partial term served before completing a full term, provided that, after the expiration of three (3) years from the end of the second term served, an eligible member may run for election or seek appointment, as the case may be, to two additional terms.

Section 7. No Multiple Officeholders

No person shall be a candidate for, or serve in, more than one elected, appointed or designated position at one time, provided that, however, a person may seek election or appointment to, and serve as an officer of both a chapter and a Community created under Article VIII, Section 2(d). A further exception is permitted where a person serves as an officer of both a regular ASTA chapter and an SBN chapter in the same geographic region. In either case, a dual-office holder may represent only one chapter/Community on the CPC, in which case an alternate may represent the other group on the CPC in accord with then-current CPC guidelines for selecting alternates.

ARTICLE X: MISCELLANEOUS PROVISIONS

Section 1. Choice of Venue

Any dispute arising under these Bylaws shall be submitted exclusively to the jurisdiction of the state and federal courts of the Commonwealth of Virginia.

Section 2. Records

The Board of Directors, and every chapter, committee, council, commission, task force, and other body created by or pursuant to these Bylaws shall record proper minutes of its actions, which shall be promptly submitted to the Secretary.

Section 3. Indemnification of Officers, Directors, and Employees

ASTA shall indemnify each Director, national and chapter officer, and employee to the extent permitted by law.

ARTICLE XI: ADOPTION AND AMENDMENTS

Section 1. Adoption

These Bylaws replace, repeal, and supersede all prior Bylaws.

Section 2. Amendment

- a. No provision of these Bylaws requiring a vote greater than a simple majority for a particular action, may be altered, amended, or repealed by a lesser vote than set forth in the provision sought to be altered, amended or repealed.
- b. No provision of these Bylaws specifying that a vote of the voting members shall be required for a particular action, shall be altered, amended, or repealed by any other body.
- c. Subject to all the forgoing restrictions on amendments, the full Board of Directors may, by a unanimous vote at a single meeting, or by an affirmative vote of at least 3/4 of the full Board of Directors present at two consecutive regular meetings, where such meetings are held no less than thirty (30) days apart, approve an amendment to the Bylaws.