

July 2007

BYLAWS
FOR THE REGULATION, EXCEPT AS OTHERWISE
PROVIDED BY STATUTE OR ITS
ARTICLES OF INCORPORATION,
OF THE
LOS ANGELES BUSINESS
TRAVEL ASSOCIATION (“LABTA”)
A California Nonprofit Mutual Benefit Corporation

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ARTICLE I. Objectives and Purposes.

Section 1. The objectives of this corporation shall be to develop the professional growth of our membership by bringing together representatives of the travel and transportation industry to promote the dissemination and exchange of educational information relevant to the business travel industry.

Section 2. The above purposes are illustrative only, and it shall be within the powers of the officers and the Board to deal with such other matters which, in its judgment, are of benefit to its members as a whole and not just to any individual member and are within the scope of the general purposes for which the organization was formed.

Section 3. Points of Order. Points of Order and Ethics not addressed by these Bylaws shall be determined by Roberts Rules of Order.

ARTICLE II. Offices

Section 1. Principal Office. The principal office of the Los Angeles Business Travel Association (hereinafter referred to as “the corporation”), shall be fixed and located at such place as the Board of Directors (hereinafter referred to as “the Board” consisting of Executive Board often referred to as Officers and Board of Directors) shall determine from time to time, subject to compliance with any stated California regulations and requirements for such office(s).

The Board is granted full power and authority to change said principal office from one location to another.

ARTICLE III. Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article I hereof. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect, and exclusively for purposes consistent with its status as a Section 501 (c) (6) organization under the Internal Revenue code of 1786, or corresponding provisions of any subsequent tax laws.

ARTICLE IV. Membership

Section 1. Classes. There shall be six classes of membership: Corporate Members (hereinafter referred to as Direct), Vendors (hereinafter referred to as Allied), Press, Academic, Honorary and Retired Members. It is the responsibility of the Board of Directors to ensure a reasonable balance between Direct and Allied members.

Direct membership shall be limited to those persons who have an active involvement in supplier selection, negotiation, and/or management of the business travel program. Their responsibilities should include the supervision, control or accountability of corporate travel.

Allied membership shall be limited to those vendors who are actively involved in selling to the corporate market. Allied members are defined as the direct suppliers of business travel related services such as airline, ground transportation, lodging, and other specialized services that fall under the control and accountability of corporate travel management.

Press Membership shall be limited to any corporation, organization, or individual that is principally engaged in monitoring and reporting as press media. Press members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to attend meetings and serve on committees with the concurrence of the President.

Academic Membership shall be limited to any Professor or full-time post-secondary student enrolled in a program at a college, university, or other post-secondary institution which is recognized by the Association leading to a degree or certificate in travel, transportation, or hospitality management, and any student organization which represents such students, is eligible to apply to be an academic member. Academic members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to attend meetings and serve as an observer on a committee.

Honorary Membership may be bestowed by the Board of Directors for any individual who has been recognized as having rendered distinguished service to the industry or the Association. Honorary memberships are automatically accorded to individuals upon their retirement, who have served in designated positions, including original founding members of the Association; Past Presidents who served full terms; and past Board of Director members who have served on the board for at least 5 years. Honorary members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to serve on committees and attend meetings, shall continue on the Association's mailing list, and remain on the annual roster designated as an "Honorary Member." The privilege of this status shall be suspended if an honorary member re-enters the field in a position with any corporation or organization whose employment would make them eligible for membership or who is employed by another firm or individual to solicit or promote a business product or service at any LABTA hosted event(s), or if they engage in such activity on their own behalf. Annual dues shall be waived for Honorary Members.

Retired Membership may be approved by the Board of Directors for any Direct member in good standing who has retired from full-time employment and is not currently active in a position with any corporation or organization whose employment would make them eligible for membership. Upon leaving their employment, members can request approval from the board of their Retired Membership application. If a Retired Member returns to work in a position with any corporation or organization whose employment would make them eligible for membership, the status of Retired Member will be lost and the individual would need to reapply as a Direct or Allied member. Retired members may not vote, hold elective office, or chair any standing or special committee, but they will be eligible to serve on committees and attend meetings, shall continue on the Association's mailing list, and remain on the annual roster designated as a "Retired Member." Nominal annual dues shall be determined by the Board of Directors.

Section 2. Admission to Membership. Application for membership shall be submitted to the membership director along with the applicable dues. Applicants must meet the requirements in Section 1, above, or the dues shall be returned with a letter of explanation within thirty (30) days. All applicants will be reviewed and approved by the Membership Committee. The Membership Committee has the responsibility of verifying with the candidate's employer that the information submitted is accurate. Standards of approval shall be equally applied to all applicants. If the application is approved by the membership committee the candidate shall be deemed to be elected to membership

Changes in the career status of a Director or Allied member that impacts their eligibility for membership shall be reviewed by the Board within thirty days of disclosure. Should a member in good standing become unemployed, that member may apply to retain membership for a period of up to six months of unemployment from the effective date of the change. If the membership expires during this period or is the property of the company, the unemployed member may attend meetings and pay the Guest dinner fee for the remaining period. Members of the Board of Directors (Officers and Directors) shall be granted a maximum of 90 days of unemployed service on the Board. When new employment is obtained, the member must reapply for membership.

Section 3. Membership Fee. Each member shall pay a membership fee and periodic dues and assessments as shall be determined by a vote of a majority of the officers and the Board.

Section 4. Transfer of Membership. Membership in LABTA shall be the property of the corporation the member represents. In the event that an individual, instead of the corporation, has paid for the membership personally, that membership may be transferred with the individual upon written request and approval in accordance with Article IV Section 7. Verification of non-reimbursement of personally issued checks is the responsibility of the Membership Committee.

Section 5. Termination of Membership. For cause, any member who engages in activities detrimental to the corporation may be terminated if after due process, including an appropriate hearing, such determination is made by a two-thirds vote of the Board. The Director of Membership will notify any member in writing whose membership has been terminated.

Section 6. Reinstatement of Membership. Upon written request, a former member may petition the Director of Membership for reinstatement. A membership may be reinstated by a two-thirds vote of the Board.

Section 7. Members in Good Standing. Members shall be deemed to be in good standing if they continue to meet the qualifications for membership as specified by the Board and/or these bylaws and the current dues have been paid. Allied and Direct members should attend five (5) regular meetings in a calendar year and participate in other activities of the organization. If any member does not comply, it will be at the discretion of the Board to deny renewal of membership.

Section 8. Voting Rights. Subject to Section 5 of Article V, below, Allied and Direct members in good standing, as set forth in Section 7 above, shall be entitled to vote on any matter.

ARTICLE V. Membership Meetings

Section 1. Meeting Times and Locations. Monthly meetings shall be held as designated by the Board of Directors and established in the Standing Rules. All members shall receive notification of the date, time and location of the meeting at least ten (10) days and no more than ninety (90) days prior to the meeting.

Section 2. Attendance Requirements. Direct and Allied members are requested to attend a minimum of five regular meetings per calendar year. Each member is permitted to invite guests to the membership meetings. However, non-members may attend no more than three regular meetings during a calendar year. No unsponsored guests will be allowed. At monthly meetings that are over subscribed, walk-in members will have first right of attendance over walk-in sponsored guests.

Section 3. Quorum. Two-thirds (2/3) of the membership present shall constitute a quorum.

Section 4. Voting. The Allied and Direct members entitled to vote at any such meeting shall be members in good standing under the conditions of Article IV Section 7.

Subject to the following sentence and to the provisions of Section 7615 of the California Nonprofit Mutual Benefit Corporation Law, every member entitled to vote at any election of directors may accumulate such member's votes to which the member is normally entitled or distribute the member's votes on the same principle among as many candidates as the member thinks fit. No member shall be entitled to cumulate votes for a candidate or candidates pursuant to the preceding sentence unless such candidate(s) name(s) have been placed in nomination prior to the voting of the member's intention to cumulate the member's votes. If any one member has given such notice, all members may cumulate their votes for candidates in nomination.

All elections for officers (Executive Committee) must be by ballot if there is more than one candidate for a given office. In any election of officers, the candidates receiving the highest number of votes for that office are elected.

Section 5. Action Without a Meeting. Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action except election of directors (officers), which under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is solicited, the required number of signed approvals in writing, setting forth the action so taken is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum (or ballots to elect) required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting in which the total number of votes cast was the same as the number of votes cast by ballot.

Section 6. Proxies. Voting rights may not be exercised by proxies.

ARTICLE VI. Board of Directors

Section 1. Powers. Subject to the limitations of the Articles, the Bylaws, and the California Nonprofit Mutual Benefit Corporation Law relating to the action required to be approved by the members or by a majority of members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws.

(a) To remove all of the other officers (board members), employees and agents of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, and fix their compensation.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws as they may deem best.

(c) To adopt, make and use the corporate seal and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time as they may deem best.

Section 2. The Board of Directors. The Board of Directors shall consist of the five (5) elected Officers (President, President-Elect, Vice President, Secretary, and Treasurer), a maximum of ten (10) directors and a maximum of two (2) advisors. All have equal voting rights in the Board. **Every effort should be made to achieve an equal mix of Allied and Direct Board members.**

Section 3. Nomination, Function, Term of Office, and Appointment of Directors. The President, in consultation with the Executive Committee, shall appoint the Directors and Advisors. The President has the authority to appoint Directors and fill board vacancies. No Board member shall be eligible to serve for more than two consecutive years in the same office. Service on the Board for nine months or more shall be considered a full year. In the event an Officer or Director changes employers during his/her term of office, he/she retains the right to hold office providing that the elapsed period between positions does not exceed ninety (90) days. Thereafter a vacancy shall exist and shall be filled in accordance with this Section.

Section 4. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or outside the State of California which has been designated from time to time by the Board.

Section 5. Quorum. At all meetings of the Board of Directors, a majority shall constitute a quorum and be sufficient for the transaction of business. The majority vote shall prevail.

Section 6. Committees. The President shall appoint from the membership, all committees not designated in the Bylaws, and shall prescribe their functions and designate the Chairpersons. No committee shall act on behalf of the officers and the Board unless specifically authorized to do so. Any member of any committee may be removed by the officers and the Board whenever in their judgment the best interests of the corporation shall be served. There shall be various standing committees, chaired by a director, such as Newsletter, Public Relations and Marketing, Programs (Venues), Programs (Speakers), Trade Show, Membership, Education, and Member Resources Program.

Section 7. Ethics & Points of Order. LABTA members should conduct themselves at all times in a professional manner that befits the organization. Points of Order and Ethics not addressed by these Bylaws shall be determined by Roberts Rules of Order.

ARTICLE VII. Officers

Section 1. Officers and Directors. The officers of the corporation shall consist of a President, a President-Elect, Vice President, a Secretary and a Treasurer. No two offices may be held at the same time by the same person. No two officers shall be elected or appointed who are employed by the same company.

Section 2. Nomination and Election. An Election Committee shall be appointed by the President and consist of two Officers or Directors and three non-board members. Nominations must be submitted in writing to the Election Committee Chairperson no later than three (3) weeks prior to the September general meeting and must be signed by at least five members in good standing. The Committee shall process all nomination petitions by determining eligibility and acceptance. Candidates may present their

platforms at the September regular meeting. The Election committee will advise nominees of the rules for campaigning. A candidate may not run for multiple offices.

The Committee shall prepare the slate of candidates for office. The slate and ballot will be mailed to members in good standing at least two (2) weeks prior to the October meeting. Ballots must be received at LABTA headquarters at least seven days prior to the October meeting. In December the outgoing officers will turn over all files to the incoming officers. The last Membership meeting of outgoing officers and directors will be December.

Candidates for Executive Committee positions must have previously served on the board of LABTA, or other association deemed by the nominating committee as comparable in size, stature and influence within its community and national organization to have afforded the candidate with equal experience. Allied candidates must be actively selling a primary business travel related service that falls under the control and accountability of corporate travel management. In no given year shall the offices of President, President Elect and Vice President be all held by persons in the same membership category (Direct or Allied)

In the event the eligibility list of potential candidates for Vice President has been depleted, and, in the event that no **LABTA** members submit their names as potential candidates for other elective offices, the LABTA Executive Committee may empower the Nominating Committee to search for qualified members as candidates for vacant elective offices as needed. Member qualifications may include but are not limited to the following:

- a. Leadership as **LABTA** Committee Chair
- b. Leadership as LABTA Committee member who has provided outstanding leadership
- c. Leadership in other associations or community groups

Section 3. Removal. Any officer or director of the Board may be removed by a two-thirds (2/3) vote of the officers and the Board whenever, in their judgment, the best interests of the corporation will be served.

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Section 4. Responsibilities of Officers at Close of Term of Officers. At expiration of their term of office, all members of the Board shall deliver to their successors all books, moneys and other properties in their charge or in the absence of a successor, they shall deliver such properties to the President.

Section 5. Term of Office. All terms shall begin on January 1 and terminate on December 31 and are one (1) year terms. After serving a term as President-Elect, the President-Elect shall assume the office of President on January 1. After serving a term as Vice-President, the Vice-President shall assume the office of President-Elect on January

1. If a position becomes vacant with more than 8 months remaining on its term, a new officer will be elected to fill the remainder of the term. The election will take place within 90 days of notification that the position is open. A timeline for the Special Election, giving at least two weeks for nominations and two weeks for balloting, will be submitted by the President for approval by the Board. If an office is vacated with less than 8 months remaining on its term, the position will be filled with an appointment by the President, with the exception of the position of Vice President. In no circumstances will the position of Vice President be appointed and not elected by the membership.

Section 6. President. The President shall be the principal Executive Officer of the corporation and shall, in general, supervise and control all of the business and affairs of the Board of Directors. The President may sign with the Secretary or other officer, any contracts, lease or instrument consistent with these Bylaws. The President shall perform all duties pertinent to the Office of the President.

Section 7. President-Elect. In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers and restrictions of the President.

The President-Elect shall establish and oversee all ad-hoc committees, participate in and direct the rules committee and prepare and review Bylaws and amendments to be voted on by the general membership. In the event of the resignation of the President or at the end of the President's normal term, the President-Elect shall assume the title and responsibilities of the President.

Section 8. Vice President. In the absence of the President-Elect, or in the event of the President-Elect's inability or refusal to act, the Vice President shall perform the duties of the President-Elect and when so acting, shall have all the powers and restrictions of the President-Elect. In the event of the resignation of the President-Elect or at the end of the President-Elect's normal term, the Vice President shall assume the title and responsibilities of the President-Elect.

The Vice President shall perform duties as assigned by the President or President-Elect, and shall serve on the program and education committees.

Section 9. Secretary. The Secretary of the corporation shall be responsible for the appointment and supervision of the following committees and/or responsibilities:

- (a) Maintain minutes of Board meetings
- (b) Correspondence
- (c) Historical records
- (d) Mailing and printing
- (e) Election ballots
- (f) Master calendar of all committee meetings

Section 10. Treasurer. The Treasurer of the corporation shall be in charge of and control the funds of the corporation, at the direction of the officers and the Board. The Treasurer will be required to submit a written Treasurer's report at each Monthly Board Meeting of the officers and the Board.

Section 11. Directors. Directors will be assigned responsibility for committees such as:

- (a) Hospitality
- (b) Newsletter
- (c) Programs (Venues)
- (d) Programs (Speakers, and/or program activities)
- (e) Trade Show
- (f) Membership
- (g) Education
- (h) Member Resources Program
- (i) Public Relations & Marketing
- (j) Community Service
- (k) Library & Archives
- (l) Web site

Directors report to the members of the Executive Committee as designated by the President and reflected by the association's organizational chart.

Section 12. Board Advisors. The President may appoint up to two Board Advisors to serve a one year term on the Board of Directors. Advisors must have previously served as Directors to be eligible for appointment of LABTA, or other association deemed by the nominating committee as comparable in size, stature and influence within its community and national organization to have afforded the candidate with equal experience.

ARTICLE VIII. Other Provisions

Section 1. Inspection of Corporation Record. Subject to Sections 8330, 8331 and 8332 of the California Nonprofit Mutual Benefit Corporation Law, a member may do either or both of the following for a purpose reasonably related to such member's interest as a member:

- (a) Inspect and copy the record of all the member's names, addresses and voting rights at reasonable times, upon five (5) business days prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (b) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the membership list available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may within ten (10) business days after receiving a demand, as set forth above in paragraph (a) or (b) of this Section 1, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to paragraph (a) or (b) of this Section 1.

The accounting books and records and minutes of proceedings of the members and the Board and the committees of the Board shall be open to inspection upon written demand on the corporation of any member at any reasonable time for a purpose reasonably related to such person's interests as a member.

Section 2. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California, the original or a copy of its Articles and Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. If the corporation has no office in the State of California, it shall, upon written request of any member, furnish to such members copy of the Articles or Bylaws as amended to date.

Section 3. Contracts, Checks, Deposits and Gifts.

(a) Contracts: The officers and the Board may authorize any officer or officers, agent or agents of the corporation, 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 corporation and such authority may be general or confined to specific instances.

(b) Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officer's agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the officers and the Board.

(c) Deposits: All funds of the corporation shall be deposited on a timely basis to the credit of the corporation in such banks, trust companies or other depositories as the officers may select.

(d) Gifts: The officers and the Board may accept on behalf of the corporation, any contribution, gift or bequest for general purpose or for any special purpose of the corporation.

Section 4. Membership Certificates. Subject to the provisions of Section 7313 of the California Nonprofit Mutual Benefit Corporation Law, every member of the corporation shall be entitled to a certificate signed in the name of the corporation by the President and the Secretary certifying the fact of membership and the class of membership owned by the member. Any or all of the signatures on the certificate may be facsimiles. If any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

Except as provided in this section, no new certificate for membership shall be issued in lieu of an old one unless the latter is surrendered and canceled at the same time. The Board may, however, if any certificate for membership is alleged to have been lost, stolen or destroyed, authorize the issuance of a new certificate in lieu thereof and the corporation may require that the corporation be given a bond (or other adequate security) sufficient to indemnify it against any claim that may be made against it (including expense or liability) on account of the alleged loss, theft or destruction of such certificate or the issuance of such new certificate.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 6. Amendments. The President may appoint a Bylaws Committee for the purpose of reviewing these Bylaws and submitting recommended changes to the Board of Directors.

(a) Procedure: These Bylaws may be amended by a two-thirds vote of the members present at any meeting of the membership, or by a two-thirds vote of members casting ballots if amendment is done by ballot, provided that at least twenty-one days' written notice is given of intention to amend these Bylaws.

(b) Notice: When any amendments of the Bylaws have been made, copies and said amendments, or a complete revised copy of the Bylaws as amended shall be mailed within sixty (60) days to each member.

ARTICLE IX. Indemnification.

Section 1. Definitions. Any person who is or was a director or other agent of the corporation shall be entitled to indemnification to the fullest extent permitted by California law.