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Amended and Restated (June 2020)
The Bylaws of the
NEW ENGLAND BUSINESS TRAVEL ASSOCIATION,
a Chapter of the Global Business Travel Association, Inc.

The New England Business Travel Association is a Nonprofit Corporation and a 501 (c) (6) Business

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ARTICLE I – NAME, ADDRESS, PURPOSES and LIMITATIONS

- 1.1 **Name:** The New England Business Travel Association (the “Association”), a chapter of the Global Business Travel association, is organized and will be operated exclusively as a 501(c) (6), non-profit business league organized under the laws of the State of Massachusetts.
- 1.2 **Address:** The principal address of the Association for all communications is Box 276, 423 Brookline Avenue, Boston, MA 02215.
- 1.3 **Purposes:** The Association’s purpose and mission is to have and exercise all the powers conferred by the provisions of the Massachusetts Not-for-profit Corporation Law, as may from time to time be amended.
- 1.4 **Limitations:** No part of the net earnings of the Association may benefit or be distributed to its directors, officers, or other private persons, except that the Association will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. The Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(a) of the Code.

ARTICLE II – CODE OF ETHICS

1. It is the policy of the New England Business Association that the Association and its members maintain the highest level of ethical, legal, and professional standards in the conduct of its business. It is the goal and objective of the Association to advance the knowledge and professionalism of all members and to provide opportunities for communication of travel related information.
2. NEBTA is committed to providing an environment free from unlawful harassment and discrimination. We ask all members to exemplify professionalism and integrity.
3. It is the policy of the Association that any members who conduct themselves in an unethical, illegal or unprofessional manner, detrimental to the goals and objectives of the Association, will be called upon to answer for such conduct to the Association’s Board of Directors and be subject to dismissal from NEBTA for cause.
4. Direct solicitation of members at any Association function is prohibited.
5. Amendments to Bylaws shall be made by request in writing to the Board of Directors. No proposal to amend shall be acted upon unless written notice has been given to the Secretary at least thirty (30) days prior to the Board of Directors meeting. A copy of such proposal shall be included in the call for the next regular meeting and a copy sent to the Association at least ten (10) days before the next regular meeting at which the amendment is to be voted upon.
6. Applying for a membership in the Association indicates your consent to agree to abide by this intent.



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ARTICLE III – MEMBERSHIP & DUES

Classes of Membership

The Association has two classes of voting members and **six** classes of nonvoting members (“Members”). No person may hold membership in more than one class. If there is uncertainty regarding an applicant’s class of membership, the Board will make the final determination.

Voting Members

Direct Members – Individuals whose primary responsibility is to either procure business travel services for a corporation or organization, or individuals whose responsibility is to write and administer travel policies for a corporation or organization. Direct Members have all privileges of Membership in the Association, as set forth in these Bylaws. Membership fees apply.

Allied Members – Individuals who are regularly employed by an airline, hotel, car rental company, ground transportation provider, corporate credit card entity, and ARC approved travel agency, or otherwise actively associated with corporate passenger travel services that have an established base of business in New England. Membership fees apply.

Nonvoting Members

The Association has **six** classes of Nonvoting Members who have no voting rights.

Indirect Members – Travel consultants, travel buyers who are compensated by Allied Members, self-employed travel professionals and other travel professionals except those that fit within the definition of a Direct Member or Allied Member. Indirect members may not hold elective office in the Association but may participate on the Association’s committees with the approval of the Association’s Officers. Membership fees apply.

“In Transition” Members – Individuals, direct or allied members who are out of work for a maximum of twelve months may be entitled to non-voting “in-transition” membership. In Transition members may remain on a committee but may not serve as an officer on the Board. Membership fees apply.

Honorary Members – Any individual who has retired and is a past Board Member or received the Association’s Annual President’s Award, may be elected an Honorary Member of the Association of the Board of Directors for that current membership year. This privilege will be suspended if an Honorary member is employed by another firm or individual, or receives compensation as a consultant from a firm or individual in the travel industry. Privilege will also be suspended if the individual solicits or promotes a business product or service at the Annual Convention, or if such individual engages in such activity on his or her own behalf. Honorary members are not required to pay dues, may not hold elected office or vote, but may serve on committees. Honorary membership will be suspended after a period of three years.



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Press Members – Any corporation, organization, or individual that is principally engaged in monitoring and reporting as press media. Press Members may not hold elective office or serve on an Association committee in the Association. Press members are not required to pay dues.

Academic Members – Any post-secondary student enrolled in a travel or hospitality program at college, university or other post-secondary institution recognized by the Association to promote the value of business travel or hospitality management, and any full-time instructor or educator who represents such students, is eligible to apply for Academic Membership. Academic members are not required to pay dues and may not hold elected office or vote but are required to perform an internship and actively participate on a committee throughout the year.

Retired Members – Any Direct or Allied member in good standing who has retired from full-time employment and is not currently active with any corporation or organization, is eligible to apply to the Board to be a Retired member of the Association each membership year. Any member who becomes unemployed for more than one year, shall, for purposes of membership classification, be deemed a Retired member. The Board will make its decision on a case-by-case basis. Preference will be given to retired members who have contributed to the Chapter or the Travel Industry in general and are actively involved on a committee. Retired members actively serving on a committee are not required to pay dues, may not hold elected office or vote, but may serve on committees. Non-committee retired members may be charged a membership fee.

New Membership

1. Requests for application and renewal of membership may be fulfilled online at www.nebta.org. The applicant must complete and include form of payment with the application.
2. For those without access to the internet, a paper application form may be requested from the Chairperson of the Membership Committee. The Board will provide written notification to the applicant within 30 days.
3. The Board of Directors has the power of acceptance to membership.
4. Any member who voluntarily resigns from the Association while in good standing may be considered for membership renewal without payment of initiation fee within two (2) years of resignation date.
5. The Association will make no refunds of initiation fee or assessment accepted from a member.
6. The Chairperson of the Membership Committee shall have the responsibility to maintain and update the membership listing.

Vesting and Transfer of Membership

1. Membership shall be vested in the name of the member corporation or organization. A member who pays his or her own dues and changes company or employer will retain membership in his or her own name, provided requirements, are fulfilled.
2. Membership of an individual whose dues are paid by his or her company or organization shall be transferable to another employee of the company or organization should the original member



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terminate the company or change responsibilities, provided the new member fulfills the requirements.

3. Regardless of whether the member or his or her former employer paid the dues, if the dues have been paid at the time the member becomes associated from his or her employer, the member corporation may continue as a “member in good standing” for the remainder of NEBTA’s membership year, subject to approval by the Board of Directors.

Dues

1. Annual Association dues for all membership categories will be set by the Board of Directors.
2. Members may join at any time of the year. Annual Association dues cover membership for a full rolling twelve months.
3. Members will be given thirty (30) days from acceptance of membership to remit the required dues. If dues are not received within thirty (30) days from date of notification letter, membership will be rescinded, and a new application must be submitted for further consideration.
4. All annual Association fees are to be clearly stated on www.nebta.org.
5. All dues are non-refundable. Upon voluntary termination of membership, no dues will be refunded.
6. Renewal of membership is due no later than twelve months of the individual’s association anniversary date.
7. Members may bring a guest, who is a full-time member of the business travel industry, to one Chapter meeting. The fee for the guest will be paid by the sponsoring member.

ARTICLE IV – VOTING & ELECTIONS (see Page 8 Election Committee)

1. One vote will be allowed per eligible Direct and Allied Member in good standing. In the case of multiple company locations of Direct Member or Allied Members, where there is a distinct division of responsibilities, each member location, individual in nature shall be permitted one vote.
2. At all regular, annual, or special meetings of the Association, the majority one-third of the voting membership shall constitute a quorum, and a majority of the quorum is necessary to change, amend or transact business.
3. The manner or method of voting, whether by show or hands or ballot, shall be at the discretion of the Board of Directors.
4. The Chairperson of the Election Committee must receive ballots no later than the close of business at least two days prior to the meeting in which voting takes place.



ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Criteria for Officers and Board Members

1. The Officers of this Association shall constitute of President, Vice President, Secretary, Treasurer, and Immediate Past President (Chairperson), at least one of whom must be a Direct Member.
2. A majority of Officers should preferably be Direct Members, although not mandatory.
3. The Board of Directors shall consist of the Officers of the Association, the Standing Committee Chairpersons and the assistant Treasurer, at least one of whom must be a Direct Member.
4. The President elected should preferably be a former Board member, although not mandatory.
5. The Chairperson of the Board of Directors will be held by the outgoing President or his/her predecessor, or a member in good standing appointed by the Board of Directors.
6. There will be no more than two officers from any one company, without regard to divisions, subsidiaries or locations.
7. Elected board vacancies shall be filled by appointment by a quorum of the Board of Directors. The appointee is to hold office for the remainder of the unexpired term.
8. If an officer becomes unemployed, he or she may serve as an officer on the Board for up to twelve months after change of employment status.

Succession Guidelines

1. In the case of multiple candidates seeking a single Board position, the position will be filled by majority vote of the membership according to Article IV.
2. In the selection of candidates, progression is not mandatory.

Duties of Officers

1. **President:** The President shall preside at regular meetings; appoint all standing and special committees; maintain a historical background of the Association including copies of the Audit Report; perform all duties; bear all responsibilities; enjoy all authority customary to the Office of the President. In recognition and appreciation of the many hours required for these duties, the Association will offer to pay the annual Association membership fees for the President.
2. **Vice President:** The Vice President shall preside in the absence of the President and act in the capacity of any other officer absent from the meeting.
3. **Secretary:** The Secretary shall keep and preserve a record of the proceedings of the Association which he or she will turn over to the succeeding administration, issue notices of meetings, record a list of the members and their addresses, and conduct the general correspondence.
4. **Treasurer:** The Treasurer shall collect and have custody of all funds of the Association and disburse monies after securing approval of the President. The Treasurer shall prepare a statement of accounts for a report at each Board of Directors meeting and chapter meetings. The Treasurer shall handle all billing and invoicing processes, as well as accounts receivables and financial reporting.



5. **Chairperson:** The Immediate Past President shall serve as Chairperson of the Board and shall advise the Board as needed on precedents and past board actions and shall take an active part in the general affairs of the Association.

Powers and Duties of the Board of Directors

1. The government and management of the Association shall be in the hands of the Board of Directors.
2. The Board shall have the right to prescribe policies and rules to be followed by all committees.
3. The Board shall have the power to make such rules and regulations and authorize and perform such acts that may, from time to time, be required to provide for contingencies and circumstances not expressly covered by these Bylaws. Any action, however, may be modified or revoked by a vote of the majority of the members present at a special meeting called for that purpose.
4. It shall be the duty of the Board of Directors to have the Treasurer's records audited by an outside firm not associated with any Board member at the end of each fiscal year.
5. The Board shall arrange for filing of any required state and federal tax returns on an annual basis.
6. The Board shall maintain required state and federal incorporation through annual filing of reports and payment of fees.
7. The Board shall maintain Directors and Officers Insurance through payment of annual premiums.
8. The Board shall maintain affiliation with the GBTA Chapter Presidents' Council through payment of annual membership fees.
9. The Board of Directors and the Bylaws and Ethics Committee shall receive for consideration all complaints regarding management policy, or conduct of Officers, Committees, and individual members. They shall jointly review any other matter pertinent to the well-being of the Association that is submitted in writing by any member of the Association. The Board of Directors shall respond in writing within 30 days of receipt of documents by the Secretary.
10. The Board of Directors shall manage the usual and ordinary affairs of the Association, authorize all reasonable and regular expenditures, conduct all urgent business of the Association between meetings, make pertinent recommendations to the members, and handle such other matters as may be referred to the Board at any regular or special meetings of the Association.
11. A majority vote of the officers of the Association is required to carry a motion, and, in the presence of a tie vote, the Chairperson shall cast the deciding vote.
12. The Board of Directors may initiate action and vote to either terminate or suspend any undesirable member after due hearing and investigation. An undesirable member may be one whose behavior violates the code of ethics or who has not paid Association dues for at least three months. The member will be notified in writing and may appeal the findings by submitting a written request for a hearing from the Board of Directors. Any person whose membership has been so terminated shall not again be considered for membership.
13. The Board shall have such other and further powers and duties, as may be set forth in these Bylaws.



Terms of Office

1. At the annual meeting, all Officers of the Association shall be elected for a term of two (2) calendar years. The terms of each Officer shall continue until his or her successor has been elected or appointed. If at the end of the calendar year of the two-year term, the member is not employed in the industry, the position held will be filled by appointment by a quorum of the Board of Directors. The appointee is to hold office for the remainder of the unexpired term.
2. All property of the Association shall be turned over to the new Officers within thirty (30) days following the Association's election meeting.

Conflict of Interest

In order to circumvent controversial issues within our industry, the President will, with the approval of the Board of Directors, express the views of the Association.

ARTICLE VI – COMMITTEES OF THE BOARD

Standing Committees

1. Standing committees are designated as follows:

The **Chapter Meetings Content Committee** handles the details of the meetings and outings, recommends meeting topics to the Board, arranges logistics for speakers, provides the agenda, and communicates logistics to the members. This committee reports to the Board Member organizing the individual meeting.

The **Code of Ethics & Bylaws** Committee is responsible for updating the existing Bylaws, as well as ensuring that the Association adheres to the Bylaws.

The **Communications & Technology** Committee keeps the Chapter website up to date, including new meeting dates and venues, and links to industry updates.

The **Government Relations** Committee keeps the Association informed on new government regulations with regard to the travel industry and helps to keep government contacts informed about the Association and its members.

The **Meetings and Logistics** Committee selects venues for meetings and outings throughout the year, negotiates contracts, and orders meeting space, food and beverage.

The **Scholarship Committee** is responsible for raising funds to sponsor a Direct Member to attend the Annual GBTA Convention.

The **Volunteerism Committee** solicits volunteers from its membership, recommends individuals to the Board for approval, and maintains its role as Ambassador to the Association.



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The **Philanthropy Committee** manages and maintains the chapter’s charitable giving programs and provide updates to the Communications & Technology committee for updates to website. The philanthropy committee chair reports to the Volunteerism Committee Chair.

2. Committee Chairpersons shall be members in good standing appointed by the Officers of the Association and will submit reports to the President, as directed.
3. Committee Chairpersons shall be appointed for a two (2) year term. To avoid a complete turnover of knowledge in the same year, Membership Co-Chair terms will be staggered.
4. Committee Members and NEBTA members at large are invited to submit their names to the Officers of the Association for consideration at the end of each two (2) year term.
5. The current Officers will select the Chairpersons to serve the next two (2) years. Newly elected officers will fill open Committee Chairperson positions from those who have submitted their names for consideration.

Election Committee

1. Ninety (90) days prior to an election of officers, an election committee will be appointed by the Board of Directors to formally nominate candidates for the officer positions. Members of the Election Committee must be in good standing.
2. The Election Committee shall report to the Secretary no later than forty-five (45) days prior to the election meeting the name(s) of the members in good standing selected as candidates and the offices to which each is nominated. The Secretary will mail the Committee’s Report to the Members eligible to vote not less than thirty (30) days prior to the election meeting.

ARTICLE VII – MEETINGS

Regular Meetings

1. There shall be at least four chapter meetings per year. Educational seminars and meetings may be held at any time of the year.
2. Meeting attendance is limited to the member of record or his or her designee. Said costs will be collected at the door.

Annual Meeting

1. The Annual Meeting shall be the last meeting of the calendar year. The election of officers will be held at this meeting every two (2) years.
2. Every other year, the NEBTA Award for Leadership and Professional Excellence shall be awarded at the Annual Meeting.

Special Meetings

1. The President or Board of Directors shall be empowered to call special meetings on not less than seven (7) days’ notice in writing to the Association membership. Such notice shall state the purpose of the meeting and no other business shall be transacted.

Board of Directors Meetings

1. The President shall call a Board of Directors meeting at his or her discretion, but not less than two (2) per year. A majority of the officers attending the meeting shall constitute a quorum.



Order of Meetings

1. All meetings of the Association shall be conducted under Roberts Rules of Order, revised where otherwise not specifically provided for herein.
2. Unless otherwise directed by the President, the following shall be the order of meeting:
 - Secretary’s Report
 - Treasurer’s Report
 - Committee Reports
 - Unfinished Business
 - New Business
 - Program for Meeting

ARTICLE VIII – OTHER ASSOCIATIONS

1. The Association may establish a cooperative partnership/relationship with other travel industry related associations upon approval by the Board of Directors.

ARTICLE IX – SOLICITATION, SPONSORSHIP, DONATIONS

1. Committees and/or Members should not solicit donations and/or ask for any kind of sponsorship for NEBTA purposes without the prior approval of the Board of Directors.
2. Any solicitations outside of the membership must be in compliance with local and state laws.
3. The Association may solicit advertising with the prior approval of the Board of Directors.
4. Contributions to the Scholarship Fund by NEBTA members and/or other Associations will be accepted specifically for educational purposes.

ARTICLE X – APPROVAL & SIGNATURES

The Bylaws are approved by the Officers of the Board of Directors.

President	Kristen Reeves	Date
Chairperson	Robert Levine	Date
Vice President	A.J. Pujalet	Date
Secretary	Nan Lindstrom	Date
Treasurer	Jo-Ann Zebniak	Date