

CONSTITUTION OF NEW JERSEY BUSINESS TRAVEL CHAPTER, INC.

Article I

Name and Location

The name of the Chapter shall be: Global Business Travel Chapter – **New Jersey Chapter** (hereinafter referred to as the Chapter), a non-profit Chapter, organized under the laws of and located in the State of New Jersey.

Article II

The objectives of the Chapter shall be to promote continuing, updated knowledge of business travel through educational programs and presentations. We encourage partnership among those engaged in all aspects of Corporate Business Travel.

It shall be within the powers of the Leadership Team of this Chapter to deal with such other matters, which in its judgment, are of benefit to its members, and incidental to the powers expressed herein.

Article III

Code of Ethics

This Chapter shall operate with integrity and honesty in all its dealings. All information obtained by or through this organization shall be considered confidential.

Article IV

Membership

There shall be three classes of membership:

(a) **Direct Members:** Any individual whose primary responsibility is to (1) procure business travel services for the employees of a corporation or organization, (2) develop corporate travel policies and procedures in addition to managing the operational aspect of a corporation's or organization's corporate travel program, or (3) industry specific consultants and Travel Management Company (TMC) outsourced buyers of corporate travel who are retained by a corporation or organization to manage an internal corporate travel program., shall be eligible to apply to be a Direct member of the Chapter. Direct Members shall have all privileges of membership in the Chapter.

(b) **Allied Members:** With the exception of an individual performing any of the primary responsibilities of a Direct Member, as defined above, any individual who is regularly employed in any of the following businesses ("Eligible Business(es)") shall be eligible to apply to become an Allied Member ("Allied Member") of this class of the Chapter;

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

Allied Members shall have the same privileges of membership as Direct Members other than as described in these Bylaws. For purposes of clarity with respect to Allied Members and Eligible Businesses, any Eligible Business that is a parent or holding company with franchisees or local units shall pay a single membership fee, and the individuals employed by such Eligible Business, its franchisees, or local units may join as Allied Members.

(c) **Press or Social Media Members:** Any corporation, organization, or individual that is principally engaged in monitoring and reporting as press or social media, is eligible to apply to be a member (“Press Member”) of this class of the Chapter. Press or Social Media Members may not hold elective office in the Chapter. Individuals who are Press or Social Media Members may serve on a Chapter committee with the concurrence of the Chapter’s President. In the case of corporations or organizations which are Press or Social Media Members, their designated representative may serve on a Chapter committee with the concurrence of the Chapter’s President. Press or Social Media Members may not quote any Direct or Allied member without prior written consent.

(d) **Academic Members:** Academic Members are divided into the following two subclasses:

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

(2) **Educator Members:** Any full time teacher/professor from a licensed or accredited school/university engaged in teaching students in subject areas related to the Chapter’s core mission of business travel is eligible to apply to be a member (“Educator Member”) of this class of the Chapter. Educator Members may hold elective office and may serve on the Chapter’s Board of Directors as a Committee Chair or on any committee.

(e) **Honorary Members.** Any individual who has been recognized by the Board of Directors as having rendered distinguished service to the business travel industry or the Chapter may be elected an honorary member (“Honorary Member”) of the Chapter by the Board of Directors. Honorary Member designations are automatically accorded to individuals upon their retirement, who have served in designated positions, including original founding members of the Chapter, Past Presidents of the Chapter who served full terms, past Board of Director members. Honorary Members may not hold elected office in the Chapter, but may serve on any Chapter committee for which such Honorary Member is eligible. Honorary Members will be extended complimentary annual Chapter membership. The privilege of this status shall be suspended if an Honorary Member is employed by another firm or individual to solicit or promote a business product or service at Chapter meetings or such individual engages in such activity on his or her own behalf.

(f) **Retired Members.** Any Direct Member in good standing who has retired from full-time employment and is not currently active with any Eligible Business shall be eligible to apply to become a member (“Retired Member”) of this class of the Chapter. Retired Members shall not hold elected office in the Chapter, but may serve on any Chapter committees for which such Retired Member is eligible.

1. Any Member who becomes Unemployed (as defined below) shall, for purposes of membership classification, be deemed a Retired Member. For purposes of these Bylaws, the term “Unemployed” refers to a Member who has not been employed in the travel industry for a period of one (1) year or more.

Chapter Direct and Allied memberships shall be vested in the name of the employing entity and shall for just cause, as determined by the Leadership Team, be transferable to another person representing the same entity and having the required qualifications as set forth above. Members who pay their own dues and change companies or employers will retain membership provided they continue to meet the qualifications as set forth above.

2. In the event that members lose their positions, either through termination or resignation and have not retired from the industry, they may continue to attend the Chapter’s monthly meeting for a period of one year from their termination/resignation date, or until they regain employment in the travel industry, whichever occurs sooner, providing that they pay the monthly meeting dues. The Leadership Team may make exceptions on a case by case basis to increase the time limit and to cover meeting fees with Scholarship Funds if available.

Article V

Officers and Leadership Team

1. The Officers/Executive Committee of this Chapter shall consist of the Chairperson, President, Vice President, Secretary, and Treasurer, at least two (2) of whom are Direct members. Each shall hold office

for a term of two (2) years. The Chairperson (Past President) does not hold voting privileges on the Officers/Executive Committee. They shall exercise their voting privilege as a tie breaker in the event of a stalemate.

2. The Leadership Team shall consist of at least eleven (11) members, at least four (4) of whom are Direct members. The members will be the Chairman, President, Vice-President, Secretary-Treasurer, and chairpersons of the Membership, Programs, Sites, PR/Sponsorship, Technology (Formerly Website), Government Affairs and Scholarship/Education Committees. The Chairperson shall receive voting power as a tie breaker in the event of a stalemate.

Upon the vacancy of the President's office, the Vice President shall become the President for the remainder of the unexpired term. Remaining Officers and Leadership Team vacancies shall be filled by appointment by the Leadership Team. The appointees are to hold office for the remainder of the unexpired term.

Article VI Committees

Standing Committees shall be designated as follows: Program, Sites, Membership, PR/Sponsorship, Government Affairs, Scholarship/Education, and Technology. Chairpersons shall be approved by the Executive Committee and report to the Vice President. The Leadership Team shall have the authority to create Ad Hoc committees as needed. The term of each Committee Chairperson will be for two (2) years. The Membership, PR/Sponsorship, Sites, and Scholarship Chairperson's terms will commence on even numbered years. The Program, Government Affairs, and Technology Chairperson's terms will commence on odd numbered years.

Article VII Chapter Spokesperson

Only the President or his/her designate will, with the approval of the Leadership Team, express the views of the Chapter.

Article VIII Guests

1. Direct and Allied members may send, as guests, employees from their companies in place of themselves to any business meeting which has not been declared confidential.

Article IX Amendments

1. Amendments to the Constitution or the Bylaws of this Chapter can be made only if the following criteria are met. All such proposals must be:
 - Initiated by the Leadership Team or presented to the Leadership Team by petition of twenty (20%) percent of the voting members in good standing.
 - Received and held by the Secretary.
 - Emailed to the members in good standing at least twenty (20) days prior to the upcoming meeting.

BYLAWS OF GBTA – New Jersey Chapter

Article I Meetings

1. Regular meetings shall be held at least five times per year as determined by the Leadership Team unless changed by the order of the President.
2. At least four meetings will be educationally-focused.

3. The Secretary shall call special meetings at the direction of the President, or upon written request to the President made by three members of the Leadership Team, or by thirty three (33%) percent of the members of the Chapter. No business shall be transacted at a special meeting except that of which notice was given.
4. Members shall be notified of regular, confidential, or special meetings at least ten (10) business days in advance.
5. The membership will be notified that a business meeting has been declared confidential at the direction of the President, or upon written request to the President made by three members of the Leadership Team, or by written request of thirty-three (33%) percent of the members of the Chapter. A confidential meeting is defined as a regular business meeting in which no guests will be permitted.

Article II

Membership

1. Upon request, an applicant will be directed to the web site, www.njbta.org, where he/she may fill out a membership application on-line. Applicant will be requested to send a check or supply a credit card number for payment of dues. Application will be reviewed for approval by The Leadership Team
2. The Chapter will make no refunds of any dues, fees, or assessments.

Article III

Dues

1. Annual Chapter dues for the membership shall be determined and announced by the Leadership Team before the end of the current fiscal year. The fiscal year is from January 1st to December 31st.
2. The Annual membership renewal communication will be distributed no later than 60 days prior to January 1st of the subsequent year.

Article IV

Duties of Officers

1. **President** - It shall be the duty of the President to:
 - Officiate all regular meetings
 - Appoint all special committee chairpersons
 - Ensure a historical background of the Chapter is archived along with copies of the Audit Report
 - Have authority to sign contracts relating to and on behalf of the Chapter

The President shall perform all duties, bear all responsibilities, and enjoy all authority customary to the Office of the President. In addition to coordinating succession of new Chairpersons on the Leadership Team
2. **Vice President** - It shall be the duty of the Vice President to:
 - Preside in the absence of the President
 - Act in the capacity of any other officer absent from the meeting
 - Perform such duties as may be assigned to him/her by the President
 - Take an active role in the general affairs of the Chapter
 - The Vice President shall distribute requests for and collect Committee Reports
 - The Chairpersons will report to the Vice President
3. **Treasurer** - It shall be the duty of the Treasurer to:
 - Have custody of all funds of the Chapter
 - Disburse monies after securing approval from the President

- The Treasurer shall have prepared a financial statement for a report at each monthly meeting. After the report has been accepted, it shall be turned over to the Secretary to be incorporated in the permanent records of the Chapter.
 - The Treasurer's records shall be subject to audit when requested or at least annually by the Leadership Team or a member appointed by the Leadership Team.
4. **Secretary** – It shall be the duty of the Secretary to:
- Creates and maintains the Chapter meeting calendar
 - Take minutes of the designated board meeting, including action items and distribute minutes to President for review and approval prior to emailing them to the Leadership Team
 - Minutes approved by the Board will be stored on an archive file

Article V
Powers and Duties of the Leadership Team

1. The governance and management of the Chapter shall be in the hands of the Leadership Team (*Note*: hereafter referred to as the "Team").
2. The Team shall have the right to remove any Officers or Team members if they are found to be derelict in their duties.
3. The Team shall have the right to prescribe policies and rules to be followed by all committees and to remove and replace Committee Chairs and/or members, after a thorough discussion and deliberations with the President.
4. The Team shall make rules for their own governance, approves requests for the admission of non-members to meetings of the Chapter, and fix penalties for offenses against the rules of the Chapter.
5. The Team shall have the power to make rules and regulations and authorize and perform such acts as may be required to provide for contingencies and circumstances not expressly covered by these Bylaws. Any act performed by the Leadership Team may be modified or revoked by a vote of the majority of the Chapter members present at a special meeting called for that purpose.
6. It shall be the duty of the Team to have the Treasurer's records audited at the end of each fiscal year or at any other time upon the request of a majority of the Chapter members present at any meeting.
7. Each Committee Chairperson shall submit a report to the Team upon request and at every Board meeting (or to the Chapter membership if so directed).
8. The Team shall receive for consideration:
 - All complaints regarding management, policy or conduct of officers, committees and individual members.
 - Any other matter relative to the well-being of the Chapter, submitted to them in writing by any member of the Chapter.

The recommendations of the Team, regarding items covered in this section, shall be submitted over the signatures of the majority, but nothing herein contained shall prevent the submission of a minority report by a minority of the Team.
9. The Team shall meet at least once every quarter. Five members of the *Team* shall constitute a quorum for transacting business at any meeting of the Team.
10. Any Team member who fails to attend two successive Team meetings may be subject to forfeiting membership on the *Team*, unless such absence is excused by the Team. If the President forfeits his/her position on the Team, he/she will also forfeit the President's office.
11. It shall be the duty of the Team to manage the usual and ordinary affairs of the Chapter, to authorize all reasonable and regular expenditures, conduct all urgent business of the Chapter between meetings, make pertinent recommendations to the Chapter members, and handle such other matters as may be referred to them at any regular or special meeting of the Chapter.

12. At a Team meeting a majority vote of the Team members present is required to carry a motion.
13. The Team can initiate action and vote to either terminate or suspend an undesirable member after a thorough hearing and investigation. The member will be notified in writing and can appeal the findings to the Team. The request to appeal the findings must be made to the Team in writing. The suspended or terminated member may be present at the requested appeal hearing. Any person whose membership has been so terminated shall not again be proposed for membership.
14. The Team shall have the right to temporarily suspend the voting privileges of any officer or Team member when they determine by majority vote that a potential conflict of interest exists for that individual for a particular decision.

Article VI
Nominating Committee

1. At the selected chapter meeting of the odd-numbered years, a Nominating Committee of three (3) members shall be elected by the Leadership Team, one (1) of whom must be a Direct member. The elected members of the Nominating Committee shall appoint a Chairperson. The Committee shall submit a slate consisting of one candidate for each of the various offices, whose election shall serve, in the Committee's opinion, the best interest of the Chapter. The proposed slate of officers must be included in the last fiscal year regular meeting notice.
2. Notice of an election shall be given to all members at least thirty days before the date of the election, designating the candidates for election and any petition nominations.
3. Twenty percent (20%) of the membership may place in nomination an independent slate by petition delivered to the Secretary at least fifteen (15) days before the date of the election. The petition must be signed by all the members submitting it.

Article VII
Election Procedures

1. At the last scheduled meeting of the odd-numbered years, all Officers shall be elected for one (1) term of two (2) years.
2. The term of office will be from January 1st of that even numbered year until two years hence. The term of every Officer or Team member shall continue until his or her successor has been elected or appointed.
3. All property of the Chapter shall be turned over to the new Officers within thirty (30) days following the Chapter's election meeting.
4. Upon the vacancy of the office of the Vice President, Secretary, Treasurer or members of the Leadership Team between regular elections, the position will be filled by a majority vote of the Team for the unexpired balance of the term of such office.

Article VIII
Order of Board Meeting

1. All meetings of the Chapter shall be conducted when possible under *Roberts Rules of Order Newly Revised* where otherwise not specifically provided for herein.
2. Unless otherwise directed by the Presiding Officer, the following shall be the order of Board meeting:
 - a. President's Report
 - b. Secretary Report-Past Meeting Minutes
 - c. Treasurer's Report
 - d. Committee Reports
 - e. Unfinished Business
 - f. New Business
 - g. Program for Meeting
 - h. Next Board Meeting Date