

MISSOURI TRAVEL COUNCIL



BYLAWS

ARTICLE I – NAME , PURPOSE & ORGANIZATION

Section 1. Name

The name of this organization is the Missouri Travel Council (the “Council”).

Section 2. Domain

The Council is a Missouri nonprofit, mutual benefit, corporation. The Council has members.

Section 3. Purposes and Functions

The purposes of the Council are to:

1. Assist Missouri organizations, agencies, and businesses interested in or engaged in the development and promotion of travel industry in the furtherance of those interests.
2. Provide a coordinating agency for the promotion of honorable and harmonious governmental and public relations for the travel industry in Missouri and to deal with business matters of mutual or common interest including, but not limited to the promotion of Missouri as a vacation and convention state.
3. Provide the means of effective liaison with governmental agencies, the state legislature, the Missouri Division of Tourism, tourism related organizations, and the Missouri Tourism Commission.

ARTICLE II – MEMBERSHIP

Section 1. Membership Categories

- a. The Board is authorized to establish membership classifications and Membership qualifications for each classification . The Board has the sole authority to determine whether an applicant for membership qualifies under the Council’s membership classifications and qualifications.
- b. Any business, association, or business organization, which in any manner may be engaged in the promotion of the Missouri travel industry is eligible for membership in this Council.
- b. Non-resident members have only those membership rights and privileges granted by the Board.

Section 2. Removal of Membership

The Board, in a regular or special meeting, may determine, by majority vote of the directors in attendance, that a member has committed a violation of the Bylaws and may take action as deemed advisable; provided, however, that a written notice of the proposed action of the Board of Directors is mailed to the member subject to such action requesting his/her appearance before the Board to show why the action should not be carried out.

Section 3. Regional Chapters

The geographical areas as identified by the Missouri Tourism Commission shall serve as the Council's regional chapters and are identified as follows:

1. Northwest Region
2. Northeast Region
3. Central Region
4. Southwest Region
5. Southeast Region

ARTICLE III – MEETINGS OF THE COUNCIL

Section 1. Annual Meeting

- a. The Council (i.e. the Council members) must meet annually (the “Annual Meeting” or the “Annual Council Meeting”) for the purpose of familiarizing the members of the events which have transpired during the past year and transacting any other business which may properly come before it.
- b. The Annual Meeting shall be held on date as set by the Board.
- c. A notice of the Annual Meeting, shall be sent to every member not less than thirty (30) calendar days before the meeting date. At the Annual Meeting the members may conduct any business that may come before them.
- d. Regional chapter caucuses may be held immediately prior to the Annual Meeting to provide a forum for discussion of regional concerns.

Section 2. Voting

- a. Unless otherwise required by these By-Laws, all actions of the Council members must be approved by majority vote of the members at a meeting at which a quorum is present. A majority of the members who are present in person or by proxy constitute a quorum for the transaction of business at any Council members meeting. No Council member may vote at any Council meeting unless that member's dues are current and the member is otherwise in good standing.
- b. Members may vote by proxy. All proxies must be in writing and signed by the member. All proxies shall be submitted to the Executive Director prior to the membership meeting at which the proxy is to be exercised.
- c. The President, or presiding officer of the Annual Meeting in the President's absence, shall not have a vote, but will cast a single deciding vote in case of a tie.

Section 3. Special Meetings

Special Meetings of the Council members may be called by (a) a majority vote of the members at a Council meeting ; (b) a two-thirds vote of all of the directors ;

(c) a resolution adopted by a majority of the regional chapters; or (d) a written petition to the Board signed by not less than 25 percent of eligible voting members. The request for calling the meeting must describe the purpose(s) of the meeting and must be sent to the Council's Executive Director and if there is no Executive Director, then to the Council President. The Executive Director or the President, as the case may be, must promptly send a meeting notice to all Council members setting a meeting date within forty-five (45) days after receipt of the meeting request. Members must receive at least thirty (30) calendar days notice of the date, time and place of the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Authority

- a. Except as reserved to the members, the property, business and affairs of the Council are governed, or managed under the direction of the Board of Directors (the "Board"). The Board must approve the annual budget. Deviations from the Annual Budget must be approved by the Board or the Executive Committee. No officer, director, committee, or committee member of the Board may incur any debt, liability or other financial obligation for the Council without first having obtained the approval of the Executive Committee.
- b. The Board shall not adopt any rule or regulation which in any manner shall stifle competition, limit promotion, restrain trade, or regulate prices

Section 2. Composition

The Board consists of the following people (directors):

Two (2) people elected by each regional chapter of the Council and every member of the Executive Committee.

Each director has one vote except for the President who may vote only to break a tie.

Section 3. Term of Office

- a. Each director representing a regional chapter serves a two (2) year term or until a successor is elected and installed. The terms of those directors representing a regional chapter are staggered so that all vacancies do not occur at one time.
- b. All Board Members are eligible for re-election.

Section 4. Resignation and Removal of Board Members

- a. Should a Director resign, be removed, become incapacitated, or for any other reason leave before the expiration of his/her term, a temporary Director will be appointed by the President to serve out the remainder of the unexpired term.
- b. Any director may be removed from office by a 2/3 vote of the directors for any conduct which affects the interest of the Council, or of any conduct which is indictable under the laws of the land.
- c. If a Director is absent from three (3) successive regularly or specially called Board meetings, other than for illness or other reasonable cause so reported to the President, then the Executive Committee may remove that director from

office and a new Director must be appointed by the President to serve out the remainder of the unexpired term.

Section 5. Meetings

- a. The Board must hold four (4) regular meetings each fiscal year, at a time and place determined by the Board. No notice is required for regular meetings if the time and place for the meeting is determined at a Board meeting.
- b. Special meetings of the Board shall be held on the call of the President or a majority of the directors.
- c. Notice of each special Board meeting must be given in writing by the Secretary to each member of the Board not less than ten (10) days before the meeting date. Minutes of all meetings of the Board shall be recorded by the Secretary or an assistant Secretary and approved by the Board at a subsequent meeting
- d. Board meetings may also be conducted by conference call or web/internet based program so long as all meeting participants can simultaneously hear and speak directly to all other participants. But no director may require the Council or any other director to provide telephone conferencing or other communications equipment or to pay for the cost of participating (e.g. web based software) as a condition to his/her participation in the meeting.
- e. Unless otherwise required in these By-Laws (e.g. removal of a director) all actions of the Board must be approved by majority vote of the directors at a meeting at which a quorum is present. Directors may not vote by proxy.

Section 6. Quorum

A quorum for a meeting of the Board consists of a majority of the directors then serving.

Section 7. Authority and Compensation

- a. The actions of the Board shall be subject to review upon written request to the President by five (5) members in good standing, and may thereafter be rescinded by a two-thirds vote of all of the members.
- b. The President must present a report of the Board's actions taken during the prior year at each Annual Meeting.
- c. Directors serve without compensation. Travel expenses and other expenses such as meals and lodging due to a scheduled or special meeting of the Board of Directors or Executive Committee may be paid from funds of the Travel Council.
- d. The Board may approve a Budget line item to reimburse the President for his/her travel made on behalf of the organization.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Composition

There shall be an Executive Committee of the Board composed of the President, President-Elect, Treasurer, Secretary, Immediate Past President, and Executive Director. Additionally, during the last board meeting of the officers' two year term, the Board must elect two additional people to serve on the Executive Committee from the existing Board of Directors.

Section 2. Authority

The Executive Committee shall not originate any major policy or take any action which would conflict in whole or in part with any action of the Board or of any Meeting of the Council.

Section 3. Meetings

Meetings of the Executive Committee shall be held at least two (2) times a year as so called by the President. Notice of meetings of the Executive Committee shall be sent to all Committee members at least four (4) days prior to the meeting. Minutes of the meeting shall be kept as required for meetings of the Board. Executive Committee Meetings may be held by conference call. All actions taken by the Executive Committee must be approved by a majority vote of the Executive Committee members at a meeting at which a quorum is present. Executive Committee members may not vote by proxy. A majority of the Executive Committee members who are present in person constitute a quorum for the transaction of business.

ARTICLE VI – ELECTED OFFICERS

Section 1. Officer Titles

- a. The Officers of the Council consist of the President, President-Elect, Treasurer and Secretary.
- b. Each officer must be a person who has served on the Board for a minimum of one (1) year prior to election and must be elected by the Board at the last meeting of the Council’s fiscal year. Officers serve a two year term. Officers need not be directors.
 1. A nominating committee of the President, Past President and President-Elect shall nominate a minimum of one (1) candidate for each office. Names of the nominees shall be identified in the meeting notice, which the Secretary shall send to each director not less than ten (10) days before the election.
 2. At the time of election of officers, nominations from the floor shall be in order.

Section 2. Officers’ General Authority

The elected officers of the Council must carry out those responsibilities and duties prescribed in these Bylaws.

Section 3. Officers’ Specific Powers

- a. The President shall:
 1. Be the administrative head of the council; shall exercise general supervision over its affairs; shall perform all the duties required by these Bylaws or delegated by the Board; and all other duties which are usual and incidental to this office;
 2. Preside at meetings of the Council, the Board, and the Executive Committee.
 3. Appoint the committee chairpersons of all committees.
 4. Sign all contracts and legal documents for and in name of the Council together with the Secretary when so authorized by the Board;
 5. Serve as a co-signer of checks when either the Treasurer or Executive Director is unavailable; and

6. Serve as ex-officio member of all regular and special committees.
 7. The term of the President is two years.
- b. The President-Elect shall:
1. In the absence of the President, preside and perform all the duties as may properly be assigned by the President or the Board; and
 2. Succeed to the office of President on expiration of the term of office of the President.
 3. The term of the President-Elect shall be two years OR coincide with the term of the President.
- c. The Treasurer shall:
1. Receive all monies and deposit same in the name of the Council in Depositories approved by the Board;
 2. Keep regular and systematic books of accounts;
 3. Exhibit these books and any and all papers and vouchers when so required by the President or the Board;
 4. Submit a written statement of receipts and disbursements to the Board at each regular and special meeting;
 5. Pay such bills as are presented to him/her by the authority of the Board only;
 6. Sign all checks for the Council;
 7. The duties of the Treasurer, under authority of the Executive Committee, may be assigned in whole or in part to an Executive Director as the Executive Committee may determine.
 8. The term of the Treasurer shall be two years OR coincide with the term of the President.
- d. The Secretary shall:
1. Attest to the signature of any other officer, on contracts and legal documents for and in the name of the Council, when so authorized by the Board;
 2. Keep a record of all meetings of the Council, the Board, and the Executive Committee.
 3. Issue notices of all authorized Meetings of the Council to all members, as provided in these Bylaws;
 4. Cause to be exhibited any and all data, records, correspondence, documents, membership roll and any other information in his/her care or possession, whenever so required by the President or the Board.
 5. The duties of the Secretary, under authority of the Executive Committee, may be assigned in whole or in part to an Executive Director as the Executive Committee may determine.
 6. The term of the Secretary shall be two years OR coincide with the term of the President.
- e. The Immediate Past President shall:
1. The Immediate Past President is encouraged to chair a committee or actively serve on a committee of their interest.
 2. The Immediate Past President's term is two years OR the actual term of the President.

Section 4. Paid Personnel

- a. An Executive Director or other paid personnel may be employed by the Executive Committee to serve at the pleasure of the Executive Committee.
- b. The duties of paid personnel shall be defined by the Executive Committee. Compensation shall be fixed by the Executive Committee, and reimbursement of expenses incidental to assigned work shall be approved by the Treasurer.
- c. An Executive Director is an ex-officio member of all regular and special committees.
- d. An Executive Director, except when serving on the Executive Committee, or other paid personnel does not have voting rights.

Section 5. Officer Succession

- a. By virtue of the Officer duties listed in ARTICLE VI, Section 3b the President Elect succeeds to the office of President without further action by or election of the members.

Section 6. Resignation

- a. Any officer may resign from his/her office by submitting a written resignation to the Board.
- b. To maintain a full Board of Directors and Officers at all times, and for there to be an orderly succession of Officers during the year, the individual(s) serving in the other office(s) below the office being vacated will be given the first right of refusal to assume the duties of the Officer position being vacated. Each individual reserves the right to remain in their current position; thereby being excluded from the progression. The offices in descending order are as follows; President, President-Elect, Treasurer, Secretary.
- c. Should no officer on the current Executive Committee be willing to step up into a vacancy, the President will have the privilege of appointing a replacement from the current regional directors to serve until the next Board Meeting, at which time the Board of Directors shall nominate and elect a new officer to serve out the unexpired term.

ARTICLE VII – COMMITTEES

Section 1. Appointment

- a. The Board or the Executive Committee may designate one or more committees, each of which has the authority given by the Board or the Executive Committee, as the case may be. Committee members need not be directors. Whoever establishes the committee (i.e. the Board or Executive Committee) may, at any time, change the membership of, increase or decrease the number of members, fill all vacancies on and discharge any committee member and/or dissolve any committee, all without cause and without notice to any person.

Section 2. Term of Office

- a. Once appointed a committee member remains a member of that committee until he/she resigns, the committee is disbanded or he/she is removed from the Committee by the creator of that committee.

Section 3. Chairman & Operating Rules

- a. Unless the creator of the committee directs otherwise, the chairman/woman of each committee may be appointed by the President and if not, then the committee members must elect a chair by majority vote of all committee members. Each committee may adopt rules for its own governance as long as they are consistent with these By-Laws and with any rules or guidelines that may be included in a resolution establishing the committee.

Section 4. Vacancies

- a. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Voting, Quorum & Conference Calls

- a. Unless otherwise directed by the creator of the committee, a majority of all the committee members present in person constitutes a quorum. If a quorum is present, then any issue/matter may be approved by a majority vote of the committee members present. No committee member may act or vote by proxy.

Section 6. A Committee May Meet by Conference Call

- a. Any committee member may participate in a meeting by means of conference telephone or similar communications equipment so long as all meeting participants can hear and speak directly to all other participants. No committee member may be required to pay for telephone charges or conferencing equipment as a condition to participation in any meeting.

Section 7. Action Without Meeting By Written Consents

- a. Any committee may act without a meeting if all committee members sign a unanimous written consent describing the action taken, authorized or approved. The Secretary must file all consents with the records/meeting minutes of the appropriate committee.

ARTICLE VIII – FINANCES

Section 1. Fiscal Year

The fiscal year of this Council is January 1 through December 31.

Section 2. Dues

- a. Amount of Dues
 - 1. The Board of Directors shall have the authority to establish classifications of dues which shall be deemed to be in the best interest of, and the furtherance of the goals of the Council.
- b. Dues Payable
 - 1. All dues are due and payable annually on the first of January.
 - 2. New members joining during the last six months of the fiscal year may pay a pro-rated portion of dues.
- c. Dues Transferring

1. Membership in the Council is nontransferable unless specifically approved by the Board of Directors.
- d. Non Payment of Dues
 1. Any Member failing to pay dues before March 1 shall be removed from the membership roll of the Council.

Section 3. Annual Budget

- a. The Board has a duty to approve an annual budget. At the last Board meeting of each fiscal year the Treasurer and Executive Director must present a proposed budget for the next fiscal year, showing the receipts and disbursements for the current year.

Section 4. Expenditures

- a. The Executive Director shall deposit all funds of the Council in depositories designated by the Board. Checks for the withdrawal of such funds must be signed by the Executive Director and countersigned by the President or Treasurer; and if the Executive Director is unable to sign checks then any check may be signed by the President or Treasurer and one other Executive Committee member. The limits of the authority shall be defined by the Board.
- b. No member, director, officer, or representative of the Council has the authority to enter into any obligation for the Council or to expend any money of the Council for any purpose which is out of the Council's ordinary course of business unless the contract or commitment has been authorized by the Board or by specific resolution at a duly called Council meeting; and the expenditure is within the Council's budget for the fiscal year in which the money is to be spent.
- c. No funds shall be spent for any expense or obligation unless an appropriation for that purpose has been made by the Board or the expenditure is within the fiscal year budget.

ARTICLE IX – GENERAL PROVISIONS

Section 1. Parliamentary Authority

- a. The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Council and shall govern this Council, the Board, the Executive Committee, and the Council committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes, these Bylaws, or the rules and regulations adopted by this Council, the Board or the Executive Committee.

Section 2. Corporate Seal

- a. The Council is not required to maintain a corporate seal. If the Council has a corporate seal, it may be affixed to such documents and papers as may be necessary.

Section 3. Indemnification of Officers and Directors Against Liabilities and Expenses in Action

- a. Each director, officer, and all former directors and officers of the Council shall be indemnified by the Council against liabilities, expenses, counsel fees and costs reasonably incurred by any of them or his/her estate in connection with, or arising out of, any action, suit, proceeding or claim in which they are

made a party by reason of their being, or having been, such director or officer, provided that in no case will the Council indemnify such director or officer with respect to any matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been liable for gross negligence or intentional misconduct in the performance of his/her duties as such director or officer.

The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of such action, suit proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection herewith), provided the Council's Board of Directors shall have first approved such proposed compromise settlement (which approval may not be unreasonably withheld), and determined that the director or officer was not guilty of gross negligence or intentional misconduct in relation to any such matter. The Board may rely conclusively upon an opinion of independent legal counsel selected by the Board.

ARTICLE X – AMENDMENTS

Section 1. Revisions

- a. Revisions or amendments to these Bylaws may only be made by affirmative vote of two-thirds of the directors present at a meeting of the Board, provided that intention to revise the Bylaws and text of the amendment is contained in the meeting notice and mailed to each director not less than ten (10) days prior to the meeting.

Section 2. Dissolution

- a. Dissolution of the Council may only be accomplished by the following procedure: (1) the directors by a majority vote recommend dissolution to the Council members at the next Annual Council Meeting; and (2). The members eligible to vote, decide by a two-thirds (2/3) majority vote at an Annual Council Meeting to direct the Board of Directors to proceed with the necessary legal action to dissolve the Council. Written notice of the Board's recommendation to dissolve the Council must be mailed to all members a minimum of thirty (30) days prior to the Annual Meeting at which the vote is taken.
- b. In the event of a dissolution of the Council, any and all assets of the Council remaining after all obligations have been fully satisfied shall be converted into cash and distributed to generally recognized charitable causes as directed by the Board.