

# **BYLAWS OF TRAVELERS UNITED, INC. A NOT-FOR-PROFIT CORPORATION**

January, 31, 2015

## **ARTICLE I: ORGANIZATION**

The name of the organization shall be Travelers United. Inc. (the "Corporation").

## **ARTICLE II: PURPOSE**

This Corporation has been formed for the following purpose:

Travelers United, Inc is organized exclusively for charitable and educational purposes. The focus of the Corporation shall be to identify and promote ways to improve and enhance travel for consumers across all modes of travel — airlines, rental cars, cruise lines, rail and bus transportation and accommodation.

In doing so, Travelers United will seek to meet these objectives through a variety of means, including, but not limited to, the use of the following:

- Educating lawmakers, regulators and travel industry about consumer needs
- Educating consumers about laws, regulations and travel industry rules
- Aggregating and identifying discounts for members to make travel more accessible and affordable
- Member surveys, newsletters and other relevant publications

## **ARTICLE III: MEETINGS**

### *Annual Meeting*

An annual meeting of the membership shall be held every year at a specific time and place designated by the Board of Directors.

Notice of the annual meeting and all other general meetings of the membership shall be provided to any person entitled to vote at least ten (10) business days prior to such meeting. Notice may be by mail service or through electronic means as established and approved by the Board. The number of voting members present at a properly called meeting of the membership shall constitute a quorum.

### *Regular Meetings*

Regular meetings of the Board of the Corporation shall be scheduled by the Board of Directors. The presence of majority of voting members present at a properly noticed and

called Board meeting shall constitute a quorum and shall be required to conduct the business of the corporation.

#### *Special Meetings*

From time to time, and in addition to the annual meeting, a special meeting of the membership may be warranted. The President may call special meetings of the corporation when he or she deems it in the best interests of the corporation. Notice of special meeting shall be given at least ten (10) business days before the scheduled date of such meeting. The Notice of the special meeting shall state at a minimum the reasons for the meeting, a brief description of the business to be transacted at the meeting, and who called the meeting.

### **ARTICLE IV: VOTING**

During all properly called meetings and with the exception of election to the Board of Directors, all votes shall be conducted by a show of hands of the members present and voting.

Candidates for election to the Board of Directors will be nominated by the board. Nominations for election as an at-large member of the Board of Directors will be held from the floor at the Annual Meeting. All members in good standing of the Corporation are eligible to vote for the election of at-large members the Board of Directors. A majority of members voting at the Annual Meeting shall elect the Board of Directors.

### **ARTICLE V: BOARD OF DIRECTORS**

A Board of Directors, consisting of at least three but no more than nine members elected by and from the membership of Travelers United, shall manage the business of the corporation.

The responsibility for all business matters of the Corporation lies with the Board of Directors, which consists of the Officers and any Board members at large.

a) The Board has sole authority to set schedules and dates for the year; to set dues and/or other activities undertaken in the name of the Corporation.

b) The Board will determine the final size and makeup of the board.

c) In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election, or by a majority vote may appoint a member to temporarily fill the vacancy until the next election.

d) A member of the Board may be removed from office after reasonable notice and opportunity to be heard by a majority vote of the membership or by two-thirds majority vote of the entire Board.

e) The Directors to be chosen for the ensuing year shall be nominated by the Board and elected at the Annual Meeting of the Corporation and they shall serve for a term of three years.

f) Up to three at-large Board members may be nominated and elected by the members at the Annual Meeting. At-large members will have staggered terms as decided by the Board.

g) A majority of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote.

h) The President of the Corporation by virtue of his or her office shall be the Chairman of the Board of Directors.

#### **ARTICLE VI: OFFICERS**

The Officers of the Corporation shall consist of a President, Vice President, a Secretary, and a Treasurer. Officers by virtue of their office shall be members of the Board of Directors.

The President shall call and preside over all meetings, shall act for and in behalf of the membership of the Corporation and shall act as official spokesperson of the Corporation.

The Vice-President shall, in the absence of the President, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the Corporation.

The Secretary shall keep a permanent record of formal meetings, legal documents and legal transactions of the Corporation. The Secretary shall transcribe the minutes of each meeting and shall maintain a copy of the same. The Secretary shall be responsible for maintaining a current membership database of the Corporation.

The Treasurer shall maintain all financial receipts and a permanent record of all financial business and transactions of the Corporation. A current financial report shall be submitted to the Board of Directors at each meeting. The Treasurer shall prepare and present an annual financial summary of the Corporation at the Annual Meeting.

#### **ARTICLE VII: MEMBERSHIP**

All persons interested in travel are eligible to become members of the Corporation upon payment of dues.

a) Members in good standing are entitled to attend general and special meetings; to vote on all questions coming before the membership; to hold office and serve on standing or special committees.

b) Members are welcome to attend meetings of the Board and to participate in discussions on matters before the Board, but without a vote on matters before the Board.

c) Membership dues and privileges are determined by the Board. Only those persons whose membership is paid for the current year will be members in good standing.

d) The Board may, at its discretion, terminate the membership of any person at any time by returning that person's current dues.

#### **ARTICLE VIII: SALARIES**

The Board of Directors, either directly or by delegation, shall hire and/or fix the compensation of any and all employees, officers and board members, which in their discretion they determine to be necessary to conduct the business of the organization.

#### **ARTICLE IX: COMMITTEES**

The Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs. The Board of Directors shall create and appoint all committees of the Corporation.

#### **ARTICLE X: DUES**

The amount and date for payment of dues of the Corporation shall be initially set by a majority vote of the Board of Directors. Subsequent changes to the dues structure of the Corporation shall be effective upon an affirmative vote of not less than two-thirds of the Board of Directors.

#### **ARTICLE XI: FISCAL YEAR**

Fiscal Year. The fiscal year of the Corporation is January 1 through December 31.

#### **ARTICLE XII: AMENDMENTS**

Any amendments to these bylaws shall be accomplished by an affirmative vote of not less than two-thirds vote of the Board of Directors.