

**TRAVEL AND TOURISM RESEARCH ASSOCIATION
BYLAWS
Revised and Approved May 2019**

Article I: Name

The Name of the Association shall be the Travel and Tourism Research Association (TTRA).

Article II: Purpose

TTRA shall be a nonprofit organization whose major purpose is to increase the quality, value, effectiveness and use of research in travel marketing, planning and development.

Article III: Membership

A. Membership in TTRA is open to all individuals who support the purposes of TTRA and who follow the procedures for applying for membership.

B. Membership categories and dues will be determined by the Board of Directors.

Article IV: Officers

A. The officers of the Association shall be Chair of the Board, President, 1st Vice President - Conference, 2nd Vice President - Membership, Treasurer, Marketing Outlook Forum Chair (ex-officio without vote) and Chief Staff Officer or his/her designee (ex-officio without vote). They shall comprise the Executive Committee.

B. The Board of Directors may nominate additional individuals to the Executive Committee; whose appointment is subject to the approval of the members.

C. Vacancies that occur among the officers between annual meetings may be filled by action of the Board of Directors.

D. Three voting members of the Executive Committee shall constitute a quorum, and no action may be taken without the concurrence of a majority of the Executive Committee members present.

E. The immediate past president assumes the post of Chair of the Board for a term of one year. The Chair of the Board may not serve a new term on the Board until two years after his/her current term of office has ended.

F. All officers shall serve for one year in a given position and may not succeed themselves, with the exception of the Treasurer and the Chief Staff Officer or his/her designee. The treasurer may be appointed by the Board of Directors.

Article V: Board of Directors

A. The Board of Directors shall be composed of the six (6) officers and twelve (12) Directors elected by the membership and the Chapter Liaison elected by the members of the Chapter Liaison Council. The Chief Staff Officer or his/her designee shall not have a vote.

B. The Chapter Liaison shall represent the interests of the TTRA Chapters. The Liaison is a voting member of the Board of Directors, holding a two-year term.

C. Vacancies that occur among the Board of Directors between annual meetings may be filled by action of the Board of Directors.

D. The Board of Directors may, by 2/3rds vote, appoint one or more honorary non-voting Board members for a term to be determined by the Board. The Board of Directors by 2/3rds vote may terminate the appointment of any honorary non-voting Board members.

E. The Board of Directors shall have the power to:

(1) Select and discharge a Chief Staff Officer or his/her designee and any other employees and/or agents of the Association by a vote of not less than two-thirds (2/3) of the members of the Board of Directors; prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation and these Bylaws; fix their compensation and other terms of employment. However, such powers as applied to employees and/or agents of the Association other than the Chief Staff Officer or his/her designee may be delegated in whole or in part to the Chief Staff Officer or his/her designee or such other individual or entity as the Board of Directors may specify;

(2) Change the principal office of the Association from one location to another and designate any place for the holding of any meeting or meetings of members, including annual meetings;

(3) Adopt, create and utilize a corporate seal;

(4) Levy annual dues, assessments or fees upon members and set the date or dates for their payment; change the amount of such dues, assessments or fees from time to time; and provide for collection of penalties for non-payment of any such dues, assessments or fees;

(5) Adopt, amend or repeal bylaws of the Association subject to the review and approval of the membership;

(6) Relieve a member of the Board of Directors of his or her duties by vote of not less than two-thirds (2/3) of the members of the Board of Directors if the Director misses two (2) consecutive meetings without reasonable cause.

F. Compensation, Liability and Rights:

(1) No voting member of the Board of Directors shall receive compensation for their services as such.

(2) No member of the Board of Directors of this Association shall be personally liable to its creditors for any indebtedness or any other liability; and/or any creditors shall only look to assets of this Association for satisfaction or payment.

(3) No assets of this Association shall accrue to the benefit of any member of the Board of Directors, individually or as a group.

G. Terms of Office:

(1) The twelve (12) elected Directors of the Board of Directors shall serve for three years, with one-third being elected each year. A Director serving a partial term shall be eligible to succeed himself/herself for a full term. A Director serving a full term may succeed himself/herself for an additional three-year term if so elected.

(2) The Chapter Liaison shall serve for two (2) years and may succeed himself/herself. No individual shall serve in this capacity for more than four consecutive years.

(3) No two (2) individuals from the same organization may serve concurrently on the Board of Directors.

Article VI: Nominations and Elections

A. The Nominating Committee shall consist of the Chair of the Board (who will serve as committee chair) and three (3) members (the Chapter Liaison and two directors) chosen by the Board of Directors. This committee will be constituted at the board meeting held in conjunction with the Marketing Outlook Forum and shall serve through the elections.

B. Nominees are solicited by the committee from the membership; all nominees must be current TTRA members in good standing.

C. In making its recommendations the committee shall endeavor to provide reasonable balance among the diverse geographic areas and interests represented within the membership.

D. The Board of Directors will be elected by simple majority of those voting from the membership.

E. The Nominating Committee shall also provide to the Board of Directors for approval, a slate of no more than three potential candidates for the position of Second Vice President. Candidates should have served on the TTRA board of directors for at least three of the last six years with no lapse in the member's good standing.

The final Board approved slate will be presented to membership for the selection of necessary Directors and a Second Vice President. Candidates will be elected by simple majority of those voting from the membership.

Article VII: Meetings

- A. The annual conference will be held each year at a time and place to be selected by the Board of Directors. The annual business meeting will be held during the annual conference at a time and place clearly designated in the published program of the conference.
- B. There is no required quorum for the annual business meeting. Decisions will be determined by a majority of the voting members in attendance.
- C. At least three (3) meetings of the Board of Directors will be held each year at the call of the President, one of which will be contiguous to the annual conference. The Chief Staff Officer or his/her designee shall provide written notice of all meetings to the Board of Directors at least three weeks in advance of the meeting.
- D. The required quorum for a meeting of the Board of Directors is ten (10) voting members including at least six (6) Directors of the Board of Directors.
- E. Meetings shall be conducted under Robert's Rules of Order.

Article VIII: Committees

- A. The Board of Directors will create/dissolve standing committees as needed unless specified otherwise in these Bylaws. Standing committees can be created for any length of time.
- B. The President may create/dissolve ad-hoc committees and task forces as are necessary to conduct the business of the association. Ad hoc committees and taskforces will dissolve at the end of the President's term unless specified otherwise by the Board of Directors.
- C. The President appoints all standing committee, ad hoc committee and task force chairs and members unless specified otherwise in these Bylaws or by a 2/3rds vote of the Board of Directors.

Article IX: Chapters

- A. The Board of Directors is authorized to recognize chapters by granting them a charter. Only organizations authorized by the Board may make use of the name of the Association in their activities. Chapters may hold meetings on a scheduled or irregular basis and may conduct other activities that advance the aims and purposes of the Association and do not conflict with programs and activities of the Association. Chapters may elect officers and a board of directors to assist them in conducting their activities. All chapter members must be members in good standing in the Travel and Tourism Research Association.
- B. Pending chapters: A probation period of one year shall be required upon receipt of a written request for charter to the TTRA Board of Directors, which request shall include chapter bylaws, organizational plan, and list of board of directors. After this period, provided the chapter has proven commitment to the mission of TTRA and is functioning as a proper chapter, said charter request shall be voted upon by the Board of Directors of TTRA. Chapter dues may be collected,

if applicable, and chapter rebates will be in effect for the chapter, beginning with the next full annual membership cycle.

C. Chapter bylaws and bylaw amendments must be ratified first by the chapter's Board of Directors, next by a majority of the chapter members voting, and finally by the TTRA Board of Directors.

D. Chapters will be entitled to impose local dues. Dues and dues increases must be approved by the TTRA Board of Directors before the chapter is entitled to change them. Dues are paid to TTRA headquarters.

E. Chapter organization and operations: TTRA requires chapters to organize and operate in a manner that is desirable to the parent organization and consistent with its purpose and mission.

(1) Each Chapter must fully complete and forward to TTRA headquarters the Chapter Accountability Criteria in the form approved by the Board of Directors. If this report is not presented to TTRA headquarters in the time frame provided in advance to the chapters, the Board of Directors has the authority to withhold chapter rebate payments until such time as this information is provided.

(2) Chapters who submit acceptable and timely Chapter Accountability reports will receive regular quarterly chapter rebate payments as determined by the Board of Directors.

(3) Chapters are expected to be self-supporting.

(4) TTRA's Board of Directors will have authority to revoke the charter of any Chapter that fails to meet all Chapter requirements.

F. A chapter may be dissolved or have its charter revoked only with the majority approval of the TTRA Board of Directors. In the event of dissolution, any chapter assets remaining after the payment of existing liabilities shall become the property of the Association. If the Chapter is not within the U.S., the assets shall be distributed to a charitable, educational or scientific not-for-profit society within their country.

Article X: Audit

TTRA shall have an annual review and shall procure a full audit every third year that will be made available to members on request. Chapters must be internally audited by their designee on a bi-annual basis.

Article XI: Indemnification

No member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of TTRA, nor shall any of the members, officers, agents or employees be liable for their acts or failure to act under these Bylaws, excepting acts, or omissions to act, arising out of willful misfeasance.

Article XII: Amending Bylaws

Members of the Association may at any time submit proposed amendments to these bylaws in writing to the Board of Directors. Upon approval of the Board of Directors, the proposed amendment will be submitted to the membership for action by email ballot, with a two-thirds affirmative vote of those responding within 30 days to the email ballot being necessary for adoption. Chapter bylaws must be adjusted immediately to be consistent with any TTRA bylaw changes.

XIII: Dissolution

In the event of the dissolution of the Association, the principal assets will, after the payment of all debts and expenses, be transferred to another tax-exempt organization, or to the United States of America, as the Board of Directors shall determine.