

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**GLOBAL BUSINESS TRAVEL ASSOCIATION, INC.**  
  
a New York Nonprofit  
Corporation and a 501(c)(6)  
Business League

**Amended as of August 16, 2022**

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## **ARTICLE I NAME, OFFICES, PURPOSES, AND LIMITATIONS**

Section 1.1. Name. The Global Business Travel Association, Inc. (the “**Association**”) is organized and will be operated exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (“**Code**”).

Section 1.2. Office. The principal office of the Association shall be at a location designated by the Board of Directors (“**Board**”). The Association may have such other offices as the Board may appoint from time to time. The Association shall maintain a registered office and a registered agent whose office is identical with that of the registered office in all locations where such is required.

Section 1.3. Purposes. The Association’s purposes include, but are not limited to, any purposes set forth specifically in its Certificate of Incorporation, as may from time to time be amended (“**Certificate**”). To further the Association’s purposes and mission, the Association will have and exercise all of the powers conferred by the provisions of the New York Not-For-Profit Corporation Law, as may from time to time be amended (the “**Act**”), to the extent the exercise of such powers does not exceed the scope of the Certificate.

Section 1.4. Limitations. No part of the net earnings of the Association may inure to the benefit of, or be distributable 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 in the Certificate. Notwithstanding any other provisions herein, 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 MEMBERS**

Section 2.1. Designation of Members. The Association will have two (2) designations of voting members (*i.e.*, Direct Members and Allied Members, collectively “Voting Members”) and four designations of nonvoting members (*i.e.*, Press Members, Academic Members, Honorary Members, and Retired Members, collectively “Nonvoting Members”). No person may hold membership in more than one (1) designation. Membership status is connected to the duties that the individual performs in their profession and is not related to the geographic location of where such services are performed. The Board or its designee, in its sole discretion, has the authority to resolve any questions regarding the proper designation of a member.

Section 2.2. Direct Members. The Direct Members are eligible to vote on any matter permitted by these Bylaws. Direct Members are individuals whose primary professional responsibility is to:

- A. procure business travel services for other employees of the member’s company or, alternatively, serve one or more clients in this capacity as an outsourced travel manager, consultant, buyer, or meeting planner;

- B. administer travel policies for their company and are employees of that company or, alternatively, serve one or more clients in this capacity as an outsourced travel manager, travel consultant, buyer, or third-party meeting planners; or,
- C. manage business travel services/systems for employees of colleges or universities, federal or state agencies, or non-profit organizations.

Section 2.3. Allied Members. Allied Members are eligible to vote on any matter permitted by these Bylaws. Allied Members are individuals who are regularly employed by any of the following businesses (“**Eligible Business(es)**”):

- A. Auto Rental Company;
- B. Bus Company;
- C. Certified Air Carrier;
- D. Cruise Line Company;
- E. Hotel or Motel Operator;
- F. Issuer of Travel-Related Credit or Charge Account Cards;
- G. Livery Company;
- H. Mover of Household Goods;
- I. Railroad Company;
- J. Travel-Related Technology Company;
- K. Travel Management Consulting Firm;
- L. Other Professional Travel Services Firm or Association; or
- M. Consultants who are hired by and compensated by either Allied or Direct Members and whose primary job responsibility does not otherwise qualify that consultant to become a Direct Member. Questions about whether a member meets the criteria for this subsection will be resolved consistent with Section 2.1.

Any Eligible Business that is a parent or holding company with franchisees or local units shall pay a single initiation fee as set forth by the Board, and the individuals employed by such Eligible Business, its franchisees, or local units may join as Allied Members. Such initiation fee shall be distinguishable from any annual dues payment requested by the Association of each Allied Member. Allied Members are eligible to fill five (5) Director seats, including ALC President, as more fully set forth in Section 3.2, and on matters referred by the Allied Leadership Council.

Section 2.4. Affiliate Members. In addition to Voting Members, the Association will have four (4) designations of Affiliate members who do not have voting privileges, who will be qualified as set forth below and will be admitted as set forth in Section 2.4. Nonvoting Members shall have no voting rights and are not eligible to sit on the Board of Directors.

Section 2.4.1 Press Members. The Association will have a designation of Nonvoting Members consisting of corporations, organizations, or individuals principally engaged in monitoring and reporting as press media (“**Press Members**”). Press Members may not hold elective office in the Association. Individuals who are Press Members may serve on an Association committee with the approval of the Association’s President. In the case of corporations or organizations that are Press Members, their designated representative may serve on an Association committee with the approval of the Association’s President.

Section 2.4.2 Academic Members. The Association will have a designation of Nonvoting Members defined as “**Academic Members**” consisting of the following two (2) sub-designations:

- Student Members. The Association will have a sub-designation of Nonvoting Members consisting of any full time post-secondary student enrolled in a program at a college, university, or other post-secondary institution that is recognized by the Association as leading to a degree in travel, transportation, or hospitality management, and any student organization which represents such students. In the case of a Student Member that is a student organization, a representative of that student organization may be designated by that student organization to serve as an observer on any Association committee provided that such individual has received the written permission of that committee to do so.
- Educator Members. The Association will have a sub-designation of Nonvoting Members consisting of any full-time teacher or professor who is engaged in teaching students in subject areas related to the Association’s core mission of business travel at a licensed or accredited school or university.

Section 2.4.3 Honorary Members. The Association will have a designation of Nonvoting Members consisting of individuals who have been recognized by the Board as having rendered distinguished service to the business travel industry or the Association. The Board or its designee will draft and implement a policy that clarifies who qualifies as an Honorary Member and what if any rights such individuals may have. The Board or its designee, in its sole discretion, has the authority to resolve any questions regarding the proper designation of a member.

Section 2.4.4 Retired Members. The Association will have a designation of Nonvoting Members consisting of former members in good standing who have retired from full-time employment. Retired Members may serve on any Association committees for which such Retired Member is eligible. An individual is no longer eligible to be a Retired Member if that individual obtains employment or acts as an independent contractor that would otherwise render such individual eligible to be a Member under another designation.

Section 2.5. Admission to Membership . Any individual or business desiring to become a member irrespective of category must apply on forms approved and supplied by the Association. Applications must be accompanied by any required initiation fee, dues and other charges described in this Article II. Applications for such membership shall be approved or denied by the Executive Director or their designee. Applicants who have been denied membership may appeal the Executive Director's decision to the Board.

Section 2.6. Membership Dues . The Board shall establish the amount of any initiation fee or other charges to be paid by all Voting Members and Nonvoting Members, except as provided in this subsection. Press Members and Honorary Members are not required to pay dues or initiation fees. If a corporation or other business entity pays annual dues on behalf of an individual it employs who is qualified to be a Member as defined in Section 2.1, membership can be reassigned to another qualified individual as specified by such corporation or other business entity at any time. If annual dues are paid directly by an individual and not reimbursed by their employer, membership in the Association is retained by the individual in the event of termination of that individual's employment. Members whose dues are more than thirty (30) days in arrears shall have their membership suspended. If the Member is a Voting Member, then such member will lose such voting rights until full payment is received by the Association. Members whose dues are more than sixty (60) days in arrears shall be terminated as Members.

Section 2.7. Annual or Regular Meetings . The Annual Business Meeting of the Voting Members will be held virtually once a year. Voting Members may vote on all matters for which voting is required under these Bylaws and on any other matter that the Board may elect, in its discretion, to put before the Voting Members for a vote. If the day fixed for the Annual Business Meeting is a legal holiday, such meeting will be held on the next succeeding business day or at such other date and time as will be designated from time to time by the Board and stated in the notice of the meeting. The Annual Business Meeting may be held either within or outside the State of New York. The Voting Members may provide, by resolution, the time and place, either within or without the State of New York, for the holding of regular meetings, either monthly or bi-monthly, without notice other than such resolution. The Board will arrange for an annual business meeting to take place in-person or via virtual means at a time and place that complies with Section 2.10, below, and New York law. If virtual, the Annual Business Meeting must take place in a manner that permits all Voting Members who elect to attend such meeting to hear and be heard for the purposes of conducting the business of the Annual Business Meeting.

Section 2.8. Special Meetings . A special meeting of Voting Members may be called by a majority of the Directors or by one-third ( $\frac{1}{3}$ ) of the Voting Members in accordance with New York law. Only those matters that are within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a special meeting of Voting Members.

Section 2.9. Written Consent. Any action required to be taken, or any action which may be taken, at any annual, regular or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote thereon unless a lower number is allowable under New York law then in effect. Any such writing or writings will be filed with the minutes of the proceedings of the Voting Members. To the extent less than unanimous written consent is allowable under New York law and is utilized to take action under this section, written notice of



the action receiving Voting Member approval will be given to all Voting Members who did not sign the written consent.

Section 2.10. Notice. Notice of any meeting, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, will be delivered or given to each Voting Member in writing not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice of a special meeting may be delivered in any manner permitted by New York law consistent with the contact information that appears on the records of the Association, including, but not limited to electronic mail. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The Association need only provide notice utilizing one method unless otherwise required by New York law in effect at the time such notice is provided.

Section 2.11. Waiver of Notice. A Voting Member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. If the waiver occurs prior to the meeting in question, then the waiver must be in writing, signed by the Voting Member entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. Waiver may occur at the meeting as well. Unless the Voting Member objects at the beginning of the meeting to holding the meeting or transacting business at the meeting, a Voting Member's attendance at a meeting waives any objection that the Voting Member may have to the absence of effective notice or to the substance of a defective notice regarding that meeting (including, as one example, meetings held for the purposes of holding an election). Similarly, a Voting Member waives any objection to the consideration of a particular matter not stated in the notice of the meeting unless the Voting Member timely raises the member's objection when the unnoticed matter is presented for discussion.

Section 2.12. Quorum and Voting. Ten (10) percent of the Voting Members entitled to vote constitutes a quorum for the transaction of business at any meeting of the Voting Members; provided, however, that if less than a quorum is present at said meeting, a majority of the present Voting Members entitled to vote may adjourn the meeting from time to time without further notice. Each Voting Member entitled to vote, in good standing, will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Voting Members may vote by ballot or whatever alternative means provided by the Association including, without limitation, electronic ballots; however, a Voting Member may request a written or electronic proxy, which will be permitted at the request of one or more Voting Members entitled to vote. Votes submitted under such methods will be counted for purposes of determining whether a quorum is present at a meeting of the Voting Members.

Section 2.13. Meetings by Conference Telephone or Similar Communications Equipment. A Voting Member may participate in any meeting of the Voting Members by telephone or electronic means so long as all persons participating in the meeting can hear each other and/or participate using virtual communication methods. Participation in a meeting in this manner constitutes a presence in person at such meeting for quorum and voting purposes.

Section 2.14. Manner of Acting. Except as otherwise provided herein, the act of the majority of the Voting Members entitled to vote and present at a meeting of the Voting Members at which a quorum is present will be the act of the Voting Members. Notwithstanding the

foregoing, the act of the majority of all of the Voting Members, regardless of whether or not present at the meeting, will be required to approve any proposal for (1) the dissolution and/or liquidation of the Association, (2) the sale of substantially all of the Association's assets, (3) any merger transaction in which the Association would not be the surviving entity, or (4) any material change in the fundamental purposes of the Association

Section 2.15. Removal; Resignation. The Board may remove a Member from the Association for cause by a vote of three-fourths ( $3/4$ ) of a quorum of the Board. A Member may voluntarily cease to be a Member by notifying the Board by providing written notice of their resignation to the President.

Section 2.16. Compensation. Members will not receive any compensation for serving as a Member or for volunteer efforts undertaken by Association Members. The Board, in its discretion, may adopt a policy that reimburses Members for pre-approved documented expenditures incurred by Members on behalf of the Association. Separately, Members may provide services to the Association and receive appropriate compensation therefore so long as the Association's procurement of such services complies with all pertinent policies and procedures promulgated by the Board including, but not limited to, the Association's Conflicts of Interest policy.

### **ARTICLE III BOARD OF DIRECTORS**

Section 3.1. General Powers. Other than such rights, if any, reserved for Voting Members, under these Bylaws, the Certificate, or the Act, the affairs of the Association will be managed by the Board.

Section 3.2. Number. The number of Directors on the Board ("**Directors**") is thirteen (13), including two (2) Direct Member Officers, one (1) US CPC President, two (2) Regional Directors (comprised of one Director from European Region and Director from the Canadian Region), seven (7) At-Large Director, and one (1) Allied Leadership Council President, as described below. Additionally, the Executive Director shall serve as an *ex officio* nonvoting member of the Board. The number of At-Large Directors may be changed from time to time by resolution of the Board, provided that the number of Directors will be set at not less than three (3). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

Section 3.2.1 Direct Member Officers. The Voting Members shall elect a President and a Vice President of the Association, who will be selected in accordance with the nomination requirements for such positions as described below.

Section 3.2.2 US CPC President. The Chapter Presidents' Council (CPC) shall elect a president, who will serve as the US CPC President on the Board of the Association. Regional Directors. The Voting Members shall elect one Direct Member to serve as the "Europe Director" and a separate Direct Member to serve as the Canada Director. Regional Directors must reside and work in the respective regions that they represent for the duration of their term as a Regional Director.

Section 3.2.3 At-Large Directors. The Voting Members shall elect three (3) Direct Members and four (4) Allied Members to serve as At-Large Directors.

Section 3.2.4 Allied Leadership Council President. The Allied Leadership Council (ALC) shall elect a President, who will serve as the ALC President on the Board of the Association.

Section 3.3. Eligibility of Directors: Membership. A Director is eligible to continue to serve their term on the Board as long as that individual retains the same designation of membership that the individual occupied at the time the member was elected to the Board. A DirectMember Director or Allied Member Director who becomes unemployed is eligible to continue to serve the member's term on the Board for one year provided such Director pays all out-of-pocket costs associated with the role of Director and remains in good standing as a Director. Other than in the case of loss of employment, a Director whose membership designation in the Association changes to any other designation during the member's term will no longer serve as a Director upon such change in designation.

Section 3.4. Eligibility of Directors: Non-Competition. To be eligible to sit on the Board or participate in an *ex officio* capacity on the Board and maintain such status, individuals may not participate in a leadership role, inclusive of serving on a board of directors of, or as an elected or appointed officer of, or on the Executive or Finance Committee of an organization that competes with the Association. However, the Board may, in its discretion, waive this provision as to one or more Directors. To do so, a majority of the disinterested Directors must find that a waiver of this provision serves the best interests of the Association.

Section 3.5. Term of Office and Lifetime Term Limits. The term for all Directors will begin at the close of the Annual Business Meeting at which the Association announces election results. The new Board will commence operations immediately following such announcement. All term limits are retroactive to the 2021 Bylaw Amendment vote, which reinstated term limits. No Member will serve as a Director for more than two (2) full terms in total irrespective of the Member's designation as an At-Large Director, Regional Director, or CPC President. Separate and apart from these term limits, a Member may additionally serve one term each in the role of President and Vice President, but in no event may a Member serve more than one term in each role or a total of two terms as an Elected Officer of the Association. Also, a Member may serve no more two (2) terms as the ALC President. These term limits do not apply to the duration of time that any Member may spend filling a vacated Board seat due to another Board Member's resignation, removal, incapacity, or death.

Section 3.6. Special Election Procedures related to 2021 only. Beginning with the 2021 Election:

- A. One (1) Direct At Large Director will be elected for one (1) three-year term, which shall conclude at the close of the 2024 Annual Business Meeting. At such time, this position shall revert to a two (2) year term with elections for that seat to be held in even numbered years thereafter. The remaining three (3) Direct At Large Director seats shall each serve a two (2) year term beginning with the Election at the 2022 Annual Business Meeting with

subsequent elections to be held for such seats on even numbered years thereafter.

- B. Two (2) Allied At Large Directors will be elected for one (1) three-year term each, which conclude at the close of the 2024 Annual Business Meeting. At such time, this position shall revert to a two (2) year term with elections for that seat to be held in even numbered years thereafter.
- C. One (1) Allied At Large Director shall be elected to serve a two-year term, which concludes at the close of the 2023 Annual Business Meeting, with subsequent elections to be held on odd numbered years thereafter.
- D. One (1) Allied At large Director shall be elected at the 2022 Annual Business Meeting and shall serve a two (2) year term with subsequent elections to be held for that seat on even numbered years thereafter.

Section 3.7. Special Meetings. Special meetings of the Board may be called by the President or by written request of at least two-thirds ( $\frac{2}{3}$ ) of the Directors. The person or persons calling a special meeting of the Board may fix any place in the United States, either within or without the State of New York, as the place for holding the special meeting of the Board. Special Meetings may be held virtually so long as all Members of the Board can hear the business of the Board and be heard at such meeting.

Section 3.8. Notice; Waiver of Notice. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Association. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. The Association is required to provide notice only in one form. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.9. Quorum and Voting. A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the present Directors may adjourn the meeting from time to time without further notice. Each present Director will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.10. Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Act or the Certificate (for example, if member approval is required).

Section 3.11. Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in any meeting of the Board by telephone or electronic means so long as all persons participating in the meeting can hear each other and/or participate using virtual communication methods. Participation in a meeting in this manner constitutes a presence in person at such meeting for quorum and voting purposes.

Section 3.12. Action by Unanimous Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if all of the Directors consent in a signed writing setting forth the action to be taken. These consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 3.13. Removal; Vacancies. A Director may be removed from office with cause by a vote of three-fourths ( $3/4$ ) of a quorum of the Board. A vacancy on the Board occasioned by the death, incapacity, or removal of a Director will be filled from the alternates in the order of votes received in the election held at the Annual Meeting in which such Director was last elected or appointed, and shall serve until the next Annual Meeting. In the event that no alternate is available to fill the vacancy, the President shall appoint a Member to fill such vacancy with the concurrence of a majority of a quorum of the Board. A vacancy on the Board occasioned by a resolution of the Board to increase the number of Directors will be filled at a special meeting of the Board called for the purpose of filling that vacancy. Any Member elected to fill a vacancy created by an increase in the number of Directors shall serve until the next Annual Meeting or until their successor is elected, and such term shall count as a term for the purposes of determining such Director's Board service.

Section 3.14. Resignation. A Director may resign at any time by delivering a written resignation to the Board. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A partial term occasioned by the resignation of a Board member shall count as a full term for the purposes of determining such Director's Board service.

Section 3.15. Compensation. Board Members will not receive any compensation for serving as a Board Member or for the typical volunteer efforts undertaken by Association Board Members. The Board, in its discretion, may adopt a policy that reimburses Board Members for documented expenditures incurred by Board Members on behalf of the Association. Separately, Board Members may provide services to the Association and receive appropriate compensation therefore so long as the Association's procurement of such services complies with all pertinent policies and procedures promulgated by the Board including, but not limited to, the Association's Conflicts of Interest policy.

#### **ARTICLE IV COMMITTEES OF THE BOARD**

Section 4.1. Committees Generally. The Board, by resolution adopted by a majority of all of the Directors in office, may designate and appoint one or more committees of the Board, which will have and exercise the authority of the Board in the management of the Association to the extent provided in such resolution. Each such committee will consist of two or more Directors (and no non-Directors). Other committees not having and exercising the authority of the Board in

the management of the Association may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any committee member of the Board from any responsibility imposed by law. The Board has the authority to adopt, in its discretion, consistent rules and operating procedures for all Association committees.

Section 4.2. Audit Committee. The Board will also have an Audit Committee consisting of the Vice-President, the Executive Director (who will be a nonvoting member), and two other committee members (one of whom shall be appointed by the President and shall serve as Chairperson, and the other who shall be appointed by the Chairperson). The Audit Committee will assist the Board in fulfilling its independent oversight responsibility relating to the accuracy of the Association's financial statements, the qualification and independence of the Association's auditors and accountants, the integrity of the Association's internal controls, and the Association's compliance with legal and regulatory requirements. In so doing, the Audit Committee will provide a focal point for free and open communications among the Directors, the Association's management, internal auditors, and the independent auditors. The Chairperson of the Audit Committee will be a director other than the Treasurer, if a Treasurer has been appointed.

Section 4.3. Finance and Investment Committee. The Board, by resolution adopted by a majority of all of the Directors in office, may designate and appoint a Finance and Investment Committee consisting of at least three (3) Directors and no non-directors. The Finance and Investment Committee, if constituted, will be responsible for recommending an annual operating budget, reviewing the financial position of the Association, and making such other decisions as are necessary to maintain the financial integrity of the organization, in concert with the Executive Director.

Section 4.4. Membership Committee. The Board, by resolution adopted by a majority of all of the Directors in office, may designate and appoint a Membership Committee consisting of at least three (3) Directors and no non-Directors. If appointed by the Board, the Membership Committee shall be composed of the President, the Vice-President, and the Executive Director (who shall have no vote). The Membership Committee shall have responsibility for maintaining the integrity of the Membership, ensuring that Membership standards are met, interpreting Membership definitions, where appropriate, and enforcing the Association's Bylaws as they relate to Membership.

Section 4.5. Absence. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to Section 4.12 or who no longer meets the qualifications required to serve on the committee.

Section 4.6. Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or

special meetings, as applicable, of the entire Board, as more fully set forth in Sections 3.7, 3.8 and 3.9.

Section 4.7. Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the principal office of the Association and will report the same to the Board at its next meeting.

Section 4.8. Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in any meeting of the committee by telephone or electronic means so long as all persons participating in the meeting can hear each other and/or participate using virtual communication methods. Participation in a meeting in this manner constitutes a presence in person at such meeting for quorum and voting purposes.

Section 4.9. Committee Action Without a Meeting. Any action which is required to be taken or may be taken at a meeting of any committee may be taken without a meeting if all committee members consent in writing signed by all such committee members setting forth the action to be taken. These consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 4.10. Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member resigns or is removed from such committee by the Board.

Section 4.11. Chairperson. One member of each committee will be appointed chairperson of the committee as designated by the Board.

Section 4.12. Removal; Vacancies. A member of a committee may be removed with or without cause by the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of their predecessor.

Section 4.13. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum exists will be the act of the committee.

Section 4.14. Participation by Non-Directors. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action to be taken by the committee.

Section 4.15. Rules. Each committee may adopt rules for its governance not inconsistent with these Bylaws or the rules adopted by the Board pursuant to Section 4.1.

## **ARTICLE V OFFICERS**

Section 5.1. Elected Officers. The elected officers of the Association will be a President and a Vice-President. The election process is further described in Article VI.

Section 5.2. Appointed Officers. For any given fiscal year or as necessary to meet the short-term needs of the Association, the President may appoint, with the approval of the Board by a majority vote of a quorum of Board members, officers such as a Secretary or a Treasurer. This provision is not intended to increase the number of sitting Board members. Appointed officers will be chosen, if at all, from GBTA's then-existing Board Members. Appointed Officers will fulfill the duties assigned by the President, as approved by the Board, which must be consistent with these Bylaws and New York law.

Section 5.3. Duties of President. The President will preside at all meetings of the Board. The President may execute all contracts, deeds and other instruments for and on behalf of the Association and will do and perform all other actions for and on behalf of the Association as the Board will authorize and direct. The President will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President. The President will not be an employee of the Association.

Section 5.4. Duties of Vice-President. The Vice-President will perform such duties as assigned, and will exercise such powers as may be granted by the Board and/or by the President. The Vice-President will report to the President, who shall be responsible for such supervision. In the absence of the President, the Vice-President will perform the duties and exercise the powers of the President with the same force and effect as if performed by the President. If specifically authorized by the Board of Directors, the Vice-President may sign and execute in the name of the Association deeds, mortgages, bonds, contracts, or other instruments. The Vice-President will not be an employee of the Association.

Section 5.5. Executive Director. The Executive Director is an employee of the Association hired by the Board and will perform such duties directed by the Board. Among other responsibilities, the Executive Director manages the financial affairs of the Association, manages and administers the policies and programs established by the Board of Directors, conducts the daily affairs of the Association, and, upon the approval of positions by the Board of Directors, employs, supervises, and discharges all other paid employees of the Association. The Executive Director may retain or discharge legal, accounting, and other professionals as may be required to conduct the affairs of the Association. As indicated above, the Executive Director shall participate in an *ex officio* non-voting capacity on the Board of Directors. The Executive Director shall give notice and attend the Annual Meeting of the Association; shall keep all records of the Association; and shall perform all other duties necessary to carry out the policies established by the Board. The Board may, in its discretion, grant the Executive Director such other titles as it deems to be appropriate.

Section 5.6. Resignation and Removal. Except in the case of the Executive Director, for whom such matters are governed by contract or the prevailing employment laws of the state where the Association maintains its principal place of business, any Officer of the Association may resign



by delivering a written letter of resignation to the President. The President may resign by delivering a written letter of resignation to the Vice President. Resignations will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Association accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Officers may be removed from office by the Board pursuant to the procedures set forth in Section 3.14 of these Bylaws.

Section 5.7. Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled pursuant to Section 3.13. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of their predecessor and until a successor is elected and qualified, or until such Officer's earlier death, resignation or removal.

Section 5.8. Compensation . Officers, except the Executive Director, are subject to the compensation provision applicable to Directors as set forth in Section 3.15, above.

## **ARTICLE VI PROCESS OF ELECTING DIRECTORS AND OFFICERS**

Section 6.1. Nomination Procedure.

Section 6.1.1 President or Vice President. Any Direct Member who has been a Voting Member for the last two (2) consecutive years and has at least one (1) year of service to the Association, a local chapter thereof, or other global travel organization is eligible to be nominated to serve as President or Vice-President. Any Voting Member of the Association may nominate a qualified Direct Member to be President or Vice-President. However, notwithstanding any other provision of these Bylaws, a Direct Member is not eligible to be nominated to be President or Vice President if they, in the preceding twelve months, have resigned from the Board for reason other than a change in their membership status pursuant to Section 3.3 of these Bylaws.

Section 6.1.2 Board of Directors. Any Member who has been a Voting Member for the last (1) year and has at least one (1) year of service to the Association, a local chapter thereof, or other global travel organization is eligible to be nominated to serve as an At-Large Director. Any Voting Member of the Association may nominate a qualified member to be a Director. However, notwithstanding any other provision of these Bylaws, a member is not eligible to be elected or appointed to a Director position if they, in the preceding twelve months, have resigned from the Board for reasons other than a change in their membership status pursuant to Section 3.3 of these Bylaws. The US CPC President and the ALC President are elected to the Board through, respectively, the Chapter Presidents' Council and the Allied Leadership Council. Those two positions are not subject to the nominations process set forth above.

Section 6.1.3 Procedure. A nomination must be in writing and submitted in a form to be provided by the Association, by a specified time (but in no event less than sixty (60)

days before the Annual Business Meeting or such other time designated by the Association for an election to take place), and to a designated place as established by the Association. A committee nominated by the President and approved by the Board shall review all nominations and verify that each nominee meets the qualifications to serve as an Officer or Director.

Section 6.2. Election Procedure.

Section 6.2.1 Officers (except Executive Director). The list of nominees of Elected Officers and Directors will be communicated to all Members no fewer than thirty (30) days before the Annual Business Meeting. Each Voting Member will be permitted to vote by electronic ballot for one (1) candidate for each office during the electronic voting period leading up to the Annual Business Meeting. A Voting Member cannot vote for the same person more than once per election, except in the case of a Tie Vote as set forth pursuant to section 6.2.3.

Section 6.2.2 Board of Directors. Each Voting Member will be permitted to vote by electronic ballot for one (1) candidate for each office during the electronic voting period leading up to the Annual Business Meeting. A Member cannot vote for the same person more than once. A Voting Member cannot vote for the same person more than once per election, except in the case of a Tie Vote as set forth pursuant to section 6.2.3.

Section 6.2.3 Tie Votes. In the event of a tie vote, a runoff election will be held and the person receiving the largest number of votes cast by the Voting Members entitled to vote thereon will be declared the winner. A tie is defined as that situation in which two (2) or more individuals have received the same number of votes for the same office or the last available Board position.

Section 6.2.4 Electoral Process. The Board or its designee (which may include GBTA staff) shall be responsible for the management of the electoral process for all Board positions. Elections shall be run in an objective manner. The electoral results shall be certified by a third-party audit firm.

## **ARTICLE VII COUNCILS, TASKFORCES, AND ASSOCIATION COMMITTEES**

Section 7.1.1 Background. The Association shall have such Councils and Task Forces as described in Article VII to carry out the purposes of the Association; provided, however, that these Councils and Task Forces shall serve only in an advisory capacity; they shall have no rights with respect to governance of the Association. The Board shall have the authority to establish, re- designate, rename, and/or dissolve such Councils and Task Forces as necessary except Councils designated as “Permanent” to carry out the purposes of the Association. The Board has the authority to adopt, in its discretion, consistent rules and operating procedures for all Association Councils, Taskforces, and Committees.

Section 7.1.2 Councils. The Councils shall represent the interest of Members, provide a forum for discussion, and serve as a mechanism for bringing their interests and concerns to the attention of the Board. Unless otherwise determined by the Board, there

shall be the following three councils: Allied Leadership Council, Chapter Presidents' Council, and the Legislative Advisory Council. In addition, the Board may create such other councils as it deems necessary or appropriate to carry out the purposes of this Association.

Section 7.1.3 Allied Leadership Council. The ALC President will be elected pursuant to these Bylaws. The ALC President may appoint members of the Association to serve as Council members at the discretion of the President of the Association.

Section 7.1.4 Chapter Presidents' Council. This Council shall consist of the President of each chapter of the Association. This Council shall elect a Council President from among its Direct Members.

Section 7.1.5 Legislative Advisory Council. The President of the Association may appoint a member of the Association to be the President of this Council, and the President of this Council may appoint members of the Association to serve as Council members at the discretion of the President of the Association.

Section 7.2. Task Forces. The President shall appoint a Voting Member of the Association to be the Chairperson of each Task Force, and each Task Force Chairperson may appoint members of the Association to serve as Task Force members.

Section 7.3. Association Committees. The President shall appoint a Voting Member of the Association to be the Chairperson of each Committee, and each Committee Chairperson may appoint members of the Association to serve as Committee members.

## **ARTICLE VIII GENERAL PROVISIONS**

Section 8.1. Contracts. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Association will have the power and authority to execute on behalf of and bind the Association with respect to contracts in the ordinary course of the Association's business and activities.

Section 8.2. Loans. No loans may be contracted on behalf of the Association and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Association is prohibited from making loans (excluding advances made for legal defense made pursuant to Section 9.4) to its Directors or Officers under any circumstances.

Section 8.3. Checks, Drafts, and Similar Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association will be signed by such Officer or Officers, agent or agents of the Association and in such manner as may from time to time be determined by the Board.

Section 8.4. Deposits. All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

Section 8.5. Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Association, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Association and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 8.6. Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys in fact of the Association as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys in fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Association is authorized to transact or do by the Certificate, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Association might or could do if it acted by and through its regularly elected and qualified officers.

Section 8.7. Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Association. In the absence of contrary action by the Board, the fiscal year of the Association will begin on the first day of January in each year and end on the last day of December in each year.

Section 8.8. Interpretation. The terms “include,” “including” and similar terms shall be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 8.9. Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written,” “in writing,” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Association, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law

relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 8.10. Conflicts of Interest Policy. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Association, Directors, Officers, Association employees, members, and agents.

## **ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 9.1. Right to Indemnification. Subject to Section 9.4, below, the Association will indemnify and otherwise hold harmless, to the fullest extent permitted by law, any Officer or Director who was or is made a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigatory, by reason of the fact that he or she is or was an Officer or Director of the Association or is or was an Officer or Director of the Association who is or was serving at the request of the Association as a director, officer, or agent of another entity. Indemnification will include all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred by such person in connection therewith. The Association may in its discretion by action of its Board provide indemnification to employees and agents of the Association as provided for in this Article IX. Such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Association and shall inure to the benefit of their heirs, executors, and administrators.

Section 9.2. Rights Not Exclusive. The indemnification and other rights provided by this Article IX shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the Certificate, agreement, vote of disinterested Directors or otherwise. The Board shall have the authority to enter into agreements with the Directors and Officers of the Association and with persons serving, at the request of the Association, as directors, officers and agents of an affiliated corporation or other enterprise, on terms that the Board deems advisable, which may provide greater indemnification rights than that generally provided by the Act; provided, however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

Section 9.3. Insurance. The Association will purchase and maintain insurance on behalf of any person who was or is a Director, Officer, employee, or agent of the Association, or was or is serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liabilities under the provisions of this Article IX.

Section 9.4. Advancement of Expenses. The Association may pay all expenses incurred in defending any proceeding stated in Section 9.1 in advance of the final disposition of such action. The Board must approve any such advancement of expenses before it occurs. Moreover, before advancement of expenses may occur, the implicated individual(s) must execute an "Affirmation

and Undertaking,” through which s(he) pledges to repay such advanced sums if it is ultimately determined that s(he) is not entitled to be indemnified by the Association or that such person has engaged in fraud.

Section 9.5. Amendment. This Article IX may be hereafter amended or repealed; however, no amendment or repeal shall reduce, terminate, or otherwise adversely affect the right of a person entitled to obtain indemnification or an advance of expenses with respect to an action, suit, or proceeding that pertains to or arises out of actions or omissions that occur prior to the later of a) the effective date of such amendment or repeal; b) the expiration date of such person’s then current term of office with, or service for the Association (provided such person has a stated term of office or service and completes such term); or c) the effective date such person resigns their office or terminates their service (provided such person has a stated term of office or service but resigns prior to the expiration of such term).

## **ARTICLE X PROPERTY DEVOTED TO CORPORATE PURPOSES**

All income and properties of the Association will be devoted exclusively to the purposes as provided in the Certificate and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Certificate and these Bylaws.

## **ARTICLE XI AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose and by approval of the Voting Members by a vote of two-thirds of a quorum.

The Board has the power to make ministerial or administrative changes to these Bylaws by a majority vote of all sitting Board members, as necessary (a) to render these Bylaws consistent with changes to the legal requirements imposed by New York law, or (b) to clarify the meaning of or processes to be followed in giving the full force and effect of the Bylaws contained herein.

## CERTIFICATION

The undersigned, being the President of Global Business Travel Association, Inc., a New York nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Association.

Effective August 2022



Name: Denise Truso  
Title: President