

UTAH CHAPTER BYLAWS

ARTICLE I – NAME AND LOCATION

The name of this non-profit organization shall be **Global Business Travel Association, Inc. – Utah Chapter**, organized under the laws of the State of Utah. The principal office of the Chapter shall be located in Salt Lake City, Utah, or at such other place as may be designated by the Board of Directors.

ARTICLE II – PURPOSES AND OBJECTIVES

The purposes of the Chapter are to promote the common business interests of individuals and businesses engaged in the business travel industry. The objectives include:

1. To advance the knowledge, professionalism, and effectiveness of members in the business travel industry through conferences, seminars, newsletters, and other educational initiatives.
2. To foster communication and collaboration between travel vendors and organizations that purchase travel services, including corporations, associations, government agencies, and other business entities.
3. To represent the business travel industry on matters affecting business travelers and their employer organizations.
4. To address other matters deemed beneficial to the business travel industry by the Board of Directors.

ARTICLE III – MEMBERSHIP

Section 1 – Classes of Membership

The Chapter shall have the following classes of membership:

1. **Direct Members:** Individuals employed by a corporation primarily responsible for procuring travel services or managing corporate travel policies.
2. **Allied Members:** Travel industry suppliers, including airlines, car rentals, hotels, rail services, limousines, cruises, buses, household moving services, travel consultants, credit card vendors, travel technology providers, and travel management companies.

3. **Honorary Members:** Individuals who have made significant contributions to the goals of the Chapter, awarded by a majority vote of the Board of Directors.
 - Honorary members may serve on committees but have no voting rights or eligibility to hold office and are not required to pay dues.
4. **Academic Members:**
 - **Student Members:** Full-time students pursuing a degree in travel, transportation, or hospitality management.
 - **Educator Members:** Full-time faculty teaching subjects related to business travel. Both may serve on committees but have no voting rights or eligibility to hold office.

Section 2 – Ownership

1. Memberships are owned by the Chapter, not the individual. If a member's employment or responsibilities change, the Chapter may designate a qualified replacement. Membership privileges may be extended for up to three (3) months for unemployed members, subject to Board approval.

Section 3 – Voting Rights

1. **Voting Members:** Direct and Allied members are entitled to one vote each on matters submitted to the membership.
2. **Non-Voting Members:** Honorary, Student, and Educator members have no voting rights.

Section 4 – Applications

1. Applicants must submit a membership application on a form approved by the Chapter and pay the required dues for the first year. Applications are approved or denied by the Board of Directors.

Section 5 – Dues

1. **Amounts:** The **GBTA Board of Directors sets initiation fees, annual dues, and other charges through direction of the CPC. Any additional fees would be under the direction of the local chapter executive board.**
2. **Delinquency:** Members whose dues are more than thirty (30) days overdue may be suspended and lose voting rights temporarily. Members overdue by sixty (60) days may have membership terminated.

Section 6 – Meetings

1. **Quorum:** Fifty percent (50%) of voting members constitutes a quorum.
2. **Regular Meetings:** Held monthly on the second Thursday, unless otherwise directed by the Board.
3. **Notice:** Sent via email at least fifteen (15) days prior.
4. **Special Meetings:** Called by the Board or upon written request of fifty percent (50%) of voting members. Notice sent at least twenty-one (21) days prior; agenda limited to stated topics.

5. **Attendance:** RSVPs or prepayments required forty-eight (48) hours in advance. Members may send substitutes. Non-RSVP attendees may pay higher rates.
6. **Non-Members:** May attend up to two (2) meetings per fiscal year as guests, at the published guest rate.

Section 7 – Termination of Membership

1. **General Rule:** Membership ends upon resignation, nonpayment of dues, or expulsion for dishonesty, fraud, or misrepresentation.
2. **Expulsion:** Requires due process and a two-thirds (2/3) vote of the Board.
3. **Forfeiture:** Terminated members forfeit all rights, privileges, and interest in Chapter assets.

Section 8 – Liability for Dues

1. Membership termination does not relieve financial obligations. Members with unpaid dues or fees may not be re-admitted without full payment.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers

The Board manages and controls the Chapter's affairs, property, and business, including policy, financial oversight, and organizational direction.

Section 2 – Composition

The Board consists of nine (9) Executive members: President, Vice President, Secretary, Treasurer, Immediate Past President, and four (4) Director Chairs (Programs & Education, Government Relations, Membership, Communications & Sponsorship, Technology, Venue & Meals).

Section 3 – Terms & Eligibility

- Directors serve two-year terms starting January 1.
- Must be in good standing with at least one year of membership.

Section 4 – Meetings

- **Regular Meetings:** Scheduled by the President.
- **Special Meetings:** Called by the President or any three (3) Directors.
- **Notice:** Thirty (30) days for regular meetings, three (3) days for special meetings; via email.

Section 5 – Quorum & Voting

- Majority of voting Directors constitutes a quorum.
- Actions require a majority of Directors present.
- Actions may be taken without a meeting if signed by a majority of Directors.

Section 6 – Resignation, Removal, and Vacancies

- Directors may resign in writing; effective upon receipt unless otherwise specified.
- Removal requires a majority vote for dishonesty, fraud, or misrepresentation.
- Vacancies filled by the Board for the remainder of the term.

ARTICLE V – OFFICERS

The officers are: President, Vice President, Secretary, Treasurer, and Immediate Past President.

1. **President:** Chief executive, presides over meetings, principal spokesperson, appoints committee chairs, ex officio on all committees.
2. **Vice President:** Acts in absence of President and performs duties as assigned.
3. **Secretary:** Maintains records, provides meeting notices, and attends meetings.
4. **Treasurer:** Maintains financial records, deposits funds, reports financial status, and signs checks as authorized.
5. **Immediate Past President:** Advises and ensures continuity.
 - Officers are elected for two-year terms, except Immediate Past President, who serves following their Presidential term.
 - Vacancies filled by the Board.

ARTICLE VI – COMMITTEES

- The President may establish standing or ad hoc committees.
- Chairs appointed by President; President and Vice President serve ex officio.
- Vacancies filled like original appointments.
- Quorum: majority of committee members; majority vote governs decisions.

ARTICLE VII – ELECTIONS

Nomination Procedure:

- Nominations are accepted at the **June membership meeting**.
- All nominees must be members in good standing and provide consent to serve.
- Nominations may be submitted to the President or via an anonymous survey sent to chapter members on a weekly basis during the nomination period.

Election Procedure:

- The **formal election period** begins in **August**. Ballots, along with candidate biographies, will be distributed to all chapter members via an anonymous survey.
- Voting closes at the end of **September**.
- The nominating committee tabulates results and verifies outcomes.
- In **October**, nominees are notified of election results, and acceptance letters are collected by the President.
- The newly elected Board is **announced at the November chapter meeting**.

Election Timeline Summary:

1. **June:** Nominations open; submissions accepted via President or anonymous survey.
2. **July:** Nominations close; President confirms each nominee's willingness to serve.
3. **August:** Formal voting begins for all chapter members.
4. **September:** Voting closes.
5. **October:** Nominees are notified; acceptance letters collected.
6. **November:** New Board announced at monthly chapter meeting.

ARTICLE VIII – FISCAL YEAR

The fiscal year begins January 1 and ends December 31.

ARTICLE IX – BOOKS AND RECORDS

The Chapter maintains accurate financial records and minutes of Board and committee meetings.

ARTICLE X – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. **Contracts:** Authorized officers or agents may enter into agreements on behalf of the Chapter.
2. **Checks:** Signed by authorized officers; absent designation, the Treasurer signs.
3. **Deposits:** Funds deposited in approved financial institutions with Board approval.
4. **Acceptance of Funds:** Board may accept contributions, gifts, or other funding.

ARTICLE XI – INDEMNIFICATION

Directors, officers, employees, and agents are indemnified against legal costs, judgments, fines, and settlements incurred in connection with their service, to the extent allowed by law. No indemnification occurs until the Board has received legal counsel's opinion confirming legality.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of members present at a meeting called for that purpose, provided notice of proposed changes is given at least fifteen (15) days in advance.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules in the most recent edition of **Robert's Rules of Order Newly Revised** govern all Chapter proceedings, except when inconsistent with these Bylaws.

CHANGE LOG– Utah Chapter Bylaws Update

Chapter: Utah Chapter, Global Business Travel Association

Prepared By: Melissa Johnson – President

Date of Update: September 22, 2025

Review & Approval Timeline:

- **First Review by UBTA Board:** September 22, 2025
- **Additional Updates:** TBD
- **Final Vote by UBTA Board:** October 10, 2025
- **Submission to GBTA for Final Review & Upload:** TBD

Article / Section	OLD Bylaws	New Bylaws	Change / Update
Article I – Name and Location	Name only: “THE UTAH CHAPTER OF THE GLOBAL BUSINESS TRAVEL ASSOCIATION”	Name with incorporation statement under Utah law; principal office defined	Added legal clarity and location specification
Article II – Purpose / Objectives	“Promote common business interests of individuals and businesses engaged in business travel”	Expanded objectives: professional development, vendor-member communication, advocacy, and Board discretion	Broader, more professional, detailed objectives
Article III – Membership – Classes	Direct, Allied, Honorary, Student/Educator	Direct, Allied, Honorary, Academic (Student and Educator separately)	Clarified Academic membership; renamed section; expanded definitions
Membership – Voting Rights	Direct and Allied vote; others do not	Same, with clear separation of voting vs non-voting members	Wording clarified; emphasis on voting privileges
Membership – Ownership	Membership owned by corporation; replacement allowed if employment changes	Same, added wording for up to 3-month extension for unemployed members	Clarified temporary extension
Membership – Applications & Dues	Applications approved by Board; dues amounts set by Board; suspension and termination for delinquency	Same, clarified deadlines for suspension and termination, added formatting	Wording clarified and made more concise
Membership – Meetings	Monthly, quorum ½ of voting members, notice 15 days, special meetings 21 days, attendance rules, non-member attendance	Same structure, expanded RSVPs, substitutes, and non-member attendance rules; slightly professionalized wording	Added clarity on meeting procedures and attendance
Membership – Termination & Liability	Resignation, nonpayment, expulsion; forfeiture of rights; dues liability	Same rules, reworded for clarity; emphasized financial obligations	Wording streamlined

Article / Section	OLD Bylaws	New Bylaws	Change / Update
Article IV – Board of Directors – General Powers & Membership	9 members, specific committee chairs named; broad Board powers	Same, added eligibility (1 year membership), clarified term start	Added eligibility requirement, minor formatting changes
Board – Meetings & Notice	President sets meetings; regular 30 days notice, special 3 days; quorum majority; informal action allowed	Same, streamlined language, included email notice, quorum, voting, informal action	Consolidated procedural rules
Board – Resignation, Removal, Vacancies	Detailed procedures for resignation, removal for dishonesty, fraud, misrepresentation; vacancies filled by Board	Same, wording streamlined, concise and professional	Minor rewording
Article V – Officers	President, VP, Secretary, Treasurer, Immediate Past President; detailed duties, election, resignation, removal, vacancy	Retained roles and duties; duties condensed under Board/Committee framework; election and vacancy rules kept	Consolidated officer duties, retained essential responsibilities
Article VI – Committees	President may designate committees; chairs appointed; vacancies filled; quorum and voting defined	Same, added ex officio roles of President and VP	Minor rewording, clarified ex officio participation
Article VII – Elections	Nomination and election process detailed by month, ballots, biographies, committee tabulation	Streamlined but maintains July nomination, September ballots, November results; consent of nominee added	Process professionalized and concise
Article VIII – Fiscal Year	January 1 – December 31	Same	No change
Article IX – Books and Records	Financial records and Board/committee minutes	Same, wording updated	Minor wording change
Article X – Contracts, Checks, Deposits, Funds	Authorizations, check signing, deposits, acceptance of contributions	Same, clarified officers authorized, streamlined language	Wording clarified
Article XI – Indemnification	Directors/officers/employees indemnified; legal counsel opinion required	Same, wording updated; emphasizes legality	Professionalized language
Article XII – Amendments	Two-thirds vote, notice 15 days; electronic vote allowed	Same vote and notice; electronic vote omitted	Minor procedural change: electronic vote removed
Article XIII – Parliamentary Authority	Robert’s Rules of Order	Updated to Robert’s Rules of Order Newly Revised	Wording updated for current standard
Limitation on Chapter Activities (OLD Article XI)	Chapter shall not rate, endorse, or certify suppliers	Removed / integrated under general purpose	Content consolidated into objectives and governance language
Officer Duties (OLD Article V detailed)	Detailed duties per officer	Condensed under Board and Committees	Duties retained but streamlined for professional clarity
Electronic Voting (OLD Article XIV)	Allowed for bylaw amendments	Removed	Simplified amendment procedure
Formatting / Professionalism	Plain language, older style	Modern professional structure, clear headings, numbering, consistent language, legal clarity	Overall modernization and professional polish

Article / Section	OLD Bylaws	New Bylaws	Change / Update
Membership Dues	Board of Directors sets initiation fees.	Update verbiage to GBTA & CPC	GBTA Board of Directors sets initiation fees, annual dues, and other charges through direction of the CPC. Any additional fees would be under the direction of the local chapter executive board.