

SVBTA CONSTITUTION – Updated November 10, 2011

Article I. Name

Section 1.01

The name of this association shall be SVBTA (Silicon Valley Business Travel Association)

Section 1.02

The area of operation of this Association shall be all Silicon Valley counties.

Article II. Object

Section 2.01

The purpose of this Association shall be:

- (a) To provide opportunities for communication between business travel suppliers and representatives of corporations, associations, government agencies and other business organizations whose primary responsibility either is to (1) procure business travel services for employees of the organization, or (2) promulgate and administer travel policies for the organization (“Corporate” members).
- (b) To represent the members of this Association on issues which affect business travelers and their employer organizations.
- (c) To obtain and circulate among the members of this Association statistical and trade information of value to members.
- (d) To advance the knowledge and professionalism of its membership through programs, publicity, lectures, seminars and other educational means.

The above purposes are illustrative only, and it shall be within the powers of the Board of Directors of this Association to deal with such matters which, in its judgment, are of benefit to its members, incidental to the powers expressed within. The Association shall be non-profit and shall not be used for the pecuniary gain or profit of any member.

Article III. Membership

Section 3.01

Membership in the Association shall be open to all individuals engaged in business travel, transportation and associated activities, and interested in furthering the study and solutions of problems encountered in such activities.

Section 3.02

Membership shall consist of personnel whose duties are management and coordination of business travel activities and to suppliers thereof; e.g., car rentals, airlines, hotels, motels, travel management companies or agencies, or any company selling goods and services specifically for, or related to, the travel, tourism, and hospitality industry.

Section 3.03

The number and definition of membership classes shall mirror those set forth in the GBTA Bylaws and shall be automatically updated to match any changes to the Bylaws. Members belonging to classes involved in monitoring and reporting as press media, or designated as academic, honorary or retired members based on their qualifications (“Ineligible” members), shall not have voting rights, and may not hold elective office, but may serve on Committees, but not as Director or Chair (all other membership classes shall be considered “Eligible” members).

Article IV. Officers and Board of Directors

Section 4.01

The Board of Directors shall consist of the following: a Chairman, who shall be the immediate past President and has properly fulfilled that term; the President; the Vice President; the Secretary; the Treasurer; the Membership Director; the Programs Director; the Public Relations Director; up to two (2) Directors elected from the Eligible membership class covering Corporate members; and up to two (2) Directors elected from the other Eligible membership class not covering Corporate members. The number of Board of Directors shall be flexible; however there shall always be a minimum of five (5) members.

Members of the Board shall serve for a period of two (2) years. If the previous President is unwilling or unable to fulfill the role of Chairman, then the office of Chairman will remain vacant until the following election. If an incumbent board member is unable to fulfill his/her obligations, a sixty (60) day notice should be provided, if possible, to allow the Board sufficient time to confirm a replacement as specified in Section 4.04.

Section 4.02

The officers of the Association shall consist of a Chairman, a President, a Vice President, a Secretary and a Treasurer. The President and at least one other officer must be a member of GBTA. The terms of these positions are two (2) years, unless the incumbent is unable to fulfill his/her obligations. In this event, a sixty (60) day notice should be provided, if possible, to allow the Board sufficient time to confirm a replacement as specified in Section 4.04.

Section 4.03

The offices of President and Vice President may be held by any member of an Eligible membership class; however, one of the above offices must be held at all times by an individual of the Eligible membership class covering Corporate members. In the event the office of Vice President becomes vacant while the office of President is held by an individual of the other Eligible membership class not covering Corporate members, then the President shall appoint one of the Directors elected from the Eligible membership class covering Corporate members to serve as acting Vice President until a replacement is confirmed as specified in Section 4.04.

Section 4.04

If any officer, other than President or Chairman, or elected or appointed Director is unable to complete their term of office, the vacancy shall be filled for the balance of the term with a member in good standing, who is nominated by the President and approved by a majority of the Board of Directors.

Article V. Departments, Committees and Task Forces

Section 5.01

Departments are led by Directors that are either elected by the membership or appointed by the Board. Functions and responsibilities of the Directors are:

Membership Director: Reviews applications for minimum membership requirements specified in Article III. Maintains current membership roster. Sends out membership information to new and potential members. Is elected and required to attend Board meetings.

Programs Director: Recommends program topics, speakers, and venues to the Board for the calendar year. Responsible for contracting speakers and venues, meal selection and travel arrangements, if necessary. Is elected and required to attend Board meetings.

Public Relations Director: Responsible for marketing the organization through the local and national media for the purpose of promoting knowledge of and membership in the organization. Purchases media advertising as approved by the Board. Is elected and required to attend Board meetings.

Business Development (Fundraising) Director: Primary responsibility for sponsorship and marketing of the various fundraising events and any meetings / promotions as required by the Board. Required to report status updates to the Board at monthly meetings. Is appointed and required to attend Board meetings.

Community Initiatives Director: Responsible for presiding over the planning, direction, management, marketing, budgeting and execution of all community initiatives. Will provide regular status updates to the Board at monthly meetings. Is appointed and required to attend Board meetings.

Education/Professional Development Director: Responsible for the biennial Education Day and any other educational or professional development offers by the Association, as well as the scholarship program. Is appointed and required to attend Board meetings.

Golf Director: Oversees planning and management of annual golf fund raising event. Responsible for solicitation of sponsorships and tournament awards. Is appointed and required to attend Board meetings.

Government Relations Director: Serves as the chapter's GBTA Government Relations Liaison. Responsible for communicating GBTA Action Alerts, relevant and current items as supported and presented by GBTA. Is appointed and required to attend Board meetings.

Technology Director: Ensures current website content and ease of use. Regularly liaises with site Webmaster and Administrative Services. Facilitates website changes and modifications. Is appointed and required to attend Board meetings.

Section 5.02

Standing department committees are managed by directors, who are elected by the membership or appointed by the Board. Directors may appoint Chairs to oversee department committees and represent the department at any board meetings the Director is unable to attend. Chairs are not voting Board members. Standing Committees include:

- Business Development Committee
- Community Initiatives Committee
- Education Committee
- Golf Committee
- Membership Committee
- Programs Committee
- Public Relations Committee
- Scholarship Committee
- Technology & Social Media Committee

Section 5.03

Other standing committees are administered by Officers:

Association Governance Committee: Shall be led by the Association Secretary and will be required to review and update the Association's Constitution and By-Laws at least once during each term of the Board of Directors, or in greater frequency, if deemed necessary.

Audit Committee: Chair is nominated by the Vice President and approved by a majority of the Board of Directors, and does not attend Board meetings. Selects and manages a committee of at least two (2) additional members responsible for quarterly audits of the Association's financial statements.

Executive Committee: Shall be chaired by the President and consist of the Vice President and Chairman. The Executive Committee is responsible for setting the overall strategy for the Association and addressing all issues related to the Board of Directors.

Finance Committee: Shall be led by the Treasurer and include a Deputy Treasurer, appointed by the Treasurer. This committee will be responsible for creation of the baseline annual budget for the Association, and the creation and management of special event budgets.

Nominating Committee: The Committee shall be appointed by the Chairman of the Board of Directors who will serve as Committee Chair. In the absence of a Chairman, the President shall appoint a Board member to convene and chair the Nominating Committee, which shall consist of at least three (3) voting Association members to solicit potential candidates, contact nominees and submit a candidate slate to the Board of Directors.

Section 5.04

Additional committees shall be appointed as necessary by the President, subject to the approval of a majority of the Board of Directors.

Section 5.05

The President shall have the authority to appoint task forces to review or investigate Association topics.

Article VI. Conflict of Interest

Section 6.01

In order to circumvent controversial issues within our industry, only elected Board members shall speak or act as representatives of the Association.

Section 6.02

No member shall present bias in the participation of a program for the general membership on the value of his/her company products or services. Such activity, pending investigation of the Board, shall be grounds for removal from membership.

Article VII. Amendments

Amendments to the Constitution or the Bylaws of this Association shall be made by a two-thirds (2/3) ballot vote of the members responding. No proposition to amend shall be acted upon unless written notice thereof has been given in writing to the Secretary at least forty-five (45) days prior to the vote. A

copy of such proposition shall be sent to the Association membership in writing at least thirty (30) days before the amendment is to be voted upon.

BY-LAWS – Updated November 10, 2011

Article I. Meetings

Section 1.01

Regular meetings shall be held at least quarterly on the second (2) Thursday of the month, unless changed by order of the President and subject to the approval of a majority of the Board of Directors.

Section 1.02

The Secretary shall call a special meeting upon the direction of the President subject to the approval of a majority of the Board of Directors, or upon the written request by fifty (50%) percent of the voting members. No business shall be transacted at a special meeting except that for which notice was given.

Section 1.03

Notice of a special meeting shall be provided in writing at least thirty (30) days in advance. Notice of annual and regular meetings shall be provided in writing at least fifteen (15) days in advance.

Section 1.04

One-third (1/3) of the voting membership shall constitute a quorum for the transaction of business at any meeting. For electronic votes, one-third (1/3) of the voting membership must respond by the deadline.

Section 1.05

Eligible non-members may attend a maximum of three (3) meetings per calendar year either on their own or as a member's guest.

Article II. Memberships

Section 2.01

Application for membership shall be made on a form provided for that purpose accompanied by the prescribed membership dues and submitted to the Membership Director. All applications shall be referred to the Board by the Membership Committee for approval and/or rejection if the application fails to meet the qualifications prescribed by the Constitution or By-Laws of the Association. Upon approval of membership, each Eligible member shall be entitled to one (1) vote on each matter submitted to the members. Proxy voting is not allowed. To vote, an Eligible member must be in good standing.

Section 2.02

If the conduct of a member shall appear to either the Membership Committee or the Board of Directors to be disorderly or to be prejudicial to the welfare or good name of the Association, or if any member conducts himself/herself in any manner not authorized by, or in violation of the Constitution or the By-

Laws of the Association, he/she may be subject to censure, suspension or termination at the direction of the Board of Directors or by a majority vote of the members of the Association.

Section 2.03

Upon written request signed by the terminated member and filed with the Director of the Membership Committee, the Board of Directors, by the affirmative vote of the majority, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 2.04

Any member may voluntarily terminate their membership by filing a written resignation with the Secretary. Any member who voluntarily resigned from the Association while in good standing may be considered for reinstatement to membership as prescribed in Section 2.01 of this Article. The Association will make no refunds of membership dues or assessments accepted from a member.

Section 2.05

Annual memberships are renewable each year in the month the original application was approved.

Section 2.06

An individual in the membership class covering Corporate members in good standing, upon retirement from his/her regular business pursuits, on a full-time basis is eligible for the membership class covering retired members.

Section 2.07

Honorary lifetime members may be nominated by the Association membership and will be reviewed by the Board of Directors based on the following criteria:

- Exceptional contribution to the advancement of the Association Chapter over a minimum period of 10 consecutive years or more of service
- Performance of a distinguished public service in support of Association or which promotes value to the business travel industry overall
- Unanimous approval by voting members of the Board of Directors. Balloting shall be confidential.

Once appointed, these members shall be exempt from payment of yearly dues but will be required to pay for monthly meeting or special event attendance. Honorary lifetime members will not be eligible to vote or hold office but may serve on committees, and must observe all by-laws set out for the chapter members.

Section 2.08

The Board of Directors reserves the right to terminate the membership of any member who no longer qualifies for one of the classes of membership specified in Section 3.03 of the Constitution. Moreover, no portion of either company or personally paid annual membership dues related to memberships terminated under this section shall be refundable.

Article III. Dues

Section 3.01

The basis and rates of annual dues shall be established by a vote of a majority of the Board of Directors, and shall not exceed a ten percent (10%) annual increase without a majority vote of the membership responding.

Section 3.02

Dues shall be payable annually in the month the original application was approved for each member, but no later than sixty (60) days after the anniversary month.

Section 3.03

If the membership dues are paid directly by the member's employer, or paid by the member and reimbursed by the employer, then that employer has the right of ownership of the membership and can elect to transfer the remaining tenure of the membership to another employee of the same company for a transfer fee. If a transfer is made, then the individual member must reapply for new membership and qualify for one of the classes of membership referenced in Section 3.03 of the Constitution.

If the member becomes unemployed, their membership automatically converts to the membership class not covering Corporate members, and if their recent employer does not request a transfer of membership, then the individual member may retain their membership for the remainder of their membership year. Upon their membership renewal date, the member may renew as a non-Corporate member if unemployed for under one year or self employed, or as an Eligible member if employed by a company defined in Section 3.03 of the Constitution. Any Corporate member who is unemployed for more than one (1) year, shall be assigned to the membership classification covering retired members.

Article IV. Duties of the Officers and Services Administrator

Section 4.01

The President of the Association shall be the principal executive officer and shall in general supervise and control all of the business and affairs of the Association. The President shall chair the Executive Committee and preside at all meetings. The President shall keep a record of all materials which will be turned over to the succeeding administration and receipt obtained to be kept by the Association Secretary as a permanent record.

Section 4.02

The Vice President shall preside over all meetings when the President is not present. The Vice President shall assist the President in carrying out the responsibilities to the Association. In the event of a vacancy in the office of President, the Vice President shall become President for the unexpired portion of the term. The Vice President nominates the Audit Committee Chair and serves as the Board's Audit Committee liaison.

Section 4.03

The Secretary shall help prepare agendas and ensure that proper notice is distributed to each member prior to the monthly meeting and any special meetings. The Secretary shall also see that accurate records are kept on all members, and keep and preserve a record of the proceedings of the Association. The Secretary shall be responsible for overseeing the correspondence of the Association and keeping of accurate meeting record and minutes, and shall convene and chair the Association Governance Committee.

Section 4.04

The Treasurer shall be the Association's liaison with the paid Services Administrator and shall be responsible for overseeing the deposit of all funds, payment of all invoices, ensuring that all appropriate records are maintained and report on the financial condition of the Association at all meetings of the Board. The Treasurer shall chair the Finance Committee. In the event the office of Treasurer becomes vacant, the President shall appoint a Board member to liaise with the Services Administrator until a replacement has been confirmed as specified in Section 4.04 of the Constitution. At the expiration of the term of office, all books, notes and other property shall be subject to audit. In the absence of a successor, the Treasurer shall deliver all properties to the President.

Section 4.05

The Chairman of the Board shall preside over all meetings when both the President and the Vice President are not present, and shall convene and chair the Nominating Committee.

Section 4.06

The Association's paid Services Administrator will keep SVBTA website current with information on meetings and Association activities and ensure that proper notice is distributed to each member prior to the monthly meeting. The Services Administrator also shall be responsible for the deposit of all funds, payment of all invoices, monitoring of attendance at monthly meetings and maintaining all appropriate records.

Article V. Duties of the Board of Directors

Section 5.01

The affairs of the Association shall be governed and managed by the Board of Directors. They shall meet at least once every quarter. A majority of the members of the Board shall constitute a quorum.

Section 5.02

Any Board member who fails to attend two (2) consecutive Board meetings shall automatically forfeit their membership to the Board after notification by the Secretary, unless such failure is excused by the Board at the next meeting thereafter. Board members who are unable to attend are required to notify the Secretary, in writing, at least twenty-four hours prior to the meeting. Board members are required to attend the entire Board meeting. If the conduct of a Board member shall appear to be detrimental to the

Board of Directors, they may be subject to censure, suspension or removal by a two-third (2/3) vote of the Board of Directors.

Section 5.03

Every meeting of the Board shall be called to order by the President, or in his/her absence, the Vice President, followed by the Chairman of the Board or in the absence all three, the Treasurer.

Section 5.04

If the Secretary is not present at the Board meeting, the President or presiding officer shall appoint an Acting Secretary to carry out the duties of the Secretary and record the minutes.

Section 5.05

The Board shall issue and amend Standard Operating Procedures as necessary to provide standardized guidance on the day-to-day processes & procedures of the Board.

Article VI. Biennial Elections

Section 6.01

The Nominating Committee will solicit all voting members of the Association, in writing by the twentieth (20th) day of September, to submit eligible candidates with a deadline of submission to be within five (5) working days. The Nominating Committee will select from these recommendations a slate consisting of one or more candidates for each of the various offices. The Nominating Committee must personally contact all within ten (10) working days to verify acceptance of an office, if elected. A final slate of nominees and the offices for which they have been nominated shall be presented to the membership by written ballot within five (5) working days of the previous deadline. Ballots shall be returned to the Secretary by the twenty-fifth (25th) day of October, after which time the results of the election shall be announced no later than the last working day of October. All elected officers are elected for a two (2) year term commencing on 2nd day of the first month of the new year following the election.

Section 6.02

No individual member may run as a candidate for more than one office within the same biennial election. Any elected officer of the board may assume the duties of a second office in addition to their own, only by nomination by the President and approval of a majority of the Board of Directors. The elected officer may occupy two or more offices, but only one vote.

Article VII. Parliamentary Procedures

The latest available edition of Robert's Rules of Order shall govern the procedures at all meetings of the Association.

Article VIII. Indemnification

Any present or former Director, Officer, employee, or agent of the Association, or other such persons designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Association against all judgments, fines, settlements, and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason of his being or having seen such a Director, Officer, employee, or agent, to the greatest extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advances.