

GBTA Bylaws Amendment Proposal 2013

In accordance with Article XVII – Amendments to the Bylaws of the Global Business Travel Association (GBTA) Bylaws, we the undersigned are submitting this proposal to amend the Bylaws. The following is an explanation of the proposed changes. As required, the amendatory language is present for review. The proposed amendments are being submitted the requisite 90 days prior to the 2013 Annual Convention to be held in San Diego, California with the expectation that the proposed amendments be presented to the Direct Members of GBTA for a vote.

In 2006 GBTA (then known as the National Business Travel Association - NBTA) voted to make a major change in the composition of the Board of Directors. The Bylaws were amended to include Allied Member representation on the Board. Historically, GBTA has always been a Direct Member run organization. The vote by the Direct Membership to include Allied Member representation was a milestone in how GBTA was organized and run. Recognition of the Allied contributions to GBTA was an extremely important step toward a more robust Association.

The Board of Directors is composed of fourteen members. There are nine Direct Members, two appointed Allied Members, two elected Allied Members, and one non-voting member. The positions are listed as follows:

- Immediate Past President – Direct Member
- President – Direct Member
- Vice President – Direct Member
- Executive Director – Non-voting
- CPC President – Direct Member
- Allied Leadership Council President – Allied Member
- Allied Leadership Council Vice President – Allied Member
- Five Directors at Large - Direct Members
- Two Allied Member Directors – Allied Members

Since the change to an Allied inclusive Board, one Allied Member has been elected every other year for a two year term each. Thus, there is continuity to the two elected positions on the Board. However, the Board has two non-elected positions represented by two appointed Allied members from the Allied Leadership Council. The Association President appoints the President of the Allied Leadership Council and the Allied Leadership Council President appoints the Vice President. We do not believe that the Board should have any unelected members. In order for the Allied members to be more equitably represented and to give greater opportunity to more Allied Members to be represented, we are proposing that the Allied Leadership Council be abolished and replaced by four elected Allied Member Directors on the Board of Directors. The Allied Leadership Council has no equivalent group on the Direct Member side. The Board would have a more inclusive representation if there were four elected members giving a more varied

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composition and experience to the Board. Every year two new members would be elected by the Allied membership for two year terms.

Bylaw amendments require a vote of the Direct Membership. Two thirds (2/3) of a quorum of Direct Members must vote in the affirmative to approve Bylaw changes. We are proposing that a vote be taken at the 2013 Annual Convention to determine the merits of these Bylaw amendments. In accordance with the Bylaw rules governing the election of GBTA officers and directors, we request that the results of the entire ballot (including these Bylaw amendments) be audited by an independent third party.

Should this proposal be successful, the Bylaw amendments would be effective and implemented in 2014. Two Allied Member Directors would be elected at the Annual Conventions in 2014 and 2015 and so forth each year thereafter.

Proposed Amendments to the GBTA Bylaws

Annual Convention

San Diego, California

2013

Current Bylaw:

Article III – Members

2. Voting Rights. Each direct member shall have one (1) vote in all matters to be voted on by the Members. Allied Members shall have no voting rights; except that Allied Members shall have a vote to elect the two (2) Allied Members to the Board of Directors. In addition, Allied Members may vote on matters referred by the Council of Allied Leadership. Press Members, Academic Members, Honorary Members and Retired Members shall have no voting rights.

Proposed Change to Bylaw:

Article III – Members

2. Voting Rights. Each Direct Member shall have one (1) vote in all matters to be voted on by the Members. Allied Members shall have no voting rights; except that Allied Members shall have a vote to elect four (4) Allied Members to the Board of Directors. Press Members, Academic Members, Honorary Members and Retired Members shall have no voting rights.

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Current Bylaw:

Article IV – Board of Directors

2. Membership.

(b) Composition.

(1) By Right. The following four (4) individuals shall serve as Directors of the Association by right: (i) the Immediate Past President; (ii) the President of the Allied Leadership Council; (iii) the Vice President of the Allied Leadership Council; and (iv) the President of the Chapter Presidents’ Council (each of those four (4) constituting a “By Right Director” and together the “By Right Directors”).

(3) By Allied Member Vote. Two (2) individual Allied Members (“Allied Member Director”) shall be elected by the Allied Members.

Proposed Change to Bylaw:

Article IV – Board of Directors

2. Membership.

(b) Composition.

(1) By Right. The following two (2) individuals shall serve as Directors of the Association by right: (i) the Immediate Past President; and (ii) the President of the Chapter Presidents’ Council (each of those two (2) constituting a “By Right Director” and together the “By Right Directors”).

(3) By Allied Member Vote. Four (4) individual Allied Members (“Allied Member Director”) shall be elected by the Allied Members.



Current Bylaw:

Article IV – Board of Directors

4. Terms. At Large Directors shall serve terms of three (3) years, while Allied Member Directors shall serve terms of two (2) years, and those terms shall begin at the close of the Annual Convention at which that Director’s election is announced. The term of an At Large Director will end at the close of the third Annual Meeting succeeding that At Large Director’s election. The term of an Allied Member Director will end at the second Annual Meeting succeeding that Allied Member Director’s election.

No Director may serve or participate on the Board more than two (2) consecutive terms, but is eligible to serve again after not serving on the Board for one (1) year after the completion of two (2) consecutive terms.

At Large Directors may serve as President or Vice President for only one (1) term with the exception of the Immediate Past President who shall only serve a single two (2) year term as Immediate Past President, the President of the Chapter Presidents’ Council, the President of the Allied Leadership Council and the Vice President of the Allied Leadership Council shall each sit for two (2) terms as Directors for so long as such individuals occupy their respective President or Vice President position on such Councils.

Proposed Change to Bylaw:

Article IV – Board of Directors

4. Terms. At Large Directors and Allied Member Directors shall serve terms of two (2) years, and those terms shall begin at the close of the Annual Convention at which that Director’s election is announced. The terms of both At Large Directors and Allied Member Directors will end at the close of the second Annual Meeting succeeding that At Large Director’s or Allied Member Director’s election.

No Director may serve or participate on the Board more than two (2) consecutive terms, but is eligible to serve again after not serving on the Board for one (1) year after the completion of two (2) consecutive terms.

At Large Directors may serve as President or Vice President for only one (1) term with the exception of the Immediate Past President who shall only serve a single two (2) year term as Immediate Past President. The President of the Chapter President’s Council may sit on the Board for two (2) consecutive two (2) year terms.

Current Bylaw:

Article VII – Councils, Committees and Task Forces

2. Councils. The Councils shall represent the interests of the Members, provide a forum for discussion, and serve as a mechanism for bringing their interests and concerns to the attention of the Directors. Unless otherwise determined by the Board, there shall be the following three Councils: the Allied Leadership Council, the Chapter Presidents’ Council, and the Legislative Advisory Council. In addition, the Board may create such councils as it deems necessary or appropriate to carry out the purposes of this Association.

(a) Allied Leadership Council. This Council shall consist of designated representatives of Allied Members. The President of the Association shall appoint an Allied 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.

Proposed Change to Bylaw:

Article VII – Councils, Committees and Task Forces

2. Councils. The Councils shall represent the interests of the Members, provide a forum for discussion, and serve as a mechanism for bringing their interests and concerns to the attention of the Directors. Unless otherwise determined by the Board, there shall be the following two Councils: the Chapter

Presidents' Council and the Legislative Advisory Council. In addition, the Board may create such councils as it deems necessary or appropriate to carry out the purposes of this Association.

***(a) Allied Leadership Council.** Abolish this Council and replace it with two (2) elected Allied Member Directors in place of the current two (2) appointed Allied Member Directors. The total number of Directors serving on the Board would remain fourteen (14).*

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Current Bylaw:

Article VII – Councils, Committees, and Task Forces

2. Committees. ...

(b) Membership Committee. The Membership Committee shall be composed of the President, the Vice President, the Vice President of the Allied Leadership Council, 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.

Proposed Change to the Bylaw:

Article VII – Councils, Committees, and Task Forces

2. Committees. ...

(b) Membership Committee. The Membership Committee shall be composed of the President, the Vice President, the Executive Director (who shall have no vote), and an Allied Member Director elected by the Board. 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.