

MISSOURI TRAVEL COUNCIL

BYLAWS

ARTICLE 1 - ORGANIZATION

Section 1. Name

The name of this organization is the Missouri Travel Council.

Section 2. Domain

- a. The Domain of the Council shall be the State of Missouri.
- b. The principal office for the transaction of the business of the Council is hereby fixed and located in Jefferson City, Missouri by authority of the council Board of Directors.
- c. The Council shall be incorporated under the General Not-For-Profit Corporation Act of Missouri.

Section 3. Purposes and Functions

- a. The purposes of the Council shall be as follows:
 1. To assist organizations, agencies, and businesses interested in or engaged in the development and promotion of travel industry in the furtherance of those interests.
 2. To provide a coordinating agency for the promotion of honorable and harmonious governmental and public relations for the travel industry in Missouri and to deal with business matters of mutual or common interest including, but not limited to the promotion of Missouri as a vacation and convention state.
 3. To provide the means of effective liaison with governmental agencies, the state legislature, and the Missouri Tourism Commission.

ARTICLE II - MEMBERSHIP

Section 1. Membership Categories

- a. The Board shall have the authority to establish classifications of membership which shall be deemed to be in the best interest of, and to further the goals of the Council. Membership in the Council shall be determined by the Board of Directors and their decision shall be final.
- b. Any person, business, association, or business organization, which in any manner may be engaged or interested in the promotion of the travel industry of the State shall be eligible for membership in this Council.
- c. Non-resident members are non-voting members with limited privileges.

Section 2. Removal of Membership

The Board, in a regular or special meeting, may determine that a Member has committed a violation of the Bylaws and may take action as deemed advisable; provided, however, that a written notice of the proposed action of the Board of Directors is mailed to the member subject to such action requesting his/her appearance before the Board to show why the action should not be carried out.

Section 3. Regional Chapters

The geographical areas as identified by the Missouri Tourism Commission effective April 1, 1980 and the amendment effective August 24, 1990 shall serve as the Council's regional chapters and are identified as follows:

1. The Pony Express Region Travel Council,
2. The Mark Twain Region Travel Council,
3. The Kansas City Region Travel Council,
4. The Lake of the Ozarks Region Travel Council,
5. The St. Louis Region Travel Council,
6. The Ozark Mountain Region Travel Council,
7. The Ozark Heritage Region Travel Council,
8. The River Heritage Region Travel Council,
9. The Osage Lakes Region Travel Council, and
10. The Chariton Valley Region Travel Council.

ARTICLE III - AUTHORITY

Section 1. Rights and Powers

- a. The Board of Directors shall manage, direct, control, and administer the property, affairs, and business of the Council; shall put into effect all general policies, directions, and instructions adopted at the Annual Meeting or special meetings; and shall act for the Council in all matters within the jurisdiction granted by the Officers and the Board by these Bylaws and the Membership. The Board shall approve the Annual Budget. Any deviation from the Annual Budget must have the approval of the Executive Committee. No Officer, Director, Committee, or Committee Member of the Board may incur any financial obligation for the council without first having obtained the approval of the Executive Committee and its authority to act for the Council.
- b. The Board of Directors shall not adopt any rule or regulation which in any manner shall stifle competition, limit promotion, restrain trade, or regulate prices
- c. The Board of Directors shall not adopt coercive measures of any kind or practice to induce membership in the Council.

ARTICLE IV - MEETINGS OF THE COUNCIL

Section 1. Annual Meeting

- a. There shall be an Annual Meeting of the Council for the purpose of familiarizing the members of the events which have transpired during the past year and transacting any other business which may properly come before it.
- b. The Annual Meeting shall be held on date as set forth by the Board of Directors.
- c. A notice of the Annual Meeting, including business to be conducted, shall be mailed to every Member not less than thirty (30) calendar days before the date fixed for the meeting.
- d. When possible, Regional_Caucuses will be held immediately prior to the Annual Meeting to provide a forum for discussion of regional concerns.

Section 2. Voting

- a. A Missouri Travel Council Member shall be considered a Voting Member if said Member's dues are paid to date and said Member is in good standing with the Board of Directors.
- b. Members may authorize others to act for them by proxy. All proxies shall be in writing and signed by the member. All proxies shall be submitted to the Executive Director fifteen days prior to the membership meeting at which the proxy is to be exercised.

- c. The President, or presiding officer of the Annual Meeting in the President's absence, shall not have a vote, but will cast a single deciding vote in case of a tie.

Section 3. Special Meetings

Special Meetings of the membership of the Council shall be held whenever such a meeting is called by (a) a vote of a majority of the members at a meeting of the Council; (b) a two-thirds vote of the entire membership of the Board; (c) resolutions adopted by a majority of the regional chapters; or (d) a written petition to the Board signed by not less than 25 percent of eligible voting members. The proposal must cite the purposes of the meeting. The Board shall call a Special Meeting for the purposes set out in the proposal within forty-five (45) days after the proposal is received. A notice of the meeting shall be mailed to every member not less than thirty (30) calendar days before the date fixed for the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition

There shall be a Board of Directors with a minimum of twenty-five persons consisting of two persons elected to the Board from each of the ten regions of the state and the persons holding the offices of President, President-Elect, Secretary, Treasurer, and the Immediate Past President of the Council. Any region with a membership of more than 40 can elect one additional Director to serve on the board. Committee chairs who are not already serving on the Board will also be considered voting members of the Board of Directors during their terms as committee chairs. Each person on the Board shall have one vote except for the President who will cast a vote only to make or break a tie.

Section 2. Term of Office

- a. Each Director representing a region shall serve for a term of two (2) years until a successor is elected and installed. The terms are staggered so that all vacancies do not occur at one time.
- b. All Board Members shall be eligible for re-election.

Section 3. Resignation and Removal of Board Members

- a. Should a Director resign, be removed, die, become incapacitated, or for any other reason leave before the expiration of his/her term, a temporary Director will be appointed by the President to serve until the next Board meeting, at which time the Board of Directors shall nominate and elect a new Director to serve out the unexpired term.
- b. Any Director of the Board may be removed from office if found guilty by a 2/3 vote of the membership of the Board of any conduct which affects the interest of the council, or of any conduct which is indictable under the laws of the land.
- c. If a Director should be absent from three (3) successive regularly or specially called Board meetings, other than for illness or other reasonable cause so reported to the President, then the Executive Committee may determine there is a vacancy on the Board and a new Director shall be appointed by the President to serve until the next Board meeting, at which time the Board of Directors shall nominate and elect a new Director to serve out the unexpired term.

Section 4. Meetings

- a. Regular meetings of the Board shall be held four (4) times a year at a time and place fixed by the Board, with site selection rotated among the travel regions to a maximum practicable degree.
- b. Special meetings of the Board shall be held on the call of the President, or a majority vote of the Board, or on written request of at least eight (8) members of the Board.

- c. Notice of each meeting of the Board shall be sent in writing by the Secretary to each member of the board not less than ten (10) days before the date fixed for the meeting. Minutes of all meetings of the Board of Directors shall be recorded by the Secretary and approved by the Board in its next meeting

Section 5. Quorum

A quorum for a meeting of the Board of Directors shall consist of eight (8) members of the Board..

Section 6. Authority and Compensation

- a. The affairs and management of the council shall be conducted by the Board of Directors subject to these Bylaws. The acts of the Board shall be subject to review upon written request to the President b five (5) members in good standing, and at the first regular meeting thereafter may be rescinded by a two-thirds vote of the total membership.
- b. An annual report of Board of Directors activities shall be presented to the Membership at the Annual Meeting.
- c. The officers and members of the Board of Directors shall serve without compensation. Travel expenses and other expenses such as meals and lodging due to a scheduled or special meeting of the Board of Directors or Executive Committee may be paid from funds of the Travel Council.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition

There shall be an Executive Committee of the Board composed of the President, President-Elect, Secretary, Treasurer, Immediate Past President and Executive Director. Additionally, during the last board meeting of the calendar year, the board will elect two additional members to serve as a part of the Executive Committee from the existing Directors serving on the board.

Section 2. Authority

The Executive Committee shall not originate any major policy or take any action which would conflict in whole or in part with any action of the Board or of any Meeting of the Council.

Section 3. Meetings

Meetings of the Executive Committee shall be held at least two (2) times a year as so called by the President. Notice of meetings of the Executive Committee shall be sent to all Committee members at least four (4) days prior to the meeting. Minutes of the meeting shall be kept as required for meetings of the Board.

ARTICLE VII - EXECUTIVE OFFICERS

Section 1. Officer Titles

- a. The Officers of the Council shall consist of the President, President-Elect, Treasurer and Secretary.
- b. The Officers shall be Members who have served on the Board of Directors a minimum of one (1) year and shall be elected by the MTC Board of Directors at the last official meeting during the board's fiscal year to serve as officers for the following two years.
 - 1. A nominating committee of the President, Past President and President-Elect shall

nominate a minimum of one (1) candidate for each office. Names of the nominees shall be identified in the meeting notice, which the Secretary shall send to each member of the Board not less than thirty (30) days before the election.

2. At the time of election of officers, nominations from the floor shall be in order.

Section 2. Officers' General Authority

Serving as the Executive Officers of the non-profit corporation and carrying out the responsibilities prescribed in these Bylaws and the duties delegated by the President shall be vested in the Officers.

Section 3. Officers' Specific Powers

a. The President shall:

1. Be the administrative head of the council; shall exercise general supervision over its affairs; shall perform all the duties required by these Bylaws or delegated by the Board; and all other duties which are usual and incidental to this office;
2. Preside at meetings of the Council, the Board, and the Executive Committee.
3. Appoint all committees;
4. Sign all contracts and legal documents for and in name of the council together with the Secretary, and when so authorized by the Board; and
5. Serve as a co-signer of checks when either the Treasurer or Executive Director is unavailable; and
6. Serve as ex-officio member of all regular and special committees.
7. The term of the President shall be two years.

b. The President-Elect shall:

1. In the absence of the President, preside and perform all the duties as may properly be assigned by the President or the Board; and
2. Succeed to the office of President on expiration of the term of office of the President.
3. The term of the President-Elect shall be two years OR coincide with the term of the President.

c. The Treasurer shall:

1. Receive all monies and deposit same in the name of the council in depositories approved by the Board;
2. Keep regular and systematic books of accounts;
3. Exhibit these books and any and all papers and vouchers when so required by the President or the Board;
4. Submit a written statement of receipts and disbursements to the Board at each regular and special meeting;
5. Pay such bills as are presented to him/her by the authority of the Board only;
6. Sign all checks for the Council;
7. The duties of the Treasurer, under authority of the Executive Committee, may be assigned in whole or in part to an Executive Director as the Executive Committee may determine.
8. The term of the Treasurer shall be two years OR coincide with the term of the President.

d. The Secretary shall:

1. Sign all contracts and legal documents for and in the name of the Council, together with the President, and when so authorized by the Board;
2. Keep a record of all meetings of the council, the Board, and the Executive Committee. Issue notices of all authorized Meetings of the Council to all Members, as provided in these Bylaws;

3. Cause to be exhibited any and all data, records, correspondence, documents, membership roll and any other information in his/her care or possession, whenever so required by the President or the Board.
 4. The duties of the Secretary, under authority of the Executive Committee, may be assigned in whole or in part to an Executive Director as the Executive Committee may determine.
 5. The term of the Secretary shall be two years OR coincide with the term of the President.
- e. The Immediate Past President shall:
1. The Immediate Past President is encouraged to chair a committee or actively serve on a committee of their interest.
 2. The Immediate Past President's term shall be two years OR coincide with the term of the President.

Section 4. Paid Personnel

- a. An Executive Director or other paid personnel may be employed by the Executive Committee to serve at the pleasure of the Executive Committee.
- b. The duties of paid personnel shall be defined by the Executive Committee. Compensation shall be fixed by the Executive Committee, and reimbursement of expenses incidental to assigned work shall be approved by the Treasurer.
- c. An Executive Director or other paid personnel serves as an ex-officio member of all regular and special committees.
- d. An Executive Director or other paid personnel does not have voting rights.

Section 5. Officer Succession

- a. By virtue of the Officer duties listed in ARTICLE VII, Section 3, the President-Elect will succeed to the office of President.

Section 6. Resignation

- a. Any officer may resign from his office by submitting a written resignation to the Board.
- b. To maintain a full board of directors and officers at all times, and for there to be an orderly succession of officers during the year, the individual(s) serving in the other office(s) below the office being vacated will be given the first right of refusal to assume the duties of the officer position being vacated. Each individual reserves the right to remain in their current position; thereby being excluded from the progression. The offices in descending order are as follows; President, President-Elect, Treasurer, Secretary.
- c. Should no officer on the current Executive Committee be willing to step up into a vacancy, the President will have the privilege of appointing a replacement from the current regional directors to serve until the next Board Meeting, at which time the Board of Directors shall nominate and elect a new officer to serve out the unexpired term.

ARTICLE VIII - COMMITTEES

Section 1. Standing, Special and Other Committees

- a. The Board of Directors may create such standing and special committees as it deems necessary, and shall determine the number of persons upon each committee.
- b. The President shall appoint the chairman of each committee.
- c. The President-Elect, Treasurer, and Secretary shall be elected at the last official meeting during the board's fiscal year to serve as officers for the following two years.

1. A nominating committee of the President, Past President and President-Elect shall nominate a minimum of one candidate for the office of Secretary and Treasurer. Names of the nominees shall be identified in the meeting notice, which the Secretary shall send to each member of the Board not less than thirty days before the election.
2. At the time of election of officers, nominations from the floor shall be in order for the offices of President-Elect, Treasurer, and Secretary.

ARTICLE IX - FINANCES

Section 1. Fiscal Year

The fiscal year of this Council shall be from January 1 through December 31.

Section 2. Dues

a. Amount of Dues

The Board of Directors shall have the authority to establish classifications of dues which shall be deemed to be in the best interest of, and the furtherance of the goals of the Council.

b. Dues Payable

1. All dues shall be due and payable on the first of January.
2. New members joining during the last six month of the dues year may pay a pro-rated portion of dues.

c. Dues Transferring

1. Membership in the Council is nontransferable unless specifically approved by the Board of Directors.

d. Non Payment of Dues

1. Any Member failing to pay dues before March 1 shall be removed from the membership roll of the Council.
2. Any Member whose membership in the Council has lapsed must reapply for membership as a new member.

Section 3. Annual Budget

It shall be the duty of the Board of Directors to approve an Annual Budget, prepared by the Treasurer and Executive Director, showing in detail the receipts and disbursements for the current year and a proposed budget for the new fiscal year.

Section 4. Expenditures

- a. The Treasurer shall deposit all funds of the council in depositories designated by the Board. Checks for the withdrawal of such funds shall be signed by the Treasurer and countersigned by the President or Executive Director. The limits of the authority shall be defined by the Board.
- b. No Member, Officer, or Representative of the Council shall have authority to counteract any obligation for the Council or to expend any money of the council unless the contract or commitment has been authorized by the Board or by specific resolution at a duly called Meeting of the council; and unless the Board has made an appropriation of funds for the purpose.
- c. No funds shall be spent to pay for any expense or obligation unless an appropriation for that purpose has been made by the Board nor shall any payment be made for any expense or obligation in excess of the unexpended and unencumbered balance of the specific

appropriation.

ARTICLE X - GENERAL PROVISIONS

Section 1. Parliamentary Authority

- a. The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Council and shall govern this council, the Board, the Executive Committee, and the Council committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes, these Bylaws, or the rules and regulations adopted by this Council, the Board or the Executive Committee.
- b. All decisions of a meeting shall be by a majority vote of the Members present and voting including votes by proxy, unless otherwise specified.

Section 2. Corporate Seal

The Council shall have a corporate seal, which seal shall be affixed to such documents and papers as may be necessary.

ARTICLE XI - AMENDMENTS

Section 1. Revisions

Revision or amendment to these Bylaws can be made by affirmative vote of two-thirds of the members present at a meeting of the Board of Directors, provided that intention to revise the Bylaws and text of the amendment shall be contained in the notice of the meeting and mailed to members of the Board of Directors not less than ten (10) days prior to the meeting.

Section 2. Dissolution

- a. Dissolution of the Council may be accomplished only by a majority vote of the members of the Board of Directors to recommend the dissolution to the Council membership at the next Annual Meeting. A two-thirds (2/3) vote of the active members present and voting shall be required to direct the Board of Directors to proceed with the necessary legal action to dissolve the Council. Written notice of the Board's recommendation to dissolve the Council shall be mailed to the membership a minimum of thirty (30) days prior to the Annual Meeting at which the vote is taken.
- b. In the event of a dissolution of the Council, any and all assets of the Council remaining after all obligations have been fully satisfied shall be converted into cash and distributed to generally recognized charitable causes as directed by the Board.

Bylaws revised December 2, 2009