

**BYLAWS OF THE ROCKY MOUNTAIN CHAPTER OF
THE AMERICAN SOCIETY OF TRAVEL ADVISORS, INC.**

Effective Date: January 2024

I. NAME AND PURPOSES

- A. The name of this chapter (the “Chapter”) is the Rocky Mountain Chapter of the American Society of Travel Advisors, Inc. (ASTA). The Chapter is a subdivision of ASTA established by the ASTA Board of Directors in accordance with the ASTA Bylaws.
- B. The purposes of the Chapter are to:
 - 1. Promote, support and implement at the local level the purposes and policies of ASTA, as set forth in the ASTA Bylaws, and as determined by the ASTA Board of Directors.
 - 2. Retain and grow membership and provide educational and activities for the benefit of the members of the Chapter.
 - 3. Advocate for travel advisors in the region, promoting their value and defending their interests where appropriate at the state level.
- C. The Chapter shall not take any action that is contrary to the ASTA Bylaws or to any policy duly adopted by the ASTA Board of Directors.
- D. The Chapter will keep ASTA informed of its activities by providing ASTA staff with all amendments to these Bylaws, minutes of all meetings of the Chapter and its Executive Board, and copies of all communications including newsletters and other publications.
- E. ASTA is designated as a not-for-profit organization.

II. MEMBERSHIP AND MEETINGS

- A. Membership of the Chapter shall be comprised of all ASTA members, as defined in the ASTA Bylaws, whose offices are located within the geographic boundaries of the Chapter, except as indicated below:
 - 1. Any member outside the boundaries of the Chapter may become a member of the Chapter by requesting a change of chapter membership with the national ASTA headquarters.
 - 2. Any member of the Chapter may become a member of another chapter by requesting a change of chapter membership with the national ASTA

headquarters.

3. An ASTA member can only be a member of one chapter at any time.
 4. The ASTA Board of Directors can disapprove any member's request for change of chapter membership if it is determined that the change was attempted for improper reasons or is not in the best interests of ASTA and the chapters involved.
- B. Chapter Business Meetings may be called for all Chapter members to inform, discuss, and decide on Chapter business. Business Meetings may be called by the Chapter President, a majority of voting members of the Chapter Executive Board, or at the written request of a quorum of the members.
1. The Secretary shall send a Notice of Chapter Business Meeting, with a set agenda, no less than 30 days before the intended date of the meeting.
 2. Business meetings may be conducted virtually.
 3. The quorum necessary to conduct business at a Chapter Business Meeting shall consist of either ten (10) Chapter members or ten percent (10%) of the Chapter's total membership as indicated by ASTA member records as of May 1st of the preceding calendar year, whichever is greater.

III. CHAPTER GOVERNANCE

- A. The Executive Board is the decision-making body of the Chapter that is responsible for setting the annual goals of the Chapter (in addition to, and to the extent not conflicting with, those set by ASTA headquarters and/or the Board of Directors), conducting business on behalf of the Chapter, organizing events for the Chapter, and authorizing all Chapter expenditures. The Executive Board consists of the Chapter Officers, each of whom shall have a vote..
- B. The Executive Board shall meet at least four times per year, with no more than four months between meetings. Meetings shall be called by the President or a majority of the Officers. Meetings shall be conducted in accordance with Robert's Rules of Order. A quorum consisting of a majority of appointed officers, is required to decide any business. Voting shall be conducted in a manner reasonably determined by the President; unanimous consent, voice votes, and roll call votes are acceptable. Officers must be in attendance at the meeting, including when the meeting is conducted via web conference or telephone, to vote; proxy voting is not permitted. Executive Board meetings are open to all members of the Chapter, and the minutes of each meeting will be available to all members, with the exception of Executive Sessions.

- C. The President may call for a closed Executive Session of the Executive Board when the need to maintain member privacy or the sensitivity of topics for discussion reasonably outweighs the interest of holding an open meeting. The President shall designate the Officers and members that may participate in the Executive Session. Details of the Executive Session will be recorded in separate minutes and included in reports to ASTA, but will not be included in publicly available minutes. Executive Session is for discussion only; no voting shall take place.
- D. The President shall select and appoint, from among the candidates seeking consideration and satisfying all eligibility criteria set forth in the ASTA Bylaws, persons to fill any Chapter Officer vacancies.
- E. Officers may voluntarily resign their position at any time, either at the request of the President or on their own initiative. Officers will be deemed removed from their position automatically if they fail to timely renew their membership in ASTA or otherwise are determined to be ineligible to continue to serve as a Chapter Officer.
- F. Chapter Officers may be suspended for up to ninety (90) days, or removed from office altogether, by the ASTA Board of Directors upon a showing that the officer in question is not properly performing his or her duties or that suspension or removal is otherwise in the best interests of ASTA. Any action taken to suspend or remove a Chapter Officer shall be in accordance with procedures set forth in the ASTA Bylaws.
- G. Where conflicts exist or arise between these Chapter Bylaws and the ASTA Bylaws, ASTA Bylaws shall prevail. Where any omission exists or arises in the Chapter Bylaws pertaining to the proper duties or permitted activities of the Chapter, the Executive Board, Officers, or members, the ASTA Bylaws shall be followed; if ASTA Bylaws do not answer the omission in question, the Executive Board, following consultation with the ASTA Regional Director and ASTA's General Counsel, shall determine the correct course of action by majority vote.

IV. CHAPTER OFFICERS

- A. The Officers of the Chapter are as follows:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Young Professionals Society (YPS) Facilitator

- f. Officer(s) At Large
 - g. Immediate Past President
- B. The President is responsible for:
- a. Supervising the overall activities of the Chapter and for ensuring that it acts in accordance with the ASTA Bylaws and the policies adopted by the ASTA Board of Directors.
 - b. Acting as liaison between the Chapter and ASTA.
 - c. In consultation with the Executive Board, setting the priorities for the Chapter and Executive Board.
 - d. Setting the agenda of all meetings of the Chapter and Executive Board.
 - e. Presiding over all meetings of the Chapter and its Executive Board.

Chapter members who wish to be considered for the office of President shall submit a nomination application to ASTA headquarters. Selection from among the eligible nominees shall be made by a committee composed of the three (3) Regional Directors serving on the Board of Directors and two (2) ASTA staff members designated by the CEO.

Nominees for the office of President shall commit to serve a minimum term of two years; however, this does not preclude their suspension or removal via means specified in these Chapter Bylaws or the ASTA Bylaws. If the President is suspended or removed from office, the Vice President shall assume their duties as Acting President until a new President is selected by the process set forth in the ASTA Bylaws.

- C. The Vice President is responsible for assisting the President in the performance of his or her duties and may perform the duties of the President in the President's absence or during any period of disability.
- D. The Secretary is responsible for the record-keeping duties of the Chapter, including:
- a. Sending notices to members
 - b. Maintaining minutes of all Chapter meetings
 - c. Conducting roll call votes of the Executive Board when necessary
 - d. Ensuring all state and federal filings required by law are completed appropriately.

The Vice President and Secretary positions may be held by the same person.

- E. The Treasurer is responsible for keeping records of the finances of the Chapter, including the collection and proper maintenance of Chapter funds. The Treasurer is responsible for producing the annual year-end financial statement for the Chapter covering his/her last fiscal year in office.
- F. The YPS Facilitator is responsible for facilitating the integration of the YPS membership into the existing local chapter structure, representing the needs and interests of YPS members to the Executive Board, and coordinating events specific for the YPS members within the Chapter. The YPS representative must satisfy the eligibility criteria determined by national YPS leadership for YPS membership to hold the position. The YPS Facilitator position may be held by the President, Vice President, Secretary, or Treasurer; this position may be left vacant if no eligible member is willing and able to serve in that capacity.
- G. Officers at Large contribute to the overall functioning and activities of the Chapter, and may chair committees or perform other duties that further the goals of the Chapter. These positions may be left vacant.
- H. The Immediate Past President contributes knowledge and experience to the President and Executive Board. This role may only be filled by the person who was most recently President of the Chapter, provided that person remains a member of ASTA and was not removed from the position by the ASTA Board of Directors. This position may be left vacant.

V. CHAPTER COMMITTEES AND REPRESENTATIVES

- A. The President decides the number, names, sizes and duties of chapter committees (not including the Executive Board), subject to ratification by the Executive Board.
- B. The President appoints the committee chairs and members of all Chapter committees, including filling vacancies if necessary, subject to ratification by the Executive Board. The President may also remove Chapter committee chairs or members, if necessary.
- C. The President may appoint to Chapter committees any official representative or employee member of an ASTA member agency or ASTA member Supplier that is a member of the Chapter.

VI. CHAPTER FINANCES

- A. The Chapter is responsible for its own budget and finances, including proper record-keeping of all income and expenses.
- B. The Chapter President, Treasurer, and at least one ASTA staff member shall be the only authorized signatories on any bank account maintained by the Chapter.

- C. The Chapter will conduct its financial activities in accordance with the ASTA Bylaws, these Chapter Bylaws and policies established by the ASTA Board of Directors.
- D. The Chapter will report to ASTA on its financial activities, at least annually, in a manner prescribed by ASTA. Additionally, the Chapter shall make available to ASTA, upon request, all its financial records and reports.
- E. No Chapter Officer or member may expend any Chapter funds without the specific authorization of the Executive Board.
- F. No member nor Officer may personally profit from the funds of the Chapter. This does not preclude:
 - a. Reimbursement of any member or Officer for expenses incurred as a result of conducting business on behalf of the Chapter, provided such expenses are pre-authorized by the Executive Board. In such cases, the member receiving reimbursement may not vote on the matter nor sign the check used for their own reimbursement.
 - b. Where the Chapter is required by ASTA to send at least one representative to Chapter Presidents' Council meetings, national YPS meetings, or other national meetings, the Chapter shall reimburse the representative(s) for the cost of the event, accommodations, and transportation to the event, up to an amount pre-authorized by the Executive Board. In such cases, the member(s) receiving reimbursement may not vote on the matter nor sign the check used for their own reimbursement.

VII. CHANGES IN CHAPTER BOUNDARIES

- A. The active members of the Chapter may request that the ASTA Board of Directors change the boundaries of the Chapter, create one or more new chapters within the boundaries of this chapter, merge this Chapter with another chapter, or dissolve the Chapter.
- B. The terms, conditions, and effective date of any boundary change, including any division of finances, shall be determined by the ASTA Board of Directors.

VIII. AMENDMENTS TO CHAPTER BYLAWS

- A. These Chapter Bylaws may be amended by a majority of the voting members of the Chapter at a regularly scheduled and noticed meeting of the Chapter, provided that no such amendment contradicts the ASTA Bylaws or any policy adopted by the ASTA Board of Directors.

- B. The Chapter Bylaws may also be amended by a majority of the Chapter's Executive Board at a regularly scheduled and noticed meeting of the Executive Board, again provided that no such amendment contradicts the ASTA Bylaws or any policy adopted by the ASTA Board of Directors.
- C. The ASTA Board of Directors may amend the Bylaws of the Chapter at any time.
- D. Amendments to these Chapter Bylaws adopted pursuant to Sections A and B above shall become effective thirty (30) days after approval of same by ASTA.