

BYLAWS OF BALTIMORE TOURISM ASSOCIATION, INC.
REVISED JANUARY 2020

ARTICLE 1

NAME

- Section 1.1 The name of this organization shall be the BALTIMORE TOURISM ASSOCIATION, INC.
- Section 1.2 The official mailing address of this Association shall be: P.O. Box 2254, Baltimore, MD 21203

ARTICLE 2

PURPOSE

- Section 2.1 The Baltimore Tourism Association (BTA) is a non-profit 501(c)(6) collation of industry professionals operating in and around the Baltimore region, whose mission is to strengthen and support its members through educational programming, regional outreach, targeted promotions, civic advocacy, and networking opportunities intended to foster productive and beneficial relationships.
- Section 2.2 The association shall have the power, directly or indirectly, alone or in cooperation with others, to do any lawful acts which may be necessary or convenient to achieve the mission of the organization, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes.
- Section 2.3
- a. Nonprofit Legal Status. The Baltimore Tourism Association is a Maryland non-profit association, recognized as tax exempt under Section 501(c)(6) of the United States Internal Revenue Code.
 - b. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this association shall take any action or carry on any activity by on behalf of the corporation not permitted to taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended, or by any association contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
 - c. Distribution Upon Dissolution. Upon termination or dissolution of the Baltimore Tourism Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(6) of the Internal Revenue Code which organization or organizations have a purpose which, at least generally, includes a purpose similar to the terminating or dissolving association.
 - d. The organization to receive the assets of BTA hereunder shall be selected in the discretion of a majority of the managing body of the association, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against BTA, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the

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qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the state of Maryland.

ARTICLE 3

MEMBERSHIP

Section Regular Memberships.

3.1 The membership of this organization shall include representatives of for-profit and not-for-profit organizations actively engaged, directly or indirectly, in the tourism industry, convention and cultural development, and/or statewide promotional activities.

Section Networking Memberships.

3.2 Networking membership is available to individuals, independent contractors, and individual representatives of 501(c) non-profits tangentially associated with the tourism community or individuals seeking networking opportunities within the tourism industry. Networking members may attend BTA meetings and events. Networking members are not eligible to vote on or propose motions or to serve on the Board of Directors. Networking memberships are non-transferable and all proposed networking members are subject to the approval of the BTA Board of Directors.

Section 3.3 Membership is contingent upon receipt of membership application and annual dues, and the approval of the Board of Directors.

Section 3.4 Except as otherwise provided in the Bylaws, any action of the members shall be taken by a majority vote of all members eligible to vote, in person or by proxy, but the action shall only be effective if a quorum is present in person or by proxy. For these purposes, consist of one-third (1/3) of all members eligible to vote.

Section 3.5 After attending two (2) meetings, non-member guests will be required to join the organization in order to attend further meetings.

ARTICLE 4

DUES AND FISCAL PAYMENT

Section 4.1 Annual dues shall be paid on an organization basis and allow one voting representative only. Any additional representatives from a member organization shall be assessed \$25.00 annually, but will not have a vote.

Section 4.2 There shall be an annual evaluation of the dues structure by the Board of Directors.

Section 4.3 Changes in dues structure will be determined by a majority vote of the Board of Directors and will become effective at the beginning of the subsequent calendar year.

Section 4.4 The fiscal year shall be the calendar year. Dues shall be payable on or before January 1 of each year. Dues shall be pro-rated only for new members (or those whose membership is 2 years lapsed) that joined the organization after July 1 of the fiscal year.

Section 4.5 Dues may be refunded to a member if the member requests the refund within thirty (30) days of the date that dues were paid to the Association,

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but the refund will be limited to seventy-five percent (75%) of dues paid.

Section 4.6 A member whose dues become delinquent for two (2) months will be dropped from the active membership roll and will be ineligible to attend monthly membership meetings. The delinquent member will be notified in writing. Once the delinquent dues are paid in full, the member will rejoin the active membership roll.

ARTICLE 5

OFFICERS, BOARD OF DIRECTORS AND STANDING COMMITTEES

Section 5.1 The elected officers of this Association shall be: President, Vice-President, Secretary, & Treasurer. These officers shall compose the Executive Committee. Executive Committee members shall hold office during a term of two (2) years and shall be eligible for re-election for only one (1) succeeding term.

Section 5.2 There shall be a Board of Directors composed of the Executive Committee (if he/she was not removed by the Board of Directors under Section 5.7 b) and the appointed chairperson of each of the standing committees, past President, advisory members and consultant members.

- a. There shall only be one representative from an organization on the board at any given time.

Section 5.3 Duties and Responsibilities:

- a. President. The President shall be the chief executive officer of the Association and shall prepare the agenda for, preside at and conduct all meetings of the Board of Directors and general membership; sign all contracts and agreements in the name of the Association after they have been approved by the Board of Directors and/or general membership. The President shall ensure that the Association operates in accordance with its Bylaws and Articles of Incorporation. The President shall coordinate and oversee all standing committees as well as any temporary committees deemed necessary by the Board of Directors or the general membership. He/she shall perform all the duties commonly incident to his/her office and shall perform such other duties as the Board of Directors shall designate from time to time.
- b. Vice-President. In the absence of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have the authority to sign in the name of the Association all authorized contracts or agreements, and all such additional powers as may be assigned to him/her by the Board of Directors. He/she shall secure meeting sites, act as liaison with the host property and shall coordinate programs for the general membership meetings.
- c. Secretary. The Secretary shall keep accurate minutes of all meetings, including Board of Directors and general membership, and shall email meeting notices, general correspondence of the Association and information of vital interest to the membership of the Association in a timely fashion. He/she may attest to the President's or Vice-President's signature on corporate documents in the event that attestation is required or requested, and shall perform other

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duties and have such powers as the Board of Directors shall designate from time to time.

- d. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers and documents of the Association. He/she shall endorse for deposit and deposit all funds of the Association into their proper account(s). He/she shall keep accurate and current books or accounts of the Association's transactions, which shall be property of the Association. He/she shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to his/her office. The Treasurer shall prepare a monthly financial summary and an annual fiscal report, which shall be submitted, to the Board of Directors and to the general membership at the annual meeting.

Section Nominations.

5.4

- a. A nominating committee of three (3) members who have been Association members for at least one (1) year and who are not interested in being considered for a nominated position, shall be appointed in September of an election year by the Board of Directors.
- b. The Nominating Committee shall present a slate of one (1) candidate for each elected office to the members at the general membership meeting in October of an election year.
- c. Nominations may be made from the floor at the October membership meeting. No one may be nominated without his/her consent.
- d. A final ballot shall be presented in November of an election year, consisting of both the of both the slate of nominees submitted by the Nominating Committee, as well as those nominated from the floor at the October meeting. If, at this time, no member has been nominated for one, or any, of the Executive Committee offices, the chair may suspend **Article 5, Section 1** in order to allow for the nomination, from the floor, of term limited officers.

Section Elections.

5.5

- a. Elected officers of the Board of Directors shall be elected by a majority vote of the eligible voting members present at the annual election meeting in November of odd numbered years.
- b. The election shall be conducted openly. To be qualified to vote on any business of this Association or to be nominated for any office, a member must have dues and fees paid in full.

Section Vacancies.

5.6

- a. Vacancies in office shall be filled by the Executive Committee with the approval of the Board of Directors. Officers so appointed shall be eligible for re-election for two (2) additional successive terms.
- b. In the event of the resignation or inability of the President to serve, the Vice-President shall assume this position for the balance of the

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term and shall be eligible for re-election for two (2) additional successive terms.

Section Board of Directors.
5.7

- a. The business and affairs of the Association shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon the Board by these bylaws, the Board of Directors may exercise all the powers of the Association not reserved to the members by the Articles of Incorporation, by these bylaws, or by law. Except as otherwise provided in these bylaws, any action of the Board shall be taken by a majority vote of all Board members in person or by proxy, but the action shall only be effective if a quorum, consisting of one-third (1/3) of all Directors entitled to vote, has been established.
- b. The Board of Directors may remove any officer, standing committee member or advisor member negligent in the duties of his/her office or position, by a three-fourths (3/4) majority vote of the active Board members.
- c. An organization must be a member of the Association for one (1) year before serving on the Board in any capacity.
- d. In order to maintain Board of Director status, a Board member may not have more than three (3) absences within a calendar year.

Section Standing Committees.
5.8

- a. There shall be four (4) Standing Committees. Committee chairs and co-chairs shall be voting members of the Board of Directors in accordance with Article 5.2.
 - i. The **Outreach Committee** shall assist members in reaching potential business partners through trade shows, association memberships, workshops, etc. The committee shall have two co-chairs.
 - ii. The **Membership Committee** shall maintain an updated member directory and develop methods and incentives for retaining existing members and recruiting new members. The committee shall have two co-chairs.
 - iii. The **Marketing Committee** shall develop marketing techniques designed to promote the association to potential partners, including marketing materials and website maintenance. The committee shall have two co-chairs.
 - iv. The **Legislative/Bylaws Committee** shall act as the association's legislative liaison, reporting pertinent information to members. In addition, the committee will conduct periodic reviews of the association's bylaws, recommending amendments as necessary. The committee shall have one chairperson who will also serve as the association's parliamentarian.
 - v. The **Community Outreach and Engagement Committee** shall propose and administer initiatives that will connect members to the surrounding community. Initiatives may include service projects, fundraising for charitable

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organizations, and administration of scholarship funds. The committee shall have one chairperson.

- b. Committee chairpersons shall be appointed by the Executive Committee, with the approval of a majority of the Board of Directors. Committee chairpersons are not term limited.

Section Advisory Members.

5.9 There shall be up to three (3) advisory members, including the immediate past President, appointed to the Board of Directors by the Executive Committee with the approval of a majority of the Board of Directors to serve in an advisory capacity concerning Board matters. These are non-voting positions.

Section Consultants.

5.10 There shall be two (2) Consultants, one a representative of the Maryland Office of Tourism Development and one a representative of the Baltimore Area Convention & Visitors Association. These are non-voting positions.

ARTICLE 6

BUDGET AND FINANCE

Section Finance Committee.

6.1 The Board of Directors shall serve as the Finance Committee for the Association and shall have authority over all matters related to budget and finances. The finances and credit of the Association shall be maintained and administered by the Treasurer in accordance with Article 5.3 (d).

Section Budget Process.

6.2

- a. The operating budget for the fiscal year shall be determined by the Board at the Annual Retreat. The budget must be approved by a 2/3 majority of board members, once quorum has been verified (see Article 5.7).
- b. Committee Chairs shall submit and defend budget proposals at the Annual Retreat. The Treasurer shall provide Committee Chairs with actual expenses from the previous year prior to the Annual Retreat.
- c. The operating budget shall be broken down as follows:
 - i. Recurring Expenses (dues, meetings, etc.)
 - ii. Marketing Expenses
 - iii. Outreach Expenses
 - iv. Membership Expenses
 - v. Legislative Expenses
- d. The operating budget passed by the Board shall be presented to the membership, and brought to a vote, at the first general meeting immediately following the Annual Retreat. Budget amendments may not be made from the floor. Budget must be approved by a majority vote of members present.
- e. If budget is not approved by membership, it will be sent back to the Board of Directors with recommendations for changes. The Board will consider recommendations and present amended budget for a vote at the next general meeting.
- f. Operating budget shall take effect immediately following passage by membership and shall be retroactive to the beginning of the fiscal year.

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- Section Disbursement of Funds.
6.3 Disbursement of funds shall be processed by the Treasurer at the direction of the Board. One-time expenditures must be approved by a majority vote of the Board. Certain recurring costs shall be approved initially by the board and processed by the Treasurer thereafter.
- Section Reimbursement of Funds.
6.4 Reimbursement of funds to members shall be processed by the Treasurer. Members seeking reimbursement must demonstrate that personal costs incurred were a direct result of approved Association business, and provide a valid receipt(s).
- Section Revenue.
6.5 Any revenue collected by the Association, for any reason, shall be processed and recorded by the Treasurer.
- Section Financial Audit.
6.6 The Board of Directors shall contract a person or persons to audit the financial books and/or accounts of the Association on an annual basis. Said audit is to be presented in writing to the Board of Directors and general membership within the first quarter of the following year.

ARTICLE 7

MEETINGS

- Section The regular business meeting of the membership shall be held monthly.
7.1 These meetings shall be held on a rotating basis at locations, dates and times to be decided by the Vice-President with the approval of the Board of Directors. Hosting venues must be Association members in good standing at the time of the meeting.
- Section Special meetings may be called by the Executive Committee, the Board of
7.2 Directors or by fifty percent (50%) of the membership qualified to vote.
- Section Written notice of meetings of the membership shall be emailed to the
7.3 membership by the Secretary at least one week in advance of the meeting. Written notice of the annual meeting and the proposed slate of officers shall be mailed at least two (2) weeks prior to the meeting.
- Section Board Retreat.
7.4 There shall be an Annual Board Retreat scheduled every January, where all Board members will meet to discuss, debate, and determine the direction of the Association in the coming year. Prior to the retreat, board members shall solicit suggestions and ideas from the general membership. Pursuant to Article 6.2(d), the Board shall pass an annual operating budget at the retreat.

ARTICLE 8

POWERS OF DELEGATION

Individuals or Committees shall be appointed by the Executive Committee to represent the Association at any convention, meeting or assembly as may be necessary. They shall have no authority by virtue of such appointment to bind or obligate the Association to any expense or to concur in any action contrary to the expressed policy of the Association.

ARTICLE 9

PARLIMENTARY AUTHORITY

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Robert's Rules of Order (the most revised edition) shall govern the proceedings of all general, regular and special meetings of the Association, except as provided in these Bylaws. The chairperson of the Bylaws Committee shall act as the Parliamentarian for this Association as needed. The Bylaws of this Association shall be reviewed bi-annually or at the discretion of the Executive Committee.

ARTICLE 10

AMENDMENTS

Bylaws may be amended by two-thirds (2/3) vote of the eligible voting members present at any general or special meeting, provided written notice of the proposed action had been given to the entire membership in writing at least thirty (30) days in advance.

ARTICLE 11

INDEMNIFICATION

To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Association shall indemnify its currently acting and its former Directors and officers and such other persons as the Board of Directors may deem appropriate except in relation to matters where it is determined that such person(s) are adjudged to be negligent or guilty of misconduct in the performance of their duty.

ARTICLE 12

COMPENSATION AND REIMBURSEMENT

Directors, officers and members shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Association.

ARTICLE 13


FISCAL YEAR

The fiscal year of the Association shall be the calendar year, unless some other fiscal year is specified by resolution of the Board of Directors.

I, Christopher Reihl, President of the Baltimore Tourism Association, Inc. (the "Corporation") hereby certify that the foregoing constitutes all of the provisions of the Bylaws of the Corporation as currently in effect.



PRESIDENT



DATE

The following dates are when the bylaws have been amended or changed:

12/10/02	3/13/03	5/10/07	9/11/08	3/12/09	10/08/09
5/13/10	2/11/16	8/1/17	9/14/17	10/11/18	1/24/20