

TRAVEL INDUSTRY ASSOCIATION OF KANSAS

BYLAWS

Approved December 2017

Article 1

General

Section 1. Name. The name of the corporation shall be the Travel Industry Association of Kansas.

Section 2. Objectives. The purpose of the Travel Industry Association of Kansas is to speak with one voice for the travel industry in the State of Kansas, promoting and supporting all components of the travel industry and travel development field. The objectives of the Association shall be to:

- A. Establish and maintain effective governmental relations and communications.
- B. Promote and facilitate travel to and within the State of Kansas.
- C. Promote a better understanding of the positive economic impact of the travel industry in the State of Kansas and its individual communities.
- D. Identify common concerns and interests and thereby provide for a cohesive state travel industry.
- E. Provide educational and other services as are deemed necessary and desirable by the travel industry.

Section 3. Principal Office. The principal office of the Travel Industry Association of Kansas shall be located at Topeka, Kansas, and the Board of Directors shall have the authority to establish other offices as may be deemed necessary and desirable.

Article 2

Membership

Section 1. Qualifications. Membership in the Travel Industry Association of Kansas shall be open to any person, firm, association, organization or corporation of good standing, qualifying as hereinafter provided, and agreeing to abide by these Bylaws and any lawful amendment thereto, upon being endorsed by any member in good standing and the application being approved for membership by the Board of Directors or by such persons or committee as the Board may establish for that purpose, and complete dues having been paid to the Association. *(Revised Dec 2011)*

Section 2. Classes of Membership and Voting Eligibility. There shall be four (4) classes of membership in the Association. *(Revised Oct. 2007)*

- A. **Active Members**. An individual, firm, or organization actively engaged in the promotion, service, or sale of travel or related goods and services within the State of Kansas; member is eligible to vote on issues before the general membership. *(Revised Oct. 2007)*
- B. **Associate Members**. An employee of the Active Member organization; member is eligible to vote on issues before the general membership. *(Revised Oct. 2007)*
- C. **Affiliate Members**. An institutional or governmental organization or professional association

which supports the Association's objectives and which has a common interest with the Association's membership; member is eligible to vote on issues before the general membership. (*Revised Oct. 2007*)

D.. **Student Membership.** A student enrolled in a post-secondary institution interested in the travel industry; member is eligible to vote on issues before the general membership. (*Revised Oct. 2007*)

Article 3 Dues

Section 1. Annual Dues. The annual dues shall be set by the Board of Directors and shall be payable in advance based upon the fiscal year for all membership classes. (*Revised Oct. 2007*)

Section 2. Dues for New Members. All new applications for membership shall be accompanied by payment of existing fiscal year dues. Dues shall be prorated for new members joining during the current fiscal year. These dues shall be refunded in full if membership is not approved by the Association through its Board of Directors. (*Revised Oct. 2007*)

Section 3. Notification of Annual Dues. First notice for payment of annual dues shall be sent to the membership at least thirty (30) days prior to the beginning of the fiscal year. (*Revised Oct. 2007*)

Section 4. Non-payment of Dues. Any members failing to pay dues for thirty (30) days after the date such dues become payable shall be notified and referred to this Section of the Bylaws by the Association. If payment is not then made within the next thirty (30) days, the membership shall be immediately terminated, and all rights and privileges of the membership shall terminate. (*Revised Oct. 2001*)

Section 5. Voluntary Contributions. The Board of Directors shall have the power to accept or reject voluntary subscriptions or contributions for the enhancement of programs of the Association from individuals, firms, associations, organizations, and corporations. Funds so collected will be disbursed at the direction of the Board of Directors of the Association.

Section 6. Fiscal year. The fiscal year of the Association shall commence on January 1 and end on December 31.

Article 4 Meetings

Section 1. Annual Meetings. There shall be an annual meeting of the Association at such time and place as may be ordered by the Board of Directors for the election of Directors and Officers, the receiving of annual reports, and the transaction of such other business as may come before the Association membership. Members of the Association shall be notified at their recorded address of the annual meeting at least thirty (30) days before the date of said meeting. (*Revised Oct. 2001*)

Section 2. Special Meetings. Special meetings of the Association may be called by the President of the Association, with the consent of a majority of the Board of Directors, or shall be called by the President upon written request of twenty (20) percent of the members of the Association who are entitled to vote. Members of the Association shall be notified at their recorded address of any special meeting at least ten (10) days in advance of the meeting date, with a statement of time and place of the meeting and information as to the subject or subjects to be considered at the meeting. (*Revised Oct. 2001*)

Section 3. Quorum. A majority of the members registered, appearing in person at any general membership meeting of the Association, shall constitute a quorum. In case there be a lesser number present during the course of the meeting, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. Voting. Issues contained in the notice of the meeting shall be decided by the quorum. No business other than that stated in the meeting notice shall be transacted without a majority vote of all members present who are entitled to vote. *(Revised Oct. 2007)*

Article 5 Board of Directors

Section 1. Number. The Travel Industry Association of Kansas shall be governed by a Board of Directors which shall consist of six (6) elected officers as specified in Article 6, fifteen (15) elected members, six (6) appointed regional representatives and three (3) appointed representatives by the President. An individual shall not be elected to serve more than two consecutive three-year terms. Each newly elected Board Member shall be presented with a new board member packet and assigned a current board member mentor who will explain the duties, answer questions and introduce him/her at their first board meeting. *(Revised June 2016)*

Section 2. Types of Directors and Terms. There are two (2) types of directors of the Association *(Revised Oct. 2007)*:

A. **Voting Directors**. There are four (4) types of Voting Board Members *(Revised Oct. 2007)*:

1. Executive Committee: Six (6) officers, as set forth in Article 6, shall have the right to participate in all discussions and meetings of the Board, shall be counted as part of a quorum, and shall be eligible to vote on issues coming before the Board. *(Revised Oct. 2007)*
2. Elected Voting Directors: Fifteen (15) primary representatives of any class of Membership elected to the Board of Directors by majority of the voting general membership shall have the right to participate in all discussions and meetings of the Board, shall be counted as part of a quorum, and shall be eligible to vote on issues coming before the Board. Elected Voting Directors shall serve staggered terms of three years, with seven members being elected annually to fulfill expiring terms. Term commences on January 1, after the election. *(Revised Oct. 2007)*
3. Regional Voting Directors: Six (6) regional organizations (NW, SW, NC, SC, NE and SE) of Kansas shall each recommend one or more representatives, of which one per region shall be appointed by the President, with Board approval, to serve a one year term. Each Regional Voting Director shall have the right to participate in all discussions and meetings of the Board, shall be counted as part of a quorum, and shall be eligible to vote on issues coming before the Board. Regional Voting Directors shall serve terms of one year, commencing on January 1, after the election. *(Revised Oct. 2007)(Revised August 2010)*
4. At-Large Presidential Appointment Directors: Three (3) representatives of any class of Membership appointed by the President and approved by the Voting Directors, shall have the right to participate in all discussions and meetings of the Board, shall be counted as part of a quorum, and shall be eligible to vote on issues coming before the Board. At-Large Voting Directors shall serve terms of one year, commencing on the next January 1, after the election. *(Revised Oct. 2007)*

B. **Ex-Officio Directors**. A primary representative of any class of Membership may be appointed to

the Board of Directors by the President, and approved by the Voting Directors, shall have the right to participate in all discussions and meetings of the Board but shall not be counted as part of a quorum, and shall not be eligible to vote on issues coming before the Board. *(Revised Oct. 2007)*

Section 3. Representation. For the purpose of representation, elected members of the Board of Directors shall, at all times, represent the geographic regions of the state. Additionally, every effort shall be made to ensure a broad industry-wide representation on the Board of Directors. *(Revised Oct. 2001)*

Section 4. Nominating Committee. A Nominating Committee of five persons, two from the Board of Directors and three from the general membership, appointed by the President, shall annually select a slate of five candidates from among members in good standing to be placed in nomination for election to the Board of Directors. The slate of candidates shall be submitted to the membership at least ten (10) days prior to the Annual Meeting. Additional nominations will be allowed from membership before the vote at the annual membership meeting of the Association. *(Revised Oct. 2003)*

Section 5. Ex-Officio Board Members.

- A. A representative of related associations such as the Kansas Restaurant & Hospitality Association, Kansas Museums Associations, Kansas Bed & Breakfast Association, Kansas Humanities Council, Kansas Sampler Foundation, Kansas State Historical Society, Kansas Association of RV Parks & Campgrounds and other organizations as deemed appropriate by the Board of Directors may serve as an ex-officio member of the Board. There is no term limit. Any such member organization that does not wish to provide an ex-officio representative may opt out of this opportunity for any given length of time during their membership. The Tourism Director of the Kansas Department of Wildlife, Parks and Tourism (KDWPT) shall serve as an ex-officio member of the Board of Directors. *(Revised June 2016)*
- B. The TIAK representative to the Kansas State Fair Board, as nominated by TIAK and appointed by the Governor, shall serve as an ex-officio member of the Board. *(Revised Feb. 1997)*
- C. The TIAK representative to the Kansas Council on Travel and Tourism, as nominated by TIAK and appointed by the Governor, shall be appointed by the President as an ex-officio member of the Board of Directors. *(Revised Oct. 2001)*

Section 6. Quorum. A simple majority of the Voting Directors shall constitute a quorum for the transaction of business; provided, however, that the absence of a quorum, the Directors present at any meeting duly called may make recommendations or transact any other business, but their actions shall not become final until approved in writing by a majority of the Board of Directors. *(Revised Oct. 2007)*

Section 7. Voting. Issues contained in the notice of the meeting shall be decided by the quorum. No business other than that stated in the meeting notice shall be transacted without majority vote of all members present who are entitled to vote. *(Revised Oct. 2007)*

Section 8. Holdover. All Directors shall hold office until their successors shall have been elected or appointed and qualified.

Section 9. Removal from Office. At any regular meeting or at any special meeting, a two-thirds (2/3rds) majority of all Directors shall have the power to remove any Director for nonattendance at three consecutive meetings or when considered to be in the best interest of the Association. If any such action is contemplated at any special meeting, notice thereof must be given as elsewhere provided herein.

Section 10. Meetings. Six (6) bi-monthly meetings of the Board of Directors shall be held each year, at such

time and place as determined by the Board members. Notice of all meetings shall be notified at the recorded address of each member of the Board at least fourteen (14) days before the date of the meeting. The President may call special meetings as necessary. *(Revised Oct. 2001)*

Section 11. Vacancies. A mid-term vacancy on the Board of Directors shall be filled as follows *(Revised Oct. 2007)*:

- A. **Elected Voting Directors**. Within sixty (60) days a replacement from a currently unrepresented entity among the Membership shall be appointed by the President, with approval by the Elected Voting Directors. *(Revised Oct. 2007)*
- B. **Regional Voting Directors**. Within sixty (60) days, the respective regional organization shall recommend one or more replacement representatives, of which one shall be appointed by the President, with approval by the Elected Voting Directors. *(Revised Oct. 2007)*
- C. **At-Large Presidential Appointments**. Within sixty (60) days a replacement shall be appointed by the President, with approval by the Elected Voting Directors. *(Revised Oct. 2007)*
- D. **Ex-Officio Directors**. A replacement shall be appointed by the President at the earliest available opportunity after coordinating with the Member and gaining approval by the Elected Voting Directors. *(Revised Oct. 2007)*

Article 6 Officers

Section 1. Title and Number. The officers of the Association shall consist of a President, a President Elect, a Vice President, a Secretary, a Treasurer, the Immediate Past President, and such other officers as may be elected in accordance with the provisions of this Article. *(Revised Oct. 2007)*

Section 2. Election and Term of Office. The Nominating Committee as set forth in Article 5, Section 4 shall submit a slate of officers which must be elected from and by the Board of Directors and shall serve for a term of one year, with the exception that the currently seated President Elect shall assume the position of President in order to provide for necessary preparation, continuity, and an orderly transition. The Board seat previously held will be vacated and shall be filled as specified in Article 5, Section 11. The election of officers will be held at the Board's meeting held in conjunction with the annual meeting of the Association. The term begins on January 1, but each shall participate in the annual retreat of the Executive Committee which is held after the election but before the term commences. *(Revised Oct. 2007)*

Section 3. Duties of Officers. The duties of the officers of the Association shall be as follows

- A. **President**: The President shall be the Chief Elected Officer of the Association, shall preside at all membership meetings, shall be a member ex-officio of all committees, shall preside at all meetings of the Board of Directors, and shall otherwise perform the duties normally associated with the office of President. The President shall serve no more than two consecutive one-year terms.
- B. **President Elect**: The President Elect shall automatically assume the duties and exercise the powers of the President in the event of absence or incapacity of the President or in the event of vacancy in the office of President. The President Elect shall also perform such other duties as may be assigned by the President or the Board of Directors. *(Revised Oct. 2007)*
- C. **Vice President**: The Vice President shall serve as an officer of the Association and shall perform

such duties as may be assigned by the President or by the Board of Directors. (*Revised Oct. 2007*)

- D. **Secretary:** The Secretary shall, through the President, issue notices of all membership, officer's and Director's meetings and shall attend and keep minutes of same, shall conduct necessary correspondence, and shall keep a current list of all such other duties as may be assigned by the President or by the Board of Directors.
- E. **Treasurer:** The Treasurer shall be the Chief Financial Officer of the Association and shall have the responsibility for the collection and disbursement of funds as authorized by law and the directives of the Board of Directors. The Treasurer shall keep regular reports of the Association's financial status as required by law and at the bequest of the Board of Directors.
- F. **Immediate Past President:** The Immediate Past President shall serve as an officer of the Association and help to provide continuity. (*Revised Oct. 1988*)

Section 4. Executive Director. The President may contract for an Executive Director of the Association, with the assistance, and subject to the approval of the Board of Directors. The Executive Director shall report to the membership through the President and the Board of Directors. The duties of the Executive Director shall include the responsibility for the management and the administration of the Association's programs as defined by the Board of Directors through a detailed job description, which they have written and approved. The contract fee of the Executive Director shall be fixed by the Executive Committee of the Board of Directors, subject to the Board of Directors' approval. (*Revised Oct. 2001*)

Section 5. Officers as Directors. All officers of the Association shall be considered members of the Board of Directors.

Section 6. President as Board Chairman. The President of the Association shall serve as the Chairman of the Board of Directors.

Section 7. Removal. Any officer elected by the Board may be removed at any time by a two-thirds (2/3rds) vote of the Board members at any meeting duly called and held.

Section 8. Executive Committee. There shall be an Executive Committee consisting of the officers of the Association. A majority of the committee shall constitute a quorum for the transaction of business, and they shall keep a record of all their proceedings and report them to the Board at the next succeeding meeting. Issues contained in the notice of the meeting shall be decided by the quorum. No business other than that stated in the meeting notice shall be transacted without a majority vote of all members present who are entitled to vote. The Executive Committee shall have full power and authority to act on behalf of the Board of Directors and with full power of the Board of Directors on all matters in the interval between official meetings of the Board of Directors, except that the Executive Committee shall have no power to recommend liquidation or dissolution of the Association, to hire or fire an Executive Director, or approve financial audits of the Association. (*Revised Oct. 2007*)

Section 9. Other Committees. All Committees and their Chairman shall be established as needed by the President, and subject to the approval of the Board of Directors. The President and the Committee Chairman shall determine their responsibilities and duties, and provide such rules for their operation as shall be consistent with the Bylaws and the purposes of the Association. No resolution or action by any committee shall be binding upon or representative of the Association until approved by the Board of Directors. Each committee shall hold office during the term of the Board constituting it, unless otherwise ordered by the Board. (*Revised Oct. 2001*)

Section 10. Vacancies. A vacancy among the officers shall be filled as follows (*Revised Oct. 2007*):

- A. Immediately upon vacancy in the office of the President, the Executive Committee shall appoint the President Elect to fill the vacancy and the Vice President shall then assume all duties of the President Elect. The Executive Committee shall notify the Voting Directors of a time and place, to occur within sixty (60) days, to enable the Voting Directors to elect a new Vice President to fulfill the unexpired term. (*Revised Oct. 2007*)
- B. Immediately upon vacancy in the office of President Elect, the Executive Committee shall appoint the Vice President to fill the vacancy. The Executive Committee shall notify the Voting Directors of a time and place, to occur within sixty (60) days, to enable the Voting Directors to elect a new Vice President to fulfill the unexpired term. (*Revised Oct. 2007*)
- C. Immediately upon vacancy in the office of Vice President, the Executive Committee shall appoint the Secretary to fill the Vice President position and the Treasurer to fill the Secretary position. The Executive Committee shall then notify the Voting Directors of a time and place, to occur within sixty (60) days, to enable the Voting Directors to elect a new Treasurer to fulfill the unexpired term. (*Revised Dec. 2017*)
- D. Immediately upon vacancy in the office of Secretary or Treasurer, the Executive Committee shall notify the Voting Directors of a time and place, to occur within sixty (60) days, to enable the Voting Directors to elect a new Secretary or Treasurer to fulfill the unexpired term. (*Revised Oct. 2007*)

Article 7 Corporate Seal

The corporation may have a corporate seal, which shall have inscribed thereon the name of the corporation. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced. Failure to affix the seal shall not, however, affect the validity of any instrument.

Article 8 Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article 9 Miscellaneous Provisions

Section 1. Parliamentary Procedures. The Association at its meetings and the Directors and committees in their deliberations shall be governed by *Robert's Rules of Order* in so far as those rules may be consistent with these Bylaws.

Article 10 Amendments

The Bylaws of the Association may be amended, altered or repealed by two-thirds (2/3rds) vote of the members present at any meetings of the Association. A written copy of any proposed amendments or alterations to the Bylaws shall be delivered to each member at least seven (7) days prior to any vote as set forth above.