

BYLAWS OF THE CENTRAL & NORTHERN FLORIDA BUSINESS TRAVEL ASSOCIATION

A Chapter of the Global Business Travel Association (GBTA)

Revised: Jan. 15, 2026

Effective: Jan. 15, 2026

ARTICLE I - NAME

The name of this nonprofit corporation is the **Central & Northern Florida Business Travel Association (CNFBTA)**, a Chapter of the **Global Business Travel Association (GBTA)**.

The organization shall be referred to throughout these Bylaws as the "**Chapter.**"

ARTICLE II - PURPOSE

Section 1. Purpose

The purposes of the Chapter are:

1. To provide a forum for members to discuss events, trends, and developments in the travel industry, promoting the exchange of ideas and enhancing the field of business travel.
 2. To obtain and distribute statistical, educational, and trade information of value to the membership.
 3. To encourage and promote professional relationships, friendship, and goodwill among members.
 4. To undertake any lawful activities that support or contribute to the achievement of the Chapter's objectives.
 5. To operate exclusively as a nonprofit organization and not for the pecuniary gain or profit of any member, consistent with applicable Florida laws and regulations governing nonprofit entities.
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ARTICLE III - MEMBERSHIP

Section 1. Eligibility

Membership shall be open to individuals directly engaged in business travel-related activities and those interested in advancing the study and solutions of issues affecting the industry.

The number and definitions of membership classes shall mirror those established in the current **GBTA Bylaws** and shall automatically align with any future amendments made by GBTA.

Section 2. Voting Rights

Members designated as:

- Press or media representatives,
- Academic members,
- Honorary members, or
- Retired members

shall be considered **Non-Voting Members**.

Non-Voting Members may:

- Participate in Chapter activities,
- Serve on committees,

but may not:

- Vote on Chapter business, or
- Hold elected office.

All other membership classes shall be considered **Voting Members**.

Section 3. Dues

A. Dues and Fees

The Board of Directors shall establish all membership dues, initiation fees, and other assessments.

B. Delinquency

- Members whose dues are more than thirty (30) days overdue may be suspended and lose voting privileges until payment is received.
- Members whose dues are more than sixty (60) days overdue may have their membership terminated.

Section 4. Membership Meetings

A. Regular Meetings

The Chapter shall hold a minimum of four (4) membership meetings each year.

B. Annual Meeting

An Annual Meeting shall be conducted at a time and place determined by the Board of Directors for the purpose of:

- Receiving reports on Chapter activities,
- Electing officers and directors,
- Conducting any other properly presented business.

C. Special Meetings

Special meetings may be called by:

- The Board of Directors, or
- Written request signed within a sixty (60) day period by one-third (1/3) of the Voting Members.

The purpose of the meeting must be stated in the call.

D. Notice of Meetings

Notice shall be provided by email to all members not less than ten (10) days and not more than sixty (60) days before the meeting date.

Notice of a special meeting shall include its specific purpose.

E. Quorum

A quorum shall consist of one-half (1/2) of the Voting Members present.

Section 5. Termination of Membership

A. General

Membership may terminate through:

- Resignation,
- Failure to pay dues,
- Expulsion for dishonesty, fraud, or misrepresentation related to Chapter affairs.

B. Expulsion

No member shall be expelled without due process.

Expulsion requires a two-thirds (2/3) vote of the Board members present and voting at a duly called meeting.

C. Forfeiture

Upon termination, all membership rights, privileges, and interests in Chapter assets are forfeited.

D. Outstanding Obligations

Termination shall not relieve a former member of unpaid dues or fees. Reinstatement shall require payment in full of all outstanding balances.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall govern and manage the property, affairs, and business of the Chapter.

The Board may delegate authority to officers and committees as appropriate.

Section 2. Composition

The Board shall consist of a flexible number of Directors, but no fewer than five (5), including:

- President
- Vice President
- Treasurer
- Secretary
- Immediate Past President

Section 3. Terms of Office

The Chapter is transitioning all Board positions to two-year terms.

Current Structure

- President: Two (2) years

- Immediate Past President: Two (2) years
- All other Directors: One (1) year

Terms begin January 1 and conclude December 31.

Transition Schedule

2024 Elections The following positions transition to two-year terms:

- Vice President
- Secretary
- Director of Communications
- Director of Programs
- Director of Sponsorships

2025 Elections All remaining Board positions transition to two-year terms.

This staggered structure provides continuity and assists with onboarding new Board members.

Section 4. Election

Directors shall be elected by electronic ballot of the membership.

Section 5. Removal

Directors may be removed for dishonesty, fraud, or misrepresentation by majority vote of the Board.

Section 6. Resignation

A Director may resign through written notice to the Board.

Unless otherwise specified, the resignation becomes effective upon receipt.

Section 7. Vacancies

Board vacancies shall be filled by appointment of the Board of Directors.

Section 8. Meetings

A. Regular Meetings

The President shall establish the schedule and location of regular Board meetings.

B. Special Meetings

Special meetings may be called by:

- The President, or
- Any three (3) Directors through written request.

Section 9. Notice

- Regular meetings: Thirty (30) days' notice.
- Special meetings: Three (3) calendar days' notice.

Notice shall be delivered electronically to the Director's email address on record.

Business for special meetings must be specified in the notice.

Section 10. Quorum

A majority of voting Directors shall constitute a quorum.

Section 11. Board Action

Unless otherwise required by law or these Bylaws, actions of the Board shall be approved by a majority vote of Directors present when a quorum exists.

Section 12. Action Without Meeting

Any action that may be taken during a meeting may instead be taken through written consent approved by a majority of the Board.

ARTICLE V - OFFICERS

Section 1. Officers

The officers of the Chapter shall be:

- President
- Vice President
- Treasurer
- Secretary
- Immediate Past President

Section 2. Terms

Officer terms shall follow the Board transition schedule outlined in Article IV.

2024 Transition

The Secretary position transitions to a two-year term.

2025 Transition

All remaining officer positions transition to two-year terms.

The staggered schedule is designed to maintain leadership continuity.

Section 3. Resignation

Officers may resign through written notice to the Board.

Unless otherwise specified, resignations become effective upon receipt.

Section 4. Removal

Any elected officer may be removed for dishonesty, fraud, or misrepresentation by majority vote of the Board.

Section 5. Vacancies

Vacancies, other than President, shall be filled by the Board for the remainder of the term.

Section 6. President

The President shall:

- Serve as Chief Executive Officer of the Chapter;
- Preside over membership and Board meetings;
- Act as the Chapter's principal spokesperson;
- Appoint committee chairs;
- Serve ex officio on all committees;
- Perform duties assigned by the Board.

Section 7. Vice President

The Vice President shall:

- Perform the duties of the President when necessary;
- Carry out responsibilities assigned by the President or Board.

Section 8. Treasurer

The Treasurer shall:

- Maintain accurate financial records;
- Serve as custodian of Chapter funds and assets;
- Deposit funds in Board-approved financial institutions;
- Provide financial reports upon request;
- Perform duties prescribed by the Board.

The Treasurer may be required to furnish a bond in an amount determined by the Board.

Section 9. Secretary

The Secretary shall:

- Provide required meeting notices;
- Maintain all non-financial records;
- Perform duties assigned by the President or Board.

Section 10. Immediate Past President

The Immediate Past President shall serve in an advisory capacity to promote continuity of leadership.

ARTICLE VI - ELECTIONS

Section 1. Nominations

Candidates for elected positions shall be nominated by a Nominating Committee.

The Committee shall:

- Obtain consent from nominees,
- Confirm eligibility,
- Verify that nominees are members in good standing,
- Verify payment of all Chapter dues and fees.

Section 2. Elections

Elections shall be conducted annually through electronic voting.

The candidate receiving the highest number of votes for each position shall be elected.

ARTICLE VII - COMMITTEES

Section 1. Establishment

The President may establish ad hoc committees as required to support the mission of the Chapter.

Section 2. Appointments

Committee chairs shall be appointed by the President.

Section 3. Vacancies

Committee vacancies shall be filled through appointment in the same manner as the original appointment.

Section 4. Committee Action

Unless otherwise directed by the Board:

- A majority of committee members shall constitute a quorum.
 - Actions require approval of a majority of members present.
 - Committees may establish operating procedures consistent with these Bylaws.
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ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board may authorize officers or agents to execute contracts and other instruments on behalf of the Chapter.

Section 2. Checks and Financial Instruments

Checks, drafts, notes, and other financial instruments shall be signed by officers or agents authorized by Board resolution.

If no such resolution exists, authority shall rest with the Treasurer.

Section 3. Deposits

All Chapter funds shall be deposited in financial institutions approved by the Board.

Section 4. Gifts and Contributions

The Board may accept contributions, gifts, bequests, or donations on behalf of the Chapter for general or specific purposes.

ARTICLE IX - BOOKS AND RECORDS

The Chapter shall maintain complete and accurate:

- Financial records,
 - Board minutes,
 - Committee minutes,
 - Official organizational records.
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ARTICLE X - LIMITATION ON CHAPTER ACTIVITIES

The Chapter shall not rate, endorse, certify, or recommend any supplier product or service.

ARTICLE XI - INDEMNIFICATION

Any current or former Director, officer, employee, agent, or other person designated by the Board may be indemnified by the Chapter against judgments, settlements, fines, legal fees, and other reasonable expenses arising from actions related to their service on behalf of the Chapter.

No indemnification or advancement of expenses shall be made until legal counsel has provided an opinion regarding its legality.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The most recent edition of **Robert's Rules of Order** shall govern all procedural matters not otherwise addressed in:

- These Bylaws; or
 - The Articles of Incorporation.
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ARTICLE XIII - AMENDMENTS

These Bylaws may be amended, altered, repealed, or replaced by a two-thirds (2/3) affirmative vote of members present at a meeting called specifically for that purpose.

Members shall receive at least thirty (30) days' notice of any proposed amendment.

CNFBTA NON-SOLICITATION POLICY

Adopted January 15, 2026

The **Central & Northern Florida Business Travel Association (CNFBTA)** is dedicated to the education, development, and support of professionals actively engaged in the business travel industry.

The success of the organization depends on maintaining an environment that promotes professional networking, education, and collaboration rather than direct sales activities.

Accordingly, all supplier members and non-member attendees agree to the following:

Policy

CNFBTA meetings, events, educational programs, and networking activities are intended to be relationship-building opportunities. Suppliers shall refrain from soliciting business from Corporate Buyer members during Chapter functions.

Participation in any CNFBTA event constitutes acceptance of this policy.

Enforcement

First Violation

- The Chapter President will issue a verbal warning to the individual(s) involved.

Second Violation

- The individual and their company will have their membership and participation privileges suspended for one (1) year.

The Board of Directors reserves the right to review violations and determine appropriate disciplinary action consistent with these Bylaws and the best interests of the Association.

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