

# ALASKA TRAVEL INDUSTRY ASSOCIATION, INCORPORATED

## BYLAWS

### Article I

#### Name

The name of the association shall be the Alaska Travel Industry Association, Incorporated ("Association").

### Article II

#### Purposes

The purposes of the Association shall be:

- 1) To promote and facilitate travel to and throughout the State of Alaska.
- 2) To provide a broad-based association of individuals and companies with an interest in the visitor industry in Alaska.
- 3) To encourage the increase and improvement of visitor facilities, services and attractions throughout Alaska.
- 4) To plan and execute a statewide marketing campaign promoting Alaska as a visitor destination.
- 5) To increase the awareness of the economic importance of the visitor industry.
- 6) To develop and implement programs beneficial to the travel supplier and consumer, which no other single industry component or organization would be expected to carry out on its own.
- 7) To initiate and cooperate with local, state, and federal entities in developing and implementing programs, policies, and legislation that are responsive to the needs of the industry and to intervene in those issues and initiatives that would directly affect the facilitation and promotion of travel to and within Alaska.
- 8) To work cooperatively with the state on tourism development and long-range planning.
- 9) To seek, receive, and maintain funds, property, and services and to apply them, or the income thereof, to the above-stated purposes; and to carry on, encourage, and aid the activities in furtherance of the above-stated purposes.
- 10) To do everything and anything reasonably necessary, proper, advisable, or convenient for the accomplishment of the purposes set forth above, and to so do all other things

incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Articles of Incorporation, but not to exceed, contravene, or conflict with those permissible purposes for which the Association may qualify as exempt under Section 501(c)(6) of the Internal Revenue Code, as amended.

### **Article III** Membership

1. Classes of Membership
  - a) There shall be at least three (3) classes of membership in the Association: Marketing Partner Members, Affiliate Members, and Tourism Advocate Members. The board may add other classes of membership. To qualify as an Affiliate Member, a business or governmental subdivision must derive less than 10% of its revenues from goods and/or services sold directly to visitors. If more than 10% of a business' or governmental subdivision's revenue is derived from goods and/or services sold directly to visitors, the business or governmental subdivision must join as a Marketing Partner or Tourism Advocate Member.
  - b) Any business with a valid business license or a governmental subdivision may be considered for membership in the Association. A business may only have one membership unless the business has multiple business licenses, in which case the business may elect to have a membership for each business license it holds.
  - c) Only Marketing Partner Members or those the Board of Directors determines have paid an equivalent amount shall be entitled to participate in the Association's visitor promotion programs.
  - d) Lifetime or Honorary membership in the Association may be conferred upon any past Member of the Association by the Board of Directors. Lifetime or Honorary Members shall not be required to pay dues and shall be accorded the same membership privileges as Tourism Advocate Members.
2. Membership Application Applications for membership must be submitted in writing to the President, clearly stating the applicable class of membership, along with appropriate dues. The President shall review all applications for qualifications of class of membership sought and process all qualified applicants. Any membership application deemed to be not qualified by the President shall be submitted to the Board of Directors for review. If the Board of Directors rejects the application, the President shall notify any rejected applicant in writing, accompanied by a refund of the dues payment. Any rejected applicant shall be afforded a hearing before the Board if requested in writing.
3. Membership Dues The Board of Directors shall establish an annual dues structure for each class of membership.
4. Membership Representation In each application for membership, the signer shall state the official representative(s), primary region of business operation or the primary region where the service is

provided, and mailing address of the representative(s) to which notices of any meetings and/or functions are sent. It shall be the duty of the Member to update any subsequent changes in representation or mailing address. Until the President receives such notification, notices sent to the official representative at the last address given shall be sufficient and binding on the Member.

5. Membership Expulsion Any Member may be expelled by the Board of Directors.

#### **Article IV** Membership Meeting

1. Annual Meeting An annual meeting will be held each year during the last four (4) months of the calendar year. The Board of Directors shall establish the date and location of the annual meeting and the President shall notify the membership, in writing, at least three (3) months prior to the meeting date.
2. Special Meetings Special meetings of the Association may be called by the Chair of the Board of Directors, or shall be called by the Chair upon the written request of ten percent (10%) of the Association membership or a majority of the Board of Directors. Written notice of any special meeting, stating the purpose(s) of the meeting, shall be given at least thirty (30) days before the date of the meeting, to each Member entitled to vote at the meeting.
3. Quorum A quorum for voting and conducting business shall be one-tenth (1/10) of the voting membership. Once a quorum is established it shall remain in effect until the conclusion of the meeting. All issues shall be decided by majority vote, except as may otherwise be provided in these Bylaws or by law.
4. Proxies Voting by proxy shall not be permitted for any purpose.
5. Parliamentary Authority The order of business may be altered or suspended at any meeting by a majority vote of the Members present who are entitled to vote.
6. Annual Report The Board of Directors shall submit or cause to be submitted a written Annual Report and Financial Accounting to the membership by the end of the second quarter of the fiscal year.

#### **Article V** Board of Directors

1. Board Composition The Board of Directors shall consist of nineteen (19) elected directors and up to four (4) appointed directors. Of the elected directors, seats shall be allocated based on the location of the primary region of business operation or the primary region where the service is provided as follows: 1 Far North; 1 Southwest; 3 Southcentral (to include at least one outside of the Municipality of Anchorage); 3 Interior (to include at least one outside of the Fairbanks North Star Borough); 3 Inside Passage (to include at least one outside of the City and Borough of Juneau); 4 Outside (to include at least two from cruiseline<sup>1</sup> members); and 4 At-Large. Regional

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<sup>1</sup> The definition of a cruiseline will be that of the State of Alaska DEC's definition of a cruiseline company.

boundaries shall conform to the regions in the State Vacation Planner. No more than one (1) representative per member, as defined under Article III Sec 1(b), may serve on the Board of Directors at the same time.

2. Terms of Office Each elected Director shall serve a three-year term of office, staggered so that, as applicable, at least one position within a designated region is up for election in a given year. Elected Directors' terms shall commence at the conclusion of the Annual Meeting. Appointed Directors shall serve a one-year term, commencing upon confirmation by the elected Board of Directors. The Board may appoint as many advisers as it deems appropriate, none of whom shall be entitled to vote.
3. Representation the Chair and the elected Board of Directors shall exercise their best judgment in appointing and approving one-year members to the Board to ensure that all major segments of the industry, geographic areas, and membership cross-sections are represented on the Board.
4. Ex-Officio Members The President of the Association shall be an ex-officio member of the Board of Directors. Unless otherwise entitled, an ex-officio member shall not be entitled to a vote on the Board.
5. Board Meetings The Board shall meet regularly at least four (4) times annually or as deemed necessary with thirty (30) days' advance written notice to each Director. The Chair shall convene meetings. A special Board meeting may be convened upon written request of one-third (1/3) of the Directors or upon call of the Chair, after giving twenty-four (24) hours' notice to all Directors by any electronic means, including but not limited to facsimile, telephone, e-mail, personal messenger, or comparable person-to-person communication. Any Director may participate in a meeting by conference telephone.
6. Meeting by Conference Call Without assembling, the Board of Directors, or a committee of the Board, may conduct a meeting by communicating simultaneously with each other by means of conference telephones, or similar private communications equipment; provided however, that participation in such meetings shall not be permitted by radio, radio telephone, or other broadcast media, where the confidentiality of the meeting cannot reasonably be expected to be protected.
7. Acting Without Assembling Action that may be taken at a meeting of the Board of Directors, or of a committee of the Board of Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, each execute written consents, identical in content, setting out the action taken.
8. Quorum A quorum shall consist of one-half (½) of the Board membership.
9. Voting All members of the Board, with the exception of ex-officio members, shall have an equal voice and vote on all issues placed before the Board. All issues before the Board shall be decided by a majority vote, except as may be provided in the Bylaws. Proxy voting shall not be permitted. Board meetings shall be open to the membership, except the Board may convene in private, non-voting sessions for discussion of personnel, legal, or contractual matters.

10. Power of Directors The duties and responsibilities of the Board of Directors shall include:
- (a) The Board of Directors shall be responsible for the management of the Association with the full power and authority to carry out the affairs of the Association.
  - (b) The Board of Directors may adopt such rules and regulations for the conduct of its business as it deems advisable, and may, in the execution of the powers granted, appoint such agents as it considers necessary.
  - (c) The Board of Directors may issue statements of policy for the purpose of establishing guidelines and goals for Association activities and operations.
  - (d) The Board of Directors may issue resolutions for the purpose of stating the Association's position on issues.
  - (e) The Board of Directors shall approve the annual budget or other financial matters, authorizing the President to incur debts and disburse funds as consistent with the budget.
  - (f) The Board of Directors may authorize the establishment of one or more divisions of the Association with such authority and responsibility as the Board may direct.
  - (g) The Board of Directors shall elect the chair of each standing committee and shall have the authority to remove the chair of a standing committee.
11. Resignations & Vacancies Being absent from two consecutive regularly scheduled Board meetings shall be considered an automatic resignation, unless a written explanation of the absence is submitted and accepted by the Board or Chair of the Board. If a Board member ceases to have a business operation in his or her primary region of business operation or ceases to be an official representative of a Member prior to the expiration of his/her term, s/he shall resign from the Board of Directors. Any Director may resign at any time by delivering a written resignation to the Chair of the Board or the President. The acceptance of any resignation, unless required by the terms of the resignation, shall not be necessary to make the resignation effective. Vacancies shall be filled by Chair appointment to complete the unexpired term, subject to meeting Board composition requirements and approval by the Board of Directors.
12. Presumption of Assent A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken is presumed to have assented to the action, unless the Director's dissent is entered in the minutes of the meeting, or unless the Director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting or forwards such dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.
13. Director Conflicts of Interest A Director shall disclose to the Board the material facts of any transaction between the Association and the Director, or any entity in which the Director is

employed or associated. If such disclosure is made, then any contract or other transaction between the Association and one or more of its Directors, or between the Association and any company in which one or more of its Directors are members or employees, or in which they are financially interested, or between the Association and any entity of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are financially interested shall be valid for all purposes, provided that the interested Director is excused from, not present at, and does not participate in, the portion of the meeting when action is discussed and taken on the matters in which the Director, or any entity in which the Director is a member or employee, has an interest. An interested Director shall continue to be counted in determining whether a quorum is present but may not participate in discussion of or vote on any matter in which the Director has an interest.

*\* The number of appointed directors shall be come six (6) at the conclusion of the annual meeting October 2002.*

## **Article VI** Officers

1. Composition of Officers The officers of the Association shall include a Chair of the Board, a Vice-Chair of the Board, a President, a Chair of the Government Relations Committee, a Chair of the Marketing Committee, a Chair of the Tourism Planning Committee, a Secretary/Treasurer, and the Immediate Past Chair of the Board. Except for the Association President, each officer shall automatically become an appointed Director of the Board and be included in the four (4) appointed seats unless s/he is currently serving as an elected Director. The Board of Directors may choose to separate the position of Secretary /Treasurer into two separate positions.
2. Nominations Committee The Nominations Committee shall be a standing committee. The Chair of the Association shall appoint, subject to approval of the Board of Directors, a Nominations Committee Chair annually from the members of the Board of Directors who are not currently serving on the Executive Committee. The Chair of the Nominations Committee shall appoint committee members consisting of two members from the Board of Directors who are not currently serving on the Executive Committee and two or more members of the Association who are not serving on the Board of Directors. The Nominations Committee shall be charged with the full responsibility of conducting nominations and elections for the Board of Directors. Members of this committee shall not be candidates for election to the Board.
3. Resignation Any officer may resign at any time by delivering a written resignation to the Chair of the Board or the President. The acceptance of any resignation, unless required by the terms of the resignation, shall not be necessary to make the resignation effective.
4. Removal Any officer may be removed by a majority vote of the entire Board of Directors whenever, in their judgment, the best interests of the Association would be served.
5. Vacancies Any vacancy in an office may be filled by the Chair of the Board, with approval of the Board of Directors, for the unexpired portion of the term. A vacancy in the office of the Chair of the Board may be filled by the Board of Directors, for the unexpired portion of the term.

6. Chair and Vice-Chair of the Board The Chair shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members, Board of Directors, and the Executive Committee and will be an ex-officio member of all other committees and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned by the Board of Directors. The Chair may recommend formation of special committees and appointment and termination of special committee chairs subject to approval by the Board of Directors. The Chair may appoint individuals such as delegates and special representatives as the Chair deems necessary who shall serve at the pleasure of the Chair. The Vice Chair shall possess the powers and discharge the duties of the Chair in the latter's absence or disability.
7. The President The President shall be the Chief Operating Officer, to be employed and terminated by the Board of Directors, shall exercise general and active day-to-day management of the business of the Association under the direction of the Board of Directors, shall report to and advise the Board on all significant matters of business, and shall see that all orders and resolutions of the Board are carried into effect. Between meetings of the Board of Directors, the President, with guidance or counsel of the chair, shall carry forward the will and direction of the Board. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board of Directors, including: (1) the duty to attend all meetings of the Board of Directors; (2) the duty to execute on behalf of the Association all instruments requiring such execution except to the extent that the signing or execution hereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association; (3) the duty to approve all material communications and business transactions made in the name of the Association; (4) the power to hire and discharge all personnel of the Association other than the officers appointed by the Board of Directors, and to implement personnel policies adopted by the Board.
8. Secretary/Treasurer The Secretary/Treasurer shall have the general powers and duties usually vested in the office of Secretary/Treasurer of a corporation and shall have such other powers and duties, not inconsistent with these Bylaws, as may be assigned from time to time by the Board of Directors or the Chair, including (1) accounting for all monies received and expended for the use of the Association; (2) preparation of an annual report of the transactions and condition of the Association and other financial statements as may be requested by the Board; (3) keep, or cause to be kept, the minutes of the Board of Directors' meetings, membership meetings, and the Executive and other Committee meetings, (3) provide that proper notices are given in accordance with the provision of these Bylaws; and (4) ensure that proper lists of members and their voting rights are maintained. The Secretary/Treasurer may delegate his or her authority to the President of the Association but shall be responsible for seeing that the delegated duties are carried out. The Secretary/Treasurer shall Chair the Membership Committee.
9. Other Officer's Responsibilities In addition to serving on the Executive Committee, officers shall be responsible for the areas, which their titles indicate, and for such other matters which the Chair or the Board may direct. The Chair and elected officers shall work closely with the President to facilitate proper coordination of policy and administration.

*\* The number of appointed directors shall be come six (6) at the conclusion of the annual meeting October 2002.*

## **Article VII** Organizational Divisions

1. Organizational Division Activities The activities of an organizational division of the Association shall not extend beyond the scope of the Alaska visitor industry and shall conform to the provisions of the Association's Articles of Incorporation, to such sections of these Bylaws that specifically mention divisions or subgroups, and in general to the purposes and intent of this Association.
2. Organizational Division Funds Trust funds, divisions, and chapters may be permitted independent financial activity subject to an annual report. Any financial activity that is conducted by a committee, chapter, trust, foundation, division, or similar group shall be subject to such accounting procedures, reports, or financial policy as deemed necessary by the Board of Directors.
3. Organizational Division Benefits A division shall be expected to provide priority considerations and benefits to members and to participate and cooperate in the financial well being of the Association.
4. Organizational Division Responsibility Any individual, division, group, or entity appointed or created by the Board of Directors shall be answerable to the Board for the manner in which their activities are conducted.

## **Article VIII** Committees

1. Executive Committee The Executive Committee shall be a standing committee. The Executive Committee shall consist of each of the officers, except the President, who shall serve in an ex-officio capacity at the pleasure of the Board, and shall meet at the call of the Chair. The Executive Committee shall have the authority to act only during the intervals between meetings of the Board of Directors in the management of ordinary business affairs and on matters specifically directed to the Executive Committee by the Board of Directors. The Executive Committee shall have no authority to: (1) appoint officers or to fill vacancies on the Board of Directors or on the Executive Committee; (2) amend the Articles of Incorporation or these Bylaws; (3) obligate the Association to any financial indebtedness; or (4) approve of any plan or merger of consolidation or dissolution of the Association or any fundamental change in its character. The Executive Committee shall monitor the performance of and recommend compensation levels for the President and make recommendations to the Board of Directors on any action.
2. Nominations Committee The Nominations Committee shall be a standing committee. The Chair of the Association shall appoint, subject to approval of the Board of Directors, a Nominations Committee Chair annually from the members of the Board of Directors who are not currently serving on the Executive Committee. The Chair of the Nominations Committee shall appoint committee members consisting of two members from the Board of Directors who are not currently serving on the Executive Committee and two or more members of the Association who are not serving on the Board of Directors. The Nominations Committee shall be charged with the full

responsibility of conducting nominations and elections for the Board of Directors. Members of this committee shall not be candidates for election to either Board.

3. Government Relations Committee The Government Relations Committee shall be a standing committee.
4. Marketing Committee The Marketing Committee shall be a standing committee.
5. Finance Committee The Finance Committee shall be a standing committee.
6. Tourism Planning Committee The Tourism Planning Committee shall be a standing committee.
7. Membership Committee The Membership Committee shall be a standing committee.
8. Committee Members All committees shall have at least three (3) members. Committee members shall not be required to be members of the Board of Directors unless required by these Bylaws. Except as otherwise provided in these Bylaws, the Chair of the Board may appoint, subject to Board approval, all committee members, as necessary, to discharge duties or activities not otherwise inconsistent with the Articles of Incorporation or the Bylaws of the Association. Such committee members shall serve at the pleasure of the Board.

## **Article IX**

### **Board Elections**

1. Candidate Eligibility Any voting Member in good standing or official representative of a voting Member in good standing may run for the Board of Directors if there is an open seat in the Member's region. The Nominations Committee shall nominate from the voting Members in good standing and will attempt to ensure a minimum of two (2) candidates for each open position. Nominations Committee members shall monitor names to ensure the requirements of the Board composition are met. Candidate names must be submitted to the Secretary or President of the Association by **August 1** of each year along with a completed disclosure form adopted by the Board of Directors indicating any businesses in which a candidate has a majority ownership interest. Nomination Committee members will be diligent in identifying and soliciting qualified candidates for the Board of Directors positions. The Alaska Travel Industry Association will attempt to conduct elections whereby more than one candidate for each available seat is nominated by the Nominations Committee.
2. Ballots The ballots for Board of Directors' elections shall be prepared and mailed to the last known address of the Members no later than September 1 of each year. Candidate disclosure information shall be included with the ballots. Each voting Member in good standing shall receive one ballot to vote. Ballots must be returned by mail and received no later than September 30 in order to be counted. Faxed or E-mailed ballots will not be accepted.
3. Election Results The President and at least one (1) member of the Nominations Committee shall tabulate and announce the election results within one (1) working day of the voting deadline. Any Nominations Committee member who wishes may assist in tabulating the votes.

4. Tie Results in Election If two or more candidates for a Board seat receive the same number of votes, then the election shall be decided by a runoff election between the tied candidates. Ballots with the names of the candidates shall be mailed to the Members for voting with the ballots to be returned within two (2) weeks from the date of mailing to the Members. If the results are still tied after the runoff election, then the election for that Director seat shall be decided by the toss of a coin conducted by the President if there are only two (2) candidates whose votes are tied. If there are more than (2) candidates with tied votes, then the election for that Director seat shall be decided by drawing numbers from a concealed container, with the candidate drawing the highest number being the one elected to the seat. The numbers placed in the sealed container shall be 1, 2, 3, and so on, which shall be equal to the number of candidates with tied votes. In either the coin toss or the number drawing, the candidates shall be arranged in alphabetical order with the candidate's name which comes first alphabetically being the first to call the coin toss or draw a number from the container.

**Article X**  
Rules of Order

Rules and Policies The Board of Directors may adopt rules and regulations and other policy statements, not inconsistent with the Bylaws to carry out the Association's objectives and purposes.

**Article XI**  
Fiscal Year

The fiscal year of the Association shall be July 1 through June 30.

**Article XII**  
Indemnification

This Association shall indemnify any person who was or is a party or is threatened to be made a party to any action or proceeding by reason of the fact that such person is or was an officer, director, committee member, or agent of this Association, or is or was serving at the request of this Association as a director, officer, employee, committee member, or agent of another division, partnership, joint venture, or other enterprise, against expenses, attorneys fees, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings, to the fullest extent permitted under the laws of the State of Alaska, provided that such amounts are not otherwise paid or payable to the indemnified party under any insurance contract. For this purpose, the Board may, and on request of any such person, shall be required to determine in each case whether or not the applicable standards of conduct under Alaska law have been met, or such determination shall be made by independent legal counsel or a court of competent jurisdiction if the Board so directs, or if the Board is not empowered by statute to make such determination. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the members, or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Article XIV**  
Dissolution

In the event of termination or dissolution of this Association, any funds remaining shall be distributed to one or more regularly organized organizations qualified under section 501(c) of the Internal Revenue Code, to be selected by the Board of Directors.

**Article XV**  
Legal Counsel

Legal counsel shall be appointed by the Chair, with the approval of the Board of Directors. Any legal counsel appointed and approved shall serve at the pleasure of the Board of Directors. When deemed appropriate by the Chair, the President, the Board of Directors, or the Executive Committee, matters involving interpretation of federal and state laws, local ordinances, and tax questions shall be promptly referred to such counsel for opinion and advice.]

**Article XVI**  
Audit

The books of the Association shall be audited annually by a certified public accountant appointed by the Board of Directors. The auditor's report shall be filed with the records of the Association. A copy of the audit report shall be made available to a Member upon request. A summary of this audit report shall be presented by the Secretary/Treasurer of the Association to the Members at the annual membership meeting.

**Article XVII**  
Amendments

1. Amendments by the Board of Directors The Board of Directors may amend these Bylaws by approval of sixty percent (60%) of all the voting Directors.
2. Amendments by Members The general membership at the annual meeting or a special meeting may amend these Bylaws. At least thirty (30) days' advance written notice of said meeting and a general description of the proposed changes shall be provided to the Members. A majority of the votes cast will pass the amendment. The membership may amend these Bylaws at the annual meeting without prior written notice if it passes by a three-quarters (3/4) majority of the votes cast.

These Bylaws were approved by the Board of Directors on the 17<sup>th</sup> day of February 2000.

These Bylaws were revised by the Board of Directors on the 7<sup>th</sup> day of October 2002.

These Bylaws were revised by the Board of Directors on the 8<sup>th</sup> day of April 2005.

These Bylaws were revised by the Board of Directors on the 17<sup>th</sup> day of November 2005.

These Bylaws were revised by the Board of Directors on the 25<sup>th</sup> day of January 2007.

These Bylaws were revised by the Board of Directors on the 24<sup>th</sup> day of January 2008.

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