

# **The Bylaws Of The New York State Tourism Industry Association**

## **ARTICLE 1. NAME AND PLACE OF BUSINESS**

Section 1. The name of this corporation shall be the New York State Tourism Industry Association, Inc. (NYSTIA) located within New York State at such locations as the Board designates.

## **ARTICLE 2. MISSION & PURPOSES**

Section 1. Mission Statement: The New York State Tourism Industry Association represents New York State's tourism industry through collaboration, research, legislative awareness, and exceptional marketing.

Section 2. The purposes of this corporation are to

- a. Advocate government policies and programs which will strengthen the industry by promoting a wider understanding of travel as a major New York State industry that contributes substantially to the economic and social well-being of the state's citizens;
- b. partner with and support other organizations to raise the level of professionalism of New York State's travel industry through programs that increase the knowledge and effectiveness of those working in the industry;
- c. encourage the development of cooperative relationships and partnerships among members and with other appropriate organizations, governmental units, and private individuals for programs and projects that fulfill the purposes of the organization.

## **ARTICLE 3. MEMBERSHIP**

Section 1. Eligibility. Any individual, corporation, association, or organization actively engaged in the promotion of travel or related goods and services to or within New York State is eligible for membership in this corporation.

Section 2. Applications. Applications for membership shall be made in writing and/or made electronically. All applications shall be reviewed by the chief executive officer and the chair of the membership committee for qualification and acceptance. Upon acceptance and payment of dues, the Chief Executive Officer shall provide the board of directors at each meeting with a membership update including a list of all new members accepted since the previous meeting.

Section 3. Investment and Types of Membership. A membership investment schedule shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors. Such schedule shall include consideration of active membership, secondary contact or associate membership, and student membership. All dues shall be paid in advance annually.

Section 4. Honorary Membership may be conferred by the Board of Directors upon persons who have rendered distinguished service to the travel and tourism industry profession. Honorary members are entitled to privileges established by the Board of Directors and are exempt from dues. Honorary members need not be located in the State of New York.

Section 5. Voting. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6. Termination of Membership

- a. Non-payment of Dues. Any member shall be terminated for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause
- b. Withdrawal. Any member may withdraw from this corporation by presenting to the President a written statement of resignation. No refund of dues shall be allowed.
- c. Expulsion. Any member may be terminated, for conduct contrary to good business ethics, or actions detrimental to the Corporation by a vote of two-thirds of the Board of Directors, at a scheduled meeting thereof, providing the member shall have been given the opportunity to appear at a meeting and make such answer thereto.

**ARTICLE 4. MEETINGS**

Section 1. Meetings of Members.

- a. Annual Meeting. The Board of Directors shall designate the September or October meeting of the Board as the Corporation Annual General Membership Meeting for the election of Directors and for the transaction of other business at such place and time as shall be identified. The time and place shall be fixed by the Board of Directors and notice thereof mailed and/or electronically sent to each member at least ten (10) days before said meeting.
- b. Quorum. At the annual meeting any number of members present shall be considered a quorum so long as a simple majority of Board of Directors is present.

Section 2. Meetings of the Board of Directors.

- a. Regular Meetings. Regular meetings shall be held once each quarter unless otherwise provided for by the Board. Meetings shall be open to the public and members are encouraged to attend. Only Board members may vote with a simple majority needed to pass all business.
- b. Executive Session. The Board may hold closed executive sessions for the purposes of personnel, contracts, liability, or expulsion of members.
- c. Quorum. At Board of Directors meetings, a simple majority of the Directors present in person or by phone or video conference will constitute a quorum for the purpose of conducting business. In the absence of a quorum, the Directors present at any meeting duly called may take recommendations or transact any other business, but their actions shall not become final until approved in writing by a majority of the Board.

Section 3. Special Meetings.

- a. Special Meetings. Special meetings may be held at any time upon the call of the Chair or Vice Chair. A written notice of a special meeting must be accompanied by an agenda. If such a special meeting is designated a Member Meeting all members in good standing may vote.

Section 4. Committee Meetings. Committee meetings may be called by a duly elected officer or the committee chair at any time and with proper notification of purpose.

Section 5. Participation, Voting and Rules of Order.

- a. Participation. Remote participation – At the discretion of the Board Chair, and provided that an agenda and proper notice has been given to participants, any member of the Board of Directors may attend meetings via conference call, video conferencing or other electronic communications platforms. Members of the Board or Committee(s) attending via electronic means shall count toward quorum requirements and shall be full voting members. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each person can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee(s).
- b. Voting. For all types of meetings, the Board of Directors may authorize a procedure for voting by mail, email, facsimile or electronic ballot, in lieu of or in addition to in-person or on-conference call voting. Each member shall be entitled to one vote. A majority of the Directors present or casting a ballot as may be provided by the board of directors shall be necessary to carry a motion, except for elections, budgets, and bylaws, which require approval by at least two-thirds of those qualified present and voting.
- c. Proxy Voting. Board of Directors unable to attend a scheduled meeting of the NYSTIA Board may send (by email or mail) a signed NYSTIA proxy form to the current President. Said proxy must arrive by the start of the meeting and assign voting rights to another Director, specified on the form. Proxies shall be counted the same as a voting Director for determining quorums and voting on policies.
- d. Rules of Order. 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. Robert's Rules of order shall govern all deliberations when not in conflict with these bylaws.

Section 6. Notice and Location of Meetings.

- a. Written notice, either electronically or by mail, of all meetings shall be sent to each member at the last known address or email address at least ten (10) days prior to the meeting.
- b. Location of Meetings. All meetings shall be held within the State of New York at places and times designated by the Chair.

## **ARTICLE 5. GOVERNANCE AND BOARD OF DIRECTORS**

Section 1. General Governance. The governance of this corporation shall be vested in the Board of Directors and in the Executive Committee when the Board of Directors is not in session. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable in its policy-making responsibilities including, control of property, responsibility for finances and directing its affairs.

Section 2. Composition of the Board. The Board of Directors shall be comprised of up to twenty-one (21) members in good standing, one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified.

- a. Fifty-one percent of the members of the Board must be a tourism promotion agency as appointed by their respective County government.
- b. Board balance. In soliciting candidates for the Board there shall be reasonable efforts to assure geographic balance and representation of the several sectors of the New York State tourism economy. No New York State designated tourism region shall be represented by more than 25% of the voting members of the Board of Directors.
- c. The Board of Directors shall be elected by the membership at the annual meeting.
- d. Ex-officio. The Board of Directors may annually designate ex-officio directors, who may include the highest-ranking officials or their designees of New York State agencies or statewide membership organizations with tourism-related responsibilities, as well as the Chairperson of the Tourism Advisory Council (TAC). Ex-officio members shall be responsible for providing insight into the plans and actions of the agency or organization they represent and interface with the tourism industry. Ex-officio members shall have no voting authority.
- e. Notwithstanding the above, the immediate Past Chair shall also serve as a Board member for the year following his/her term as Chair of the Board.

Section 3. Selection and Election of Directors.

- a. The election of members to the Board of Directors shall be held at the annual meeting.
- b. These duly elected Directors shall immediately fulfill their roles and duties.

Section 4. Terms of Directors.

- a. Directors are elected to a three-year term and may be elected to a second three-year term. Upon completion of two consecutive three-year terms, a Director is eligible for re-election one year after the expiration of their second three-year term.
- b. If a member fills an unexpired term of less than 2 years of another Director, they remain eligible for re-election to two subsequent, consecutive three-year terms.
- c. When a director has a change in status as a representative of a dues paying member, the Nominating committee shall review the context of their board position (i.e. TPA/non-TPA, category or geographic representation) and report to the Board Chair with a recommendation for this director's board position to be continued or to be replaced.

Section 5. Compensation. Directors as such shall not receive any compensation for their services. But by resolution of the Board of Directors, on a case by case basis, any director may be reimbursed for expenses and costs.

Section 6. Participation in Meetings. Election to the Board requires participation in Board Meetings. While personal attendance at meetings is desired, Article 4. Section 5 notes acceptable participation alternatives.

Section 7. Removal of Directors. Any director missing three (3) Board of Directors meetings in a membership year without proper written explanation to the Chair shall automatically be removed from the Board of Directors, unless two-thirds of the Board of Directors, determines to withhold removal. Such director shall be notified, following two (2) absences, of such status.

Section 8. Vacancies. Vacancies shall be filled by an appointment of the Chair with the approval of the Executive Committee. Any such appointed Director shall serve in that position for the balance of the term of the director he or she was appointed to replace.

Section 9. Action without a Meeting. Any action required or permitted to be taken by vote of the Board of Directors may be taken without a meeting on written consent setting forth the action so taken and signed by all members of the Board. Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, director, employee or agent by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The resolution and the written consents thereto by the members shall be filed with the Corporation's records.

Section 10. Indemnification. The Association shall, provide for indemnification of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Association, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 11. Conflicts of Interest. All directors, officers, Key Employees, and members of Committees of the Board and Committees of the Corporation, regardless of whether or not such persons are directors, shall abide by the Association's Conflict of Interest Policy adopted by the Board and as amended from time to time.

## **ARTICLE 6. OFFICERS AND DUTIES**

Section 1. Election and Qualifications. The Board of Directors shall elect a Chair, Vice Chair, Secretary and Treasurer, and may elect up to two additional officers. Either the Chair or the Vice Chair, but not necessarily both at the same time, must be a designated Tourism Promotion Agency. An employee of the Corporation shall not be the Chair of the Board or hold any other title with similar responsibilities.

Section 2. Term of Office. Officers hold office for a term of one year and until their respective successors have been elected. Persons may succeed themselves in office, provided, however, no one shall serve more than two consecutive one-year terms in the same office.

Section 3. Eligibility. No person holding the position of Chair or Vice Chair in another statewide tourism-oriented organization may serve as the Chair of the New York State Tourism Industry Association.

#### Section 4. Duties.

- a. Chair. The Chair shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee. He or she shall perform all duties incident to the office and recommend such action as is deemed necessary to increase the effectiveness of the Association and shall be empowered to appoint from the Board of Directors and general membership persons to serve on board and association committees when conditions suggest the need. The Chair shall be an ex-officio member of all Association committees.
- b. Vice Chair. The Vice Chair shall, in the absence of the Chair, preside over all Board of Directors and special meetings and shall work with the Chair and committees on the internal affairs of the corporation. The Vice Chair shall assume the office of Chair in the event of the death, termination, incapacity or resignation of the Chair.
- c. Secretary. The Secretary shall ensure the proper issuance of notice of all meetings and records (minutes and other official documents) of the Association; and shall ensure the safety and proper custody of the records, papers and electronic files of the Association, and shall perform such other duties as usually pertain to the office or as are properly required of the Secretary by the Board of Directors.
- d. Treasurer. The Treasurer shall be responsible for supervising all financial matters of the Corporation, including the preparation of the annual budget and financial status reports, and other necessary government or not-for-profit fiscal reports as required. The Treasurer will be the chair of the Finance Committee.

Section 5. Removal. Any Officer may be removed at any time by a vote of two-thirds of the Directors present at any meeting duly called and held. A motion to remove an officer must be presented in writing at least ten (10) days prior to the meeting; and include the reasons for removal of the officer. No vote shall be taken until such officer has been granted an opportunity to rebut the reasons for removal.

Section 6. Vacancies. Vacancies shall be filled by an appointment by the Chair with the approval of the Board of Directors. Any such appointed officer shall serve in that position for the balance of the term of the officer he or she was appointed to replace.

### **ARTICLE 7. COMMITTEES**

Section 1. Authority. The Chair, with the approval of the Executive Committee, shall designate from among its Directors, Committees of the Board, in each case consisting of three or more directors. Committees of the Board, other than the Executive Committee shall have only such authority as is specifically delegated by resolution adopted by a majority of the entire Board. In the interim between meetings of the Board of Directors, the Executive Committee shall have all the authority of the Board of Directors, except as otherwise provided by law.

Section 2. Designation and Duties - Committees of the Board.

- a. Executive Committee. The Executive Committee, comprised of the Chair, Vice Chair, Secretary, Treasurer, and up to two additional officers as elected, and the Immediate Past Chair. The Executive Committee shall be responsible for all matters of personnel, legal and contractual arrangements. The Board Chair shall be the chair of this committee.
- b. Nominating. The nominating committee shall recommend a slate of candidates for election by the membership to the Board of Directors of the corporation. The nominating committee shall also recommend a slate of candidates for election by the directors of the corporation to the position of officers of the corporation. The nominating committee will conduct elections in a manner consistent with Board Policy, regulations and these Bylaws.
- c. Finance Committee. This Committee of the Board shall be responsible for overseeing the day-to-day fiscal operations of the Association and meet regularly as necessary to exercise their oversight. The Treasurer of the Corporation shall be a member of this Committee and chair thereof, provided he or she is an Independent Director.
- d. Audit Committee. This Committee of the Board shall oversee the audit function, review the performance and independence of the audit firm and conduct a review to select the audit firm at a minimum of every three years. Membership and leadership of this committee shall be rotated among members of the board. A majority of the members of the audit committee cannot serve concurrently on the Finance Committee. The Treasurer may be a member but not the chair of this committee.

Section 3. Designation and Duties - Committees of the Corporation. The Chair, with the approval of the Executive Committee, shall designate from the membership Committees of the Corporation, task forces, advisory groups, subcommittees and sector councils as deemed necessary to fulfill the mission and objectives of the organization. Members of such committees need not be members of the Board. All such committees serve at the pleasure of the Chair. All acts of Committees of the Corporation shall be subject to Board approval.

- a. There shall at a minimum be the following Committee(s) of the Corporation.
  - i. Membership.  
This committee acts as an advisory group that will guide and assist the corporation's staff in the development of member recruitment and retention initiatives, membership levels and dues levels, develop strategies for a membership services and fulfillment, and assist in identifying potential members.
  - ii. Sector Councils.  
The Chair, with the approval of the Executive Committee, may empower Directors representing tourism economy sectors to organize programs and projects for members affiliated with or otherwise interested in the issues and opportunities of that sector.

Section 4. The Chair shall be an ex-officio member of every committee.

Section 5. Quorum. Except as otherwise required by law or these By-Laws, a quorum at any committee meeting shall consist of a majority of the entire membership of the committee, and the affirmative vote of a majority of the votes cast at a committee meeting, if a quorum is present at such time, shall constitute the act of the committee.

## **ARTICLE 8. FISCAL POLICY AND FINANCES**

Section 1. Fiscal Year. The fiscal year for of the New York State Tourism Industry Association shall end on December 31.

Section 2. Policies and Practices. The Board of Directions will make lawful and adequate provisions for sound fiscal policies and practices including annual audits or financial reviews, establishing a dues structure, the preparation of an annual budget, and ample fidelity bonding for those entrusted with handling the funds and property of the New York State Tourism Industry Association.

Section 3. Restricted funds. Restricted funds shall be stated as a separate line item on all fiscal reports and disbursed pursuant to those restrictions.

Section 4. Grants. Any grant application through which monies would be accrued to the organization must first be deemed in alignment with the mission and strategic goals of the Corporation by the Board of Directors and approved by vote.

Section 5. Other Income and Gifts. The Board of Directors shall have the power to accept non-dues income for enhancement of the programs of the corporation, or as gifts to the Corporation. The first use of earned income is to offset the cost for the project for which fees are collected, and the balance shall be deposited in the Association's accounts.

## **ARTICLE 9. MANAGEMENT**

Section 1. Management. The Board of Directors shall employ a President and shall fix the salary and other conditions of employment. The President is an at-will employee in the State of New York and may be removed at any time with a vote of the majority of the Directors.

- a. The President shall be responsible for the day-to-day operations of the Corporation, shall assist the Chair in the supervision and control of the business and affairs of the Association; shall have authority, within the limitations of the budget, to fix compensation of all employees of the Corporation; and shall perform such other duties as may be properly required by the Chair or the Board of Directors.
- b. The President shall see that the minutes of the meetings of the Board of Directors are taken and prepared, and cause to be prepared notices, financial statements, agendas and minutes of meetings of the Board. The President shall be responsible for the administration of the Business Plan and/or current Strategic Plan in accordance with the policies and regulations of the Board of Directors. The President shall be responsible for hiring, discharging, directing and supervising all employees.
- c. The President shall be a non-voting member of the Board and all committees of the Association.

## **ARTICLE 10. STAFF AND LEGAL COUNSEL**

Section 1. The Board of Directors is empowered to retain such staff and legal counsel as may be necessary to carry out the functions of this Corporation.



## **ARTICLE 11. AMENDMENTS**

Section 1. These Bylaws may be amended only by an affirmative vote of two-thirds of the members voting at the Annual or a Special meeting of the Corporation, providing notices of the purpose of the proposed amendment(s) has been stated in the call of the meeting and sent to each member at the last known address at least ten (10) days prior thereto.

## **ARTICLE 12. DISSOLUTION**

Section 1. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized 501 (c) 6 corporation whose mission is the betterment of the Tourism Industry in the State of New York.

Original Bylaws: June 2014

Updated: October 18, 2018

Updated: Membership meeting of September 26, 2019.