

Check the link here for current members of the board:

<https://www.nystia.org/our-role/officers-directors-and-staff>

Current Committees of the Board: Executive; Finance; Audit; Nominating.

Current Committees of the Corporation: Membership; Advocacy; Collaboration; Education.

Additional sub-committees: (e.g. awards, scholarship, conference, annual meeting, etc, as needed)

BYLAWS Specifically Related To the Board Of Directors:

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.

POLICY MANUAL

Content Specifically Related To The Board Of Directors:

Section 400. Board of Directors

401. Board Member Job Description and Board Norms

Position Title: Board Member

Reports to: Chairperson

Qualifications: New York State Travel Industry Association is a not for profit, membership organization (501c6) and LDC formed by the merger of the New York State Travel and Vacation Association into the New York State TPA Council. The members of the Board of Directors are elected by the members of the associations. While the Board is appointed from specific entities or organizations, the Board is focused on the overall good for the broad New York State travel industry.

Function: The Board makes planning and policy decisions; is responsible for financing those decisions; oversees, reviews, and monitors organizational and strategic plans; and promotes understanding of and support for the organization

Additional Requirements: Board members are required to sign a conflict of interest statement

Tenure: The terms of office are outlined in the bylaws, which currently include a three-year election term.

Principal Activities:

1. Be prepared for, attend and actively participate a majority of the Board meetings (4 to 6 per year).
2. Contribute to at least one committee – actively participate in its deliverables.

3. Be willing to grow within the board structure, advocate for the organization and assume leadership positions.
4. Follow the *board norms* on decisions of the board and adopted meeting practices.

BOARD NORMS

Meeting Protocol

1. Confirm your status for attendance at meetings
2. Arrive at meetings on time; Commit to the full meeting.
3. Declare conflicts of interest where applicable on any agenda or discussion items.
4. Working from a consensus agenda requires trust and consideration of the committee work in advance of the meeting. Prepare for the meeting and when possible, ask for clarification in advance.
5. Use the electronic resources of the organization for communications and preparation. Currently, this is a shared platform called, One Drive.

Role Protocol

1. Recognize that the board position is one of oversight and fiduciary responsibility as a volunteer member of a policy making group, rather than a paid staff position. Leave the staff work to the staff but contribute to the policy to guide the staff.
2. Actively participate in the decisions of the board. All decisions will be arrived at by consensus after all viewpoints are heard, understood, and considered. By working toward consensus, the decision for the organization will have the broadest possible backing, understanding, and wholehearted support of board members.
3. Abide by the adopted policies of the Board of Directors.
4. Maintain confidentiality.