

**BYLAWS
OF
NATIONAL TOUR ASSOCIATION, INC.**

ARTICLE I

Section 1. Name and Address. The name of the Corporation is **NATIONAL TOUR ASSOCIATION, INC.** The principal office of the Corporation is in Lexington, Kentucky and is sometimes referred to as the Headquarters.

ARTICLE II

PURPOSES

Section 1. General. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by this Corporation are, to promote and foster national and international public interest in Packaged Travel and the mutual interests of those engaged in conducting the business of, and businesses for or associated with, Packaged Travel; to cooperate with other organizations and associations having common interests in travel and tourism; to compile and furnish travel related information to tour operators, tour suppliers, destination marketing organizations and consumers; to establish and promote a code of ethical standards and professional responsibility for the Corporation's Members in dealing with one another and the general public; to promote the common purpose of the Corporation's Members in a manner designed to achieve more efficient and greater economic results in their operations; and to transact any and all other lawful activities which the Board of Directors considers appropriate to further the purposes of the Corporation.

Section 2. Status. The Corporation shall not be operated for profit, and no part of its funds shall inure to the individual benefit of any Member. All of the Corporations activities shall be conducted in a manner consistent with antitrust legal requirements and its tax-exempt status.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership. The Corporation has the following classes of Membership:

- A. Tour Operator;
- B. Tour Supplier;
- C. Destination Marketing Organization;
- D. Travel Planner;
- E. Associate;
- F. Educator;
- G. Alumni; and
- H. Honorary.

Section 2. Representatives. Each Tour Operator Member, Tour Supplier Member and Destination Marketing Organization Member is required to designate in writing to the Corporation the name of an authorized representative, and an alternative to such authorized representative, who will represent and bind such Member in all matters involving the Corporation. Any authorized representative and any alternate of a Member must be an owner, shareholder, director, partner, officer, or employee of the Member, or in the case of a Member which is a limited liability company, a Member of said limited liability company.

Section 3. No Sharing of Membership and Identification to Corporations of all Identities Assumed by a Member. A Membership may not be shared by or among Separate Legal Entities. In the event that a Member conducts an operation or operations under an identity (name) or identities other than its own true, legal identity, such other operation or operations shall not be considered a Member of the Corporation and shall not be entitled to any of the privileges and benefits of such Member's Membership in the Corporation, unless the Member has established its legal right to conduct such operation or operations under such other identity or identities and has notified the Corporation of such and the Member's operation or operations are promoted and conducted as a division or divisions of the Member (and do not constitute a Separate Legal Entity).

Section 4. Meetings of Members.

A. Annual Business Meeting for the Tour Operator Members, Tour Supplier Members, and/or Destination Marketing Organization Members. The Corporation shall hold an annual business meeting(s) for the Tour Operator Members, Tour Supplier Members, and/or Destination Marketing Organization Members as the Board of Directors shall determine, for the purposes of conducting such business of the Corporation as the Board of Directors shall, subject to the provisions of these Bylaws, determine, and at such time(s) and place(s) as the Board of Directors shall, subject to the provisions of these Bylaws, determine. At least thirty (30) days prior notice of said annual business meeting(s) shall be transmitted to the Tour Operator Members, Tour Supplier Members, and Destination Marketing Organization Members, as the case may be, by electronic mail/mail/facsimile by the Corporation. Other meetings of the Members may be held at such times and places as the Board of Directors, from time to time, determines to be necessary or appropriate; such other meetings shall be held upon fifteen (15) days prior notice to the Members, given in the same manner as notice for annual meetings.

B. Attendance. All owners, shareholders, directors, partners, officers and employees of Members, or in the case of a member which is limited liability company, all members of said limited liability company, shall be authorized to attend meeting(s) of the Members of the Corporation, and meeting(s) of the respective Membership class of the Corporation to which the Member belongs: provided (i) the Member has complied with all specified requirements for attendance at the respective meetings, (ii) the Member at the time of the meeting, meets and satisfies the applicable requirements and standards for the Member, (iii) the Member is current with respect to the Member's financial obligations with the Corporation, (iv) the Corporation may exclude any Member or other Person from meeting(s) of the Members of the Corporation, and/or meeting(s) of the respective Membership class of the Corporation to which the Member belongs in the event such Member or other Person is or becomes disruptive to the meeting.

Section 5. Voting Rights of Each Class of Membership.

A. Regular Voting. The voting rights of each class of Membership shall consist of and be strictly limited to the following:

a. **Tour Operator Membership.** Tour Operator Members shall have the right to cast one vote each with respect to (1) elections of Tour Operator Member directors and officers of the Corporation, (2) acceptance or rejection of bylaw amendments which have been adopted by the Board of Directors and (3) such other matters which the Board of Directors determines should be submitted to the Tour Operator Membership for approval. Tour Operator Members, and only Tour Operator Members, shall have the right to cast one vote each with respect to each matter brought before the Annual Business Meeting

b. **Tour Supplier Membership.** Tour Supplier Members shall have the right to cast one vote each with respect to elections of Tour Supplier Member directors of the Corporation.

c. **Destination Marketing Organization Membership.** Destination Marketing Organization Members shall have the right to cast one vote each with respect to elections for Destination Marketing Organization Member directors of the Corporation.

d. **Designated Representatives Only to Vote.** A Member's vote shall be cast only by the Member's duly designated representative, or in the absence of such representative, by the duly designated alternate.

e. **Denial of Voting Rights to Classes of Membership Other Than Tour Operator.** Except for the respective rights of the Tour Supplier Membership and Destination Marketing Organization Membership, to cast one vote each with respect to the election respectively of Tour Supplier Member Directors and Destination Marketing Organization Directors of the Corporation, no class of Membership other than Tour Operator Membership shall have any voting rights or other rights concerning, affecting or pertaining to the direction and management of the business or affairs of the Corporation; and specifically no rights to vote on any matter brought before the annual business meeting(s) of the Members.

B. **Voting By Electronic Mail/Mail/Facsimile.** Voting in any election by the respective Membership class of the Corporation and on any proposition suitable for presentation to the Tour Operator Members by vote, may be submitted to the respective Membership class of

the Corporation entitled to vote thereon, by electronic mail/mail/facsimile ballot or by a combination of electronic mail/mail/facsimile ballot and in person. An electronic mail/mail/facsimile ballot shall clearly state the proposition to be voted on. One electronic mail/mail/facsimile ballot form shall be transmitted to each Member entitled to vote thereon by electronic mail, mail or facsimile. In order for an electronic mail/mail/facsimile ballot vote to be counted, the completed electronic mail/mail/facsimile ballot shall have been returned by electronic mail, mail or facsimile to the North American Headquarters by a specified date, established by the Corporation, which shall be not less than fifteen (15) days subsequent to the date of posting/transmission of the electronic mail/mail/facsimile ballot vote on the election or the proposition to be voted upon by respective Membership class. Electronic mail/mail/facsimile ballot votes shall be counted by persons under the supervision of the President. The form of the electronic mail/mail/facsimile ballot and the specific procedures for distribution, submission, and counting of the electronic mail/mail/facsimile ballot votes shall be as determined by the Corporation and shall be strictly complied with in order for an electronic mail/mail/facsimile ballot vote to be officially counted.

C. Absentee Ballots. Tour Operator Members shall have the right to cast their votes for Tour Operator directors and officers of the Corporation, and the Tour Supplier Members and Destination Marketing Organization Members shall have the right to cast their votes for the respective directors to be elected by the two Membership classes, by absentee ballots submitted by the Member's authorized representative. The form of the absentee ballot and the specific procedures for distribution, submission, and counting of absentee ballots shall be determined by the Corporation and shall be strictly complied with in order for votes by absentee ballots to be officially counted.

D. Quorum. Five percent of the Members in good standing in a Membership class which is entitled to a vote, determined by adding Member electronic mail/mail/facsimile ballots in abstentia and Member in person attendance (by a duly designated representative), shall constitute a quorum for the election of Officers of the Corporation and the election of the Tour

Operator Directors and any other business properly before the Tour Operator Members, in the case of the Tour Operator Members, and in the case of the Tour Supplier Members and Destination Marketing Organization Members, the election respectively of the Tour Supplier Director and the Destination Marketing Organization Director. A simple majority of the votes cast shall determine the adoption or failure to adopt, of any matter put before the Tour Operator Members and in all elections respectively for which the Tour Operator Members, the Tour Supplier Members and the Destination Marketing Organization Members are entitled to vote.

E. Rules For Special Meetings. The matter of voting, transaction of business and quorum at any meeting other than the annual meeting of the Corporation, shall be governed by the same rules applicable to the annual meeting as herein prescribed.

F. Rules Of Order. Roberts' Rules of Order (current edition) shall be the parliamentary authority on all matters not covered by these Bylaws.

Section 6. Tour Operator Membership.

A. Membership Qualifications. A Person which actively engages in the business of developing, packaging, producing, promoting, selling and operating Packaged Travel, on a for-profit basis, and which complies with the requirements and standards established by the Board of Directors for Tour Operator Membership, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, is eligible for Membership, and to continue its Membership, as a Tour Operator Member of the Corporation.

B. Renewal of Membership. Each Tour Operator Member shall be required to apply for renewal of Tour Operator Membership each year by filing with the Corporation, in conjunction with the payment of dues for renewal and in accordance with Article III, Section 17. B, hereof, a written Membership renewal application, in the form to be provided by the Corporation, including proof or a certification that the Member continues to satisfy all of the requirements and standards for Tour Operator Membership, as established by the Board of Directors for Tour Operator Membership, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof. Failure of a Tour Operator Member to

submit such an application for renewal, and any information or certification required to be submitted therewith, within the time provided shall result in an automatic termination of said Member's Membership in the Corporation.

C. **Membership Rights.** Tour Operator Members shall have the right to use the Corporation's logo and to participate in the programs and activities of the Corporation, subject to the limitations and standards established by the Board of Directors, as from time to time in effect and which by this reference are incorporated herein and made a part hereof.

Section 7. Tour Supplier Membership.

A. **Membership Qualifications.** A Person which is engaged in the business of marketing or providing Packaged Travel itinerary components, and which complies with the requirements and standards established by the Board of Directors for Tour Supplier Membership, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof, is eligible for Membership and to continue its Membership, as a Tour Supplier Member of the Corporation.

B. **Membership Rights.** Tour Supplier Members shall have the right to use the Corporation's logo and to participate in the programs and activities of the Corporation, subject to the limitations and standards established by the Board of Directors as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

Section 8. Destination Marketing Organization Membership.

A. **Membership Qualifications.** A Person which is a destination marketing organization for a city, state/province, region or area and whose primary purpose is the promotion of such city, state/province, region or area and which complies with the requirement and standards established by the Board of Directors for Destination Marketing Organization Membership, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, is eligible for Membership, and to continue its Membership, as Destination Marketing Organization Member of the Corporation.

B. Membership Rights. Destination Marketing Organization Members shall have the right to use the Corporation's logo and to participate in the programs and activities of the Corporation, subject to the limitations and standards established by the Board of Directors as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

Section 9. Travel Planner Membership.

A. Membership Qualifications. A Person who on a for-profit basis actively engages in the business of selling tours and travel packages that are produced and operated by a third party, and which complies with the requirements and standards established by the Board of Directors for Travel Planner Membership, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, is eligible for Membership, and to continue such Person's Membership, as a Travel Planner Member of the Corporation.

B. Renewal of Membership. Each Travel Planner Member shall be required to apply for renewal of Travel Planner Membership each year by filing with the Corporation, in conjunction with the payment of dues for renewal, a Membership renewal application, in the form to be provided by the Corporation, including proof or a certification that the Member continues to satisfy all of the requirements and standards for Travel Planner Membership, as established by the Board of Directors for Travel Planner Membership, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof. Failure of a Travel Planner Member to submit such an application for renewal, and any information or certification required to be submitted therewith, within the time provided shall result in an automatic termination of said Travel Planner Member's Membership in the Corporation.

C. Membership Rights. Travel Planner Members may not be officers or directors of the Corporation, and may not vote (as provided for in Article III, Section 5.e. hereof); however shall have the right to use the Corporation's logo and to participate in the programs and activities of the Corporation, subject to the limitations and standards established by the Board of Directors,

as from time to time in effect and which by this reference are incorporated herein and made a part hereof.

Section 10. Associate Membership.

A. Membership Qualifications. A Person which provides a product or service that enhances the quality or safety of tour operations and which complies with the requirements and standards established by the Board of Directors for Associate Membership, as from time to time in effect and which by reference are incorporated herein and made a part hereof, is eligible for Membership and to continue its Membership, as an Associate Member of the Corporation.

B. Membership Rights. Associate Members may not be officers or directors of the Corporation, and may not vote (as provided for in Article III, Section 5.e. hereof); however shall have the rights to use the Corporation's logo and to participate in the programs and activities of the Corporation, subject to the limitations and standards established by the Board of Directors as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

Section 11. Educator Membership.

A. Membership Qualifications. A Person which is an educational group or individual whom is representative of an educational group and which or whom complies with the requirements and standards established by the Board of Directors for Educator Membership, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, is eligible for Membership and to continue its, his or her Membership, as an Educator Member of the Corporation.

B. Membership Rights. Educator Members may not be officers or directors of the Corporation, and may not vote (as provided for in Article III, Section 5.e. hereof); however, shall have the right to use the Corporation's logo and to participate in the programs and activities of the Corporation, subject to the limitations and standards established by the Board of Directors as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

Section 12. Alumni Membership.

A. Membership Qualifications. A Person or an individual which complies with the requirements and standards established by the Board of Directors for Alumni Membership, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, is eligible for Membership and to continue its, his or her Membership, as an Alumni Member of the Corporation.

B. Membership Rights. Alumni Members may not be officers or directors of the Corporation and may not vote (as provided for in Article III, Section 5.e. hereof), and shall not be entitled to use the Corporation's logo. Alumni Members shall be entitled to participate in the programs and activities of the Corporation subject to such limitations and standards established by the Board of Directors, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

Section 13. Honorary Membership.

A. Membership Qualifications. A Person or an individual which complies with the requirements and standards of the Board of Directors for Honorary Membership, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, is eligible for Membership and to continue its, his or her Membership, as an Honorary Member of the Corporation.

B. Membership Rights. Honorary Members will not pay dues, may not be officers or directors of the Corporation, and may not vote (as provided in Article III, Section 5.e. hereof), and shall not be entitled to use the Corporation's logo. Honorary Members shall be entitled to participate in the programs and activities of the Corporation subject to such additional limitations and standards established by the Board of Directors, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

Section 14. Admission to Membership.

A. **Form of Application.** All applications for admission of a Person or an individual as the case may be, for Membership in the Corporation, for all classes except for Honorary Members must be in a form and content as established from time to time by the Corporation.

B. **Applications For Membership Other Than For Honorary Membership.** Upon the Corporation's receipt of a Person's or individual's application for Membership in a class of Membership, other than Honorary Membership, which reflects that the Person or individual has met all appropriate Membership requirements and standards and is otherwise complete and in proper form, such Person's or individual's application shall be deemed accepted and such Person or individual admitted as a Member of the Corporation; and the Corporation shall promptly notify the Person or individual applying for Membership for a class of Membership other than Honorary Membership of acceptance of such Person's or individual's application and of such Person's or individual's Membership in the Corporation.

C. **Appeal Rights.** A Person who has made an application for Membership in the Corporation and who has been rejected for Tour Operator Membership in the Corporation, may within a time period prescribed by the Corporation, after the date of mailing the notice of rejection, file with the Corporation a request for reconsideration stating the reason why a reconsideration is justified. Upon the receipt of a properly filed request for reconsideration, the application shall be submitted to the Board of Directors which will act upon such request within thirty (30) days after the date the request is received by the Corporation. The Board of Directors' written decision upon such reconsideration will be final, unappealable and binding upon the Person. If there is a substantive change in the basis for rejection, the rejected Person may resubmit its application, according to the procedure prescribed by the Board of Directors from time to time.

Section 15. Termination of Membership.

A. **Voluntary Resignation.** A Member may resign the Member's Membership in the Corporation at any time by filing a written resignation with the President or his designee;

provided such resignation will not relieve the resigning Member of the obligation to pay any dues or other charges theretofore accrued and unpaid.

B. Automatic Removal. The occurrence of any one or more of the following events shall be grounds for Automatic Termination of the Membership of a Member:

- a.** The failure by any Member to pay the required dues to the Corporation.
- b.** The failure by any Member to continue to actively and on an ongoing basis, engage in the business upon which the Member's Membership is based.
- c.** The failure of any Member to comply with, maintain, keep in effect and/or meet the requirements and standards for the Membership class of the Member as set forth in these Bylaws and as established by the Board of Directors, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

C. Notice of Automatic Removal. Upon the occurrence of an event which is a basis for "Automatic Termination of Membership" as defined in Section 15.B. of this Article III the President or his designee shall cause written notice to be given to the Member of the Automatic Termination of Membership and the specific grounds therefore. If the terminated Member has reason to believe that there has not been an occurrence of an event which creates grounds for Automatic Termination of Membership, the Member may request a reconsideration of the determination. Any such request must be in writing and must set forth in detail the basis for claiming that a factual mistake was made regarding the existence of grounds for Automatic Termination of Membership. If the President or his designee upon reconsideration determines that a factual mistake was made regarding the occurrence which was used as the basis for the notice of the Automatic Termination of Membership, the notice given to the Member of Automatic Termination of Membership shall be withdrawn. If the President or his designee determines that a factual mistake was not made, notice of such shall be given to the Member. If the Member continues to feel that a factual mistake was made, a request may be made for a hearing before the Board of Directors. The Board of Directors shall have complete discretion as to whether to grant a hearing as so requested and, in the event a hearing is granted, to determine

the time, place and procedures for the hearing. In the event the Board of Directors determines that an occurrence of an event which creates grounds for Automatic Termination of Membership did not occur, the Member shall be reinstated pursuant to a resolution of the Board of Directors.

D. General Grounds for Removal. A Member of any class may be removed from Membership (1) for any violation of the Corporation's Code of Ethics and Professional Responsibility as prescribed by the Board of Directors, (2) for conduct or business practices which adversely affect the travel industry, or (3) the failure of the Member to, at any time, maintain the standard, qualifications and requirements which are necessary to be initially considered for Membership in such Member's class of Membership established by the Board of Directors, as from time to time in effect, and which by this reference are incorporated herein and made a part hereof.

E. Procedure for Removal. The Board of Directors shall have jurisdiction with respect to the termination of Membership for reasons other than grounds for Automatic Termination of Membership. In the event that the Corporation receives a complaint or complaints that a Member's conduct or methods of operations are contrary to acceptable industry practices or adversely affect the industry as a whole, the complaint will be referred to the President for consideration and disposition pursuant to the provisions of the Corporation's Procedure for Complaint Disposition adopted by the Board of Directors. The affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors will be required to remove a Member from Membership. If the Member proposed for Membership termination is also a director of the Corporation, said Member will not be considered as a director for the purposes of the removal proceedings and will not be counted in determining whether or not a quorum is present at any Board of Directors meeting considering the said Member's removal from Membership, and will not be permitted to cast a vote on such removal order or resolution. The Board of Directors, in any order or resolution of removal of a Member, shall set forth findings of fact and conclusions as to the violations of the provision or provisions of the Bylaws and/or improper conduct. The findings of fact and conclusion of the Board of Directors will be

mailed by registered or certified mail to the removed Member. The decision of the Board of Directors as expressed in any order or resolution of removal, will be final, unappealable and binding on the affected Member.

Section 16. Membership Reinstatement. A former Member who has been terminated based on grounds for Automatic Termination of Membership and who desires a continuous Membership record may be considered for reinstatement upon submitting proof of qualification and paying all dues and other amounts that are in arrears. A former Member who does not desire a continuous Membership record, may reapply as a new Member as prescribed herein.

Section 17. Dues.

A. Determination Regarding Dues. Dues and admission fees, if any, for the various classes of Membership shall be as established by the Board of Directors from time, and which by this reference are incorporated herein and made a part hereof.

B. Delinquency in Payment. Any Member who is delinquent in dues for a period of thirty (30) days from the time dues become payable shall be notified of such delinquency. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent Member shall be automatically terminated from Membership and thereupon forfeit all rights and privileges of Membership.

C. No Refund of Dues. No dues shall be refunded to any Member whose Membership terminated for any reason.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General. The affairs of the Corporation shall be governed and controlled and managed on an overall basis by the Board of Directors and in accordance with the governance policy of the Corporation as may be established by the Board of Directors. The Board of Directors shall consist of from fifteen (15) to eighteen (18) directors as follows:

A. Ex Officio Members. The following officers of the Corporation and individuals shall be ex officio members of the Board of Directors:

- a. Chair
- b. Vice Chair
- c. Secretary
- d. Immediate Past Chair of the Corporation.

B. Elected Members.

a. **Tour Operator Directors.** Six (6) directors who are an owner, shareholder, officer, director, partner and/or employee of a Tour Operator Member or in the case of a Tour Operator Member which is a limited liability company a member of said limited liability company, shall be elected by the Tour Operator Membership.

b. **Tour Supplier Directors.** Three (3) directors who are an owner, shareholder, officer, director, partner and/or employees of a Tour Supplier Member or in the case of a Tour Supplier Member which is a limited liability company, a member of said limited liability company, shall be elected by the Tour Supplier Membership.

c. **Destination Marketing Organization Directors.** Three (3) directors who are employees of Destination Marketing Organization Members shall be elected by the Destination Marketing Organization Membership.

C. **Directors at Large.** One director at large may be appointed by the Chair-elect when he or she assumes the office of Chair. The directors at large shall be an owner, shareholder, officer, director, partner or employee of either a Tour Operator Member, a Tour Supplier Member, or a Destination Marketing Organization Member of the Corporation, or in the case of a Tour Operator Member, Tour Supplier Member or Destination Marketing Organization Member, which is a limited liability company, a member of said limited liability company; or the director at large may be an owner, shareholder, officer, director, partner or employee of a non-member of the Corporation. Each director at large shall serve only for the term of the Chair who makes the appointment, may be removed from office at the pleasure of the Chair, and may not serve as an officer of the Corporation while serving as director at large.

Section 2. Elections of Directors.

A. **Tour Operator Directors.** On an annual basis and in accordance with the Corporation's Election Policies and Procedures established by the Board of Directors, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, three (3) Tour Operator Member directors shall be elected for a term of three (3) years each.

B. **Tour Supplier Directors.** On an annual basis and in accordance with the Corporation's Election Policies and Procedures established by the Board of Directors, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, one (1) Tour Supplier Director shall be elected for a term of three (3) years.

C. **Destination Marketing Organization Directors.** On an annual basis and in accordance with the Corporation's Election Policies and Procedures established by the Board of Directors, as from time to time in effect and which by this reference are incorporated herein and made a part hereof, one (1) Destination Marketing Organization Director shall be elected for a term of three (3) years.

D. **Limit on Terms.** No director after serving two full successive three (3) year terms, shall be elected for a successive term unless he or she is a successful candidate as an officer of the Corporation. He or she will be eligible, however, to be a candidate as a director after a one (1) year absence from the Board of Directors.

Section 3. Vacancies.

A. **Ex-Officio Members.** Any vacancy of a position held by an ex-officio member of the Board of Directors shall be filled by the successor to such office. Provided that a vacancy in the ex-officio member of the Board of Directors position of the immediate Past Chair of the Corporation, shall be filled as follows: first, by the next preceding Past Chair of the Corporation, providing such person meets the requirements to be elected to the position of Chair and next, if the next preceding Past Chair of the Corporation is unavailable or does not qualify, by a past Chair of the Corporation whom meets the requirements to be elected to the position of Chair, as determined and designated by the Chair.

B. Elected Members. A vacancy in a position held by an elected member of the Board of Directors shall occur in the event said member (a) resigns, (b) dies, (c) becomes unable to perform the duties of his or her office, (d) is removed from office in accordance with the procedures set forth in the Corporation's code of ethics and conflict of interest policy and procedures for review of conduct as made applicable to the Directors of the Corporation, or (e) ceases to be an owner, officer, partner, shareholder, director or employee of a Tour Operator Member, Tour Supplier Member, or DMO Member as the case may be, or in the case of a Tour Operator Member or Tour Supplier Member which is a limited liability company, a member of said limited liability company, for a period of more than 90 days. In the event that an elected member of the Board of Directors ceases to be an owner, officer, partner, shareholder, director or employee of a Tour Operator Member, Tour Supplier Member, or DMO Member as the case may be, or in the case of a Tour Operator Member or Tour Supplier Member which is a limited liability company, a member of said limited liability company, he or she shall be automatically placed on leave of absence until such time as he or she again becomes an owner, officer, partner, shareholder, director or employee of a Tour Operator Member, DMO Member, or Tour Supplier Member as the case may be, or in the case of a Tour Operator Member or Tour Supplier Member which is a limited liability company, a member of said limited liability company, or until the expiration of 90 days, whichever occurs first. Any vacancy of a position held by an elected member of the Board of Directors may be filled by the majority vote of the remaining members of the Board of Directors. Any individual or individuals so selected shall thereupon hold office until the next regular election of directors. At the next regular election of directors, if the term for which a vacancy was filled has not expired, a director shall be elected to serve for the balance of the term.

C. Director at Large. Any vacancy of a position of a director at large may be filled through an appointment by the Chair.

Section 4. Meetings of Board of Directors.

A. **General.** Meetings of the Board of Directors, which shall not be less than one annually, shall be held upon the call of the Chair and/or upon the call of the Chair upon written request for such from a majority of the members of the Board of Directors.

B. **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business and the actions of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by other provisions of these Bylaws.

Section 5. Directors Code of Ethics and Conflict of Interest Policy And Procedures for Review of Director Conduct. The Board of Directors shall establish, maintain and implement, either solely as to the Directors of the Corporation, or in conjunction with officers and committee/task force members, a code of ethics and conflict of interest policy and procedures for review of director conduct, which shall provide for appropriate sanctions, including removal from office for cause.

ARTICLE V

OFFICERS

Section 1. Chair, Vice Chair and Secretary.

A. **Chair.** The Chair shall preside over the Board of Directors of the Corporation, at all meetings of the Board of Directors, and at all meetings of the Corporation. The Chair shall be, ex officio, a non-voting member of all committees of the Corporation. The Chair shall perform such other and additional duties as may be assigned to him or her by the Board of Directors.

B. **Vice Chair.** The Vice Chair, in the absence or incapacity of the Chair, shall perform all the duties of that office. The Vice Chair shall be available to provide consultation and advice to the Chair. The Vice Chair shall be a non-voting ex officio member of the Nominating Committee and shall perform such other the duties as may be assigned to him or her by the Chair or the Board of Directors. The Vice Chair of the Corporation shall automatically

succeed to the office of Chair upon expiration of his or her term of office as Vice Chair, without any further election.

C. Secretary. The Secretary, in the absence or incapacity of both the Vice Chair and the Chair, shall perform all the duties of the Chair. The Secretary shall be available to provide consultation and advice to the Chair and the Vice Chair. The Secretary shall authenticate the records of the Corporation and shall perform such other the duties as may be assigned to him or her by the Chair, the Vice Chair or the Board of Directors.

D. Eligibility. The Chair, Vice Chair and Secretary shall be either an owner, officer, shareholder, partner, director or employee of a Tour Operator Member or in the case of a Tour Operator Member which is a limited liability company, a member of said limited liability company. The Chair and Vice Chair shall have either served two (2) full years as a member of the Board of Directors of the Corporation or, if elected, will have served two (2) full years as a member of the Board of Directors at the time of taking office. The Secretary shall have either served one (1) full year as a member of the Board of Directors of the Corporation or, if elected, will have served one (1) full year as a member of the Board of Directors at the time of taking office.

E. Elections. The Vice Chair and Secretary shall be elected for a term of one year on an annual basis, by a plurality of Tour Operator Members voting, and in accordance with the Corporation's Election Policies and Procedures established by the Board of Directors, as from time to time in effect and which by this reference are incorporated herein and made a part hereof. The Vice-Chair and Secretary, respectively, shall not succeed himself or herself consecutively in the same office, after having served a full one-year term in said office.

F. Vacancies.

a. General. A vacancy in the office of Chair, Vice Chair and/or Secretary shall occur in the event the officer (a) resigns, (b) dies, (c) becomes unable to perform the duties of his or her office, (d) is removed from office in accordance with the procedures set forth in the Corporation's code of ethics and conflict of interest policy and procedures for review of conduct

as made applicable to the Officers of the Corporation, or (e) ceases to be an owner, officer, director shareholder, partner or employee of a Tour Operator Member or in the case of a Tour Operator Member which is a limited liability company, a member of said limited liability company, for a period of more than 90 days. In the event that the Chair or an elected officer ceases to be an owner, officer, director, shareholder, partner or employee of a Tour Operator Member, or in the case of a Tour Operator Member which is a limited liability company, a member of said limited liability company he or she shall be automatically placed on leave of absence until such time as he or she again becomes an owner, officer, director, shareholder, partner or employee of a Tour Operator Member or in the case of a Tour Operator Member which is a limited liability company, a member of said limited liability company, or until the expiration of 90 days, whichever occurs first.

b. Chair. In the event a vacancy occurs in the office of Chair, the Vice Chair shall ascend to the office of Chair or if the office of Vice Chair is then vacant the Secretary shall ascend to the office of Chair. In the event the Vice Chair ascends to the office of Chair to fill such a vacancy he or she nevertheless shall continue as Vice Chair with respect to the succeeding term.

c. Vice Chair. In the event a vacancy occurs in the office of Vice Chair, by reason of ascension of the Vice Chair to the office of Chair, or otherwise, the office of Secretary shall ascend to the office of Vice Chair but the person so ascending shall not become Vice Chair/Chair-elect by reason of ascension.

d. Other Offices. In the event a vacancy occurs in the office of Secretary, the Board of Directors shall fill such vacancy by appointing a replacement to serve the remaining term of such office.

Section 2. President and Other Officers.

A. President. The Board of Directors shall designate and appoint a President, whose terms and conditions of employment shall be specified by the Board of Directors. The President shall be the principal executive of the Corporation, responsible for the operation,

management and administration of the Corporation and the implementation of policy, as prescribed, directed or authorized by the Board of Directors, and shall be responsible and report to the Board of Directors. The President shall designate and appoint other officers of the Corporation, upon approval by the Board of Directors, to manage responsibilities including but not limited to properly maintaining, keeping and managing the financial books and records of the Corporation, controlling and assuring the preparation of minutes of meetings of the Board of Directors and Committees of the Board, and other duties as assigned by the President or the Corporation. The President shall perform such other the duties as may be assigned to him or her by the Board of Directors.

B. Other Officers. The Corporation may designate such other officers who shall have and perform such other duties as may be assigned to him or her by the President or the Corporation.

Section 3. Officers Code of Ethics and Conflict of Interest Policy And Procedures for Review of Officer Conduct. The Board of Directors shall establish, maintain and implement, either solely as to the Officers of the Corporation, or in conjunction with Directors and committee/task force members, a code of ethics and conflict of interest policy and procedures for review of officer conduct, which shall provide for appropriate sanctions, including removal from office for cause.

ARTICLE VII

COMMITTEES AND COUNCILS

Section 1. Executive Committee. The Corporation shall have an Executive Committee consisting of the Chair, the Vice Chair, the Secretary, the immediate past Chair and the Tour Supplier director and the Destination Marketing Organization director who are serving in the third year of their respective terms as directors. The Executive Committee shall govern, control and manage the implementation of, and take reasonable actions to further, the decisions and policies established by the Board of Directors and the policies of the Corporation perform any and all other duties and functions that may be delegated to it by the Board of Directors.

Section 2. Nominating Committee. The Corporation shall have a Nominating Committee which shall be composed of past Chairs (presidents) and other Members of the Corporation as determined by the Board of Directors. The immediate past Chair shall chair the committee and the current Chair and Vice Chair shall serve on the committee as non-voting ex-officio members. The rules by which this Committee shall act shall be determined by the Board of Directors.

Section 3. Other Committees and Councils. The Chair or the Board of Directors shall appoint any other committees or councils which are deemed to be necessary or helpful in the conduct of the affairs of the Corporation. The President shall appoint any other committees or councils which are deemed to be necessary or helpful as it relates to staff work in the conduct of the affairs of the Corporation.

ARTICLE VIII

CODE OF ETHICS AND PROFESSIONAL RESPONSIBILITY AND COMPLAINTS

The Corporation shall establish a Code of Ethics and Professional Responsibility, and a set of rules and procedures for considering any complaints that Members of the Corporation are in violation of such Code of Ethics and Professional Responsibility.

ARTICLE IX

IMPARTIAL ADMINISTERING OF RULES

All rules relating to Membership and violations of the Code of Ethics and Professional Responsibility or principles of professional conduct and all programs of the Corporation shall be administered and enforced in an impartial and reasonable manner without discrimination so that the rights of any Person making an application for Membership in the Corporation or Member to carry on its business will not be unreasonably limited or restricted.

ARTICLE X

INDEMNIFICATION OF DIRECTORS,

OFFICERS AND EMPLOYEES

Every director, officer, committee member, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of being or having been a director, officer, committee member, or employee of the Corporation, or any settlement hereof, whether or not he or she is a director, officer, committee member, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, committee member, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, committee member or employee may be entitled.

ARTICLE XI

DEFINITIONS

As used in these Bylaws the following terms shall have the following meanings, unless the context in which such terms are used shall otherwise require:

a. The term "North America" and "North American" shall mean the United States and its territorial properties, Canada and its territorial properties and Mexico.

c. The term "Packaged Travel" shall have the meaning assigned to it by the Board of Directors of Directors, from time to time and which by this reference is incorporated herein and made a part hereof.

d. The term "Person" shall mean any sole proprietorship, partnership, firm, trust, limited liability company, estate, corporation, unincorporated organization or association or local, state or federal governmental regulatory authority or agency.

e. The term "Separate Legal Entity" shall mean a Person, capable of conducting a business and recognized by applicable law as a separate and distinct legal entity.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed as follows: By a majority vote of the Board of Directors at a regular or special meeting following three (3) days prior written notification to the Directors of the proposed alteration, amendment or repeal; followed by a two-thirds majority vote of the Tour Operator Members of the Corporation voting by electronic mail/mail/facsimile ballot vote (the precise method or methods to be by the determination of a majority of the Board of Directors). Each Tour Operator Member shall be entitled to cast one vote in such electronic mail/mail/facsimile ballot vote. The electronic mail/mail/facsimile ballot vote form shall be transmitted to each Tour Operator Member by electronic mail, mail or facsimile mail or facsimile and shall be accompanied by a statement of the Board of Directors' vote to alter, amend or repeal these Bylaws. In order for such an electronic mail/mail/facsimile ballot vote to be counted, the completed electronic mail/mail/facsimile ballot must be returned by electronic mail, mail or facsimile mail/facsimile ballot vote form must be returned by mail or facsimile to the North American Headquarters by a specified date established by the Board of Directors, which shall be not less than thirty (30) days subsequent to the date of the posting/transmission of the electronic mail/mail/facsimile ballot to the Tour Operator Members. Electronic mail/mail/facsimile ballot votes shall be counted by such persons as may be designated by the Board of Directors. The form of the electronic mail/mail/facsimile ballot and the specific procedures for distribution, submission, and counting of the electronic mail/mail/facsimile ballot vote shall be determined by the Board of Directors and shall be strictly complied with in order for an electronic mail/mail/facsimile ballot vote to be officially counted.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution of the Corporation, the principal assets of the Corporation will, after the payment of all debts and expenses, be transferred to another tax-exempt organization, or to the United States of America, as the Board of Directors shall determine.

ARTICLE XIV

INTERPRETATION OF BYLAWS

These Bylaws and the Members of the Corporation's rights and responsibilities shall be interpreted under the laws of the Commonwealth of Kentucky, of the United States of America.

So Adopted June, 2019



/s/

Jorge Cazenave, CTP, Secretary