

2009
BYLAWS OF THE AMERICAN SOCIETY OF TRAVEL AGENTS, INC.
(as of August 6, 2009)

[**Note:** Double Underscored material is new since the last previous edition: see pages 5, 7 & 18]

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2009
BYLAWS OF THE AMERICAN SOCIETY OF TRAVEL AGENTS, INC.
(as of March 8, 2009)

ARTICLE I: GENERAL PROVISIONS

Section 1. Name

The name of the corporation is the American Society of Travel Agents, Inc. (ASTA).

Section 2. Purposes

ASTA's purposes include: (1) to promote travel among people of all nations; (2) to promote the image and encourage the use of professional travel agents and other members worldwide; (3) to promote and represent the views and interests of travel agents to all levels of government and industry; (4) to promote professional and ethical conduct in the travel industry worldwide; (5) to serve as an information source for the travel industry worldwide; (6) to promote consumer protection and safety for the traveling public; (7) to conduct educational programs for members on subjects related to the travel industry; and (8) to encourage environmentally sound tourism worldwide.

Section 3. Fundamental Policies

The following are declared to be Fundamental Policies of ASTA, which can only be altered by an affirmative vote of a majority of the voting members:

- a. Compliance with Law - All of ASTA's activities shall be conducted in accordance with all applicable legal requirements including those relating to antitrust law and the preservation of its federal income tax exemption. Neither ASTA nor its National Officers, Directors, Chapter Presidents, other elected or appointed officials, committees, members, staff, or agents shall authorize, advocate, or engage in any activity that violates this policy.
- b. Antitrust Compliance - The Directives to Staff, set forth in the ASTA Antitrust Guidelines.
- c. Contract Authority - ASTA may enter into contracts only when approved by its Board of Directors, or pursuant to a contract approval policy adopted by the Board, and when signed by a representative authorized by the Board. No National Officer, Director, Chapter President, other elected or appointed official, committee, member, staff, or agent, is authorized to approve, ratify, or sign any contract binding ASTA unless that action is approved by the Board of Directors or is pursuant to a contract approval policy adopted by the Board.

ARTICLE II: MEMBERSHIP

Section 1. General Requirements for All Members

a. **All Members** --must:

- (1) comply with ASTA's Code of Ethics.
- (2) support continued improvement of the travel agency industry.
- (3) not have been expelled from ASTA within three years of application.
- (4) follow the guidelines for the use and display of ASTA's logo.
- (5) not have misused ASTA's collective trademarks or copyrighted works but applicants may be relieved of this if extenuating circumstances are shown and restitution is made in accord with policies of the Board of Directors.

b. In addition to meeting these general requirements of membership, members must at all times meet the requirements for the class of membership to which they were admitted.

Section 2. Specific Requirements for Membership Categories

a. **Travel Agent Members** -- must:

- (1) earn at least \$5,000 annually from bona fide sales, or management of the sale, of travel.
- (2) be located in the United States, Puerto Rico, the U.S. Virgin Islands, Guam, Northern Mariana Islands, or American Samoa.
- (3) have any licenses or registration to operate a travel agency when required by the relevant jurisdiction.
- (4) not be owned or controlled by, and exclusively selling the services of, a major airline, cruise line, hotel, bus company, government, or entity established by a government.

b. **Premium Members** – must:

- (1) have any licenses or registration to operate a travel agency when required by the relevant jurisdiction .
- (2) not be owned or controlled by, and exclusively selling the services of, a major airline, cruise line, hotel, bus company, government, or entity established by a government.

c. **International Travel Agency Company Members** -- must:

- (1) be an accredited travel agency in good standing with the International Air Transport Association ("IATA"), or its successor organizations, or be operating in accordance with all applicable laws of the firm's country of residence;

- (2) not be located in the United States, Puerto Rico, the U.S. Virgin Islands, Guam, Northern Mariana Islands, or American Samoa;
 - (3) be operated with the intention of making a profit from the travel agency business;
 - (4) have any required licenses to be a travel agency; and
 - (5) designate an Official Representative to represent the firm in ASTA affairs, and inform ASTA of any changes in that designation within the time set by the Board of Directors. An Official Representative shall be the owner, manager, or a full time executive or administrative employee of the International Travel Agency Company member.
- d. **International Travel Associate Members** – must:
- (1) be actively engaged in the business of selling travel;
 - (2) be employed by a company in good standing with IATA or holding any required licenses to be a travel agency; and
 - (3) not be located in the United States, Puerto Rico, the U.S. Virgin Islands, Guam, Northern Mariana Islands, or American Samoa.
- e. **Allied Company Members** -- must:
- (1) be engaged in providing products, services, or information, sold or used by travel agencies;
 - (2) not be eligible for Travel Agent or Premium membership; and
 - (3) designate an Official Representative to represent the firm in ASTA affairs, and inform ASTA of any changes in that designation within the time set by the Board of Directors. An Official Representative shall be the owner, manager, or a full time executive or administrative employee of the Allied Company member.
- f. **Allied Associate Members** -- must:
- be individuals regularly employed in an executive, administrative, or sales position by an Allied or travel school member and have his application verified by the Official Representative of that member firm.
- g. **Travel School Members** -- must:
- (1) educate and train individuals for a career in the travel industry;
 - (2) meet any accreditation standards of the jurisdiction in which it is located; and
 - (3) not be eligible for any other category of membership.
- h. **Honorary Members** -- must:
- be elected to such membership by the Board of Directors in recognition of a unique contribution to the travel industry.

Section 3. Exercise of Membership Rights & Responsibilities

The rights, privileges and responsibilities of membership categories shall be exercised by the following:

- a. Travel Agent Members – the person designated on ASTA’s records as the agency Representative,
- b. Premium Members – for exercising the vote, the person designated on ASTA’s records as the agency Representative, and, in addition, for other purposes than voting, four other individuals whose contact information and authority has been provided to ASTA by the Representative.

Section 4. Applications for Membership

Procedures for processing applications shall be determined by the Board of Directors.

Section 5. Membership Dues

- a. The dues for members shall be determined by the Board of Directors.
- b. Payment and Allocation of Dues, and Processing Fees -- The Board of Directors shall determine the times when dues will be required to be paid and how they will be allocated in ASTA's fiscal or membership years. The Board of Directors shall also establish fees for processing applications for each category of membership.
- c. Assessments -- Assessments of no more than \$50 may be levied upon each voting member by an affirmative vote of 3/4 of the full number of Directors entitled to vote. Any voting member who resigns rather than pay such assessment shall not be liable for it.

Section 6. Registration of Assumed Names

Each Travel Agent Member, Premium Member, International Travel Agency Company and Allied Company or Travel School member must register with ASTA any assumed name used.

Section 7. Resignation

Any member may resign by filing a written resignation with ASTA; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

Section 8. Voting Rights

- a. Members in the Travel Agent and domestic Premium categories shall each have one vote per membership.

b. Members in the International Premium, International Travel Agency Company and International Travel Associate categories of membership may vote only in international chapter elections. Each such member shall have one vote.

c. No other membership category may vote.

d. All references to “voting members” shall refer to members in the Travel Agent and Premium categories of membership.

Section 9. Eligibility to Hold Office

a. Only the Representative of a corporate voting member and an individual Travel Agent Member may hold the office of National Officer, Director or Chapter Officer.

b. Official Representatives of International Travel Agency Company members and International Travel Associate members may hold international chapter office only.

c. No member in any other category shall hold office.

d. Candidates for the office of Chapter President must have been qualified for two years to serve as a chapter officer and must have served as a chapter officer or as a chapter committee chair.

e. Candidates for the office of At-Large Director must have been a member, or a Representative of a member, in good standing of ASTA for two years prior to assuming office.

f. Candidates for the office of President and Chairman of the Board must have served for one year as an At-Large Director prior to assuming office.

Section 10. Membership Meetings

a. Annual Meeting -- The Annual Meeting of ASTA shall be held at a time and place designated by the Board of Directors.

b. Special Meetings -- Special meetings of the members may be called by the President & Chairman of the Board or by the Board of Directors. Special meetings must be called if requested by 10% of the voting members. The Board shall designate the time and place of special meetings.

c. Notice -- Notice shall be given at least 15 days before each annual or special meeting. Notice of any special meeting shall state the purpose of the meeting. Notice may be given in any ASTA publication.

d. Quorum -- The quorum for an annual or special meeting or minimum percentage of participation for a mail ballot shall be 10% of the members entitled to vote.

e. Voting -- Each voting member in good standing is entitled to vote in accordance with these Bylaws. Each Travel Agent Member and each domestic Premium Member shall have one vote.

Section 11. Conduct with Regard to the Travel Agency Industry

No applicant for membership shall be accepted or retained if the applicant, or Representatives of the applicant, within 3 years before his application, or at any time during his membership, engages in conduct that is likely to bring the travel agency industry into disrepute. A conviction of any offense involving fraud, deception, misrepresentation, misappropriation of property, or breach of trust or other fiduciary obligation is evidence relevant to that determination. Pleas of *nolo contendere*, consent judgments, judicial or administrative decrees, or orders, and assurances of voluntary compliance and similar agreements with federal or state authorities shall be deemed convictions for purposes of these provisions.

Section 12. Enforcement of Member Responsibilities

a. Members may be censured, suspended for up to one year from membership rights, or expelled from ASTA, or have other appropriate action taken against them if found to have engaged in violations of the ASTA Bylaws, including the ASTA Code of Ethics, or to have submitted false information on any ASTA membership application. The Board of Directors shall adopt procedures for the enforcement of membership responsibilities.

b. Notwithstanding any other bylaw, any membership may be terminated immediately if the member has: (1) failed to pay his dues or other financial obligations to ASTA when due; or (2) failed to continue to meet the specific category requirements for membership.

Section 13. Dispute Resolution

ASTA will assist in efforts to resolve disputes involving members as provided in procedures adopted by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Authority

All ASTA property and business is managed by the Board of Directors under New York law.

Section 2. Composition

a. Number -- The Board of Directors shall have 15 members as follows: 9 Directors At-Large; 3 Directors selected by the Chapter Presidents' Council; the chair of the

International Chapter Presidents' Council; and 2 Directors selected by the ASTA Corporate Advisory Committee and ratified by the Board. The Chief Executive Officer shall be a Director ex officio.

b. Voting Directors -- Each Director shall have one vote, except that the Chief Executive Officer shall not vote. Proxy voting is not permitted.

c. At-Large Directors -- At-Large Directors shall be elected in accordance with Article VIII and procedures adopted by the Board.

Section 3. Term of Office

a. The President and Chairman of the Board shall be elected at the last regular meeting of the outgoing Board of Directors from among the At-Large Directors who will be continuing in office for the term beginning with the end of the Travel Retailing and Destination Expo in the year of the election.

b. Each At-Large and CAC-member Director shall serve from the end of the Travel Retailing and Destination Expo in the year of his election until the end of the Travel Retailing and Destination Expo two (2) years later, or until such time as his successor is elected and qualifies.

c. Each CPC-selected Director shall serve from the end of the Travel Retailing and Destination Expo in the year of his election until the end of the Travel Retailing and Destination Expo one year later, or until such time as his successor is elected and qualifies.

d. The ICPC-selected Director (who is the ICPC Chair) shall serve from the end of the Travel Retailing and Destination Expo in the year of his election until the end of the Travel Retailing and Destination Expo one year later, or until such time as his successor is elected and qualifies.

Section 4. Meetings

a. Calling of Meetings -- Board meetings may be called by the President & Chairman of the Board or the Executive Committee, and must be called when requested by 1/3 of the Directors entitled to vote.

b. Electronic Conferencing -- The Board may hold a meeting via electronic means, to the extent permitted by law.

c. Mail or Telecopier Votes and Actions By Consent -- The Board of Directors or any committee thereof may act without a meeting with written consent to the act by all participants.

Section 5. Notice of Meetings

Notice shall be given at least 48 hours before a Board of Directors meeting. No notice shall be required for any meeting at which all Directors, including alternates, are present. Notice may be given by mail, telecopier or e-mail.

Section 6. Quorum

A quorum is a majority of the voting members of the Board of Directors.

Section 7. Alternates

a. Any Director, except a CAC-member Director, who is unable to attend a meeting of the Board of Directors may appoint an alternate to attend. Alternates for CAC-member Directors must be designated by the President & Chairman of the Board. An alternate for a CAC-member Director shall be another person who at that time would be qualified for election to a CAC-member Director seat. Any such alternate shall have the same rights and privileges as a Director during meetings and is not bound by instructions from the appointing Director or the President & Chairman of the Board.

b. An alternate appointed to attend a meeting of the Board for an At-Large Director must be a Chapter President, or, if no Chapter President is able to attend, another chapter officer.

c. If no chapter official is able to attend, then the Director may appoint the Representative of any corporate voting member or any individual Travel Agent Member.

d. If a Director fails to appoint an alternate, the President & Chairman of the Board may do so, using the above criteria.

Section 8. Suspension and Recall of Directors

a. Suspension -- The Board may suspend the authority of a Director to act for up to 90 days by affirmative vote of 3/4 of the full number of Directors entitled to vote, adopting a resolution that the Director is not properly performing his duties or that suspension is in the best interests of ASTA. The Director must be given reasonable notice and an opportunity to respond to all charges.

b. Recall and Removal of Directors -- Whenever the Board votes to suspend any At-Large Director, a recall vote shall be held as quickly as possible. In the case of the CPC-Selected Directors, the chair of the ICPC, or a CAC-member Director, a recall vote shall be held as quickly as possible in the body by which the Director was elected. A recall for an At-Large Director vote shall also be held whenever requested by petition containing the signatures of at least 10% of voting members; except that no recall vote shall be conducted within ninety days of the end of the Director's term. The question on a recall vote in all cases shall be whether the Director should be removed from office. A

majority vote in favor will result in the immediate removal of that Director. If a Director is removed by a recall vote, he shall not be eligible to run to fill the vacated position, but shall be eligible to run in elections thereafter.

Section 9. Vacancies

Any vacancy of a seat on the Board of Directors shall be filled by an election among voting members or in the body by which the Director was elected to fill the remainder of the term.

Section 10. Executive Committee

a. Composition -- The Board of Directors shall have an Executive Committee consisting of the following corporate officers (also called National Officers):

- (1) President & Chairman of the Board;
- (2) Vice President/Secretary;
- (3) Treasurer; and
- (4) Chief Executive Officer as an ex officio, non-voting member.

In addition, the Board shall annually elect to the Executive Committee a CAC-member from among the CAC-member Directors. The CAC- member of the Executive Committee shall have a vote in all Executive Committee actions.

b. Duties and Powers -- The Board's Executive Committee shall have and may exercise all the powers of the Board when the Board is not in session, except for matters which the Bylaws specifically reserves to the Board of Directors including:

- (1) the suspension of a Director or the suspension or removal of an official elected by the Board of Directors or by the voting members;
- (2) filling vacancies among the officers;
- (3) financial assessments of members;
- (4) changes in the geographical divisions of ASTA subdivisions;
- (5) amendment and adoption of the Bylaws; and
- (6) matters upon which the Board of Directors has acted, unless the Executive Committee acts unanimously upon such issues and provides the Board with an immediate full written explanation by the most efficient available means;
- (7) approving entry into the chief staff officer's employment contract

c. Ratification -- All actions of the Executive Committee shall be reported to the Board of Directors within ten business days and also at its next meeting, where such actions shall be subject to ratification or revision by the Board of Directors.

d. Meetings -- Meetings of the Executive Committee shall be called at the request of any Executive Committee member, and may be held after reasonable notice of the time and place has been given to all its members.

- (1) A quorum consists of all voting members of the Executive Committee.
- (2) If any member of the Executive Committee is unable to attend a meeting, the President & Chairman of the Board must appoint an alternate from among the Directors.
- (3) The Vice President/Secretary shall authenticate the Executive Committee minutes.

ARTICLE IV: NATIONAL OFFICERS

Section 1. Qualifications

Each National Officer, except the Chief Executive Officer, must be the Representative of a corporate voting member or an individual Travel Agent Member to be nominated and to serve.

Section 2. Selection of National Officers

- a. The President and Chairman of the Board, Vice President/Secretary, and Treasurer shall be elected in accordance with Article VIII of these Bylaws.
- b. The Chief Executive Officer shall be appointed by the Board of Directors.

Section 3. Term of Office

Each National Officer shall serve in office from the end of the Travel Retailing and Destination Expo in the year of his election until the end of the Travel Retailing and Destination Expo one (1) year later, or until such time as his successor is elected and qualifies.

Section 4. National Officer Responsibilities

- a. The President and Chairman of the Board -- The President and Chairman of the Board shall exercise oversight of the policy activities of the officers, chapter officials, committees, and staff of ASTA. He shall preside at meetings of the members, and shall be ex officio chair of the Board of Directors and of the Executive Committee. The President and Chairman of the Board shall assure that the directives of the Board are carried out in accordance with the Bylaws.
- b. Vice President/Secretary -- The Vice President/Secretary shall assist the President and Chairman of the Board in the performance of that officer's duties, and shall perform the duties of the President and Chairman of the Board in his absence or during periods of disability. The Vice President/Secretary shall have oversight of the custody of ASTA's papers, minutes, notices, resolutions, and other official records. The Vice President/Secretary shall also certify the results of elections and other membership votes, administrative matters related to the Bylaws and amendments, other aspects of corporate

governance, and chapter administration. The Vice President/Secretary shall be responsible for authenticating ASTA's official records, and shall affix his signature to attest to the minutes of the proceedings of the Board of Directors and the Board's Executive Committee.

c. Treasurer -- The Treasurer shall have oversight of all ASTA's financial affairs, including budget, financial reports, dues collection, safekeeping of assets, investments, and audits.

d. Chief Executive Officer -- The Chief Executive Officer shall supervise the daily activities of ASTA, including the selection, retention, discipline, and direction of the ASTA staff in implementing ASTA's policies established by the Board of Directors. He shall provide the necessary staff assistance to the officers in the performance of their duties.

Section 5. Participation in Meetings

a. The Chief Executive Officer may only be excluded from meetings of the Board or the Executive Committee during discussions of his contract or performance in office.

b. When necessary to further the orderly progress of business, reference may be made to Robert's Rules of Order (Scott, Foresman, edition) for the disposition of procedural matters not otherwise provided for herein.

Section 6. Suspension and Recall of National Officers

a. Suspension -- The authority of any National Officer with voting powers to act in office may be suspended for up to 90 days by affirmative vote of 3/4 of the full number of Directors entitled to vote, upon a showing that the National Officer is not properly performing the duties of the office or that suspension of the authority to act in that office is in the best interests of ASTA, provided such National Officer has been given reasonable notice and an opportunity to respond to all charges.

b. Recall and Removal from Office -- Whenever the Board votes to suspend any National Officer from continuing to act, a recall vote shall be held as quickly as possible in the body which elected the officer. A recall vote shall also be held whenever requested by petition containing the signatures of at least 10% of the voting members; except that no recall vote shall be conducted within ninety days of the end of the National Officer's term. The question on a recall vote shall be whether the National Officer should be removed from office. A majority vote in favor shall result in the immediate removal of that person from office. If an officer is removed from office by a recall vote, he shall not be eligible to run to fill the vacated position, but shall be eligible to run in elections thereafter.

Section 7. Vacancies

- a. Any vacancy in the office of President and Chairman of the Board shall be filled by the Vice President/Secretary.
- b. Any vacancy in the office of Vice President/Secretary or Treasurer shall be filled by a vote of the Board of Directors.
- c. Any vacancy in the office of Chief Executive Officer shall be promptly filled by direction of the Board.
- d. When any position as National Officer or Director in ASTA is vacated by resignation, removal or otherwise, all elected or appointed national positions held by that individual shall be deemed vacant.

ARTICLE V: COMMITTEES

With the approval of the Board of Directors, the President and Chairman of the Board may establish or abolish committees, task forces or councils for the accomplishment of specific purposes, and may appoint and remove the chair and members of such committees, task forces or councils, and may fill vacancies.

ARTICLE VI: PERMANENT COUNCILS

Section 1. Chapter Presidents' Council

- a. Composition -- The Chapter Presidents' Council ("CPC") shall consist of the presidents of all ASTA U.S. Chapters. The President and Chairman of the Board shall be an ex officio member of the CPC.
- b. Purposes -- The purposes of the CPC are to provide advice to chapter officials on chapter activities and to provide the Board of Directors with advice and recommendations.
- c. Chair -- The members of the CPC shall annually select a chair from among their number.
- d. Voting -- Proxy voting shall not be permitted in CPC actions.

Section 2. ASTA International Chapter Presidents' Council

- a. Composition -- The International Chapter Presidents' Council ("ICPC") shall consist of the presidents of all ASTA international chapters. The President and Chairman of the Board shall be an ex officio member of the ICPC.

b. Purposes -- The purposes of the ICPC are to provide advice to international chapter officials on chapter activities and to provide the Board of Directors with advice and recommendations.

c. Chair -- The members of the ICPC shall annually select a chair from among their number. The maximum number of one-year terms an ICPC Chair can serve is four.

ARTICLE VII: CHAPTERS

Section 1. In General

- a. The Board of Directors may create and dissolve ASTA chapters, designate their names, and determine all chapter rights, privileges, authority, and powers.
- b. All ASTA members are members of the chapter in which they reside or whose boundaries include their main office location. Any member may choose to belong to a different chapter by so informing the Board. The Board may disapprove a member's change of chapter affiliation if it finds it is sought for improper reasons or is not in the best interests of ASTA and the chapters involved. Each ASTA voting member may belong to only one chapter at any time.
- c. Each chapter shall conduct its local activities in accordance with the Bylaws, the bylaws of that chapter, and policies established by the Board.
- d. Each chapter is responsible for its own finances and ASTA shall not be responsible for the debts of any chapter unless approved by the Board.
- e. No chapter or chapter officer, employee, or agent has any authority to act for, represent, bind or commit ASTA in any manner on any subject, unless specifically authorized to do so by the Board.
- f. Each U.S. chapter must conduct a minimum of four meetings per year, and each international chapter must conduct at least one meeting per year within its geographical boundaries. A meeting of any subdivision of a chapter shall be counted as a chapter meeting for this purpose. If a chapter fails to comply with this requirement within a year, the chapter may be dissolved by the Board of Directors.

Section 2. Formation of Chapters and Communities

- a. The Board of Directors shall adopt procedures for handling requests for new chapters or for changes in chapter boundaries. These procedures shall include the following:
 - (1) Chapter formation may be requested by petition.

- (2) Resolution of issues between or among chapters shall be made by conference among the officials of the affected chapters. If agreement is not reached within a reasonable time, the Board shall resolve outstanding issues.
- (3) The Board may recognize as an ASTA Community any group of members who petition the Board based on non-geographical affinity.

Section 3. Chapter Bylaws

- a. Each chapter shall establish chapter bylaws. The chapter bylaws and any amendments must be received by the Vice President/Secretary at least 30 days prior to their becoming effective.
- b. The Board may establish or amend any chapter bylaws.

Section 4. Chapter Officers

- a. Titles -- Each chapter's bylaws shall specify the number, titles and duties of its officers, which must include a president, vice president, secretary, and treasurer.
- b. Qualifications -- All chapter officers must be the Representative of a corporate voting member or an individual Travel Agent Member at the time of their election and throughout their terms.
- c. Chapter Executive Board -- Each chapter shall have a decision-making body known as the executive board, consisting of the elected chapter officers and the immediate past president of the chapter. Each executive board member shall have a vote.
- d. Vacancies -- Vacancies in chapter officer positions shall be filled as described in the chapter bylaws, or if not so described, by the chapter executive board.
- e. Elections -- Procedures for chapter elections shall be determined by the Board of Directors.
- f. Suspension -- The Board may suspend the authority of any chapter officer to act for up to 90 days by affirmative vote of 3/4 of the full number of Directors entitled to vote, adopting a resolution that the officer is not properly performing his duties or that suspension is in the best interests of ASTA. The officer must be given reasonable notice and an opportunity to respond to all charges.
- g. Recall and Removal -- Whenever the Board votes to suspend any chapter officer from continuing to act, a recall vote shall be held as quickly as possible in the affected chapter. A recall vote shall also be held whenever requested by petition containing the signatures of at least 25% of the voting members in a chapter, except that no recall vote shall be conducted within ninety days of the end of the officer's term. The question on a recall

vote shall be whether the officer should be removed. A majority vote in favor will result in the immediate removal of the chapter officer. If a chapter officer is removed by a recall vote, he shall be ineligible to run to fill the vacated position, but shall be eligible to run in elections thereafter.

Section 5. Communication with ASTA

Each chapter shall send to the Vice President/Secretary copies of the chapter bylaws and any amendments thereto, minutes of all chapter meetings, chapter financial reports on the ASTA calendar year basis, newsletters, and all other publications and written material produced or sponsored by the chapter.

ARTICLE VIII: ELECTIONS

Section 1. Schedule

a. Nine At-Large Directors shall be elected by the voting members and shall serve a maximum of two staggered terms of two years each. Notwithstanding any provision on election scheduling in any previously effective ASTA bylaws, the staggering of terms shall be adjusted as follows: (i) in the election to be held in 2009, five At-Large Director seats will be voted upon and the candidates with the highest vote totals shall serve a term of two years; (ii) in the election to be held in 2010, four At-Large Director seats will be voted upon and the candidates with the highest vote totals shall serve a term of two years. Thereafter, each year each respective group of Director seats shall be open for election to two-year terms.

b. At the first Board of Directors meeting held after an election for At-Large Directors, the Board, by majority vote of all Directors voting, shall elect the National Officers from among the At-Large Directors, provided that, beginning in 2009, the President & Chairman of the Board shall be elected at the last regular meeting of the outgoing Board of Directors from among the At-Large Directors who will be continuing in office for the term beginning with the end of the next ensuing Travel Retailing and Destination Expo.

c. The Board of Directors may change the term of chapter officers, as necessary to hold elections according to this schedule. Successful candidates shall assume their respective offices, upon the conclusion of the Travel Retailing and Destination Expo next following their election.

Section 2. Election Calendar

The Board of Directors shall publish to voting members, through an ASTA publication, an Election Calendar setting forth all deadlines pertinent to qualification for election. The duration of the Election Calendar, from its first date until its last, shall not be greater than 90 days.

Section 3. Election Procedures

Procedures for conducting ASTA elections shall be determined by the Board of Directors.

Section 4. International Elections

Any qualified Official Representative of an International Travel Agency Company member or International Travel Associate member may nominate himself for international chapter office by writing to ASTA Headquarters.

Section 5. Vote Required to Win

a. Majority and Non-Majority Votes -- (1) In races in which there are three or fewer candidates, the candidate who receives the highest number of the votes cast shall be declared elected. In case of a tie vote between the two candidates who received the two highest numbers of votes cast, there shall be a runoff election between the candidates receiving the same number of votes. The candidate who receives the most votes in the runoff election shall be declared elected.

(2) In races in which there are four or more candidates, if no candidate receives a majority, but the candidate receiving the highest number of votes cast receives at least 40% of the votes cast and the difference in the number of votes cast for the candidate with highest vote count and the candidate with the second highest vote count is at least ten percent of the number of votes received by the candidate receiving the second highest number of votes cast, the candidate receiving the highest number of votes cast shall be declared elected. If no candidate receives sufficient votes to be elected as described above, there shall be a runoff election between the two candidates who received the two highest numbers of votes cast. The candidate who receives the most votes in the runoff election shall be declared elected.

(3) Notwithstanding subsections 5-a-1 and 5-a-2 above, when two or more candidates for At-Large Director receive the same number of votes, the order of precedence shall be determined by lot.

(4) If only one person is nominated for any elected position, that person shall be elected without the requirement of balloting.

b. Recounts and Ballot Retention -- Ballots shall be retained for sixty days after the date of the announcement of the results. Any candidate shall be granted a recount in the election in which he was a candidate upon written request to ASTA Headquarters within this sixty day period.

Section 6. Maximum Number of Terms

National Officers, At-Large Directors, CAC-member Directors and chapter officers may serve only two terms, whether or not consecutive, in the same office, exclusive of any partial term served before completing a full term, provided that, after the expiration of six (6) years from the end of the second term served, an eligible member may run for election to one additional two-year term.

Section 7. No Multiple Officeholders

No person shall be a candidate for, or serve in, more than one elected position at one time.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1. Choice of Venue

Any dispute arising under these Bylaws shall be submitted exclusively to the jurisdiction of the state and federal courts of the Commonwealth of Virginia.

Section 2. Records

The Board of Directors, and every chapter, committee, council, commission, task force, and other body created by or pursuant to these Bylaws shall record proper minutes of its actions, which shall be promptly submitted to the Secretary.

Section 3. Indemnification of Officers, Directors, and Employees

ASTA shall indemnify each Director, national and chapter officer, and employee to the extent permitted by law.

ARTICLE X: ADOPTION AND AMENDMENTS

Section 1. Adoption

These Bylaws shall become effective upon an affirmative vote of a majority of the membership voting, and replace, repeal, and supersede all prior Bylaws.

Section 2. Amendment

a. No provision of these Bylaws requiring a vote greater than a simple majority for a particular action, may be altered, amended, or repealed by a lesser vote than set forth in the provision sought to be altered, amended or repealed.

b. No provision of these Bylaws specifying that a vote of the voting members shall be required for a particular action, shall be altered, amended, or repealed by any other body.

c. Subject to all the forgoing restrictions on amendments, the Board of Directors may, by a unanimous vote at a meeting, or by an affirmative vote of 3/4 of the full number of Directors entitled to vote at two consecutive regular meetings, approve an amendment to the Bylaws.