



GBTA

| Chapter Presidents Council

Chapter Presidents Council Operating Procedures

January 2025

Operating Procedures of GBTA | CHAPTER PRESIDENTS COUNCIL

SECTION I - NAME

The name of this group is GBTA | CHAPTER PRESIDENTS COUNCIL. It is hereinafter referred to in these Operating Procedures as CPC.

SECTION II - MISSION STATEMENT

Strive to provide leadership and support among GBTA Chapters while promoting the exchange of information and cooperation with the Global Business Travel Association. Encourage and assist in open communication, organizational structure and marketing opportunities with the goal of mutual growth for all.

1. For the purposes of this document, Member is defined as a Chapter of GBTA.
2. The President of each Chapter will serve as a Director. Director is defined as a member of the CPC Board of Directors.
3. President, Vice President, and Secretary/Treasurer are defined as Officers of the CPC Board of Directors.

SECTION III - PURPOSE

The principal purpose of the CPC shall be to:

1. Cultivate constructive cooperation and interest between the membership of the GBTA chapters through direct contact, networking, and quarterly business meetings.
2. Exchange information regarding the business travel industry as a whole. This includes, but is not limited to, educational programs, hot topics, benchmarking, and legislation.
3. Exchange information regarding the operational aspects of the chapters. This includes areas like membership growth and retention, revenue generation, educational programs and organizational structure.
4. Encourage, promote and assist in the organization of chapters.
5. Facilitate open and direct, two-way dialogue with GBTA that will result in productive actions by both organizations.
6. Provide a constructive setting whereby GBTA and CPC can promote mutual growth through the communication of ideas and knowledge.
7. Review Chapter Charter Agreement on an ongoing basis.

SECTION IV - CPC OFFICERS

1. General Powers

The property, affairs, and business of CPC shall be managed and controlled by CPC Officers. CPC Officers may, by general resolution, delegate to Directors of CPC and to CPC committees such powers as are provided for in these Operating Procedures.

2. Membership

The Officers of this CPC shall consist of the President, Vice President, and Secretary/Treasurer. This collected group shall constitute the CPC Officers.

3. Terms

Each CPC Officer shall hold office for a period of two (2) years. Their terms of office will begin at the end of the GBTA Convention of their election year and expire at the close of the second GBTA Convention, approximately two (2) years after their election. An officer may not be re-elected to the same office more than twice.

4. Removal

A CPC Officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the CPC by a vote of the majority of the Board of Directors.

5. Resignation

An Officer may resign from the CPC by written notice. Unless another time is specified in the notice or determined by the CPC, an Officer's resignation shall be effective upon receipt by the CPC Board of Directors.

6. Vacancies

- In the event of a vacancy in the office of President, such vacancy will be filled by the CPC Vice President for the duration of the term.
- A vacancy in the office of Vice President or Secretary/Treasurer, or simultaneous vacancies in the office of President and Vice President, shall require a special election to be held, a majority vote by the members shall prevail.
- A notice period of at least thirty (30) days will be given prior to the election and nominations will be taken and qualified by the Secretary/Treasurer, or Vice President in the event of a vacancy in the Secretary/Treasurer position.
- In the event of a simultaneous vacancy in the office of the President, VP and Secretary/Treasurer, the Presiding Direct Member shall oversee the nominations and special elections.
- An online ballot may be distributed or an in person vote of the members may be held at a regularly scheduled meeting. A vacancy must be filled within sixty (60) days.

7. Meetings

CPC Officer meetings shall be held prior to the quarterly CPC Board of Director meetings. Special meetings may be called by any of the CPC officers at any time provided that at least ten (10) days notice is given to the other officers.

8. Quorum

The presence of a majority of the voting members of the CPC Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. General CPC meetings shall require two-thirds of the membership to constitute a quorum.

9. Manner of Acting

The act 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 law, by these Operating Procedures, or by Robert's Rules of Order.

10. Informal Action.

Any action required by law to be taken at a meeting of the CPC Board of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

SECTION V – ELECTION OF CPC OFFICERS

1. Election Process

Each officer of the CPC shall be elected by the CPC Board of Directors for a two-year term of office, and may not serve more than two (2) elected terms in each office. Voting may take place by electronic ballot, mail-in ballot, or in person. The specific voting methods for each election will be communicated no less than forty-five (45) days prior to the election. The voting will take place according to GBTA Bylaws and open thirty days prior to the Annual meeting and be open for fourteen days.

The CPC Officers are in charge of the Election Process. In the event a CPC Officer is running in the election, that CPC Officer will not participate in the Election Process. In the event all CPC Officers are running in the election, an Election Committee may be formed from the CPC membership as assigned by the CPC Board of Directors, to include only those members not running in the elections. Member must be a member of GBTA to serve on Election Committee.

2. Campaigning Guidelines for election to CPC Officer Positions shall be:

- All candidates are allowed to campaign. Candidates are not allowed to use the GBTA HUB for campaign purposes.
- Each candidate's campaign cannot spend more than \$500 total for the purpose of being elected.
- Candidates must at all times conduct themselves in a professional manner reflecting the highest standards of GBTA and shall avoid disruption in any way.
- **Phone Campaigns:** Each candidate is permitted to operate a phone campaign; however, only candidates are allowed to make phone calls. Automated phone system tools (e.g. "robo-calling") are prohibited.
- **Social Media:** Candidates may use their own social media accounts to promote their candidacy but cannot utilize GBTA's social media accounts to promote their positions or candidacy.

- **Chapter Meetings:** Candidates shall refrain from speaking at chapter meetings during the period from the formal announcement of the candidates by GBTA until the election is final, as it is perceived as an unfair competitive advantage. Speaking engagements scheduled prior to the candidate's nomination must be rescheduled or canceled.
- **Chapter Endorsements:** Chapters of GBTA shall not endorse individual candidates. Individuals may endorse candidates, but chapters are an extension of GBTA. Chapter leadership may not endorse candidates during any public business meetings or forums.

These policies will be strictly enforced. Any violation of these policies will result in automatic disqualification as determined by the sitting CPC Board of Directors.

3. President

The CPC shall by majority vote, elect a President to serve a two (2) year term. This position must be filled by a current CPC Board of Directors member who is a GBTA Direct (Per GBTA Bylaws) member, either a Member President or a CPC Officer, who is a member in good standing.

The President shall be a member of GBTA's Board and the CPC's official representative. The President shall report on the CPC activities and represent the CPC in all related matters before GBTA's board. In the event the CPC President does not meet the requirements to be a member of the GBTA Board as outlined by the GBTA Bylaws, another CPC Board member may assume this role if requirements are met.

The President shall be responsible for setting the agenda for the, CPC Board of Directors Meetings, CPC Officers' meetings and the Officers' planning meeting.

The President, with the approval of the CPC Officers and the CPC, shall appoint any Ad Hoc Committees as shall be deemed necessary for proper conduct of CPC business.

The President shall be responsible for all efforts associated with new Member development and assistance. The President may call upon any CPC Officer or CPC member to help in any of these efforts.

The President shall be responsible for implementing a CPC Officer succession planning mechanism, including serving in an advisory role for six months at the conclusion of their term, to include one virtual meeting per month with the newly elected President

The President will coordinate and facilitate the New President's Orientation held at or before the first quarterly CPC Board of Directors meeting of the calendar year.

4. Vice President

The CPC shall by majority vote, elect a Vice President to serve a two (2) year term. This position must be filled by a current CPC Board of Director or Officer who is a member in good standing of GBTA.

The Vice President must participate in CPC Officers' meetings held prior to the quarterly CPC meetings as well as the annual Officers' planning meeting.

The Vice President will be responsible for coordinating the quarterly CPC meetings and will act as liaison between the host Member and the CPC.

The Vice President will serve as Parliamentarian and will ensure that Robert's Rules of Order shall be followed.

In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President and other such duties as may be assigned to the Vice President by the President.

In the event the President does not meet the qualifications to serve on the GBTA board, the Vice President, if meets qualifications shall represent the CPC as a member of GBTA's Board of Directors and serve as the CPC's official representative. The CPC representative shall report on the CPC activities and represent the CPC in all related matters before GBTA's board.

5. Secretary/Treasurer

The CPC shall by majority vote, elect a Secretary/Treasurer to serve a two (2) year term. This position must be filled by a current CPC Board of Director or Officer who is a member in good standing of GBTA.

The Secretary/Treasurer will be responsible for taking minute's at all quarterly CPC meetings and distributing the minutes in a timely manner (within thirty (30) days of the meeting date).

The Secretary/Treasurer will be responsible for tracking attendance at the quarterly CPC meetings.

The Secretary/Treasurer will work closely with GBTA to update and maintain the Chapter Presidents' Roster.

The Secretary/Treasurer must participate in CPC Officers' meetings held prior to the quarterly CPC member meetings as well as the annual Officers' planning meeting.

The Secretary/Treasurer is responsible for maintaining and updating the necessary CPC documents for placement on the CPC website.

The Secretary/Treasurer shall work closely with GBTA and the Financial Oversight Committee in tracking CPC finances maintaining accurate financial records, and reporting on the financial condition as called upon by the CPC. A written Treasurer's report shall be submitted prior to each CPC meeting and approved by a majority vote at each CPC meeting.

The Secretary/Treasurer will be responsible leading the preparation of the budget and will submit it at the annual CPC Officers' Planning meeting. This budget shall be submitted to the CPC for approval at the first CPC meeting of the calendar year.

The Secretary/Treasurer shall verify with the Financial Oversight Committee that each Member has paid their annual CPC dues and will verify before each quarterly CPC meeting that the attendees are current GBTA members.

In the event the President and VP do not meet the qualifications to serve on the GBTA board, the Secretary/Treasurer, if meets qualifications shall represent the CPC as a member of GBTA's Board of Directors and serve as the CPC's official representative. The CPC representative shall report on the CPC activities and represent the CPC in all related matters before GBTA's board.

SECTION VI - MEMBERS

1. Membership

Each of the chapters recognized by GBTA is a member of the CPC. The President shall serve as the CPC Board of Director member from their chapter. GBTA All Access membership is required for all Member Presidents. In the event that the Member President is unable to serve as the CPC member, another Member board member may assume the membership provided that board member is also a member of GBTA.

2. Voting rights

Each Member shall have one (1) vote on all matters of CPC business that require a majority decision. The Officers do not have voting privileges unless they are also a current President of their local chapter and are in good standing.

3. Reporting Deadlines/CPC Dues

CPC dues invoices are sent to Members from GBTA, followed by a reminder notice sent sixty (60) days prior to the due date. A ten (10) day grace period will be extended if requested.

4. Meetings

By mutual consent, the CPC shall (attempt to) meet four (4) times annually at locations and dates as decided by the CPC Board of Directors with one (1) meeting consisting of a conference call held prior to Convention. Special meetings/Conference calls may be called by the President or by request by two-thirds of the membership. Notification must be sent to all Members at least forty-five (45) days prior to the meeting/call date. Attendance shall be limited to one (1) representative from each local Member (except for transition meetings), the Council Officers, GBTA staff, and designated special guests.

Members must be represented at a minimum of two (2) CPC meetings per calendar year. Should the President not be available to attend, the Member representative must be an officer with GBTA membership. If a Member does not attend the minimum of two (2) CPC meetings per calendar year, the Member will be declared ineligible for any CPC scholarships and awards and may lose voting rights for one year from the date of declaration. At the conclusion of one (1) year, if the Member has fulfilled all CPC requirements, the Member will be returned to a status of Member in good standing.

The agenda outline for the meetings shall be sent to each member thirty (30) days prior to the CPC meeting. The agenda shall be formed from items of mutual interest by the members, with additional agenda items submitted by CPC representatives to the President as requested by the President at a minimum of two (2) weeks in advance of the meeting.

5. Removal

A Member may be removed from office for dishonesty, fraud, non-performance of duties or misrepresentation or a vote of No Confidence in connection with the affairs of the CPC by a two-thirds vote of the Members.

SECTION VII – MEMBER STANDARDS

1. Name Consistency

GBTA | XXX Chapter Name

2. Minimum Number of Meetings

At a minimum, Members must meet quarterly during a calendar year.

3. Member Membership

Members must strive for a balanced ratio of Allied and Direct members without limitation on the number of members by category. The Member membership shall mirror the GBTA Bylaws membership.

4. Member Officers

The minimum number of Member officers is three (3): President, Vice President, and Secretary/Treasurer. The collective group of Officers shall constitute the Member Board of Directors. A minimum of two (2) Officers are required to be GBTA members. The President must be a GBTA member.

5. Board insurance

Each Chapter organization must maintain a Director & Officer insurance policy. GBTA has negotiated a rate with a provider that may be utilized by both Chapters.

6. Reporting Deadlines/CPC Dues

Accurate and timely financial reporting is required for all Members. The CPC requires all financial reporting for the preceding calendar year (January through December) be complete and submitted electronically to GBTA within 60 days of the request. The financial reporting will include a list of members, profit and loss statement, a balance sheet using the CPC template and a recently reviewed copy of the Member's bylaws.

a. All Members will file either an e-Postcard (if annual gross receipts are normally less than \$50,000) or Form 990, Return of Organization Exempt Form Income Tax. This filing (either the e-Postcard or Form 990) is required regardless of whether you fall under GBTA's group exemption.

b. All Members will obey the IRS record retention policies.

c. The CPC recommends that each Member have an independent certified accountant review all bookkeeping and financial records for the Member annually.

7. Member Websites

All Member websites are required to contain a link to the GBTA website.

8. Member Growth

GBTA is committed to develop and manage geographic territories for future Member growth.

Benefits – Members in good standing with GBTA and the CPC benefit through participation in:

- Scholarship Opportunities
- CPC Committee Assignments
- The Business Travel Service Award
- Networking at the convention’s International Reception
- The GBTA and CPC websites
- The GBTA CPC Group via the Hub

9. Surveys

All Members should regularly survey their membership and meeting attendees to manage benchmarking, speaker resources, and volunteer accountability. The standard questions for the survey would ask the respondents to rate the venue location/geography, quality of the meeting and speaker, timing of the meeting, value to their job, content of the meeting, the member type or guest responding to the survey and the overall service provided if the venue is a hotel. The CPC recommends all surveys be consistent in questions asked and method or scheduling of distribution, be sent electronically and have a point scale of 1 through 4 where 1 is the lowest mark and 4 is the highest mark and the option for N/A should be included.

10. Confidentiality

The CPC recommends all Member board members, committee chairs, and anyone attending Member board meeting should sign a confidentiality agreement. GBTA will supply the confidentiality agreement template but the Member must include their logo on the document. In order to manage this process, the CPC recommends each Member nominate one (1) person responsible for record retention and filing, audit the agreements annually, ask the signer to sign two (2) copies and keep one (1) for their records. Furthermore, all Member board meeting agendas should include an item about the confidentiality agreements and new attendees should sign a copy early on during the meeting. This recommendation should be included in the Member’s rules and responsibilities.

11. Board Size and Terms

The CPC recommends all GBTA Members maintain similar board structures. At a minimum, the CPC requires Members elect a president, vice-president, secretary /treasurer. The president must be a member of GBTA. Members must fill board positions from its members in good standing. Members are strongly encouraged to incorporate all board positions into two-year terms and implement a succession planning mechanism. All board members should be held responsible to attend at least a simple majority of the board and Member meetings. Board member and committee chair descriptions should be well documented with responsibilities clearly defined.

Repeated failure to comply with the requirements listed here/above/at the beginning of this document will cause the CPC to remind the Member president of his or her obligations to the organization. If the Member remains noncompliant by the next CPC quarterly meeting, the Member will not be permitted to participate in scholarship opportunities, CPC committees, or the Business Travel Professional Service Award. If the Member remains noncompliant through two (2) CPC quarterly meetings, they will be removed from the GBTA and CPC websites and all CPC Communications. If the Member remains noncompliant through three (3) CPC quarterly meetings, they will be considered noncompliant and dissolved.

SECTION VIII - CPC COMMITTEES

1. Authority

The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the CPC.

2. Each Officer of the CPC will serve as a liason between committees, these will be assigned by the CPC President accordingly prior to the first meeting of the year.

3. Chairpersons

The President shall appoint all chairpersons of committees.

4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Standing Committees

Standing Committees are considered to be the following:

- Business Travel Service Award
- Chapter Exchange
- Leadership Summit
- Scholarship Committee
- Financial Oversight Committee

SECTION IX- CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts

The Board of Directors shall authorize any officer or officers, agent, or agents of the CPC in addition to the officers so authorized by these Operating Procedures, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CPC and such authority may be general or confined to specific instances, in line with approved CPC budget. No contract will be signed without GBTA review.

2. Checks

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council, shall be approved by the Secretary/Treasurer or CPC President. This approval serves as authority for GBTA to release funds on behalf of the CPC.

3. Deposits

All funds of the CPC shall be deposited from time to time to the credit of the CPC in such banks or other depositories as directed by GBTA.

4. Funds

The Board of Directors may accept on behalf of the CPC any contribution, gift, bequest, or device for the general purposes or for any special purpose of the CPC so long as no conflict of interest exists or ethical or legal boundaries are broached.

SECTION X - BOOKS AND RECORDS

The CPC shall keep correct and complete books and records of account and shall also keep highlight minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

SECTION XI - FISCAL YEAR

The fiscal year of the CPC shall be based on the calendar year.

SECTION XII - LIMITATION ON CPC ACTIVITIES

The CPC shall not rate, endorse, or certify any product or service of suppliers.

SECTION XIII - INDEMNIFICATION

Any present or former director, officer, employee, or agent of the CPC, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the CPC against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the CPC until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

SECTION XIV - PROCEDURE

The rules contained in the most recent edition of "Robert's Rules of Order" shall provide the rules of procedure for the CPC where they are not inconsistent with the provisions of any of these Operating Procedures.

SECTION XV - AMENDMENTS TO OPERATING PROCEDURES

These Operating Procedures may be altered, amended, or repealed, and new Operating Procedures may be adopted by the affirmative vote of two-thirds of the members at any meeting called for that purpose, if at least forty-five (45) days' written notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Operating Procedures at such meeting.