

BYLAWS  
OF THE  
ASSOCIATION OF TRAVEL INSTRUCTION

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**NOTE:** Text and entire sections **in bold type** added by ATI ByLaws Committee

## ARTICLE I

### OFFICES

Section 1. Principal Office. The principal office of the corporation shall be within the State of New York.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of New York as the board of directors may from time to time determine or the activities of the corporation may require.

## ARTICLE II

### PURPOSES

The purpose or purposes for which this corporation is formed are:

- A. To **advocate for people who** teach people with disabilities and seniors to travel safely and independently;
- B. To assure quality service in travel and **travel instruction** for people with disabilities **other than blindness** by:
  - a) **promoting a competency based standard**
  - b) **promoting appropriate academic and competency based preparation of individuals in the field of Travel Instruction**
  - c) **promoting the maintenance of current knowledge and skills of those in the field**
- C. **To** establish an approved and published body of knowledge relating to people with disabilities and seniors traveling safely and independently;
- D. Advocating for the rights and interests of persons with disabilities as it relates to community access, travel and transportation;
- E. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.
- F. To make grants to organizations which are (i) exempt from income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 as amended from time to time, or (ii) contributions which are deductible under Section 170(c) (1) of the Code as amended from time to time, or (iii) in furtherance of the organization's charitable purposes as set forth in Section 3(A) and 3(B).

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 1. Power of Board and Qualification of Directors..**

The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age.

#### **Section 2. Number and Term of Office:**

- (a) The number of Directors which shall constitute the Board of Directors shall consist of twelve (12) persons. The Board of Directors shall consist of four (4) officers of the Corporation, one representative from an educational agency, one representative from an adult service agency, one representative of a transit agency, and five (5) members at large.**
- (b) The Directors shall be elected by the voting members. At the Annual Meeting of Directors, the Directors shall elect Officers of the Corporation to fill vacancies. The immediate past-president shall serve as a Director for a one (1) year term.**
- (c) No director shall serve more then two (2) consecutive terms of three (3) years each except that elected officers shall remain on the Board as long as they serve as officers of the Corporation. A director who has served two consecutive three (3) year terms may be re-elected to the Board if this person has been off the Board for at least one full year.**
- (d) One-third (1/3) of the Board terms shall expire every year. To accomplish this 1/3 of the Board will be given one (1) year terms, 1/3 shall be given 2 year terms, and 1/3 shall be given 3 year terms.**
- (e) Each Director shall have one vote.**
- (f) Except as specifically provided in the Corporation's Articles of Incorporation or in these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors shall elect all Officers at the Annual Meeting of Directors and may take any lawful action on behalf of the Corporation which is by law or by the Articles of Incorporation or by these ByLaws required to be taken by some other party.**

### **Section 3. Organization.**

At each meeting of the Board of Directors, the President, or in the absence of the President, the President –Elect, shall preside, or in the absence of either of such officers, a chairman chosen by a majority of the Directors present, shall preside. The secretary shall act as Secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select a secretary to record the minutes.

### **Section 4. Resignations and Removal of Directors.**

- (a) Any director of the Corporation may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- (b) Any or all of the Directors may be removed for cause by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken, **and that written notice of the proposed removal is given to all Directors as part of the notice of the meeting.**

### **Section 5. Action by the Board of Directors.**

- (a) Except as otherwise provided by law or in these bylaws, an act of the Board of Directors means action at a meeting of the Board by a vote of a majority of the Directors present at the time of the vote, if a quorum (as defined in Section II or this Article II) is present at such time.
- (b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- (c) Any one or more members of the Board of directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **Section 6. Place of Meeting.**

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

### **Section 7. Annual Meetings.**

As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time: and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

### **Section 8. Regular Meetings**

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors. **The Board of Directors shall meet no less than once per year. Written notice of the meetings, which may be accomplished by electronic mail, is required.**

### **Section 9. Special Meetings.**

Special Meetings of the Board of Directors shall be held whenever called by the President, or by any one (1) Director, with the consent of the President. **Notice shall be given orally, by telefax, electronic mail, or by mail and shall state the purposes, time, and place of the meeting at least 7 days before the meeting.**

### **Section 10. Waivers of Notice.**

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

### **Section 11. Quorum.**

- (a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.
- (b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. **Notice of the re-scheduled meeting shall be given to all Directors pursuant to the terms of these ByLaws.**

### **Section 12. Compensation.**

Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performances of their duties.

### **Section 13. Action by Board of Directors without a Meeting**

Whenever under the Not-for Profit Corporation Law, the Board of Directors is required or permitted to take any action by vote, such action may be taken without a meeting, on written

consent, setting forth the action so taken signed by all members of the Board of Directors entitled to vote thereon.

## **ARTICLE IV**

### **COMMITTEES**

#### **Section 1. Executive Committee and Other Standing Committees.**

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three or more directors. **The Executive Committee shall consist of: the President, the President- Elect, the Secretary, and the Treasurer.**

The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board or in any committee
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the bylaws, or the adoption of new bylaws.
- (d) The amendment or repeal of the Articles of Incorporation
- (e) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.
- (f) **The termination of a person's membership in the Corporation**
- (g) **Taking any action prohibited by law, the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors.**

**The President shall be an ex-officio member of all committees with the exception of the Nominating Committee.**

Any reference in these bylaws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provide.

#### **Section 2. Special Committees.**

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee,

except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of the Article IV.

**Section 3. Meetings.**

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the corporation or the chairman of the committee or by vote of a majority of all the members of the committee.

**Section 4. Quorum and Manner of Acting.**

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

**Section 5. Tenure of Members of Committees of the Board.**

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

**Section 6. Alternate Members.**

The Board of Directors may designate one or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member at any meeting of such committee.

**Section 7. Rules of Committees.**

**The Board of Directors may adapt rules regarding the conduct of the committees and their meetings, including rules for the calling of meetings, quorum requirements and voting. Each committee may establish its own rules to govern the conduct of its activities, to the extent it is not inconsistent with the rules adopted by the Board of Directors.**

**ARTICLE V**

**OFFICERS**

**Section 1. Number.**

The officers of the Corporation shall be a President, a President-Elect, a Treasurer, a Secretary and such other officers as the Board of Directors may in its discretion determine.

## **Section 2. Term of Office and Qualifications.**

The officers whose titles are specifically mentioned in Section 1 of this Article V shall be elected by the Board of Directors at its Annual Meeting **and shall serve three (3) year terms. The person elected President –Elect shall become President when the President’s term expires and shall serve as President for three (3) years: when the term of the President expires, the President whose term is expiring shall succeed to the office of Immediate Past President.**

**Officers whose terms have expired shall be selected at the Annual meeting of the Board of Directors. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors.**

## **Section 3. Additional Officers.**

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

## **Section 4. Removal of Officers.**

An officer may be removed by the Board of Directors **whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors, provided that written notice of the proposed removal is given at least thirty (30) days prior to the date of the meeting at which the removal will be voted upon.**

## **Section 5. Resignation.**

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

## **Section 6. Vacancies.**

A vacancy in any office shall be filled by the **President, with the approval of the Board of Directors. Any person selected to fill a vacancy shall serve until there is an election for that office at the next Annual Meeting of the Board of Directors.**

## **Section 7. President.**

The President shall preside at all meeting of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned

form time to time by the Board. **He or she shall be, ex officio, a Member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of**

**Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents in the name of and on behalf of the Corporation.**

#### **Section 8. President- elect.**

**The President –elect shall be the person who shall succeed to the position of the President when the President’s term expires. The President- elect shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event that the President is absent or unavailable, then the President-elect shall perform the duties and exercise the powers of President.**

#### **Section 9. Treasurer.**

The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, **entering or causing to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation, and** deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. **The Treasurer may endorse checks, notes and other obligations for collection on behalf of the Corporation, and whenever required by the Board of Directors shall render statements of such accounts, or exhibit the books of such accounts to the Board of Directors.**

#### **Section 10. Secretary.**

It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose. The Secretary shall make sure that all notices required to be given by the Corporation are duly given and served. The Secretary shall keep a current list of the Corporation’s Directors and officers and their residence addresses. The secretary shall be custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed, to all agreements. Documents, and the minutes of all meetings of Directors, the Executive Committee, and any other committee which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

#### **Section 11. Appointed Officers.**

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

## **Section 12. Assignment and Transfer of Stocks, Bonds and Securities.**

The President, the Treasurer, the Secretary and President-elect , shall have the power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

## **ARTICLE VI**

### **MEMBERS**

#### **Section 1. Eligibility.**

Membership in the Corporation is open to all persons, agencies and organizations interested in the professional practice of Travel Instruction and who comply with such membership requirements as are established from time to time by the Corporation's Board of Directors.

Except for voting rights, all Members shall have the same rights, responsibilities and privileges.

#### **Section 2. Non-Discrimination**

No person, agency, or organization otherwise eligible shall be denied membership in the Corporation on the basis of age, sex, race, religion, national origin or disability.

#### **Section 3. Types of Membership.**

There shall be three (3) types of membership: individual, organizational and associate.

#### **Section 4. Voting Rights.**

The Individual and Organizational Members shall have the right to vote on all matters for which members have the right to vote under Delaware Law. The Individual and Organizational Members shall vote as one class and shall have their votes pooled together in determining all decisions. The Individual and Organizational Members are collectively referred to herein as the "Voting Members".

Associate Members do not have the right to vote on any matter, but otherwise shall have the same rights, privileges and benefits as Individual and Organizational Members including the right to receive newsletters and other communications distributed by the Association.

Each Voting Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast with orally or in writing. Voting Members shall be allowed to vote by written proxy. A

Proxy shall be signed by the Voting Member and shall not be valid after the expiration of three (3) years from its date.

When an action, other than the election of Directors, is to be taken by vote of the Voting Members, it shall be authorized by a majority of the votes cast by Voting Members entitled to vote thereon, unless a greater percentage is required by the Articles of Incorporation. Directors shall be elected by a plurality of the votes cast at an election.

Attendance of a Voting Member at a meeting of Voting Members in person by proxy constitutes: (a) waiver of objection to lack of notice or defective notice of the meeting, unless the Voting Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

### **Section 5. Membership Dues.**

The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all Members. For purposes of dues payment, the Board may set different dues amounts for Individual, Organizational and Associate members and may also create different classes of Individual, Organizational and Associate Members that will pay different amounts of dues.

### **Section 6. Annual Meeting of the Members.**

A meeting of the Voting Members shall be held annually for the purpose of electing the Directors whose terms are expiring and for the transaction of other business that may come before the meeting. For those years when a membership conference is held, the annual meeting of the Voting Members shall be held during the conference, at the location of the conference. For those years when a membership conference is not held, the annual meeting of the Voting Members shall be held at a place and on a time and date set by the Board of Directors. The meeting may be held within or without the State of Delaware. If the annual meeting is not held on the date designated therefore, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

### **Section 7. Inspectors of Election.**

The Board of Directors, in advance of a meeting of the Voting Members, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of Voting Members may, and on request of a Voting Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Voting Members eligible to vote, the Voting Members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote with fairness to all Voting Members. On request of the person presiding at the meeting or a

Voting Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

### **Section 8. Quorum of Voting Members.**

Unless a greater or lesser quorum is provided in the Articles of Incorporation or in a Bylaw adopted by the Voting Members, the presence, in person or by proxy, of one-tenth (1/10) of the Voting Members entitled to vote at a Meeting, shall constitute a quorum.

Regardless of whether a quorum is present, the meeting may be adjourned by a vote of the Voting Members present. If a quorum is present, the Voting Members present in person or by proxy may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum.

### **Section 9. Notice of Meeting Members**

Except as otherwise provided, written notice of the time, place and purpose of a meeting of Voting Members shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Voting Member of record entitled to vote at the meeting. If a purpose of a meeting of Voting Members is to vote upon an amendment to the Corporation's Articles of Incorporation, then the notice of the meeting shall be sent at least thirty (30) days before the date of the meeting to the last known address of each Voting Member and shall state the time, place and object of the meeting and shall also set forth the proposed amendment or a summary of the changes to be affected thereby.

No notice is required for an annual meeting which is to be held as part of the Member conference if the Voting Members have been notified in writing about the conference and the written materials sent to the Voting Members inform them of the date, time and purpose of the annual meeting.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

#### **Section 1. Execution of Contracts.**

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by these the Board of Directors, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

### **Section 3. Checks, Drafts, etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII**

### **INDEMNIFICATION AND INSURANCE**

#### **Section 1. Authorized Indemnification.**

Unless clearly prohibited by law or Section 2 of this Article VIII, the Corporation shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, and amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorney’s fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

#### **Section 2. Prohibited Indemnification.**

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person ( or to the person whose actions are the basis for the action or

proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

### **Section 3. Advancement of Expenses.**

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article VIII. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

### **Section 4. Indemnification of Others.**

Unless clearly prohibited by law or Section 2 of this Article VIII, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article VIII or advancement of expenses as set forth in Section 3 of this Article VIII, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

### **Section 5. Determination of Indemnification.**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these by-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article VIII. No director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these bylaws.

### **Section 6. Binding Effect.**

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

### **Section 7. Insurance.**

The Corporation is not required to purchase Directors and Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VIII or operation of law and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VIII as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

### **Section 8. Nonexclusive Rights.**

The provisions of this Article VIII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article VIII, subject in all cases to the limitations of Section 2 of this Article VIII.

## **ARTICLE IX**

### **CONFLICTS OF INTEREST**

#### **Section 1. Definition of Conflicts of Interest.**

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit: (a) the individual; (b) any member of his immediate family (a spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10 % shareholder. Service on the board of another not-for profit corporation does not constitute a conflict of interest.

#### **Section 2. Disclosure of Conflicts of Interest.**

A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or Officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute

annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article IX was used. **Each person elected to the Board of Directors is required to sign and submit a**

**Conflict of Interest and Disclosure Form, which will be kept with the Corporation's records.**

### **Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.**

A Director who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approve by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

### **Section 4. Validity of Actions.**

No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its corporate officers are directors or officers, or have a substantial financial interest, shall not be either void or voidable for this reason alone or by reason alone that such director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction were disclosed to the Board of Directors and the transaction was approved by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

## **Section 5. Employee Conflicts of Interest.**

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussions, as well as any decision, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chairman shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairman of the Board may consult with legal counsel.

The Chairman shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairman has approved.

## **ARTICLE X**

### **COMPENSATION**

#### **Section 1. Reasonable Compensation.**

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

#### **Section 2. Approval of Compensation.**

The Board of Directors must approve, in advance, the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services

At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

## **ARTICLE XI**

### **GENERAL**

#### **Section 1. Books and Records.**

There shall be kept at the office of the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and the Executive Committee, (3) a current list of the Directors and officers of the Corporation and their residence addresses, (4) a copy of these bylaws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years information returns to the Internal Revenue Service.

#### **Section 2. Seal.**

The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: ASSOCIATION OF TRAVEL INSTRUCTION, a **Delaware** Not -for- Profit Corporation.

#### **Section 3. Interested Directors and Officers.**

No contract or other transaction between the Corporation and one of more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one of more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:

- (a) If the material facts as to such director's or officer's interest in such contract or transaction as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers; or

- (b) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or known to the directors entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

#### **Section 4. Loans to Directors and Officers.**

No loans shall be made by the Corporation to its directors or officers, or to any other corporation, firm association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest except as allowed by law.

#### **Section 5. Fiscal Year.**

The fiscal year of the Corporation shall commence on the 1<sup>st</sup> day of January in each calendar year end on December 31<sup>st</sup>.

## **ARTICLE XII**

### **AMENDMENTS**

#### **Section 1. Amendments.**

Amendments to these Bylaws may be made by a majority vote of the Directors at any regular or special meeting of the Board of Directors provided that notice of the intent to amend, which notice shall include a summary of the amendments proposed, has been given to the members of the Board of Directors in the notice of the meeting. **The Amendments shall be submitted to the Board of Directors for review and approval.**