



Our By-Laws

Revised 14 December 2009

ARTICLE 1: NAME AND OFFICES

1.1 The name of the corporation shall be provided in the Articles of Incorporation as "INTERNATIONAL GAY & LESBIAN TRAVEL ASSOCIATION, INC.," hereafter referred to as IGLTA, and its principal office is known under these By-Laws as the World Headquarters.

1.2 The location of the association's principal office may be determined and, from time to time, changed by decision of the Board of Directors and the change of address shall not be deemed an amendment of the By-Laws.

1.3 The association may also have offices at such other places, where it is qualified to do business, as its business may require, and as the Board of Directors may from time to time designate.

ARTICLE 2: PURPOSE

2.1 The mission of the IGLTA is to be the leading global organization dedicated to connecting businesses in the Lesbian, Gay, Bisexual and Transgender (LGBT) tourism industry.

2.2 This corporation is a nonprofit association and is not organized for the private gain of any person or entity. The purpose of this association is to engage in any lawful act or activity for which a corporation may be organized under the Florida Not For Profit Corporation Act.

ARTICLE 3: FISCAL YEAR OF THE CORPORATION

3.1 The fiscal year of the Corporation shall be a calendar year, and begin on the first day of January and end on the last day of December each year.

ARTICLE 4: MEMBERSHIP FEES, DUES, AND ASSESSMENTS

4.1 Applicants shall be admitted to membership provided they qualify under provisions of Section 5.2 of these By-Laws and on making application therefore in writing or electronically, and upon payment of the dues, as specified in the following section of this Article.

4.2 The annual membership dues payable to the Corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. Subject to general membership approval, the Board of Directors may also require special fees and assessments from time to time under urgent circumstances.

4.3 Dues are payable at time of admission to the IGLTA and thereafter at such time as determined by the Board of Directors. If a member fails to pay dues by the due date such member shall be considered delinquent, and be subject to removal from IGLTA membership rolls.

4.4 Memberships shall be non-assessable.

ARTICLE 5: MEMBERSHIP

5.1 Types of memberships: There shall be two types of memberships as follows: (1) General Membership and (2) Associate Membership. The Board of Directors is responsible for determining the appropriate membership status of a current or prospective member.

5.2 Eligibility and Voting Privileges for General Membership: Eligibility for General Membership in the IGLTA is open to any person, association, corporation, or partnership directly part of the travel and hospitality industry, including, but not limited to, travel agents, accommodations, tour operators, transportation suppliers, travel educators, travel protection services, travel publications (both printed and electronic), tourist boards/CVBs, travel marketing/PR companies, and travel writers/photographers. General Members shall have full rights and privileges, including the right to vote.

5.3 Eligibility and Voting Privileges for Associate Membership: Eligibility for Associate Membership in the IGLTA is open to any person, association, corporation, or partnership customarily considered indirectly connected to the travel and hospitality industry. Retired travel professionals, students, Honorary Members, or business providing goods or services to travelers are also eligible for Associate Membership. Associate Members may not vote or hold office in the Corporation or serve as a Director or Officer. All rights, privileges and eligibility of Associate Members will be determined by the Board of Directors.

5.4 An individual may hold only one membership. Each membership held in the name of a partnership, a corporation, or any other entity must designate an individual as the contact. Multiple membership interests by a partnership, corporation or other entity shall not exceed ten percent (10%) of the total membership of the IGLTA. In the event a business holding a membership interest is sold, acquired, divested or otherwise altered, the membership interest shall remain with the surviving or transformed business, provided the operation of the business continues to meet the eligibility requirements of the IGLTA.

5.5 No member of the IGLTA shall be personally liable to the association's creditors, or for any indebtedness or liability, and any and all creditors shall look only to the IGLTA's assets for payment.

5.6 There is no limit on the number of members the IGLTA may admit.

5.7 Membership tally shall be as follows: General Memberships and Associate Memberships will each be counted as one (1) member.

ARTICLE 6: RESIGNATION AND REVOCATION OF MEMBERSHIP

6.1 Any member may resign by filing a written resignation with the IGLTA's World Headquarters. All rights and privileges of a member in the IGLTA shall cease on termination of membership as herein provided. Resignation does not relieve the member from liability for dues accrued and unpaid as of the date of resignation.

6.2 The Board of Directors may recommend the revocation of membership of any member for just cause including but not limited to violations of the obligations, rights and privileges of membership defined by IGLTA By-Laws and the IGLTA Professional Code of Conduct. A two-thirds (2/3) vote of the Board of Directors in attendance is required to effect revocation, and only after 30 days notice in advance is given in writing to the member charged - including details of the charges alleged. The membership will go on inactive status as soon as notification is given, and the member may request the Board convene a closed hearing on the charges within thirty (30) days or at the next Board of Directors meeting, whichever occurs first. All affected parties shall have the right to be heard at this hearing. At the closed hearing, the Board of Directors shall rule on each of the charges brought against the member and based upon these findings, shall take recorded votes to: (1) reaffirm the member's continued status by 2/3rds vote; (2) officially revoke the membership by 2/3rds vote; or, (3) impose such lesser sanctions on the member as the Board of Directors may deem appropriate by 2/3rds vote. All adverse decisions of the Board of Directors may be appealed in writing to the General Membership within thirty (30) days of decision.

6.3 All rights and privileges of a member in the Corporation shall cease on termination of membership as herein provided.

ARTICLE 7: IGLTA PROFESSIONAL CODE OF CONDUCT

7.1 Upon admission to membership, IGLTA members shall agree to act in accordance with the IGLTA Professional Code of Conduct (attached as Appendix A to the By-Laws). Failure to adhere to this code may result in disciplinary action including revocation of membership. Complaints or alleged violations of this code should be filed in writing to the Board of Directors. For purposes of consistency and fairness, where applicable, the Professional Code of Conduct shall apply equally to employees of IGLTA.

7.2 The Board of Directors, from time to time, shall have the power to establish, amend and repeal the IGLTA Professional Code of Conduct, without amending the association By-Laws. The IGLTA Professional Code of Conduct may contain rules with respect to professional ethics, decorum in meetings, and such other subjects as determined appropriate by the Board of Directors. A copy of the IGLTA Professional Code of Conduct shall be posted on the member section of the IGLTA website.

7.3 If violations of the Code of Conduct are alleged, and the Board of Directors receives a written complaint or allegation, the Board of Directors then may act according to membership procedures defined in Article 6.2 above.

ARTICLE 8: VOTING

8.1 Each General Member may exercise only one (1) vote on each matter submitted to a vote of the membership. Voting at all duly held meetings shall be voice vote, the showing of hands, or alternatively, via online secure voting; however, the election of Directors must be conducted by secret ballot, or via online secure voting.

8.2 A member who is entitled to vote may vote in person, by proxy (executed in writing by the member or by his or her duly authorized attorney-in-fact), or via online secure voting. An appointment of proxy is not valid after eleven (11) months following the date of its execution unless otherwise provided in the proxy certification.

8.3 Online Secure Voting (or electronic voting). Any action which may be taken at any regular or special meeting of members may be taken without such a meeting if the IGLTA instead presents an electronic ballot which shall be posted on the IGLTA website and shall be accessible to every member eligible to vote on the matter. IGLTA will make every reasonable effort to inform members of their voting requirements; however, it remains each member's responsibility to monitor the IGLTA website for all such electronic ballot procedures. Voting on any measure will take place in accordance with the procedures set forth in Section 8.2 herein. The ballot shall set forth the proposed action, provide clear instruction to specify approval or disapproval of each proposal, enable the member's voting intentions to be tabulated confidentially and accurately, and provide a reasonable time to cast or return each ballot to the IGLTA.

8.4 Mail-In Ballots. IGLTA will make every reasonable effort to inform members of their voting requirements; however, it remains each member's responsibility to monitor the IGLTA website for all ballot procedures, especially when options are presented for online secure voting or mail in ballots. The following procedure shall be used for mail-in ballots. The IGLTA shall post an official ballot on the IGLTA website. Members entitled to vote may follow all instructions given to download and print the paper ballot, and mail the completed ballot to IGLTA according to instructions (and provided that an online secure vote was not cast instead). No ballots may be cast if it is determined the member is not in good standing, or the member did not comply specifically with the voting instructions given. When all such mail-in ballots have been verified, they will be held securely until the election date and then properly tabulated with all other votes cast. IGLTA will not be held responsible for non-receipt of any mail-in ballot.

8.5 Approval or rejection of IGLTA action by written or secure online ballots shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

8.6 Every act or decision affirmed or rejected by a majority of voting members present in person, by proxy at a duly held meeting, or by submission of a secure online ballot, at which a quorum is present or deemed under Section 8.5 herein, is considered the act of the members, unless the law, Articles of Incorporation of this Corporation, or these By-Laws require a greater number.

8.7 The membership of the IGLTA shall have the right to modify, veto, or rescind any action taken by the Board of Directors, provided a Member in good standing introduces a petition to so

modify, veto or rescind and signed by 20% of the General Membership followed by a two-thirds vote of the members present at any General Meeting.

ARTICLE 9: NOMINATION AND ELECTION OF DIRECTORS

9.1 No less than ninety (90) days prior to the General Meeting of the members, the Chair, subject to the approval of the Board of Directors, shall appoint a Nominating Committee as stated in the Election Guidelines.

9.2 Individuals may seek election to the Board of Directors if they meet the eligibility requirements as stated in the Election Guidelines and Article 12.3 and 12.4 of these By-Laws.

9.3 All individuals seeking election shall sign and acknowledge receipt and understanding of the rules for the election as set forth by the Board of Directors, as a pre-condition for being considered by the Nominating Committee.

9.4 The IGLTA World Headquarters must receive all nominations for election no later than sixty (60) days prior to the Annual Meeting. Nominations from general members in good standing may be submitted electronically. No nominations will be accepted from the floor at the general meeting.

9.4.1 The World Headquarters must notify members within forty-five (45) days prior to the annual meeting of the eligible candidates running for the Board of Directors. Such notice will be posted on the IGLTA website. The IGLTA will make reasonable efforts to communicate the announcement of all candidates; however, it remains the member's responsibility to monitor the IGLTA website for any such postings.

9.5 If IGLTA publishes any material listing a nominee's qualifications and/or reasons for his or her candidacy for Director in any publication owned or controlled by IGLTA, then IGLTA must offer an equal amount of space, with equal prominence, to each and all other nominees to be used for a purpose reasonably related to the election.

9.6 All votes for the election to the Board of Directors shall be cast on written or electronic ballots. Voting shall be, in accordance with the provisions of Article 8 of these By-Laws.

9.7 The Chair shall appoint a special three-person Election Committee of IGLTA members, who are not members of the Board of Directors, or candidates for election, to supervise the balloting. This Committee shall serve in an ad hoc capacity beginning with ballot distribution to announcement of the election results.

9.8 A tie in the voting for the last position of Director remaining to be filled shall be resolved by an immediate runoff vote to be held among voting members present and voting. Only the nominees with the tie vote shall be considered in the runoff election. General Members in good standing with the IGLTA shall be qualified to vote in the runoff election.

9.9 The results of the election shall be published in the next issue of the IGLTA newsletter, and on the IGLTA website, following the election.

ARTICLE 10: MEETINGS

10.1 There shall be an annual meeting of the members to be held each year, in accordance with Section 10.3, at a time and place to be determined by the Board of Directors. At such annual meetings, Officers and Directors shall be elected in accordance with the By-Laws of the IGLTA and any other business may be transacted which is within the power of the membership.

10.2 The Chair may call a special membership meeting as necessary, and must call a special membership meeting upon the written request of twenty percent (20%) of the general members.

10.3 The Board of Directors shall determine the date, time and place of all meetings. All members shall be notified of these meetings at least fifteen (15) days in advance by a posting on the IGLTA website. The IGLTA will make every reasonable effort to inform the membership of all future meetings, however, it remains the member's responsibility to monitor the IGLTA website for any such postings. If it is a special meeting, the notice shall also include the purpose. All Board meetings will require recording of minutes, as well as decisions made and votes taken.

10.4 The Board of Directors shall meet in person a minimum of three times per year, and shall be scheduled by notice of the Chair posted on the IGLTA website and held at appropriate locations as determined by the Board of Directors. The Chair will keep Directors informed of future meeting schedules and locations; however it also is the Directors' responsibility to monitor the IGLTA website for any such postings.

10.5 The Chair may call a special meeting of the Board of Directors or Officers and must call a special meeting of the Board of Directors upon the written request of one-third (1/3) of the members of the Board. All Directors shall be notified of these meetings either personally, by electronic communications, or by mail. If it is a special meeting, the notice shall also include the purpose.

10.6 Meetings of the IGLTA Board of Directors will be closed to all individuals other than Board members and invited guests; provided, however, that the Board may declare open sessions at their discretion. All proceedings that take place in closed session are to be confidential.

ARTICLE 11: QUORUM

11.1 To constitute a quorum for the transaction of business at any regular or special meeting of the Membership, 10% of the General Membership must be present, in person or by proxy, at the meeting. And 2/3 of Directors of the Board must be present.

11.2 To constitute a quorum for the transaction of business at any meeting of the Board of Directors, not fewer than 2/3 of Directors must be present.

11.3 The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum of such greater percentage as may be required by law, the Articles of Incorporation, or the By-Laws of the IGLTA.

11.4 No business shall be transacted at any meeting in the absence of a quorum except as stated in Section 11.3 of this Article.

ARTICLE 12: BOARD OF DIRECTORS

12.1 The Board of Directors shall consist of not less than seven (7), nor more than nineteen (19) members including the members of the Executive Committee listed in Section 12.2 of this Article. The Chair, reserves the right to nominate and appoint up to two representatives, otherwise eligible candidates, to fill Board positions to properly reflect the IGLTA membership. Appointed board members will serve a one-year term and have the same rights and responsibilities as all duly elected, current board members for the remaining duration of their board terms.

12.2 The Board of Directors shall form an Executive Committee and shall vote to nominate and appoint the IGLTA's acting Past Chair, Chair, Vice Chair, Secretary, and Treasurer, to serve as members of the committee.

12.3 Any General Member may seek election as a member of the Board of Directors upon meeting the following requirements:

12.3.1. Member in "Good Standing" for at least two years prior to date of election; and

12.3.2. Attended at least: (a) One Convention and one Symposium prior to election or (b) Two Conventions prior to election.

12.4 No two (2) members from any one entity or organization shall serve on the Board of Directors concurrently. Past IGLTA employees are not eligible to be members of the Board of Directors during a two year period following the date of termination of employment.

12.5 The Directors shall be elected by the General Membership. The Executive Committee shall be elected by the newly elected Board of Directors.

12.6 The Directors shall be elected for the term of two (2) years.

12.7 No Director shall serve for more than three (3) consecutive terms (6 years) as a Director, except that a Director who serves as Chair in his/her third consecutive term is permitted to serve an additional, fourth term as Past Chair.

12.8 The officers of the Executive Committee shall serve for a term of one (1) year or until their successors are elected.

12.9 No Officer appointed to the Executive Committee of the Board of Directors shall serve for more than three (3) consecutive terms.

12.10 Any Director or Officer may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a different time. The Chair may choose not to accept a Board resignation until it is possible to assign the Director's responsibilities to another individual in an acting capacity within the following 30 days.

12.11 A member of the Board of Directors or an Officer may be removed from office for cause deemed sufficient by the Board based on the procedures defined in Article 6.2 of the By-Laws.

12.12 In the event of the resignation of incapacity or removal of a Director or Officer, at the Board's discretion, the remaining vacant term of office may be filled by the candidate in the most recent Board of Directors election who received the next highest vote of the membership, if the other candidate otherwise still meets all eligibility requirements. These Board appointees will also enjoy full voting rights during the remaining term of office. If a vacancy results six months prior to a Board of Directors election, the position may otherwise remain vacant for the balance of the term.

ARTICLE 13: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

13.1 Subject to the provisions of the relevant jurisdictional law where the World Headquarters is based, and any limitations in the Articles of Incorporation and By-Laws relating to action required or permitted to be taken or approved by the members of IGLTA, the Board of Directors shall have full charge of the property and business of IGLTA, with full autonomy and power and sole authority to control, operate and manage the affairs of the IGLTA.

13.2 It shall be the duty of the Board of Directors to: (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of IGLTA, or by these By-Laws; (b) appoint and remove, employ and discharge, and except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all employees of the Corporation and (c) meet at such times and places as required by these By-Laws.

13.3 The Board of Directors shall have the authority and power to incur indebtedness, the terms and amounts of which shall be entered in the Minutes of the Board Meetings. Promissory notes, if any, are to be signed officially by the Chair and the Treasurer, or any other elected Officers when directed to do so by the Board of Directors, and such action shall be binding on the IGLTA.

13.4 The Board of Directors, except as otherwise provided in these By-Laws, may authorize any Officer or agent of the IGLTA to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the IGLTA, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or

authority to bind the IGLTA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

13.5 The Board of Directors may accept, on behalf of the IGLTA, any contribution, gift, bequest, or devise for the charitable purposes of the IGLTA.

13.6 No director shall receive, directly or indirectly, salary, compensation, or emolument from the IGLTA, except that they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 13.2, or in the performance of any special duties required and directed by the Board of Directors.

13.7 No Officer or Director of the IGLTA shall be interested directly or indirectly in any contract for the sale of any property, services, or goods of or to the IGLTA or in any contract with any third party leading to such unless his interest therein is fully disclosed to the Board of Directors and such contract is thereafter authorized by a two-thirds (2/3) vote of the Directors present.

13.8 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, is the act of the Board of Directors, unless the Articles of Incorporation or By-Laws of this Corporation, or provisions of applicable laws in the local jurisdiction of our World Headquarters requires a greater percentage or different voting rules for approval of a matter by the Board. Attendance at a Board Meeting shall be allowed via telephone or teleconferencing.

13.9 Any action required or permitted to be taken by the Board of Directors under any provision of Law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action, whether by mail or electronically. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action, by written consent, shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-Laws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

13.10 Each director and officer of the IGLTA, whether or not then in office, shall be indemnified by the IGLTA for the defense of or in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in according with and to the fullest extent permitted by local jurisdictional law or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the IGLTA shall provide indemnification in connection with an action or proceeding (or part thereof) only if such action or proceeding (or part thereof) was authorized by the Board of Directors. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article; (a) shall be available with respect to events occurring prior to the adoption of this Article; (b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to an event occurring prior to such rescission or amendment; (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the

action or proceeding or, at the sole discretion of the director or officer on the basis of applicable law in effect at the time such rights are claimed; and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the IGLTA and the director or officer for whom such rights are sought were parties to a separate written agreement.

Other Rights. The rights of indemnification provided in this Article 13 shall not be deemed exclusive in any rights to which any director or officer may now or hereafter be otherwise entitled, whether contained in the Articles or Incorporation, these By-Laws, a resolution of the members, a resolution of the Board of Directors or in agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized.

ARTICLE 14: POWERS AND DUTIES OF THE OFFICERS

14.1 EXECUTIVE COMMITTEE - The Executive Committee, as defined in Section 12.2, shall: 1) oversee the duties of the Board of Directors; 2) execute an annual performance review of the association's Chief Executive Officer, whose title is IGLTA President and CEO, 3) be responsible for developing, and reporting to the Board concerning, a strategic plan for the IGLTA.

14.2 PRESIDENT AND CEO - The President and Chief Executive Officer of the Corporation shall, subject to the control of the Board of Directors, supervise the affairs of the IGLTA, the policies and activities of the organization, as well as its employees and regional offices. The President and CEO shall preside at all meetings of the members, Board of Directors, and Committees of the Board of Directors, except for the Executive Committee. The President and CEO, with one (1) elected Board Officer, shall, in the name of the IGLTA, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President and CEO shall produce an agenda and distribute it prior to initiation of a "Call To Order," for the General Membership meetings, and to preside over the election of Officers of the IGLTA Board of Directors.

14.3 PAST CHAIR - The Past Chair shall serve in ex officio capacity on the Board of Directors, the Executive Committee, and shall serve as Sergeant-At Arms at all meetings thereof. The Past Chair shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these By-Laws.

14.4 CHAIR - The Chair presides at meetings of the members, the Board of Directors and the Executive Committee. The Chair shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors.

14.5 VICE CHAIR - In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting, shall have all the powers of, and be subject to, all the restrictions on the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

14.5 SECRETARY - The Secretary shall certify and keep at the World Headquarters of the IGLTA the original, or a copy of these By-Laws as amended or otherwise altered to date. The Secretary shall keep complete minutes of all the membership, Board of Directors and Executive Committee meetings, recording therein the time and place of holding, whether regular or special, how called, the names of those present at the meeting, and the proceedings thereof. A copy of the minutes of the previous general membership meeting and the Board of Directors meeting shall be submitted at each General Membership meeting. The Secretary shall have oversight of the custody of the IGLTA's papers, minutes, notices, resolutions, other official records, and the Seal of the Corporation, which shall be safeguarded in the World Headquarters. The Secretary shall see that the Seal is affixed to all duly executed documents, the execution of which, on behalf of the IGLTA under its Seal, is authorized by law or by these By-Laws. The Secretary shall also certify the results of elections and other membership votes, except when the Secretary is standing for re-election. In the instance of a Board Secretary seeking re-election, a director not standing for reelection will be appointed by the Chair to certify the results of this election. The Secretary shall be responsible for authenticating the IGLTA's official records, and shall affix his or her signature to attest to the minutes of the proceedings of the Board of Directors and the Board's Executive Committee. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

14.6 TREASURER - The Treasurer, subject to the provisions of these By-Laws, shall have oversight of all the IGLTA's financial affairs, including, but not limited to, budget, financial reports, dues collections, safekeeping of assets, investments, audits, employee salaries, benefits, and monthly expenditures from all IGLTA's bank accounts. The Treasurer shall sign all checks, as required in the IGLTA Operations Manual and only to the maximum dollar value as set by the Board of Directors, without requiring an Officer's counter-signature. The Treasurer shall report to the Chair and Board of Directors, whenever requested, an account of the financial condition of the IGLTA. The Treasurer shall submit, on an annual basis, all records and books for audit to a Certified Public Accountant, as determined by the Board of Directors. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 15: STANDING AND SPECIAL COMMITTEES

15.1 The Board of Directors shall authorize and define the duties of all committees. Committees will be formed as needed by the Board of Directors.

15.2 The Executive Committee, with the concurrence of the Board of Directors, may from time to time establish both standing and special committees of the Board.

15.3 The Chairperson of each standing committee shall be a duly elected Director of the Corporation.

15.4 Committee Chairpersons and committee members must be members in good standing of IGLTA.

15.5 The Chair may be, but is not required to be, a member of any or all committees, except as provided otherwise in these By-Laws.

ARTICLE 16: PARLIAMENTARY AUTHORITY

16.1 Meetings of the Board of Directors shall be presided over by the Chair of the IGLTA, or, in his or her absence, by the Vice Chair, or, in his or her absence, by the Treasurer, or in the absence of all of these persons, by a Chairman chosen by a majority of the voting members present in person. The Secretary shall act as Secretary of all meetings of members and the Board of Directors, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

16.2 The rules contained in the current edition of Roberts Rules of Order newly revised, shall govern all procedures of the IGLTA in which they are not inconsistent with, nor in conflict with, these By-Laws, with the Articles of Incorporation, any special rules of order the IGLTA may adopt, or with any provision of law.

ARTICLE 17: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

17.1 No member, Director, Officer, employee, or other person connected with the IGLTA, or any private individual, shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the IGLTA. This provision however shall not prevent payment to any such person for reasonable compensation for services performed for the IGLTA in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors, and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the IGLTA assets on dissolution of the IGLTA.

ARTICLE 18: DISSOLUTION OF THE CORPORATION

18.1 In case of a merger or consolidation of IGLTA Inc. with one or more similar Corporations or organizations, a prerequisite of the merger or consolidation shall be: (1) that the resulting corporation shall meet the tax exempt requirements of all local taxing jurisdictions and establish its tax exempt status under Section 501(c)(6) of the Internal Revenue Code; and (2) the resulting corporation shall assume all assets and liabilities of IGLTA Inc. and shall include all its membership that is in good standing at the time of merger or consolidation.

18.2 In the case of the dissolution of IGLTA Inc., for any reason except as stated in Section 18.1 of this Article, any remaining assets, after the payment of all obligations; shall be donated to such charitable organizations as designated by the Board of Directors, provided that such charitable organizations meet the tax exempt requirements of the local taxing jurisdiction and which has established its tax exempt status under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE 19: LIMITATIONS AND RESTRICTIONS

19.1 No rules, regulations or By-Laws shall be adopted and no activities shall be undertaken by the IGLTA which (1) would jeopardize the non-profit/tax exempt status; (2) are in violation of the Articles of Incorporation of the IGLTA; or (3) are in violation of the Corporate laws, governing the IGLTA, of the jurisdiction of the World Headquarters or the U.S. Government.

19.2 Should any part hereof or any provision herein contained be rendered or declared invalid by reason of any existing or subsequently enacted legislation or by any decree of a court of competent jurisdiction, such invalidation of such part or portion of these By-Laws shall not invalidate the remaining portion hereof, and it shall remain in full force and effect.

ARTICLE 20: AMENDMENTS TO BY-LAWS

20.1 These By-Laws, and any future amendments, are to remain in effect until such time as new By-Laws are adopted by the IGLTA Board of Directors which then must be ratified by the IGLTA General Membership at the next general meeting. If future By-Law revisions or amendments are not ratified by the IGLTA General Membership, IGLTA will remain governed under its existing By-Laws.

20.2 Subject to any provision of local jurisdiction or federal law applicable to the amendment of By-Laws, these By-Laws, may be altered, amended, or repealed by a $\frac{3}{4}$ vote of IGLTA Board of Directors and ratified by 50% plus 1 of all ballots cast by General Membership in good standing. The ratification may be completed personally at any regular or special meeting of the General Membership, or via online secure voting, provided each member has been notified of the intent to amend the By-Laws no less than 30 days prior to such meeting. Such notification will be posted on the IGLTA website. IGLTA will make reasonable efforts to communicate these proposals; however, it remains the member's responsibility to monitor the IGLTA website for any such postings.

20.3 Proposals to amend these By-Laws may be submitted by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors present, in person or by proxy, at a duly held meeting, or by petition of twenty percent (20%) of the General Membership, in person or by proxy.

Appendix "A"

IGLTA Professional Code of Conduct

The International Gay and Lesbian Travel Association, Inc., hereafter referred to as IGLTA, is the world's leading travel trade association committed to growing its members' gay and lesbian tourism business through education, promotion, and networking.

The following "Professional Code of Conduct," as approved by the board of Directors of IGLTA, are general rules which apply to member's conduct with respect to professional ethics and decorum in meetings and especially, when serving in any capacity as a member, representative or voice of IGLTA.

As a member, you must agree to recognize the following rules, and honor the Professional Code of Conduct as follows:

- Each member will conduct business with honesty, integrity, and fairness with respect to customers, clients, employees, and business associates alike.
- In the conduct of IGLTA meetings and events, each member will adhere to the highest standards of decorum, mutual respect and professional integrity.
- Each member will be accessible and accountable to customers or clients and make every reasonable effort to act in the customers' or clients' best interest and benefit.
- Each member will protect their customers' or clients' confidentiality to the extent that is ethically and legally applicable.
- Each member will not discriminate as to sex, race, color, religion, national origin, age, disability status, sexual orientation, gender identity or gender expression.
- Each member will be responsible at all times for the truthful and non-deceptive advertising or promotion regarding his/her business and its products or services.
- Each member will conduct business with strict adherence to the laws and regulations of the state and country where incorporated and in accordance with business or professional codes adhered to within the travel industry. Furthermore, all members agree to conduct business in accordance with generally accepted ethical business practices.

The Board of Directors on behalf of IGLTA, acting in accordance with the By-Laws of the IGLTA reserves the right to revise our Professional Code of Conduct at any time.