

Date: March 7, 2016

**BYLAWS OF
INTERNATIONAL GAY & LESBIAN TRAVEL ASSOCIATION FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of this non-profit corporation is International Gay & Lesbian Travel Association Foundation, Inc. It is hereinafter referred to in these Bylaws as the "Foundation". The Foundation will provide a board report to the International Gay and Lesbian Travel Association (hereinafter referred to as "Association") on the activities of the Foundation.

**ARTICLE II
BOARD OF DIRECTORS**

1. General Powers. The property, affairs, and business of the Foundation shall be managed and controlled by its Board of Directors and implemented by the Executive Director. The Board of Directors may by general resolution delegate to officers of the Foundation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be no less than three and no more than such other number as shall be decided by the directors from time to time, so long as that number is not less than three.

3. Terms. Directors shall serve for a term of one year or until their successors are qualified and appointed. Directors may succeed themselves in office, but may only serve a maximum of six consecutive terms.

4. Resignation. Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair or Board of Directors.

5. Removal. The Foundation and/or Association may remove any Director from office prior to the expiration of the term for which that Director has been appointed. The removal must be approved by two-thirds vote of the Directors from both the Foundation and Association.

6. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, shall be filled by the International Gay & Lesbian Travel Association.

7. Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or outside the State of Florida, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the Chairman or the Chair, or by a majority of the voting Directors then in office, who may pick any place, whether within or outside the State of Florida, as the place for holding any special meeting.

8. Voting. Each Director may exercise only one (1) vote on each matter submitted to a vote of the Foundation. Voting at all duly held meetings shall be voice vote, the showing of hands, written vote or electronic voting.

a) Any action may be taken at any regular scheduled or special meeting of the Foundation board.

b) Approval or rejection of any proposal must be approved by a majority of the

Foundation Board.

9. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previous thereto by written notice delivered personally, electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person, on the phone or webinar of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

11. Manner of Acting. Except as stated, 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 or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

12. Informal Action. Any action required by law to be taken at a meeting 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 all of the Directors. Such consent may be by mail or email notice.

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE III **OFFICERS**

1. Officers. The officers of the Foundation shall be a Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, Executive Director, and such other officers as may be elected in accordance with other provisions of this Article. The President of the Association shall serve as Executive Director of the Foundation.

2. Selection. The officers of the Foundation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Association and/or the Foundation whenever in its judgment the best interests of

the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any removal must be approved by majority vote of the Board voting for removal .

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors of the Foundation for the unexpired portion of the term. All appointed vacancies must be validated by 2/3rds vote by the Foundation and the Association

ARTICLE IV **COMMITTEES**

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next meeting of the Directors of the Foundation and until his successor is appointed or until the committee responsibilities are fulfilled or the member is removed from such committee.

3. LEAD. One member of each committee shall be appointed LEAD by the person or persons authorized to appoint the members thereof.

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. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

1. Funds/Contracts/Checks/Deposits. The Executive Director shall have the sole authority to authorize and execute any contracts/checks/deposits/funds. The Executive Director shall report such signings to the Foundation Treasurer and Chair of the Association.

ARTICLE VI
BOOKS AND RECORDS

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

ARTICLE VII
FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December.

ARTICLE VIII
SEAL

The Board of Directors may provide a corporate seal, which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE IX
INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Foundation, 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 Corporation 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 Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE X
PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XI
AMENDMENTS TO BYLAWS

Changes, revisions and amendments to these bylaws may be proposed by the Board and submitted for approval by the Foundation then to be ratified by the Association. Except as stated in this Article XI, these Bylaws may not be altered, amended, or repealed and new Bylaws may not be adopted except with the prior approval of the Association. Any revisions, changes, or other amendments to these Bylaws that are not approved in writing by the Association shall be considered void.