

**TRAVEL PROFESSIONALS OF COLOR NATIONAL ASSOCIATION  
(TPOCNA)**

**A 501c(6) Non-Profit Association  
CONSTITUTION & BYLAWS (Revision – 03/27/20)  
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**PART 1**

**THE TRAVEL PROFESSIONALS OF COLOR NATIONAL ASSOCIATION  
("TPOCNA")**

***PREAMBLE***

Our mission is to unify and mobilize travel professionals of color. Therefore, we seek to perpetuate prosperity amongst travel professionals of color. To promote, enhance and cultivate the educational and financial health of all who shall come in contact with the travel professionals of color, we do hereby establish this constitution and by-laws.

**ARTICLE I – NAME, BUSINESS ADDRESS, OFFICES, SEAL**

Section 1. The name of the non-profit organization shall be the Travel Professionals of Color National Association ("TPOCNA").

Section 2. The principal address of the non-profit organization shall be at:

5710 Ogeechee Road Suite 200-260  
Savannah, GA 31405

Section 3. The registered agent's office of the organization shall be at:

5710 Ogeechee Road  
Suite 200 -260  
Savannah, GA 31405

Section 4. The registered agent in charge thereof shall be:

Betty Jones

Section 5. The organization may also have offices at such places as the Board of Directors may from time to time appoint or the business of the organization may require.

Section 6. The corporate seal shall have inscribed thereon the name of the organization, the year of its organization and the words "Corporate Seal, Georgia."

**ARTICLE II – NON -PROFIT PURPOSE**

Section 1. IRC Section 501 (c)(6) Purposes. This non-profit organization is organized exclusively for one or more of the purposes as specified in Section 501 (c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(6) or any other applicable section of the

Internal Revenue Code.

The organization will not discriminate against any person on the basis of race, color or religion. No part of the organization's net earnings shall inure to the benefit of any person having a personal and private interest in the activities of the organization.

**ARTICLE III – MEMBERSHIP**

Section 1. **Membership.** The membership in the national organization shall be unlimited. Each member shall be entitled to all benefits and amenities of the association based upon the following classifications: Corporate, Associate, Individual and Affiliate/Student. Each member is equally responsible to the membership to contribute to the success of all endeavors of the organization.

Section 2. **Membership Fees.** The Board of Directors shall establish the membership fees. From time to time, the Board shall use its discretion to change membership fees for local chapters as well as any of the membership classifications. As a result, the membership fees are subject to change at the discretion of the Board provided the Board gives at least thirty (30) days written notice to the membership.

**ARTICLE IV – BOARD MEMBERS**

Section 1. **Number of Board Members.** The number of directors constituting the Board of Directors shall be determined by resolution of the directors entitle to vote but shall not be less than three (3).

Section 2. **Qualifications.** Directors shall be over the age of twenty-one (21). Any person may serve as an officer of the non-profit organization as long as the candidate is in good standing, financially and otherwise, for at least twenty-four (24) months; must have attended a minimum of four (4) annual meetings, prior to election and be a full-time professional in the travel industry.

Section 3. **Powers.** The activities and affairs of this non-profit organization shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The exercise of these powers is subject to the provisions of the laws of the state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this non-profit organization. At its discretion, the Board shall create and maintain an Advisory Board of this national organization that shall serve at the will of the Board and carry on duties as determined by the Board of Directors of the organization.

Section 4. **Duties.** The list below is not an exhaustive list of duties for the Board. It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, the

Articles of Incorporation or by these Bylaws.

- (b) Appoint and remove, employ and discharge and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the non-profit organization.
- (c) Supervise all officers, agents and employees of the non-profit organization to assure that their duties are performed properly.
- (d) Meet at such times and places as required by the Bylaws.
- (e) Register their addresses with the Secretary of the non-profit organization for notices of meetings mailed or telegraphed to them at such addresses.

**Section 5. Election of Directors.** The Board shall determine the need for an election of Director(s) to the Board in accordance with the Bylaws. Directors shall be elected at the annual meeting of the members or at a special meeting called for the purpose of electing directors or the directors may be designated at any time by the written action of members.

Notwithstanding the above, in the event of a vacancy on the Board of Directors prior to the expiration of a term of service the remaining Directors regardless of number may by the vote of a majority of the remaining number fill the vacancy for the remaining term or less as determined by the Board.

**Section 6. Term of Office.** Directors of the Board shall serve terms of varying lengths to preclude the expiration of all Director terms at the same time. Terms of service will be four (4), three (3) and two (2) years. Board members may serve one term and are permitted to run for re-election for one (1) additional concurrent term on the Board for the term being filled.

All founding Board members shall retain a lifetime voting seat on the Board subject to maintaining membership in the Association and actively participating in the Association and on the Board.

**Section 7. Termination.** Each director shall hold office until the next election cycle for the Board position when the successor is elected or until earlier resignation, removal or death.

A Director may resign at any time in writing to the President, such resignation to take effect immediately or at such other time as agreed to by the Board.

A Director may be removed by the majority vote of the Board, with or without cause.

## **ARTICLE V – BOARD MEMBER MEETINGS**

**Section 1. Regular Meetings.** There shall be at least a quarterly meeting of the Board of the Association to conduct the business of the non-profit Association. The meetings shall be

properly noticed, and a written agenda shall be provided to Board members in advance of the meetings. The meetings shall be held in any location as determined by the Board.

The members will be provided a quarterly minute of the Board meeting(s) within sixty (60) days of the end of the quarter.

Section 2. **Annual Meetings.** There shall be an annual meeting of the Board for the election of Board officers, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly be brought before each meeting. Such annual meeting shall be held at the place specified in the notice of such meeting, at such time as may be designated by the Board or by the President and specified in the notice of the meeting.

Section 3. **Special Meetings.** The President or the Board acting at a meeting or by majority of Directors acting without a meeting may call special meetings of the Board. Special meetings may be held on any business day.

Any person entitled to call a meeting of the Board may do so by delivering a written request either in person or by registered mail to the President or the Secretary. Such Board member shall cause to be given to the Board members notice of a meeting to be held on a date not less than seven or more than 60 days after the receipt of such request as the member may fix. If such notice is not given within 20 days after the delivery or mailing of such request, the persons calling the meeting may fix the time of the meeting and give notice thereof as provided in these Bylaws or cause such notice to be given by any designated representative.

Any special meeting shall be called to convene at any time and shall be held at the principal office of the Association or place otherwise designated by the President.

Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless all Board members entitled to vote are present and consent.

Section 4. **Notice of Meetings.** The Secretary, Assistance Secretary or any other person(s) required or permitted by the Bylaws shall provide written notice stating the time and place of the meeting and in the case of a special meeting the purposes of such meeting not less than seven (7) or more than sixty (60) days before the date fixed for a meeting of the Board.

The notice shall be personal delivery, by certified U.S. mail or email based on the contact information on the records of the Association.

Section 4a. **Rescheduling or Cancellation.** The Board President or President's designee must provide at least 72 hours' notice if it is necessary to cancel and/or reschedule a regularly scheduled meeting of the Directors.

Section 5. **Quorum.** A quorum of the Board shall consist of a majority of the Directors.

Section 6. **Proxies.** Board Members entitled to vote may vote or act in person or by proxy. The

person appointed as proxy must be a member. Unless the writing appointing a proxy otherwise provides, the presence at a meeting of the person having appointed a proxy shall not operate to revoke the appointment. Notice to the association, in writing or in open meeting, of the revocation of the appointment of a proxy shall not affect any vote or act previously taken or authorized.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the organization generally. All proxies shall be filed with the Secretary of the meeting before being voted upon.

**Section 7. Consent in Lieu of Meetings.** Any action required to be taken at any annual or special meeting of Board, may be taken without a meeting, without prior notice and without a vote. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Board Members who have not consented in writing.

**Section 8. Action Without a Meeting.** Any action which may be authorized or taken at a meeting of the Board Members may be authorized or taken without a meeting in a writing or writings signed by all of the Board Members entitled to vote on such matter, which writing or writings shall be filed with or entered upon the records of the association. A telegram, telex, cablegram, or similar transmission by a member, or a photographic, photo static, facsimile or similar reproduction of a writing signed by a member, shall be regarded as signed by the member for the purposes of this Section.

**Section 9. Telephonic Participation in Meetings.** Directors may participate in any meeting through telephonic or similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation shall constitute presence in person at such meeting.

## **ARTICLE VI - OFFICERS**

**Section 1. Election and Designation of Officers.** The Board of Directors shall consist of 9 individuals. It will elect a President, Secretary, Treasurer and, in its discretion, may elect Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors may deem necessary. Any two or more of such offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged or verified by two or more offices. The officers shall be elected at the annual meeting of the Board of Directors and/or until their successors are elected, except in case of resignation, removal from office or death

**Section 2. Term of Office.** The officers of the Board shall hold office for two (2) years, subject to the time remaining as a duly elected member of the Board. Officers can serve no more than two (2) consecutive terms in the same office unless the Board determines a just cause for

approving an exception. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the directors in office. Any vacancy in any office may be filled by the Board of Directors. Founder members shall serve, at their discretion and if they are competent.

*Section 3. **President.*** The President shall preside at all meetings of the Board and at all meetings of the organization membership. Subject to directions of the Board of Directors, the President shall have general executive supervision over the property, business and affairs of the Association. President may execute all authorized deeds, mortgages, bonds, contracts and other obligations in the name of the Association and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors.

*Section 4. **Vice Presidents.*** The Vice Presidents shall, respectively, have such authority and perform such duties as may be determined by the President and/or Board of Directors.

*Section 5. **Secretary.*** The Secretary shall keep the minutes of meetings of the Board and membership. The Secretary shall keep such books as may be required by the President and/or Board of Directors, shall give notices of Board Members' meetings and of membership meetings required by these Bylaws, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the President and/or Board of Directors.

*Section 6. **Treasurer.*** The Treasurer shall receive and have in charge all money, bills, notes, bonds, stocks in other companies, and similar property belonging to the association, and shall do with the same as may be ordered by the President and/or Board of Directors. The Treasurer shall keep accurate financial accounts and hold the same open for the inspection and examination of the directors and shall have such authority and shall perform such other duties as may be determined by the President and/or Board of Directors.

*Section 7. **Delegation of Authority and Duties.*** The President and/or Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

**ARTICLE VII – COMPENSATION**

*Section 1. **Directors and Members of Committees.*** Directors, as such, shall not receive any stated salary for their services, but, on resolution of the Board of Directors, a fixed sum for expenses of attendance, if any, may be allowed for attendance at each meeting, regular or special, provided that nothing herein contained shall be construed to preclude any manager from serving the association in any other capacity and receiving compensation thereof. Members of either executive or special committees may be allowed such compensation as the Board of Directors may determine for attending committee meetings.

The Board of Directors may authorize comps for the annual meeting of the organization. The comps may include but are not limited to annual meeting registration, meals and hotel



accommodations at the appointed or selected location of the annual meeting. The comp(s) may not be extended beyond the specified dates. The decision regarding any authorization must be based on the good of the Association and without jeopardizing the fiscal ability of the Association to meet all current and projected future obligations.

*Section 2. **Officers and Employees*** The compensation of officers and employees of the Association, or the method of fixing such compensation, shall be determined by or pursuant to authority conferred by the members of the Association. Such compensation may include pension, disability and death benefits, and may be by way of fixed salary or based on earnings of the association, or any combination thereof, or otherwise, as determined or authorized from time to time by the membership.

*Section 3. **Disallowed Compensation.*** Any payments made to an officer or employee of the organization such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee of the organization to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or the employee, subject to the determination of the Directors, proportionate amounts may be withheld from future compensation payments until the amount owed to the organization has been recovered.

**ARTICLE VIII – CORPORATE RECORDS**

*Section 1.* Any Board Member of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the organization’s books and records, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person’s interest as a Board member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Board member. The demand under oath shall be directed to the organization at its registered office in this state or at its principal place of business.

**ARTICLE IX – INDEMNIFICATION**

*Section 1. **Third Party Actions.*** The association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the association) by reason of the fact that he is or was a manager, officer or employee of the association, or is or was serving at the request of the association as manager, trustee, officer or employee of another association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgment, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such acting, suit or proceeding if he acted in good faith and in a manner

which he reasonably believed to be in or not opposed to the best interests of the association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to be the best interest of the association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2. Derivative Actions.** The association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, including all appeals, by or in the right of the association to procure a judgment in its favor by reason of the fact that he is or was a manager, officer or employee of the association, or is or was serving at the request of the association as a manager, trustee, officer or employee of another association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 3. Rights After Successful Defense.** To the extent that a manager, officer or employee has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter therein, she/he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by her/him in connection therewith.

**Section 4. Other Determination of Rights.** Except in a situation governed by Section 3, any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the association only as authorized in the specific case upon a determination that indemnification of the manager, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (a) by a majority vote of directors acting at a meeting at which a quorum consisting of directors who were not parties to such action, suit or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested directors so directs, by independent legal counsel (compensated by the association) in a written opinion, or (c) by the affirmative vote in person or by proxy of the holders of a majority of the capital interests of the association entitled to vote in the election of directors, without regard to voting power which may thereafter exist upon a default, failure or other contingency.

**Section 5. Advances of Expenses.** Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including

all appeals), or threat thereof, may be paid by the association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the manager, officer or employee, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the association.

**Section 6 Non-Exclusiveness.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Organization, these Bylaws, any agreement, vote of Board Members, any insurance purchased by the association or otherwise, both as to action in his official capacity and as to action in another capacities while holding such office, and shall continue as to a person who has ceased to be manager, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7. Purchase of Insurance.** The organization may purchase and maintain insurance on behalf of any person who is or was a manager, officer or employee of the Association, or is or was serving at the request of the Association as a manager, officer or employee of another association, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by same person in any such capacity, or arising out of such status, whether or not the Association would have the power to indemnify that person against such liability under the provisions of this Article or of the Limited Liability Association Act.

**ARTICLE X – MISCELLANEOUS PROVISIONS**

**Section 1. Checks.** All checks or demands for money and notes of the organization shall be signed by such officer or officers as the Board of Directors may from time to time designate.

**Section 2. Fiscal Year.** The fiscal year of the organization shall begin on the first day of January.

**Section 3. Notice.** Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, by fax or by email to his or her address appearing on the books of the organization.

**Section 4. Resignations.** Any director or other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the organization, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

**ARTICLE XI – ANNUAL STATEMENT**

**Section 1.** The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the organization for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant until a later date.

## ARTICLE XII – AMENDMENTS

*Section 1. Amendments.* The Bylaws of the Association may be amended, or new Bylaws may be adopted, by the vote of Board Members at a meeting held for such purpose, by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the association on such proposal, or without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal.

*Section 2. Construction and Terms.* If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this non-profit organization, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization

## ARTICLE XIII – IRC TAX EXEMPTION PROVISIONS

*Section 1. Limitation on Activities.* No substantial part of the activities of this non-profit organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this non-profit organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this non-profit organization shall not carry on any activities not permitted to be carried on (a) by a non-profit organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a non-profit organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

*Section 2. Prohibition Against Private Inurement.* No part of the net earnings of this non-profit organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the non-profit organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this non-profit organization.

*Section 3. Distribution of Assets.* Upon the dissolution of this non-profit organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this non-profit organization shall be distributed for one or more exempt purposes within the meaning of Section 510(c) (6) of the Internal Revenue Code or shall distribute the assets of the non-profit organization to other similar non-profit organizations. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

*Section 4. Private Foundation Requirements and Restrictions.* In any taxable year in which this non-profit organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the non-profit organization shall distribute its income for said period at such

time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the non-profit organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**PART 2**

**Travel Professionals of Color (TPOC)  
Chapter Bylaws  
(Rev. February 26, 2020)**

The following By-Laws are provided by the TPOC headquarters office. General information pertaining to the National Office as well as information as pertains to the relationship that will exist between the National Headquarters Office and the Local Chapters is included.

In addition, all TPOC Members will be governed by five (5) basic By Laws including the areas of Communication, Sponsorship, Educational Programming and the use of the TPOC Logo.

**Board of Directors**

The Travel Professionals of Color will operate as a Non-Profit 501c(6) Organization. The founders of the organization and supporting Executive Board members will now function as one governing Board of Directors and have agreed that the following Officers will exist.

- President
- Vice President of Membership
- Membership Coordinator
- Treasurer
- Secretary
- Program Director
- Publications Director
- Marketing Director
- Education Director

**Founding Members**

- Charlotte Haymore
- Betty Jones

Clifford Brown  
Colin Jones

**Mission of the Organization**

To Unify and Mobilize Travel Professionals of Color

**Chapter Services Provided by TPOC National Headquarters**

Minority Membership Association  
Possible Higher Commissions (in development stages) Minority Travel Agents Directory  
Financial Incentives to Chapters  
Training/Educational Opportunities  
Networking Opportunities  
Heritage & History Tourism Certification

**Communication**

1. Communication (written and verbal) to the general public regarding the TPOC Organization must be agreed upon and approved by the majority of the Board of Directors.
2. Communication on projects and programs must be agreed upon by the majority of the Board of Directors.
3. There will be a regular flow of information between TPOC headquarters and the local Chapters. Information needs to be maintained (without interruption) in order to continue the basic services, which TPOC provides all Chapters. Hence all Chapter Presidents and Secretaries are urged to ensure that standing arrangements are made at the Chapter level to keep the TPOC headquarters office frequently updated by including them on the Chapter mailing list. In addition, the following communication process shall apply:
  - a. At the beginning of the Chapter's operating year, each Chapter is asked to submit to the TPOC headquarters office an advance program for the up- coming twelve-month period. A comprehensive list of Chapter Programs will then be compiled by the TPOC headquarters office and distributed among member countries to encourage sponsorship of Chapter Meetings.
  - b. Current lists, including names, addresses, telephone numbers and email addresses of the Chapter's Officers are to be submitted to the TPOC head- quarters office within 15 days of the election of officers. Committee Chairmen's names may be submitted as committee's are formed.
  - c. Updated membership lists shall be submitted to the headquarters office quarterly (January, April, July and October).
  - d. Minutes from each Chapter's meetings are to be sent to the TPOC headquarters, to the attention of Vice President of Membership.

e. Each Chapter is expected to submit to the TPOC headquarters office a complete financial and activities report, prior to the annual conference, to be incorporated into the TPOC Annual Report given during the Annual Members Meeting. These reports are required to preserve the status of the Chapters and protect the good standing of the TPOC organization.

f. Chapter Presidents are expected to attend one joint Chapter meeting per year organized by the TPOC headquarters office and a minimum of three Conference Call Meetings per year. Annual Joint Chapter Meetings may be held during the Annual Spring Conference and the Annual Winter Destination Meeting and FAM Trip.

### **Sponsorship and Chapter Incentives**

1. Only members of the TPOC headquarter office are permitted to use the forum of the Chapters for FREE presentations. If a company which is not a member of TPOC wishes to use the Chapter as a forum, the Chapter is encouraged to solicit its membership in the TPOC organization and encourage them to contact the headquarters office.

2. Local Chapters should solicit sponsorship dollars from Member Suppliers who wish to make a presentation to the Chapter. Profits made from the sponsorship will remain in the treasure of the local Chapter to be used as Chapter agrees for the good and progress of the local Chapter.

3. Should a local Chapter receive a request to hold local meetings outside of your region, or participate in an activity outside of your region or the country by a potential Sponsor, the TPOC headquarters office is to be contacted before making a commitment. The TPOC headquarters office will serve as a clearinghouse to prevent conflicts with other chapters or industry functions and provide guidance, if necessary.

### **Program**

1. Education and training opportunities for Minority Travel Agents and other Travel professionals will be made available as often as possible from the TPOC headquarters office and the local Chapters.

a. Chapter Program Committees will be expected to support the education and training component of the organization by providing education and training opportunities for members at Chapter meetings.

b. Chapters Program Committees will be expected to make members aware of local and unique training opportunities, familiarization programs built around inspections, visiting new product suppliers or having members and/or guest suppliers present their information at local Chapter meetings. In addition, local Chapters are asked to support the “Heritage Tourism Specialist” Certification Program and encourage each member to become certified.

c. Chapters are asked to support Minority Suppliers as often as possible.

- d. Chapters are asked to support TPOC “Preferred Suppliers” as often as possible. The support of TPOC preferred suppliers will help TPOC members gain recognition within the industry and eventually lead to higher commissions or overrides.
- e. All local Chapters are asked to support all Conferences and/or major TPOC meetings and/or activities sponsored by the TPOC headquarters office.
- f. Any Chapter wishing to endorse, sponsor, co-sponsor or lend TPOC’s name to promotions, projects and individual fund-raising efforts must receive written approval from the TPOC parent organization before commitments are made.
- g. Chapters are asked to exercise care and good judgment in all its activities as they relate to the various components of the travel industry.
- h. Chapters may not contact or solicit favors from industry leaders in the name of TPOC without the prior written consent of the TPOC headquarters office.
- i. If a Chapter experiences difficulties, challenges or doubts about the course of a proposed action, the Chapter is urged to contact the TPOC headquarters office to seek assistance, direction or resolution in such matters of concern.

### **Public Relations**

1. The TPOC organization will exercise good judgment on when to provide press releases and photographs to the media. A spokesperson for the organization will be determined by the Executive Board.
  - a. Chapters are asked to exercise caution when submitting articles of press releases to the media regarding local Chapter activities. All National Press Releases are to be handled by the headquarters office.

### **Use of the TPOC Logo**

1. The TPO headquarters office will provide an original logo to be used on business cards and other materials.
2. TPOC headquarters is to be advised when correspondence is going out on TPOC letterhead.

### **TPOC Chapter Requirements**

1. A minimum of five (5) travel agents or students are required to form a TPOC Chapter
2. Other travel professionals may join Chapter
3. All travel agents and other travel professionals interested in joining a TPOC Chapter must be a paying member of the national organization.



4. A Chapter membership application must be submitted to TPOC headquarters office. A copy should also be retained by the local office.

5. The local Chapters decide what funds are necessary for local operations. Local dues may be assessed if desired.

6. Each local Chapter will be assessed annual dues by the National Office in the amount of \$250.00 including student chapter.

7. The following Officers are to be elected by each local Chapter

#### **Chapter President**

The President shall exercise personal leadership in the motivation of other officers, board members, committee chairs, committee members, and membership, and influence the establishment of goals and objectives for the organization during the term of office. He/She shall act as spokesperson and inspirational leader and shall work in partnership with the Board of Directors.

- Presides at and attends all meetings of the members, and Executive Committee. Coordinates agenda material with the President's Council.
- In concert with the Board of Directors, sees that the Executive Committee, and officers are kept fully informed on the conditions and operations of the Chapter.
- Works with the Board of Directors and President's Council to see that basic policies and programs designed to further the goals and objectives of the Association are planned, formulated, presented to the Board of Directors, and executed following Board approval.
- Appoints the chairs and members of Chapter Committees and task forces, outlines the purpose and duties of these committees and task forces, and monitors progress.
- Supports and defends policies and programs adopted by the membership, Board of Directors and Executive Committee.

#### **Vice President**

The Vice President is responsible for Chapter Development and Communications. The Vice-President serves in that liaison position, reporting to the President.

- Serves as member of the Executive Committee.
- Serves as chair or appointed member, nonvoting ex-officio member or oversight member to other Chapter committees as assigned by the President.
- Works closely with the Chair of the Chapter Presidents' Council to represent the Chapter to all chapters.
- Performs such other duties and assumes such responsibilities as may be assigned by the President or Board of Directors

## **Secretary**

The Secretary of the Chapter is the official keeper of the records. It is the Secretary's responsibility to make sure that the minutes are distributed to the Board of Directors and Executive Committee.

- Notify Chapter members of meetings no later than ten days or as soon as practical of scheduled and unscheduled meetings.
- Assist the Chapter President in the distribution of the Annual Report to the Board of Directors.
- Serve as the primary Public Relations/Communications Officer for the Chapter.
- Serves as member of the Board of Directors and Executive Committee. Attends all meetings of the members of the Chapter, Board of Directors and Executive Committee and ensures that attendance, votes and proceedings of the meetings are recorded and maintained in the permanent records of the Chapter.
- Conducts roll call of Membership and Executive Committee meetings for the official records and to establish the presence of a quorum.
- Ensures that copies of the minutes of the Chapter meetings and Executive Committee meetings are approved by those bodies and provided to the officers as directed.

## **Treasurer**

The Treasurer is responsible for the integrity of the fiscal affairs of the Chapter. The Treasurer serves as a key resource to the Chapters in the development of fiscal policy.

- Receive and deposit intact all Chapter funds in the Chapter's bank account(s)
- Monitor the disbursement of funds in accordance with the established Chapter's policies and procedures approved by the Board of Directors.
- Prepare a monthly financial report of the status of the Chapter and submit the same to the President.
- Serve as Chairperson of the Chapter's Finance Committee.
- Serve as a member of the Executive Committee of the Chapter.

## **Chapter Membership Chairperson**

- Market and promote Membership to the Chapter.
- Create a monthly Member Spotlight for Social Media platform.
- Greet members at the monthly meetings and special events. In the event, that he / she cannot be at the meeting, assure that a replacement is in place.
- Maintain and submit Member Directory / Roster to Executive Committee for audit purposes. Contact Members with outstanding membership balances.
- Participate in the development and implementation of short-term and long-term strategic planning for the Chapter.
- Represent the Chapter in the Tourism/Hospitality community.

## **Suggested Committees**

Program Committee


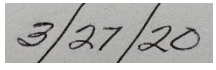
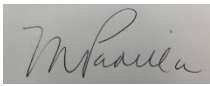
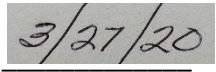
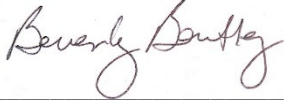
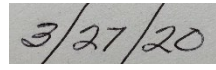
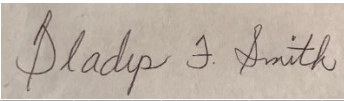
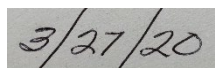
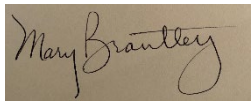
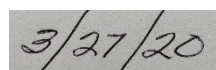
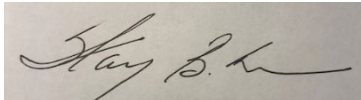
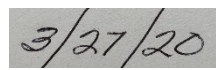
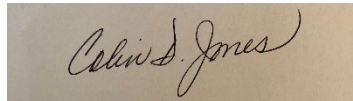
Public Relations Committee

Membership Committee

Fund Raising Committee

## ADOPTION OF BYLAWS

We, the undersigned, are the Directors or Incorporators of this non-profit organization, and we consent to, and hereby do, adopt the forgoing Bylaws, consisting of (18) preceding pages, as the Bylaws of the non-profit organization.

BETTY JONES,CTA President		Date: 
MIRIAM PADILLA Vice President of Membership		Date: 
BEVERLY BENTLEY,CTA Treasurer		Date: 
GLADYS SMITH, Secretary		Date: 
MARY BRANTLEY,CTA Director of Programs		Date: 
STACEY LUCAS Membership Coordinator		Date: 
COLIN JONES Director of Publications		Date: 