

**BYLAWS**  
**OF**  
**THE TRAVEL PARTNERSHIP CORPORATION**

(a District of Columbia nonprofit corporation)

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ARTICLE I

MEMBERS

MEMBERSHIP CERTIFICATES. Only travel trade industry associations, organisations or entities shall be eligible for membership of The Travel Partnership Corporation. The Board of Directors may, but need not, cause to be issued certificates to evidence membership in the corporation. The fact that the corporation is a District of Columbia nonprofit corporation shall be noted conspicuously on the face or back of any membership certificate, which may be issued. Membership certificates, if issued, shall bear the signature or facsimile signature of the officer or officers designated by the Board of Directors and may bear the seal of the corporation or a facsimile thereof.

2. CLASSES OF MEMBERS. The corporation shall have one class of members having the right to elect the indicated number of person(s) to the Corporation's Board of Directors shown in Paragraph 2., Article II, below.

The Board of Directors, by majority vote of all of the members of the Board of Directors, may (i) suspend or expel a member of the corporation for cause after an appropriate hearing, (ii) terminate the membership of any member who becomes ineligible for membership or is in breach of these Bylaws or any resolution, rule or regulation promulgated by the Board of Directors, or (iii) suspend or expel any member who shall be in default in the payment of dues.

Any member may resign by filing a written resignation with the Secretary of the corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the majority vote of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. Membership in this corporation is not transferable or assignable.

3. RECORD DATE FOR MEMBERS. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof,

or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the directors may fix, in advance, a date as the record date for any such determination of members. Any such record date shall not be more than fifty (50) days and not less than ten (10) days before the date of such meeting or such consent or dissent or other action by the members, as the case may be.

4. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of members or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "membership" or "memberships" or "member" or "members" refers to an outstanding membership or memberships of record and in good standing.

5. MEMBERSHIP MEETINGS.

TIME. An annual meeting of members shall be held on such date between the first day of February and the 30<sup>th</sup> day of April of each year as may be determined by the directors. Should the directors for any reason fail to determine a date for the annual meeting of members, then it shall be held on the 30<sup>th</sup> day of April, or, if such day be not a business day, then on the next succeeding business day. A special meeting shall be held on the date fixed by the directors except when the District of Columbia Nonprofit Corporation Act confers the right to call a special meeting upon the members.

PLACE. Annual and special meetings shall be held at such place, within or without the District of Columbia, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, or whenever members entitled to call or convene a special meeting shall convene the same, the meeting shall be held at the registered office of the corporation in the District of Columbia.

CALL. Annual meetings may be called by the directors or by any officer instructed by the directors to call the meeting. Special meetings may be called by the directors, the President, the Secretary, or such other officers or persons as the directors shall designate, and by members having at least fifty percent (50%) of the votes entitled to be cast at such meeting.

NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written or printed notice stating the place, day, and hour of each meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered not less than ten (10) days and not more than fifty (50) days before the date of such meeting, either personally or by mail, telecopy or electronic means (i.e. e-mail) by or at the direction of the President or Secretary or by the other officers or persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. The notice of any annual or special meeting shall include, or be accompanied by, any additional statements or information prescribed by the District of Columbia Nonprofit Corporation Act. Whenever any notice is required to be given any member, a waiver thereof in writing signed by such member, whether before or after the time stated therein, shall be

equivalent to the giving of such notice. Presence of a member at a meeting without objecting to the holding thereof shall also be deemed to be a waiver of notice by any such member.

CONDUCT OF MEETINGS. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, a Vice-President, if any, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

PROXY REPRESENTATION - VOTING BY MAIL. Every member may authorize another person or persons to act for him by proxy in all matters in which a member is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date of its execution unless otherwise provided in the proxy. Voting on all matters, including the election of directors, may be conducted by mail.

INSPECTORS - APPOINTMENT. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of membership certificates, if any, or the number of memberships, outstanding and the voting power of each, the membership certificates, if any, or the number of memberships represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, if any, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, if any, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or of any member, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by him or them and execute a certificate of any fact found by him or them.

QUORUM. The members entitled to cast a majority of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, whereupon any business may be transacted that may have been transacted at the meeting as originally called.

VOTING. Unless otherwise provided in these Bylaws, each membership shall entitle the holder thereof to one vote in matters which are required or permitted to be submitted

to the membership. Except as may otherwise be provided by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members; provided that the members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

WRITTEN ACTION. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by a majority of the members.

## ARTICLE II

### GOVERNING BOARD

1. FUNCTIONS AND DEFINITIONS. The affairs of the corporation shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "directors." The word "director" or "directors" likewise herein refers to a member or members of the governing board. The use of the phrase "full board" herein refers to the total number of directors, which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. Each director shall be a natural person of full age. A director need not be a member of the corporation during his directorship unless a majority of the full Board of Directors shall provide otherwise. A director need not be a citizen of the United States or a resident of the District of Columbia unless a majority of the full Board shall provide otherwise. The initial (interim) Board of Directors shall consist of twelve persons who shall serve office until their successors have been elected and qualified. The full Board shall consist of twenty-five (25) persons and which shall be the fixed number of directors until changed. The number of directors may be increased or decreased from time to time by an amendment of these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be fewer than three (3). The full Board of Directors shall consist of the number of directors fixed as follows:

Permanent Member Organizations or Entities Representing the Following Categories of the World Wide Travel and Tourism Industry:

- |     |   |                     |
|-----|---|---------------------|
| (1) | Travel Agent Associations                               | Three (3) Directors |
| (2) | Hotel & Restaurant Associations                         | Two (2) Directors   |
| (3) | Tourism Promotion Bodies                                | Two (2) Directors   |
| (4) | Regional Airline Associations                           | Two (2) Directors   |
| (5) | Car Hire Organizations                                  | One (1) Director    |
| (6) | Computer Reservation and<br>Travel Technology Companies | One (1) Director    |
| (7) | Cruise Operators  | One (1) Director    |

(8)	Railway Operators	One (1) Director
(9)	Bus and Coach Operators	One (1) Director
(10)	Ferry Operators	One (1) Director
(11)	Accommodation Providers	One (1) Director
(12)	Travel Related Consumer Organizations	One (1) Director
(13)	Tour Operator Representatives	One (1) Director
(14)	Convention and Incentive Travel Organizations	One (1) Director
(15)	Other Travel Organizations	Four (4) Directors
(16)	World Travel and Tourism Council	One (1) Director
(17)	International Air Transport Association	One (1) Director
(18)	Tralliance Corporation	One (1) Non Voting Director

3. ELECTION AND TERM. The initial Board of Directors shall consist of the directors named in the Articles of Incorporation and shall hold office until their successors have been elected and qualified pursuant the provisions of these Bylaws. A Nominating Committee, consisting of at least three (3) and no more than five (5) members of the Board shall propose a slate of candidates to fill the vacancies occurring on the Board as of each Annual Meeting of the Members. An individual member organization or entity shall have the right to vote for the election of only those directors that such member organization or entity is entitled to elect pursuant to the provisions of Article II, Section 2, hereinabove. In the interim between annual meetings of members or of special meetings of members called for the election of directors, any newly created directorships and any vacancies in the Board of Directors, including any unfilled vacancies resulting from the removal of one or more directors by the members, may be filled by the affirmative vote of a majority of the then remaining directors, although less than a quorum exists.

The Board of Directors, by resolution or other written action, shall have the power to prescribe the procedures and mechanisms to be followed in the election of directors to the extent not already prescribed herein.

4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation 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 provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## 5. MEETINGS.

TIME. Meetings shall be held at such time as the Board of Directors shall fix, except that the first meeting of a newly elected Board of Directors shall be held as soon after its election as the directors may conveniently assemble.

PLACE. Meetings shall be held at such place within or without the District of Columbia as shall be fixed by the Board of Directors.

CALL. No call shall be required for regular or special meetings for which the time and place have been fixed. Special meetings may be called by the Chairman of the Board, if any, the Vice-Chairman of the Board of Directors, if any, the President, or a Vice-President, if any, or by a majority of the directors.

NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by such director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

QUORUM AND ACTION. Except as may otherwise be provided by the Articles of Incorporation and these Bylaws, a majority of the full Board of Directors shall constitute a quorum. Whenever a vacancy or vacancies in the Board of Directors shall prevent a quorum from consisting of a majority of the full Board of Directors as aforesaid, a quorum shall consist of at least one-third of the Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, the vote of a majority of the directors present at the time of the vote if a quorum is present at such time, shall constitute the act of the Board of Directors. Any or all directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

VOTING BY MAIL. Voting on all matters, including the election of directors, may be conducted by mail.

CHAIRMAN OF THE MEETING. The Chairman of the Board of Directors, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if present and acting, or any other director chosen by the Board of Directors, shall preside.

6. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, at a meeting expressly called for that purpose, by a vote of the member organizations or entities entitled to vote for the removal of such director. The member organizations or entities that elected a particular director shall have the right and power to vote for the removal of such director. A majority of Board shall have the right and power to vote for the removal of such director. At the same meeting, or any adjourned meeting, the members may, by a plurality of votes cast at any such duly organized meeting fill the vacancy or vacancies resulting from any such removal.

7. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from their number two or more directors to constitute an Executive Committee and other committees, each of which, to the extent provided in the resolution designating it, shall have and exercise the authority of the Board of Directors with the exception of any matters which are required to be submitted to the members for their approval. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation as aforesaid may be designated and appointed by a resolution or resolutions adopted by a majority of the directors present at a meeting at which a quorum is present.

8. WRITTEN ACTION. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors.

### ARTICLE III

#### OFFICERS

The Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer and may elect or appoint a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, one or more Vice-Presidents and such other executive, managerial, fiscal, and assistant officers as it deems necessary for the corporation. Assistant officers may be appointed or chosen in such manner as the Board of Directors shall determine. The officers of the corporation may be designated by such other titles as may be permitted by the provisions of the District of Columbia Nonprofit Corporation Act and as may be determined by the Board of Directors. The term of office of any officer shall not exceed three years. Any two or more offices may be held by the same person, except the office of President and of Secretary.

Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any officer, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of members and until his successor has been elected, appointed, or chosen, and qualified.

Officers shall have the powers and duties defined in the resolution or the instrument electing, appointing, or choosing them, as the case may be.

The Board of Directors may remove any officer whenever in its judgment the best interests of the corporation will be served thereby.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation 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 provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE IV

##### BOOKS AND RECORDS - REGISTERED OFFICE AND AGENT

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members of the Board of Directors and of any committee having the authority of the Board of Directors and shall keep at its registered office or principal office in the District of Columbia a record of the names and addresses of all members.

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation are set forth in the Articles of Incorporation.

#### ARTICLE V

##### CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

#### ARTICLE VI

##### FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.



## ARTICLE VII

### DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members. Dues shall be payable in advance of the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

## ARTICLE VIII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify any director, or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of Board of Directors or members, or otherwise.

## ARTICLE IX

### DISSOLUTION OR LIQUIDATION

The Corporation may dissolve and wind up its affairs. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

CONTROL OVER BYLAWS

The initial Bylaws shall be adopted by the directors at their organization meeting. Thereafter, the Bylaws may be amended or repealed or new Bylaws adopted only by the affirmative vote of at least two-thirds of the Board of Directors.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of THE TRAVEL PARTNERSHIP CORPORATION , a District of Columbia nonprofit corporation as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated: January \_\_\_\_\_, 2006.

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SECRETARY,  
THE TRAVEL PARTNERSHIP CORPORATION

(SEAL)

