

**BY-LAWS**  
**OF**  
**US TRAVEL INSURANCE ASSOCIATION, INC.**

**Date of Acceptance of By-Laws: June 11, 2014**

## **ARTICLE I PURPOSES**

SECTION 1.01 The purpose of the US Travel Insurance Association, Inc. (the "Corporation") shall be as that stated in the Articles of Incorporation, as well as any powers as now or may hereinafter be added by the Board of Directors (the "Board").

## **ARTICLE II OFFICE**

SECTION 2.01 The principal office of the Corporation shall have as its location an address determined by the Board. The Corporation may have other offices as the Board may, from time-to-time, determine.

## **ARTICLE III MEMBERS**

SECTION 3.01 Membership. Membership in the Corporation shall be open to the following classes of entities and individuals that are involved in the travel insurance business or provide services to the travel insurance business, possessing the necessary qualifications as may be prescribed by the Corporation, and that desire to promote and further the professional and ethical standards for the travel insurance industry:

Full Member. Insurance carriers and third-party administrators (TPA) managing general agents (MGA), and managing general underwriters (MGU) who underwrite, distribute, and administer travel insurance programs, as well as those brokers and administrators and such other entities that (a) are primarily in the insurance business and (b) have at least fifty percent (50%) of their annual revenue derived from travel insurance.

Full Subsidiary. *Meet the requirements of full member BUT exist under the umbrella of full members that are insurance carriers and third-party administrators (TPA) managing general agents (MGA), and managing general underwriters (MGU).*

Associate Member. Travel Assistance Companies, Air Ambulance Companies, Travel Suppliers, Companies and Professionals that provide services to the travel industry, PPOs, Insurance Brokers and Agents who distribute travel insurance programs and MGAs who distribute travel insurance programs (and who do not act as a TPA nor MGU for an insurance carrier for travel insurance products), and Travel Insurance Aggregators.

Distributor Member. Insurance Agents and Brokers who distribute retail travel insurance plans, but who are neither an MGA nor MGU with their own branded travel insurance program.

Subscriber Member. Retail Travel Agency, Retail Travel Agents, Travel Media, Software Companies, Travel Vendors and those individuals who have expressed an interest in the travel insurance industry. \* It is recognized that the "Subscriber" class of membership shall have no voting rights, limited benefits, nor a seat on the Board.

The Board shall have the right to structure different levels of dues as deemed appropriate for the different classes of membership in the Corporation. Additionally, the Board shall have the right to structure different levels of benefits and services for each class of members. Members shall be notified in writing from time-to-time of the membership dues payable by them, and if the dues are not paid within ninety (90) days of the membership renewal date, the membership renewal date, the member shall be in default and shall thereupon cease to be a member of the Association. (Updated per approval of the Board – September 29, 2010.)

SECTION 3.02. Application for Membership. Any entity or individual desiring to effectuate the purposes of the Corporation shall be qualified to become a member upon application and satisfaction of the requirements set out in Section 3.01. The rights of each member shall be to participate in the activities of the Corporation and shall be limited to the benefits provided to each class of membership prescribed by the Articles of Incorporation, corporation By-Laws, and under the terms and conditions as specified by the Board.

SECTION 3.03. Voting Rights. Voting by the members who are entitled to vote by determination of the class of membership to which the entity belongs (that being either "Member", "Associate Member" or "Distributor") may be in person or by proxy, provided the proxy is filed with the Secretary of the Corporation at least three (3) days before the meeting at which it is to be used.

SECTION 3.04. Transfer of Membership. Membership in the Corporation is neither transferable nor assignable.

SECTION 3.05. Termination of Membership. Any member may terminate its membership in the Corporation. The Board, by a majority vote, may suspend, terminate, or expel a member for cause, upon proper notice, opportunity to respond to allegations and opportunity to appeal any decision by the Board. Acts in contravention of the stated goals and purposes of the Corporation, or acts that disrupt the activities of the Corporation in the accomplishment of those goals and purposes, or that violate any provision of the Articles of Incorporation or By-Laws shall be "cause" within the meaning of this provision. Any portion of the annual dues paid by the terminated entity shall be refunded on a pro rata basis based

on the date of termination until the end of the period for which the annual dues payment has been made.

SECTION 3.06. Reinstatement. Upon written reapplication, a former member may be reinstated to membership in the Corporation upon majority vote of the Board.

#### **ARTICLE IV AFFILIATED LOCAL GROUPS**

SECTION 4.01 Affiliation. The Board of Directors shall have the power and authority to foster, recognize, and affiliate the Corporation with local groups of members whose purposes, policies, and procedures are consistent with the purposes of the Corporation, provided, however, that the autonomy and financial independence of the Corporation shall not, in any way, be diminished, diluted, or divided thereby, and that the powers and responsibilities of the Corporation's Board of Directors shall not be removed in any degree from the Board.

SECTION 4.02. Deaffiliation. The Board of Directors of the Corporation shall forthwith stop fostering, end all recognition of, and terminate any affiliation with, any local group of members which, in the Board's opinion, has acted or is acting in a manner or for a purpose inconsistent with the purposes of this Corporation.

#### **ARTICLE V NATIONAL CONVENTIONS**

SECTION 5.01 National Convention. The Corporation may, at the discretion of the Board of Directors, sponsor national conventions at times and places, as may be designated by the Board of Directors. The Board of Directors is not required to provide for an annual convention of its members.

#### **ARTICLE VI MEETINGS OF MEMBERS**

SECTION 6.01 Annual Meeting. The annual meeting of the members of the Corporation shall be held at a time and place within or outside the District of Columbia as designated by the Board of Directors in the notice of such meeting. The purpose of the annual meeting is to elect directors and transact any other business.

SECTION 6.02 Special Meetings. If in the discretion of the Board of Directors it is required that a special meeting of members be held, the Board of Directors shall then designate the place, date, and time of the meeting. Due notice shall be given to the members of such special meeting.

SECTION 6.03 Place of Meeting. The Board of Directors may designate any reasonable place for any annual or regular meeting of the members.

SECTION 6.04 Notice. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by mail, not less than three (3) days, or more than forty (40) days prior to the date of such meeting to each member whose name appears on the rolls of the Corporation. Notice of the meetings may be included in any publication that is distributed by regular mail or by electronic mail to those members that have an electronic address on file with the Corporation. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceeding taken at any meeting of the members.

SECTION 6.05 Quorum. There must be at least fifteen (15) members present at any regular or special meeting of the members in order to constitute a quorum. Those members present shall, therefore, constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of the business. The number of members to be present to constitute a quorum may be changed by a majority vote of the Board of Directors.

SECTION 6.06 Manner of Acting. The affirmative vote of the majority of the members present at any regular or special meeting, or represented by proxy at which a quorum is present, shall constitute an act of the members.

SECTION 6.07 Voting. At all meetings of the members, each member of record shall be entitled to one (1) vote. A vote may be cast either orally or in writing, in person or by proxy. A "member of record" is a person who is a member in good standing of the Corporation as of the close of business on a date selected by the Board of Directors, which deems to include all members, as the term "members" is defined in Section 3.01 herein, that have paid all dues, if any, then payable by the member not less than thirty (30) days, nor more than fifty (50) days before the date of the meeting (the "record date").

SECTION 6.08 Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matters:

- 1) An amendment to the Corporation's Articles of Incorporation; and
- 2)\* The election of the Board of Directors; and
- 3) Any other matter which the Board of Directors, in their sole discretion, by resolution, shall commit to a vote of the members.

\* As of the effective date of the By-Laws, the number of Directors was established by the members at that time as eleven (11). Until such time as determined by the Board

of Directors, the "Member" class of membership shall be entitled to nine (9) seats on the Board of Directors, and the "Associate Member" shall be entitled to two (2) seats. Should at a later date the number of directors be increased beyond 11 directors, the makeup of the total number of directors at any such time shall have the "Member" classification having a portion of the total board seats equated to 9/11<sup>th</sup> of the total number, recognizing that should the result of such recalculation include a fractional number, the number Directors shall then be rounded upward to a whole number in favor of the "Member" class. Should at a later time, the number of directors be less than eleven, the number of Directors for which the "Member" classification shall be entitled shall be that percent of the total Directors that would be equated to what 8/11ths represented when the number of Directors was 11; again recognizing that any fractional result will be rounded up to a whole number in favor of the "Member" classification.

SECTION 6.09 Chairperson of the Meeting. In the event that the Chairperson of the Board or the President is absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting.

## **ARTICLE VII BOARD OF DIRECTORS**

SECTION 7.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Nothing contained herein shall prohibit or limit the Board of Directors from contracting with an organization for the day-to-day administration and management of the Corporation, including, but not limited to, membership development and retention, membership fulfillment, dues billing and collection, selection and contracting on behalf of the Corporation, various members, and contracting benefits for its members, if desired, and such other duties as assigned.

SECTION 7.02 Number, Election, and Term of Office. The Board of Directors shall consist of (a) a number of voting directors from five (5) to eleven (11), which may be changed from time to time by resolution of the Board of Directors, and (b) one (1) or two (2) individual representatives of an Associate or Distributor member chosen by the Board of Directors as advisory Board of Directors members, who are not entitled to vote on any matter to be voted on by the Board of Directors, are not a director for purposes of quorum requirements and are not eligible to serve as an officer or on the Executive Committee. (Amendment made by approval of the board, April 2018) The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except in cases where vacancy of a director is due to death, resignation, or removal of a director, in which case the Board of Directors shall fill such vacancy in accordance with Section 7.03. Each director elected shall hold office until his or her successor is elected and qualified. Any director may be removed, with or without cause, by the vote of two-thirds (2/3) of all other directors at a special meeting of the directors called for that purpose. Any newly created directorships shall be filled by election at an annual

meeting or special meetings of members called for that purpose. The directors shall elect, by majority vote of a duly constituted quorum, a Chairperson. The Chairperson shall preside at all meetings of the directors, or in his or her absence, the Secretary shall preside.

The Board of Directors shall have terms of Office that are staggered in duration so that a set number of Directors will serve for a two (2) year term on a staggered basis. The group of Directors shall be divided into three (3) groups, each group to consist, as nearly as may be, of one-third of the number of Directors then constituting the whole Board of Directors. At each succeeding annual election, the Directors shall be chosen for a full term of two (2) years to succeed those whose terms expired. No member of the Board of Directors shall be eligible to serve more than three (3) consecutive full terms (2 years each) as a Director. (Paragraph added by approval of the Board – September 13, 2006.) The advisory Board of Directors member may serve a term of two (2) years, renewable at the end of each term, and may be removed by a majority vote of the voting Directors then in office. (Amendment made by approval of the board, April 2018)

**SECTION 7.03**      Qualifications. Qualified Full Member, Affiliate and Associate member companies will be eligible for a seat on the Board of Directors. The company can name an appropriate representative, ideally those in a general management role. Director candidates for Full member seats who meet the following criteria will be given preference for open Board seats, both for seats that have been vacated and for those that are open to the sitting Director via a term renewal:

- An employee of a Full Member company that contributes to the capital assessment fund and;
- An employee of a Full or Associate company that commits to contributing to at least one sponsorship opportunity at the Annual Conference.
- Candidates for a Board Director seat should come from member companies that are active within UStiA, including committee service, lending resources, or providing in-kind contributions.

**SECTION 7.04**      Vacancies. Vacancies occurring on the Board of Directors may be filled by a majority vote of the remaining Directors at any regular or special meeting thereof for the unexpired term.

**SECTION 7.05**      Quorum and Voting. A majority of the Directors in office shall constitute a quorum for the transaction of business but, if at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting from time-to-time until a quorum is obtained. At any such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. To the extent permitted by law, a resolution in writing, signed by all the directors, shall be as valid as if it had been passed at a meeting of the directors duly called and constituted. Except as provided in Section 7.02, the act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. A director may vote in person or by proxy executed in writing by the

director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

SECTION 7.06 Meeting. The Board of Directors shall meet not less frequently than twice per year, unless waived by the actions of the Board of Directors. Written notice of the date, time, and place of each of the two (2) meetings shall be sent by the Secretary of the Corporation to each member of the Board in writing at least thirty (30) days prior to the meeting.

SECTION 7.07 Special Meeting. Special meetings of the Board of Directors may be called at the request of the President or at the request of three or more of the directors, written notice of which shall be given by the Secretary at least fifteen (15) days prior to the meeting. Any director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 7.08 Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the directors or the members of the Executive Committee (composed of Chairperson, President, Vice President, Secretary, and Treasurer) may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the directors or members of the Executive Committee, as the case may be, and shall be filed with the Secretary of the Corporation.

SECTION 7.08 Executive Committee. The Board of Directors shall have the right and authority to appoint an Executive Committee to exercise the power of the Board in the periods between the meetings of the Board, and such Committee shall report its activities to the Board of Directors at each regularly scheduled meeting thereof. The Executive Committee shall have at its discretion as an annual member of the Committee serving in an advisory role, the Executive Director of the Corporation, if such individual has been designated as Executive Director. The Executive Committee shall consist of the Officers of the Association and shall include the immediate Past-President who shall serve as ex-officio, non-voting committee member. The President of the Association shall serve as chair of the Executive Committee. A majority of the voting members of the Executive Committee shall constitute a quorum. (Paragraph added by approval of the Board – September 13, 2006.)

SECTION 7.09 Committees. The Board of Directors shall have the right and authority to establish such other committees with such responsibilities and powers as the Board of Directors shall deem necessary. Committees shall not undertake any action on behalf of the Association without the Board of Directors' authorization.



SECTION 7.10 Ownership and Property. The Board of Directors shall have the right and authority to purchase any and all real or personal property which, in its discretion, it deems necessary for the proper functioning of the Corporation and shall hold such property in the name of the Corporation.

SECTION 7.11 Compensation. Each director shall serve without remuneration for his or her services to the Corporation, and no director shall directly or indirectly receive any profit from occupying the position of director.

## **ARTICLE VIII OFFICERS**

SECTION 8.01 The officers shall be a President, such Vice Presidents as the Board of Directors deems necessary, Secretary, and a Treasurer. The office of Secretary and Treasurer may be combined into one at the discretion of the Board of Directors.

SECTION 8.02 Election and Term of Office. The Officers of the Corporation shall be elected bi-annually by the Board of Directors at its regular meeting, with the exception of the Secretary/Treasurer position, which shall be set for a term of three (3) years. The Secretary-Treasurer shall not serve in the same Office any longer than six (6) consecutive years. Each Officer shall hold office until his or her successor shall have been duly elected and shall have been qualified. The position of Vice President shall also be recognized as President-Elect and shall automatically succeed to the office of the President of the Association at the completion of the President's 2-year term in office (added by approval of the Board – September 16, 2022. Any Officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interest of the Corporation is served thereby. An individual who is elected by the Board of Directors to fill the position of Vice President (also known as President-Elect) shall only be considered for election if that individual has served on the Board for at least one (1) term. (Paragraph added by approval of the Board – September 13, 2006.) Only individuals with entities having a membership classification of "Full Member" or "Associate Member" shall be eligible to serve as an officer of the Corporation.

SECTION 8.03 Duties and Compensation of Officers. The duties of the officers shall be as their titles by general usage would indicate or as may be specified by the Board of Directors or required by law. There shall be no compensation paid to the officer.

SECTION 8.04 Vacancies. Any vacancy among the officers may be filled by the Board of Directors at any regular or special meeting thereof for the unexpired term. New officers may be created and filled at any meeting of the Board of Directors.

SECTION 8.05 President. The President of the Corporation shall be the principal executive officer of the Corporation. He shall supervise and conduct the affairs of the

Corporation in such a manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Corporation. He shall preside at all meetings of the Corporation members and the Board of Directors, unless, however, the Chairperson of the Corporation has decided to preside at any or all such meetings. He shall countersign all checks, together with the Treasurer where required.

SECTION 8.06 Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

SECTION 8.07 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies received by the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws.

SECTION 8.08 Secretary. The Secretary of the Corporation shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Corporation; see that the execution of which on behalf of the Corporation under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of the Secretary, and such other duties as from time-to-time may be assigned to the Secretary by the President or by the Board of Directors.

## ARTICLE IX

SECTION 9.01 Indemnification and Hold Harmless Clause. No directors and/or officers of the Corporation shall be liable to the Corporation or to its members for monetary damages for breach of fiduciary duties as a director and/or officer, provided that this provision shall not eliminate or limit the liability of a director or officer (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in the District of Columbia General Corporation Law; or (iv) for any transaction from which the director or officer received any improper personal benefit. No member of the Board of Directors or officer shall be held responsible for the neglect or omission of duty of any other member of the Board of Directors or officer of the Corporation. In furtherance thereof, no director or officer shall be liable for the acts, neglects, or defaults of any other director or officer or employee for any loss, damage, or expense happening to the Corporation or for any loss, conversion, misapplication, or

misappropriation of or any damage resulting from any dealing with any money, securities, or other assets belonging to the Corporation. Unless expressly prohibited by law, the Corporation shall fully 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) by reason of the fact that such person is or was a director, officer, or employee of the Corporation against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such action, suit, or proceeding. The Corporation shall advance necessary funds for such indemnification as requested by the directors or officers being indemnified as allowed by law.

SECTION 9.02 Insurance. The Corporation may purchase and maintain insurance for the benefit of the directors and officers of the Corporation against any liability incurred by them in their capacity as directors or officers of the Corporation except where the liability arises out of the failure of the person in question to act in good faith.

## **ARTICLE X FINANCES**

SECTION 10.01 Fiscal Year. The fiscal year of the Corporation shall end on such day as is determined by the Board of Directors.

SECTION 10.02 Auditing. An annual audit of the accounts of the Corporation shall be made by an auditing committee (made up of members) appointed by the President or a public accountant appointed by the President and approved by the Board of Directors. A report of such audit shall be made at each annual meeting.

SECTION 10.03 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation, and in such manner as shall from time-to-time be determined by Resolution of the Board of Directors.

SECTION 10.04 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such federally insured banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 10.05 Contracts. The Board of Directors may authorize the officers of the Corporation to enter into contracts or to execute and deliver documents in the name of, and on behalf of, the Corporation. Such authorization, as approved by the Board of Directors, may include authorization to negotiate and execute loans on behalf of the Corporation.

**ARTICLE XI  
BOOKS AND RECORDS**

SECTION 11.1 The Secretary of the Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors and shall keep at the registered or principal office a record containing the names and addresses of the members. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XII  
WAIVER OF NOTICE**

SECTION 12.1 Whenever notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation, or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be determined equivalent to the giving of such notice.

**ARTICLE XIII  
AMENDMENTS**

SECTION 13.01 These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors present at any annual meeting or special meeting of the Board duly called and regularly held provided that at least thirty days' written notice is given of the intention to alter, amend, or to adopt any By-Laws at such meeting.

Revised 6.16.22