



ASSOCIATION FOR THE PROMOTION OF TOURISM TO AFRICA

By-Laws and Constitution

Article 1: Name

The name of the Association is, The Association for the Promotion of Tourism to Africa (APTA). The name of APTA may not at any time be changed.

Article 2: Goal and Purpose

It is the goal and purpose of APTA to promote tourism to the African continent. APTA will seek to improve tourism to Africa through the education of its membership.

Article 3: Membership

Full active membership in APTA is open to the following:

- A) Any individual employed as an agent, tour operator, ground operator or any individual actively engaged in the travel industry interested in promoting travel and tourism to the Continent of Africa and its Islands.
- B) Any African tourist office, corporation or company actively engaged in the travel industry interested in promoting travel and tourism to the Continent of Africa and its Islands.
- C) Any individual or representative of an African tourist office, corporation or company actively engaged in the travel industry interested in promoting travel and tourism to the Continent of Africa and its Islands.
- D) Any individual or representative actively engaged in the arts, culture, education and media promoting tourism to the Continent of Africa and its Islands. Members of this category may be limited in participation in educational trips at the sole discretion of the trip's sponsor.
- E) APTA membership is limited to members in good standing within the travel industry community and or the business community represented.

Article 4: Honorary Membership

Those persons who, in the judgment of the local Board of Directors of APTA, have rendered valuable assistance to the Association, may be granted honorary membership in the Association. Honorary Members shall not have voting privileges nor shall they be obligated to pay dues.

Article 5: Membership Fees and Dues

Active Members shall be obligated to pay such membership fees and dues plus any periodic assessments in such amounts and at such times as shall be determined by the Executive Board of Directors of APTA. Any such membership fees and dues or periodic assessments shall be due and owing upon statement of the membership, and failure to pay such membership fees, dues or periodic assessments, shall, at the discretion of the Board, constitute grounds for removal from active membership. No late fees may be attached to current membership fees or dues.

Article 6: Admission to Membership

All applications for membership shall be made to the local membership chairperson of APTA and shall be subject to the acceptance and approval by a majority of the local Board of Directors.

Article 7: Membership Privileges

Active Members of APTA, in good standing, shall be eligible to hold office, receive notices and to participate in the affairs of the Association.

Article 8: Active Membership

Any Member of APTA shall be considered an active Member in good standing, if any and all dues, fees, or periodic assessments are paid within a thirty day period from the date upon which said payments are due and owing, and so long as the member conforms to the purposes and goal of APTA and is interested in promoting travel and tourism to Africa through the travel industry.

Article 9: Voting Rights

Active Members in good standing shall have the right to cast one vote on each matter before the membership for its approval. Each active Member shall have one vote to be cast in the annual election for their local Board of Directors positions.

Article 10: Executive Board

APTA Members in good standing for one or more years (Individual, Associate or Corporate) may be eligible for election to APTA Executive Board positions.

A) Executive Board

Members of this Board of the Association shall be called the Executive Board of APTA.

B) Number of Directors

The Executive Board shall comprise of at least five (5) voting Directors. The Executive Board of Directors may increase the number of Directors as necessity directs.

C) Term of Office

Each Director, with the exception of the initial Directors, shall serve for a period of three years, unless disqualified as specified in this article, and may present Him/Herself for re-election.

D) Election of Directors

In each year, Director positions shall be voted on by the Board of Directors of each local Chapter. These voting members will consist of the President, Vice-President, Secretary, and Treasurer, not to exceed four votes per Chapter. Each of these Directors, shall have one vote for each position that is open.

E) Initial Directors

The initial Directors of the Association shall be elected by the Executive Board of Directors and shall serve terms of office as follows:

1) Two Directors shall serve for a period of one year.

2) The remaining Directors shall serve for a period of two years.

Determination of length of term shall depend on the number of votes tallied for each position.

F) Resignation or Forfeiture of Office

Any Director shall be considered to have resigned as a Director of the Association and shall forfeit rights as Directors if the following occurs:

1) The Director presents a written letter of resignation to all the Presidents of the Association

2) The Director fails to attend three consecutive meetings of the Executive Board

3) The fees, annual dues, or periodic assessments, remain unpaid by the Director for a period of sixty days from the date the same are due, regardless whether demand for same has been made or not.

4) The Director shall be redirected or removed from the Board who does not fulfill the responsibilities of the designated Board position listed in the Procedural Handbook.

G) Vacancies

Vacancies on the Executive Board of Directors may be filled by a majority vote of the remaining Directors of the Executive Board of APTA.

Article 11: Executive Directors

A) Designation

The following shall be the designated Directors for the Association.

- 1) Executive Director
- 2) Chief Financial Director
- 3) Three (3) Marketing Directors
- 4) Liaison Director (non-voting)

B) Election

The Executive Board of Directors shall elect each of the above-designated Directors.

C) Length of Term

Each of the Directors elected by the Board shall serve for a period of three years, and at the expiration of said period, may stand for re-election to the same or different office. Directors may serve up to a maximum of two consecutive terms. Members who have served two consecutive terms may stand for election again after a minimum one-year absence from the Board.

D) Duties and Functions

The following shall be the duties and functions of each of the Directors:

- 1) Executive Director: He/She shall be the Executive Director of the Association presiding at all National meetings of the Board of Directors. He/She shall have general charge and supervision of the business and affairs of the Association. He/She shall maintain an interactive link between all Chapters. He/She shall have the authority to solve queries to the best of his/her ability or solve them by a cast of votes by the local Board of Directors. He/She shall supervise the collection and the passage of the Procedural Handbooks to his/her successor at the completion of term. He/She shall retain materials of all activities, letters and correspondences to be handed down to his/her successor. He/She shall follow guidelines as directed in the Procedural Handbook.
- 2) Chief Financial Director: He/She shall have custody of and be responsible for, all funds, and financial records of the national accounts and shall deposit monies in a depository designated by the Executive Board. He/She shall retain annual reports of each of the local chapters for seven (7) years. He/She shall furnish reports of accounting to the Executive Board at each Board of Directors meeting and shall submit to the local Boards at the National Forum. He/She shall ensure all IRS documents meet the required standards and supervise the submission of all tax records for all APTA Chapters at the end of each fiscal year. He/She shall be an authorized signatory for local Chapter banking account(s). He/She shall follow the guidelines as directed in the Procedural Handbook.
- 3) Marketing Directors: Two Directors shall oversee the workings of the individual Chapters. Two Directors shall work in unison to stimulate the organization and provide continuity between Chapters. Two Directors shall assist and lend support for marketing efforts amongst the local APTA Chapters. One Director shall be designated to oversee newsletter publications. The Directors shall follow the guidelines as directed in the Procedural Handbook.
- 4) Liaison Director (non-voting): He/She shall provide support to the Executive Director as well as the other Directors. He/She shall interact with all Chapters and represent them as their spokesperson at the Executive Board meetings. He/She shall be prepared to stand in as Active Executive Director, during the absence of the Executive Director. He/She shall follow the guidelines as directed in the Procedural Handbook.

Article 12: Local Directors

A) Local Board

Members of this Board of the Association shall be called Directors and shall collectively form the Board of Directors of APTA.

B) Number of Directors:

The Board of Directors shall be comprised of four (4) voting Directors. The local Board of Directors may increase the number of Directors as necessity directs.

C) Term of Office

Each Director, with the exception of the initial Directors, shall serve for a period of three years, unless disqualified as specified in this article, and may present Him/Herself for re-election. Directors may serve up to a maximum of two consecutive terms. Members who have served two consecutive terms may stand for election again after a minimum one-year absence from the Board.

D) Election of Directors

In each year, three Directors of the Association shall be elected by the mail vote for all active Members in good standing of the Association, eligible to vote.

E) Initial Directors

The initial Directors of the Association shall be elected by the local Chapter membership and shall serve terms of office as follows:

- 1) Two Directors shall serve for a period of one year
- 2) One Directors shall serve for a period of two years
- 3) The remaining Directors shall serve for a period of three years.

Determination of length of term shall depend on the number of votes tallied for each position.

F) Resignation or Forfeiture of Office

Any Director shall be considered to have resigned as a Director of the Association and shall forfeit their rights as Directors if the following occurs:

- 1) The Director presents a written letter of resignation
- 2) The Director fails to attend three consecutive meetings of the local Board of Directors
- 3) The fees, annual dues, or periodic assessments, remain unpaid by the Director for a period of sixty days from the date the same are due, regardless whether demand for same has been made or not.
- 4) The Director shall be redirected or removed from the Board who does not fulfill the responsibilities of the designated Board position listed in the Procedural Handbook.

G) Vacancies of Local Directors

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors of the local Board of Directors of APTA.

Article 13: Local Directors

A) Designation

The following shall be the designated Directors for the local Chapter and include but not be limited to:

- 1) President
- 2) Vice President
- 3) Treasurer
- 4) Secretary

B) Election

The local Board of Directors of APTA shall elect each of the above-designated Directors and any subsequent Board positions.

C) Length of term

Each of the Directors elected by the local Board shall serve for a period of one year, and at the expiration of said period, may stand for re-election to the same or different office.

D) Duties and Functions

The following shall be the duties and functions of each of the mandatory Directors:

- 1) President. He/She shall have general charge and supervision of the business and affairs of the Association. He/She shall supervise the collection and the passage of the Procedural Handbooks to his/her successor at the completion of term. He/She shall retain materials of all activities, letters and correspondences to be handed down to his/her successor. He/She shall report to the Executive Director as may be requested. He/She shall follow guidelines as directed in the Procedural Handbook. In the matters of a tie vote, the President shall be authorized to cast the breaking vote.
- 2) Vice President. He/She shall be empowered to act in the absence of the local President, and at such time, He/She shall have the powers necessary to perform the duties of the local President. He/She shall follow the guidelines as directed in the Procedural Handbook.
- 3) Secretary. He/She shall have the custody of all books, papers, and records of the local Chapter with the exception of those pertaining to financial matters, which shall be retained by the local Treasurer. He/She shall prepare and serve notice of meetings, record the minutes of the proceedings of all meetings, and present the minutes of the meetings to the Executive Director. He/She shall compose and send correspondence on behalf of the local Chapter and He/She shall forward copies of the respective President and Program Chairperson. He/She shall follow guidelines as directed in the Procedural Handbook.
- 4) Treasurer. He/She shall have custody of and be responsible for all funds and financial records of the local Chapter. He/She shall deposit monies of the Chapter in a depository designated by the Board of Directors. He/She shall render a report and accounting to the Chief Financial Director. He/She shall submit to the local Board reports as may be requested. He/She shall follow the guidelines as directed in the Procedural Handbook.

Article 14: Annual National Forum

The annual National Forum of the Board of Directors of APTA shall be held on such date and at such time and place as may be fixed by the Executive Board. A thirty-day (30) notice of such annual National Forum shall be given to all local Board of Directors in good standing by mail.

Article 15: Quorum

Those active Board Members in good standing of APTA represented in person, and in attendance at the annual National Forum or other meetings of the Association, shall consist of two-thirds of the elected Board Members for a local Chapter meeting and two-thirds of the elected Members for an Executive meeting, both rounded to the next whole number. This shall constitute a quorum for the transactions of any business, which may properly come before the meeting. In the case of a tie vote the Chapter President or Executive Director shall cast the tie-breaking vote.

Article 16: Committees

The local President, with the concurrence of a majority of the local Board of Directors, shall be empowered to establish committees as may be necessary to carry on the functions of the local Chapter. The Executive Board, with the concurrence of a majority of the Executive Board of Directors, shall be empowered to establish committees as may be necessary to carry on the functions of the Association.

Article 17: Procedural Handbook

The Procedural Handbook shall serve as a guideline to the rules, procedures, and regulations as so identified within the handbook. Amendments to this handbook shall be allowed for the purpose of fine-tuning the structure of the Association.

Article 18: Amendments

The provisions of the Constitution and By-laws may be amended by the majority vote of the active Members in good standing of the Association, with the exception of Article 1, either at a open meeting of membership or by mail vote, as determined by the Chapter Board of Directors.

Article 19: Dissolution of Chapter

- A) Any Chapter wishing to resign from the Association shall give written notice of intent to the Executive Director.
- B) Local Chapters may elect to dissolve upon a majority vote of the standing Board. Any funds remaining in the Chapter Treasury will be sent to the Chief Financial Director and maintained.
- C) Forfeiture of Chapter
Any Chapter shall be considered non-active and placed as a non-voting Chapter of the Association and shall forfeit their rights as a Chapter if any two of the following occurs:
 - 1) Individual membership falls below 20 paid members
 - 2) The local Board of Directors falls below four (4) for a period of six months
 - 3) The local Chapter fails to hold a membership activity for a period of six months.
 - 4) Failure to comply with the financial responsibilities as directed by the Executive Board.

Local Chapters shall receive a letter in writing stating the non-compliance from the Executive Board. The letter shall state a reasonable amount of time for satisfying the non-compliance before being placed as a non-voting Chapter and removed from the Association.

Article 20: Chapter Resignation from APTA

A Chapter shall be expelled for any deliberate action(s) which irrevocably affects the Association or for failure to correct the reason(s) for suspension.

Voted and Approved May 2005