

Society for Travel and Tourism History: Corporate By-Laws

Adopted, July 23, 2026

Article I: Corporation, Offices, Records

§1.1 Name. The name of the corporation is **Society for Travel and Tourism History, Ltd.** (referred to herein as “the Society”). It is a “charitable corporation” as defined in subparagraph (3) in paragraph (a) of Section 102 of the Not-for-Profit Corporation Law of the State of New York (“NYS NPCL”).

§1.2 Principal Office. The Principal Office of the Society shall be maintained by the President, as defined in §4.3 of these By-laws.

§1.3 The Society shall maintain an agent in the State of New York for the purposes of effecting annual filings as required by NYS NPCL and the Internal Revenue Code.

§1.4 Records. Records maintained by the Society in the regular course of its business, including its member registry, books of account, and minute books, may be maintained on any storage method, provided that records so kept can be converted into clearly legible paper form in reasonable time. The Society shall so convert any records so kept upon request of any person entitled to inspect such records under the NYS NPCL or these By-laws.

Article II: Purposes

§2.1 Purpose. The purpose of the Society shall be to promote the scholarly study of the history of travel and tourism through occasional meetings, regular communications, and the support of students, for the benefit of academic researchers, public historians, and members of the public interested in this field.

To this end, the Society shall:

- (a) organize a Conference open to all members, subject to the payment of additional conference fees as determined by the Board, to be held occasionally or regularly, within or outside the State of New York. A Business Meeting open to all Members will be conducted at this Conference, or, in the event that no Conference is held in a calendar year, a Business Meeting will be held remotely, announced and open to all Members.

(b) maintain a website updated regularly with news and events related to the Society and its purposes.

(c) recognize outstanding work of younger scholars in the field through one or more annual prize competitions.

(d) take other such action as the Board deems appropriate to advance the Society's mission.

§2.2 All substantial activities engaged by the Society shall be in conformity with the statutes of NYS NPCL and the Internal Revenue Code, as set forth in Article VII of these By-laws.

Article III: Membership

§3.1 Membership in the Society is open to anyone interested in the mission of the Society.

§3.2 Membership entitles Members to:

(a) attend all Conferences organized by the Society, upon payment of such fees as may be established by the Board.

(b) participate in colloquia, prize competitions, and other events, subject to eligibility requirements, organized by the Society.

(c) cast one vote on all matters submitted thereto.

(d) be elected to an office in the Society for which the member is qualified.

§3.3 Membership Dues. The Board shall determine the membership dues and any other assessments for membership in the Society (collectively, "dues"). The dues will be published on the Society's website and may be modified from time to time by the Board. Membership dues shall be due with a member's initial application for membership and with each renewal thereafter. Failure to renew a membership will render the member inactive and ineligible to receive the entitlements enumerated in §3.2 of these By-laws.

§3.4 Termination of Membership. Any member may voluntarily terminate membership at any time for any reason by giving the Treasurer written notice of such termination. In addition, membership in the Society may be terminated for cause by the Board or an

appropriate committee thereof upon the affirmative vote of two-thirds (2/3rds) or more of the members of the Board or committee based on one or more of the following grounds, to the extent applicable to the Member:

- (a) actions that are inconsistent with or contrary to the purposes and obligations of the Society as enumerated in these By-laws;
- (b) failure to pay any Society membership dues when due;
- (c) failure to act in a manner that is consistent with the high ethical and moral standards espoused by the Society, as determined by the Board;
- (d) misrepresentation;
- (e) gross misconduct or intentional violation of law while acting as a member of the Society, as determined by the Board.

Article IV: Directors and Officers

§4.1 The Board of Directors (referred to herein as "the Board") shall be composed of the following ex-officio and other Directors:

- (a) President (ex-officio)
- (b) Treasurer (ex-officio)
- (c) Webmaster (ex-officio, non-voting)
- (d) Editor of the *Journal of Tourism History* (ex-officio, non-voting)
- (e) Three other active members of the Society at large.

All Directors, excepting the Webmaster and Editor of the *Journal of Tourism History*, have one (1) vote on all matters submitted to a vote of the Board.

Each Director and Officer will normally serve a two-year term, renewable through the election process as established in §4.5 of these By-laws.

§4.2 Board Meetings. The Board shall hold at least one meeting annually, either at the Conference or in remote format, for the purpose of considering and acting on any business

that may come before it. Special meetings of the Board may be called by the President, by at least a majority of the Members, or by at least a majority of the Directors, to be held at any date and time and for any purpose or purposes. Any business may be transacted at a special meeting of the Board. All meetings will be conducted according to Robert's Rules of Order. Meetings will be transcribed and minutes recorded.

§4.3 Duties of Officers

(a) The President shall serve as Chair of the Board. In addition, the President shall be charged, in general, with the executive responsibility for conducting the business of the Society, within the bounds set by the Board, the membership, and these By-laws.

(b) The Treasurer shall be responsible for receiving dues payments, maintaining membership records of the Society and carrying out whatever other activities may be appropriate to the office or assigned by the Board or by the President. The Treasurer will have signing authority on all bank accounts and may write checks or authorize transfers for the withdrawal or transfer of Society monies unless otherwise directed by the President or Board. The Treasurer shall assist the President in preparing the annual financial statement and any documents related to the Society's federal income tax exemption, and shall supervise all endowments or funds that might accrue to the Society.

(c) Website Editor. The Website Editor shall be appointed by the Board and shall be an ex-officio, voting member of the Board. The Website Editor shall be charged, in general, with the executive responsibility of maintaining the Society's website, within the bounds set by the Board and the membership.

§4.4 Nominations to Board. Members may nominate themselves or other Members to stand for election as an Officer or Director by communicating directly with the President.

§4.5 Elections. Elections for Officers and Directors shall be held annually. In odd-numbered years, the President, Treasurer, and one at-large Director will be elected. In even-numbered years, two at-large Directors will be elected. Elections will normally be held electronically.

Article V: Committees

§5.1 Standing Committees. There shall be the following standing committees, which shall serve at the pleasure of the Board:

(a) Program Committee. The Program Committee shall be appointed by the President to plan the programs for each Conference.

(b) Election Committee. The Election Committee shall be appointed by the Board to organize and administer elections as established in §4.5.

(c) *Ad-Hoc* Committees. The President shall have the power to appoint *ad hoc* committees which may be deemed necessary. The Board may instruct the President to appoint such committees to exercise any powers delegated by the Board.

Article VI: Fiscal Year, Reporting, and Dissolution

§6.1 Fiscal Year. The fiscal year of the Society shall be coextensive with the calendar year unless and until otherwise decided by the Board.

§6.2 Reports. The Board shall issue annually a complete financial report of the Society. The financial reports need not include any audited financial information or customary forms of financial statements unless otherwise decided by the Board or required by non-waivable provisions of applicable law. It is sufficient for the financial reports to include a simple statement of the assets and liabilities of the Society for the previous fiscal year.

§6.3 Dissolution. The Society shall be dissolved by the affirmative vote (including any ballot vote) or written consent of more than fifty percent (50%) of the Members. Upon the dissolution of the Society, in accordance with NYS NPCL, the Board shall distribute its assets in accordance with its Certificate of Incorporation. The President or his or her designee shall be responsible for winding up and liquidating the Society's assets, and making all necessary filings to thereafter dissolve the Society, in accordance with NYS NPCL, before any such distributions are made.

Article VII: Non-Profit Operation

§7.1 Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt from federal income tax under Code section 501(c)(3).

§7.2 Tax Exempt Entity. The Society shall not engage in any activity which may not be engaged in (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes in these By-laws. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society 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, the corporation shall not carry on any other activities not permitted to be carried on by a corporation subject to the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a 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 VIII: Amendments to Certificate and By-laws

§8.1 Amendments to the Society's Certificate and these Bylaws may only be proposed by one of the following:

- (a) the Board, upon a majority vote to propose such amendment,
- (b) a majority of the Members at a duly convened Business Meeting of the Members, or
- (c) a petition signed by ten percent (10%) or more of the Members and delivered to the Board for proposal to the membership.

The Board or Members acting under subparagraph (a) or (b) above must propose the amendment by adopting a Board or Member resolution (as appropriate) setting forth the amendment and declaring its advisability. The text of any amendment so proposed shall be distributed to Members by email and/or other appropriate means at least three (3) months prior to time which the amendment is considered and voted upon by the Regular Members.

§8.2 Adoption of a proposed amendment to the Society's Certificate or these Bylaws shall require approval of at least two-thirds (2/3rds) of the votes cast in a ballot distributed by email or other appropriate means to Members that includes a copy of the proposed

amendment. The Board shall be responsible for facilitating the ballot and tabulating votes in accordance with these Bylaws.

Article IX: No Personal Liability, Indemnification

§9.1 Absence of Personal Liability. Neither the Members nor the Directors or officers of this Society, as such, are personally liable for the acts, debts, liabilities or obligations of the Society. To the greatest extent permitted by NYS NPCL, no Director or officer of the Society, nor any of their respective agents or representatives, shall be liable to the Society or to any of its members, Director, officers or employees, for any action taken or omitted to be taken by such person in such capacity in furtherance of the Society's business, so long as such person believed such action or failure to act was in the best interests of the Society, and such person was not finally determined by a court of competent jurisdiction to be guilty of, or did not confess judgment or admit in any proceeding in such court, any gross negligence, recklessness, willful or wanton misconduct or intentional violation of law.

§9.2 Indemnification of Directors, Officers and Employees. The Society shall indemnify each person who is or was a Director or officer of the Society, and shall pay or reimburse in advance his or her reasonable expenses (including attorney fees), to the fullest extent permissible under NYS NPCL. The Society shall also indemnify each person who is or was an employee of the Society, and shall pay or reimburse in advance his or her reasonable expenses, to the same extent as a Director or officer of the Society. The Society in its discretion may purchase and maintain insurance insuring its obligations hereunder or otherwise protecting persons intended to be protected by this §9.2. The Society shall have the right, but not the obligation, to indemnify any agent of the Society not otherwise covered by this §9.2 to the fullest extent permissible under NYS NPCL.