**Charter of the Interline Sales Marketing Conference (“ISMC”)**

1. Purpose

ISMC’s purpose is to provide an annual networking and educational forum for its members where interline representatives for scheduled air carriers and other industry providers may exchange ideas, discuss best practices and promote interline business.

1. The annual Conference
2. One conference will be held each calendar year.
3. All matters involving the Conference, including but not limited to date, location, accommodations, programs, entertainment, and registration fees will be decided by the Board of Directors. All matters involving the organizing, publicizing and directing of the Conference, including but not limited to the appointment of new Board Members and Committees to assist in the execution of the Conference, will be decided by the Board.
4. In planning for the conference, the following will considered:
5. The location must have adequate air service from airlines willing to assist with attendee transportation.
6. Any input regarding location options acquired from Delegates during the required business sessions held during the Conference must be considered.
7. Conference registration fees will cover meetings and meals. Fee increases of more than ten (10%) percent over the previous year’s fees should be given careful consideration.
8. The conference will include two business sessions.
9. Although the Conference is open to all members, attendance for the business sessions is limited to the delegates or their Alternate, past Chairperson, presiding Members of the Board of Directors, and persons designated by the Chairperson.
10. The Delegates present will constitute a quorum. All issues to be voted on, including proposed amendments to this charter, will be decided by a simple majority of those present at the session in which the vote takes place.
11. The Board of Directors
12. The following positions will be appointed by the chairperson. Delegates interested to become members of the Board will be solicited during the Conference business sessions. There is no limit to the number of terms a Board Member may serve.
13. Chairperson (hosting carrier or a member of the Board) – Chief Executive and Operating Officer of the Conference
14. The Chairperson leads the efforts of the Board in planning for and conducting the annual Conference and arranges all meetings.
15. The Chairperson has complete fiscal and operating responsibility for the Conference and responsibility for the payment of all Conference obligations during his/her term.
16. The Chairperson has the authority to enter into contracts on behalf of the Conference but does not have the authority to enter into any contract or agreement which would place financial obligation on the next succeeding Chairperson or Conference.
17. Within thirty (30) days of the end of a Conference, the Chairperson will file a final report with the succeeding Chairperson containing an accounting of all funds collected and disbursed and turn over any remaining funds to the Secretary-Treasurer.
18. Secretary/Treasurer
19. Elected annually by Delegates during business session
20. The Secretary/Treasurer will be responsible for all funds collected, distribution, recordkeeping, and reporting. This includes balancing the budget and managing the financial statements of the Conference consistent with requirements pursuant to the Conference’s not-for-profit tax status.
21. The Secretary/Treasurer will perform any additional duties as assigned by the Board of Directors.
22. Meetings of the board of directors will be called by the Chairperson as needed. One fifth of the members present, in person, by telephone, or through any other electronic means, will constitute a quorum. All issues to be voted on will be decided by a simple majority. In the event of a tie vote on any issue before the Board of Directors, the Chairperson will have an additional vote to break the tie.
23. In addition to the powers and responsibilities noted in this charter, the board of directors is empowered to establish classes for membership and annual membership dues. The Board is also empowered to establish and approve, as appropriate for each Conference, various levels of sponsorship opportunities for air carriers and industry providers.
24. ISMC Members
25. Delegate: a delegate is the designated representative of an air carrier providing scheduled or chartered air transpiration. Each Delegate holds one vote for each issue addressed during the business sessions.
26. Delegate Alternate: A person designated by the Delegate or the air carrier of the Delegates to stand in the place of the Delegate. The Alternate may attend business sessions and vote only in the absence of the Delegate.
27. Past Chairperson: All persons who have presided over a Conference in the capacity of Chairperson of General Chairperson are exempt from dues and fees and are invited to each succeeding Conference with non-delegate status. This person has no voting power.
28. Trade Affiliate: A person representing an organization related to the airline and/or travel industry but not meeting the qualifications of Delegate. This person has no voting power.
29. Retiree: person who held Delegate status and who has retired. This person has no voting power.
30. General
31. ISMC is a non-profit, independent organization compromised of members representing air carriers and industry providers worldwide.
32. This Charter may only be amended by simple majority vote of Delegates presented at the annual Conference. It is important that Delegates review the Charter every few years for appropriateness to industry changes and propose recommendations during the Conference.
33. All actions taken at past annual conferences and all meetings of the Board of Directors in compliance with then-existing Charter are confirmed, ratified and grandfathered against current and future changes of this Charter.
34. All funds collected from all sources, including but not limited to members and sponsors, will be used for the sole purpose of Conference development and operation. This includes the support of the organization’s website and any other functions that the Board deems necessary to outsource. No Board Member will receive monetary compensation for his/her services. However, the Chairperson may approve, in his/her sole discretion, funds to be used for reasonable business travel expenses directly related to Conference preparation and execution for Board Members should these expenses not be covered by the member’s employer.
35. Indemnification – ISMC will, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Board Member or Officer against all expenses and liabilities reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his/her service in such capacity; provided that no indemnification will be provided for any such person with respect to any matter as to which he/she has been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the organization; and further provided that any compromise or settlement payment will be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. This article constitutes a contract between the organization and the indemnified Directors and Officers. No amendment or repeal of this section will adversely affect the rights of any such existing person at the time of the amendment or repeal.