BYLAWS of
ATLANTA METRO TRAVEL ASSOCIATION, INC.

ARTICLE I

Membership

Section 1: QUALIFICATIONS. Any person, firm, or corporation engaged in the hospitality/travel industry of surrounding counties located in the Atlanta Metro Travel Region defined by the description provided by GDEcD, or located in another county, provided they are a member of their respective travel region association, may become a member of this corporation.

Section 2: HONORARY MEMBERS. The Board of Directors, at a duly noticed meeting, may elect honorary members by a unanimous vote of members present, so long as a quorum was present. Honorary Members shall be exempt from payment of any fees whatsoever and shall be entitled to all privileges of regular members, except the right to vote or hold office.

Section 3: SUSPENSION OR EXPULSION. Any person, firm or corporation may be suspended for a period or expelled for cause. Cause includes but is not limited to: Violation of the Rules or Bylaws of the Corporation or any conduct prejudicial to the best interest of the Corporation, as determined by the Board of Directors. Suspension or Expulsion shall be imposed only after a two/thirds majority of the entire Board of Directors affirms such treatment. A statement of such charges and notice of the time and place of the Board meeting shall be mailed by Certified Mail, Return Receipt Requested to the member under charges at least fifteen days before the vote on the final action may take place. The member, person, firm or corporation shall be given an opportunity to present a defense of no more than thirty minutes at the Board Meeting.

ARTICLE II

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE III

Dues

Section 1: ANNUAL 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 its members.

Section 2: PAYMENT OF DUES. Renewals of dues are payable in advance of the first day of January in each fiscal year, or upon application by new members.

Section 3: DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of dues for a period exceeding three (3) months from the beginning of the fiscal year or period for which those dues became payable, his membership may thereupon be terminated or suspended by the Board of Directors as provided in ARTICLE I, Section 5 of these Bylaws.

ARTICLE IV

Meetings

Section 1: ANNUAL MEETING. There shall be an Annual Meeting held in October, in conjunction with the October regular meeting each year for the election of members of the Board of Directors and for the receiving of annual reports of officers, directors, and committees, and the transaction of other business. Notice of the meeting shall be mailed or electronically transmitted to the last recorded electronic address of each member no less than ten (ten) days and no more than fifty (50) days before such meeting. All notices of meetings must include the date, time, location, and purpose of the meeting.

Section 2: REGULAR MEETINGS. A regular meeting of the full membership of the Corporation shall be held each February, April, June, August, and October. Board Meetings will occur in alternate months from the general membership meeting. Each meeting will be held on the first Wednesday of each designated month at a location designated at each preceding meeting by the President. An alternative meeting date and time may be established when necessary, and the change communicated to the membership. Notice of these regular meetings except as provided for above in Section 1: ANNUAL MEETING, regarding the October meeting, is deemed waived. The Secretary shall make reasonable efforts to notify absent members of the location and time of the next meeting.

Section 2: SPECIAL MEETINGS. The Board of Directors or the Executive Committee at their discretion may call a Special Meeting. All notices of a Special Meeting are given in the same manner as that of Annual Meeting (10-50 days). Any issue that may be addressed in a Special Meeting may be addressed at a Regular Meeting or the Annual Meeting as long as the proper notices have been sent out. If not held as part of a Regular Meeting or an Annual Meeting, no business other than that specified in the Notice of Special Meeting shall be transacted at any Special Meeting of the members of the Corporation.

Section 3: WAIVER. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and

place within or outside the State of Georgia, if notice is waived in writing by every member of the Corporation who has the right to vote at any meeting.

Section 4: QUORUM. The Quorum is those members present and eligible to vote.

Section 5: VOTING. Any member of a firm or an officer of a corporation may represent it and vote for that firm or corporation at any meeting. Any member of its staff delegated by it for that purpose may represent any firm or corporation at any meeting; but each firm or corporation shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority vote of the members present in person.

Section 6: ORDER OF BUSINESS. The Order of Business shall be set in an agenda by the President.

ARTICLE V

Directors

Section 1: NUMBER. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors. The Board shall consist of thirteen (13) total members including officers. Required representation on the Board shall include the Immediate Past President and persons representing at least six Destination Management Organizations (DMO's).

Section 2: ELECTION OF DIRECTORS AND TERMS. At the Annual Meeting each year, six (6) slots on the Board of Directors shall be voted upon by the general membership. (The past President is automatic and does need to be voted on). The term of the members of the Board shall begin January 1 the following year and run for two years. Any Director may run for re-election to the Board of Directors at the end of his/her current term.

Section 3: DUTIES OF DIRECTORS. The Board of Directors may:

(1) Hold meetings at such times and places as it thinks necessary and proper;

(2) Admit members and suspend or expel members by voting;

(3) Appoint committees on particular subjects from the members of the Board, or the General Membership, or a combination of both;

(4) Audit bills and disburse funds of the Corporation;

(5) Print and circulate documents and publish ARTICLEs;

(6) Carry on correspondence and communication with other associations interested or engaged in the tourism industry;

(7) Employ agents; and

(8) Devise, implement, and execute such other measures that it deems proper and expedient to promote the objectives of the Corporation and to best protect the interest and welfare of the members.

Section 4: MEETINGS OF THE BOARD. Regular meetings of the Board of Directors shall be held in Georgia. Notice of the meetings shall be mailed or electronically delivered to the last known address of each member at least ten days before the time of the appointed meeting. The President, when he deems necessary, or the Secretary, upon written request of three Board members, shall issue a call for a special meeting of the Board of Directors. Such a request shall require only five days notice of the appointed date, time, and location of said meeting.

Section 5: QUORUM. Seven (7) members physically present shall constitute a quorum to transact business. Proxy votes and designated representatives shall not be counted toward reaching a quorum. However, once a quorum has been certified present, proxy votes and votes of designated representatives will be counted in conducting business. In the absence of the President and Vice President, the quorum shall vote on a "chair" to conduct the meeting. If a quorum is not present, then those present shall adjourn the meeting for official business to a later date.

Section 6: VACANCIES. Whenever any vacancy occurs in the Board of Directors by death, resignation, expulsion or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining Board members at the next regular Board Meeting. If no term remains, then it shall be part of the regular elections at the Annual Meeting.

Section 7: REMOVAL OF DIRECTORS. Any one or more of the Directors on the board may be removed at any time for any reason by a majority vote of the Board of Directors. If any director misses two regular meetings in a row or three meetings in a calendar year, that member may be excused from further service on the Board by a majority vote of the Board members present, if a quorum had been certified present, and replaced immediately for the remainder of the term. If such action is taken, the Board of Directors has an affirmative duty to notify the general membership at the next meeting.

ARTICLE VI

Officers

Section 1: NUMBER. There shall be four (4) officers of the Corporation: President, Vice President, Secretary, and Treasurer. This group of four officers shall also constitute the Executive Committee.

Section 2: ELECTION OF OFFICERS AND TERMS. The general membership shall elect the four officers from the Board of Directors. The terms of each office shall be for two years and follow the fiscal year of the Corporation. The offices of Secretary and Treasurer shall be elected in odd numbered years (i.e. October, 2001, 2003 etc.) for terms beginning January 1 the following year. The Offices of President and Vice President shall be elected in even numbered years (i.e. October, 2000, 2002 etc.) for terms beginning January 1 the following year.

The office of President is limited to one two-year term. A person may serve as President more than once, but not in consecutive terms. All officers shall be elected from the newly elected and continuing members of the Board of Directors.

Section 3: DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at the meetings of the Corporation, the Board of Directors, and the Executive Committee, and shall be a member ex-officio, with a right to vote, on all committees except the Nominating committee. He shall also, at the Annual Meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President.

VICE PRESIDENT

In case of death, absence or inability to perform the duties of the office of President the Vice President shall be ever ready to step in and perform the duties of the President.

SECRETARY

It shall be the duty of the Secretary to ensure notice is given of all meetings of the Corporation and the Board of Directors; and to ensure that a record is kept of all meetings.

TREASURER

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee. The Treasurer shall deposit all sums received in a bank or banks or trust company approved by the Executive Committee, and make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer.

The funds, books, and vouchers in his hands shall at all times be under the supervision of the Executive Committee and subject to their inspection and control. At the expiration of his term of office, he shall deliver over to his successors all books, monies, and other property or in the absence of the Treasurer-elect, to the President. In case of the absence of the Treasurer, the Executive Committee may appoint a Treasurer pro tem.

The Treasurer shall be the keeper of the Corporate Seal.

Section 4: BOND OF THE TREASURER. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the board may direct.

Section 5: VACANCIES. The Board of Directors shall fill all vacancies in any office without undue delay at its next regular meeting, or at a meeting specially called for that purpose. The appointment of the Board will remain in place until the next election at the Annual Meeting. If that office is in mid-term, the elected position shall be for one year to keep the general election schedule.

Section 6: COMPENSATION OF OFFICERS. The officers shall not receive a salary or other compensation for their work or efforts.

ARTICLE VII

Committees

Section 1: EXECUTIVE COMMITTEE. The officers of the Corporation, the President, Vice President, Secretary, and Treasurer constitute the Executive Committee. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Corporation. The Executive Committee may act on behalf of the Corporation on any matter when the Board of Directors is not in session. Any action taken must be reported to and ratified by the Board of Directors at the next regular meeting of the Board of Directors or at a Special Meeting if one is so called for that purpose. Three members of the Executive Committee present at a meeting shall constitute a quorum. Meetings may be called by the Chairperson or by three members. The Executive Committee shall, at its discretion, have the Treasurer's accounts audited at least once per fiscal year, by an accountant, and the report derived there from delivered to the Board of Directors.

Section 2: COMMITTEE ON NOMINATIONS. In each year **by** the month of AUGUST, the Board of Directors shall appoint a Nominating Committee of six (6) members, one of whom shall be the President and another of whom shall be a member of the Board of Directors, whose duty it shall be to nominate candidates for directors to be elected at the October General membership Meeting and installed at the Annual Meeting in December. They shall notify the membership by mail or electronically transmitted at least fifteen (15) days prior to the October meeting to the last recorded address of each member simultaneously with the notice of the meeting.

Independent nominations for directors may also be made if endorsed with the signatures of not less than ten (10) members of the Corporation if forwarded to the secretary at least five days prior to the Annual Meeting for immediate notification to the members.

Section 3: OTHER COMMITTEES. At the Annual Board of Directors Meeting in November each year, the President shall appoint the Chair of Committees deemed necessary to carry out the mission of the Corporation.

The members of these committees shall hold this position until the appointment of their successor.

Section 4: SPECIAL COMMITTEES. At any time, the President may appoint any other committee on any subject for which there are no current standing committees.

ARTICLE VIII

Seal

The Seal of the Corporation shall be known as follows, and more particularly, shown in the following impression.

ARTICLE IX

Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any properly noticed or otherwise proper meeting of the Corporation where a quorum is present. The proposed change shall be mailed or electronically transmitted to the last recorded address of each member of the Corporation at least ten days before the time of the meeting that will conduct discussion and a vote on the change.

ARTICLE X

Miscellaneous

All votes by Proxy must be in writing and signed by the member making the vote, and the member presenting the Proxy.

All meetings of the Corporation are governed by Roberts Rules of Order.