



BYLAWS OF THE VISIT USA COMMITTEE GERMANY e.V.

I. GENERAL INFORMATION

Article 1: Name and Headquarters of the Association

- (I) The name of the association is: Visit USA Committee Germany e.V.
- (II) The designation "Visit USA Committee Germany" is understood worldwide and expresses the concept "Visit the USA".
- (III) The Visit USA Committee Germany e.V. has its registered office in Frankfurt.
- (IV) The association shall be registered in the official register „Vereinsregister“.

Article 2: Purpose

- (I) The association is a professional association, i.e. a consortium of specialists from the tourism industry and has the following objectives:
 - a. to realize its members' general and economic interests which have developed from their entrepreneurial activities;
 - b. to give its members the opportunity to discuss travel and tourism topics;
 - c. to develop and cultivate connections to organizations in order to promote travel to the United States of America;
 - d. to provide its members with a reasonably priced platform for presenting their products to trade groups and consumers through participation in trade fairs, exhibitions, seminars, etc.
 - e. to provide its members with the opportunity to present themselves through joint public relations efforts;
 - f. to give its members the opportunity to present themselves at joint events.
- (II) Under no circumstances shall the membership in the Visit USA Committee Germany e.V. depend on racial, political, union, religious, or social factors.
- (III) Any political, religious or union activities within the Visit USA Committee Germany e.V. are prohibited.
- (IV) The purpose of the association can be amended with a 3/4 majority in a members meeting.



Article 3: Fiscal Year

The fiscal year starts on 1 January and ends on 31 December.

II. MEMBERSHIP

Article 4: Acquisition of Membership

(I) Only those companies or organizations, which are active in the areas listed in Article 5 of these Bylaws, can become members.

(II) The admission of a member presupposes his/her written application for admission to the Board of Directors. The Board of Directors decides on admission and rejection. The notice of admission or rejection of the application can be given without statement of reasons.

(III) The applicant can appeal in writing to the Board of Directors against a notice of rejection within one month beginning with receipt of said notice. The next members meeting decides on this appeal.

(IV) The Board of Directors decides on admission or rejection with a 2/3 majority.

Article 5: Types of membership

(I) The Visit USA Committee Germany e.V. distinguishes between:

- a) Active members
- b) Associate members
- c) Supporting members
- d) Special members

(II) Active members are members which are actively involved in promoting tourism from Germany to the United States of America and operate in the following areas: U.S. tourist offices, tour operators, airlines, hotel corporations, cruise ship companies, car rental corporations, camper rental corporations, tourist attractions or their representatives. Active members are entitled to participate in general meetings, regular meetings and special events, have voting rights and can hold an office in the association.

(III) Associate members are members, which are active in tourism in the United States of America and operate in the following areas:

U.S. tourist offices, tour operators, airlines, hotel corporations, cruise ship companies, car rental corporations, camper rental corporations, tourist attractions or their representatives. Associate members are entitled to participate in general



meetings, regular meetings and special events, but they have no voting rights and cannot hold an office in the association.

(IV) Supporting members. The association can admit a limited number of supporting members. These are companies, which do not qualify for another category of membership and serve the purpose of the association. Supporting members are entitled to participate in general meetings and special events, but they have no voting rights and cannot hold an office in the association.

(V) Special members. A special membership is limited to one representative of the U.S. Foreign Commercial Service, if he/she is concerned with the active promotion of tourism from Germany to the United States of America.

The supporting member has no voting rights, but is entitled to participate in general meetings and special events. This membership is not subject to membership fees.

Article 6: Rights and Duties of Members

(I) Members are entitled to participate in members meetings and special events.

(II) Members are bound to promote the interests of the Visit USA Committee Germany e.V. and to give the association all possible support.

(III) Members are bound to observe the Bylaws and the resolutions of the association's organs.

Article 7: Termination of Membership

(I) The memberships ends:

a. Through voluntary cancelation of membership

A voluntary cancelation of membership has to be declared in writing to the Board of Directors. It is admissible at the close of a fiscal year if the three-month term of notice is fulfilled.

b. Through exclusion by the association: The Board of Directors can exclude a member from the association, if the membership fee has not been paid within 4 months, despite 2 reminders. The member is to be informed of this decision in writing.

c. The Board of Directors can exclude a member from the association who has acted against the association's interests in a serious manner, who has caused damage to the association or who is guilty of dishonorable behavior. The member is to be given an appropriate amount of time to issue a statement in person or in writing.

The resolution of an exclusion from the association is to be substantiated by the Board of Directors and to be disclosed to the member in a registered letter.

The excluded member can appeal the decision and request a final decision by a members meeting regarding his/her exclusion within one month after receipt of the resolution. The Board of Directors must then call for a members meeting within two



months after receipt of the appeal. If the Board of Directors neglects to call a members meeting within two months, the exclusion by the Board of Directors is ineffective.

Article 8: Membership Fees

(I) The members of the association are required to pay membership fees, the amount and due date of which are determined by a members meeting.

(II) The amount of the membership fees are fixed in a members meeting and are due no later than 30 days after receipt of the invoice.

III. ORGANS

Article 9: Organs of the Association

The organs of the Visit USA Committee Germany e.V. are as follows:

- a) the Board of Directors
- b) the members meeting

Article 10: The Board of Directors

(I) The Board of Directors consists of at least 3, but not more than 6 members, namely: 1 President, 1 Vice President, 1 Treasurer and a maximum of 3 additional Board Members.

(II) The association is represented by the President and the Vice President. Both are authorized representatives.

(III) All members of the Board of Directors serve in an unpaid, honorary capacity. The President, in his absence the Vice President, chairs the members meetings and the Board of Directors' meetings. It is also his duty to call for the members meetings.

(IV) The Board of Directors decides with a simple voting majority. In the event of a tied vote, the President's vote, in his absence the vote of the Vice President, is decisive.

(V) Election of the Board of Directors:

The Board of Directors is elected for two years. It conducts the association's business until a new election has been held. Reelection is permissible. The Board of Directors can make use of the advice of the retired President and Vice President for



up to a year.

Only active members can be elected. The members meeting elects the Board of Directors.

The Board of Directors is elected by open ballot. By request of at least 1/3 of the members present, the ballot will be held in secret. It takes place in one combined election, or, by request of at least 1/3 of the members present, in separate elections for the President, the Vice-President, the Treasurer, and for up to 3 additional Board of Director's members. (A maximum of 6 Board Members). If there are not more than two candidates, a simple majority decides the election. If there are more than two candidates, a relative majority decides the election.

If a member of the Board of Directors leaves the Board before the end of the term, a replacement will be elected at the next members meeting for the remainder of the term. In case the employment of a member of the Board of Directors by an active member ends before the Board Member's term, the Board Member drops out of the Board of Directors on the day the employment ends. A replacement will be elected at the next members meeting for the remainder of the term.

Article 11: Members Meetings

(I) Only active members are eligible to vote at a members meeting. Each member has one vote. Proxy voting by other active members is permissible. In this case, a proxy voting right in writing is required. One member cannot have more than a total of 5 votes.

(II) Every year, 1 to 4 members meetings are held. The Board of Directors calls for the meetings and communicates the agenda at least three weeks prior to the meeting. The convening of the members meeting has to be done in writing, by fax or by E-Mail. Motions have to be brought forward in writing to the Board of Directors' or Office's attention until at least one week prior to the meeting. The Board of Directors is to be elected every two years. Before every election, the members meeting has to be given a report of the Board of Directors and the results of the auditing of the accounts. When an election is held, the members meeting has to decide on the approval of the board's actions and then elect the new Board of Directors. The members meeting makes decisions with a simple majority of the members present. When there is no election, members have to be updated on the association's activities.

The resolutions of the members meeting have to be recorded. The meeting minutes have to be compiled by the Office or by a member of the Board of Directors.

(III) Special members meetings are to be called for by the Board of Directors or by written request of at least 1/3 of the members within 30 days. The convening of the members meeting has to be done in accordance with the regulations for convening a members meeting.



Article 12: Competencies and Duties

(I) The Board of Directors or an Office hired by the Board of Directors is responsible for the following affairs of the association:

- a. managing the business dealings of the association,
- b. preparing and calling for the members meetings and compilation of the agenda,
- c. implementation of the resolutions of the members meeting,
- d. compilation of an economic plan for each business year,
- e. accounting of business income and expenses of the association,
- f. to make suggestions for the organization of as well as the participation in events and specific projects.

(II) The Board of Directors is solely responsible for:

- a. the convening of the members meeting,
- b. signing and termination of service and work contracts, in particular with the Office.
- c. the monitoring of all actions as well as the accounting of the Office,
- d. Decision on the admission and exclusion of members according to Article 4, Paragraphs I, II, III, IV and Article 5 Paragraphs I, II, III, IV and Article 7, Paragraphs a and b.
- e. The Board of Directors can form committees, in which members of the Board of Directors and other members can serve.

Article 13: Language

The members meetings shall be conducted in German or English.

IV. FINANCES

Article 14: Membership Fees

Provisions regarding membership fees are not part of these bylaws. Any changes to the membership fees can be made by the members meeting with simple majority of the votes of the members present.

Article 15: Annual Financial Statement

The annual financial statement must be prepared by a tax consultant.



Article 16: Liquidation and Amendment of the Bylaws

The members meeting decides on the liquidation of the association with a 3/4 majority of the votes of the members present. The members meeting decides on the assets of the association.

Amendments to the bylaws can only be made by the members meeting with a 3/4 majority of the votes of the members present.