



## **BYLAWS**

Amended: November 2, 2018

**ASIAN AMERICAN HOTEL OWNERS ASSOCIATION, INC.  
BYLAWS**

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**ASIAN AMERICAN HOTEL OWNERS ASSOCIATION, INC.  
BYLAWS**

**ARTICLE I – GENERAL**

**1. Name.**

The name of the association is the ASIAN AMERICAN HOTEL OWNERS ASSOCIATION, INC. ("AAHOA" or "Association"), a Georgia nonprofit corporation.

**2. Offices.**

The Association has a principal registered office, and a registered agent whose office is identical with the registered office, in Atlanta, Georgia.

**3. Mission.**

AAHOA promotes and protects the interests of its members by inspiring excellence through programs and initiatives in advocacy, industry leadership, professional development, member benefits, and community involvement.

**4. Restrictions.**

All policies and activities of the Association shall be consistent with applicable federal, state and local requirements and regulations applicable to an Internal Revenue Code §501(c)(6) tax exempt entity organized under the Georgia Nonprofit Corporation Code ("GNCC"), including the requirements that the Association shall not be organized for profit and that no part of its net earnings shall inure to the benefit of any private individual.

**5. Governing Instruments.**

The Association, and all meetings of the Association, shall be governed by the following documents in order of supremacy:

1. AAHOA Articles of Incorporation
2. AAHOA Bylaws
3. AAHOA Policies and Procedures adopted by the Board of Directors
4. AAHOA Human Resources Manual
5. Robert's Rules of Order

To the extent an inconsistency arises between these documents the higher ranking governing document shall supersede.

**6. Powers.**

The Association shall have all powers necessary to carry out its purposes, including but not limited to, all powers now or hereinafter enumerated in the GNCC.

## ARTICLE II – MEMBERSHIP

### 1. Membership Eligibility.

There shall be two (2) classes of membership in the Association as follows:

(a) *Members.* Any individual who owns, or who holds a membership interest in an entity that owns, a proprietary interest in any hotel, or any individual who is interested in acquiring such a proprietary interest, is eligible to be a member of the Association. Members shall be entitled to one vote per person upon satisfying applicable voter eligibility requirements that may be changed from time to time by the Board of Directors. Membership is individual, except as defined in Article II paragraph (b).

#### 1. Membership Types

(a) *Annual Member.* An annual membership includes an individual and their spouse. Dues remain current for one year from the date of payment.

(b) *Lifetime Member.* For a single fee set by the Board of Directors, a member and their spouse shall receive membership for life. The Lifetime membership fee may be paid in installments, in accordance with a payment schedule agreed upon by the President and member. Full lifetime member benefits shall be conferred only when the Lifetime membership fee has been paid in full. Lifetime memberships purchased in full prior to January 1, 2019 are transferable once to a son or daughter.

(c) *Future Hotelier Member.* Future Hotelier membership is available to any child of an Annual member or Lifetime Member under the age of 26. Future Hotelier members pay no dues, have no voting rights, and may not hold office.

(d) *Honorary Member.* The Board of Directors, upon a majority vote of a quorum, may confer honorary member status to an individual, the terms of which shall be determined by the Board of Directors. Honorary members pay no dues, have no voting rights, and may not hold office.

2. Each member shall be assigned an individual membership number.

3. No person may have multiple memberships regardless of the number of hotels in which he/she owns an interest.

(b) *Industry Partner, Allied Member, and Other Designated Business or Corporate Members.* Suppliers, franchisors and others as determined by the Board of Directors may become Industry Partner, Allied Member, or other designated business or corporate members. Industry Partner, Allied Member, and these other designated business or corporate members shall have no voting rights. Members in this class may be further identified through sub-groups in AAHOA policy as adopted by the Board of Directors.

### 2. Application.

Application for membership shall be made according to the procedures which may be adopted

from time to time by the Board of Directors. Membership shall be conferred according to procedures adopted by the Board of Directors.

### **3. Dues.**

All matters involving membership dues shall be determined from time to time by the Board of Directors. Membership dues shall be determined by the Board of Directors.

(a) A member's renewal date shall be the 365-day anniversary of his/her most recent dues payment.

(b) A paid member shall be either a Lifetime Member or an Annual Member who has paid their dues within the last 365 days.

(c) Members in good standing shall be any Honorary member, Lifetime member, Future Hotelier, and any annual member who is current on their dues or within sixty (60) days of their renewal date.

**4. Suspension of Membership.** Suspension of Membership is a temporary removal of all benefits associated with membership in the Association and the status of the member shall be as if he/she were not a member in any capacity. A suspended member is not eligible to serve, or be associated with, the association in any manner until such time as the individual's membership is in good standing.

Any member arrested for a charge of sexual harassment or a charge associated with any crime involving trafficking as defined by federal, state, or local laws shall have their membership immediately suspended at the time of the arrest. The membership shall remain suspended until the case is adjudicated. Only upon the charge being dropped or upon an acquittal, shall the membership be reinstated.

### **5. Permanent Cancellation of Membership or Change of Membership Status.**

(a) Membership status in the Association shall be automatically removed for any individual who fails to pay their membership renewal within sixty (60) days of their renewal date, or for failure to meet or maintain the eligibility requirements for membership.

(b) A member of the Association may have their membership status permanently cancelled by an arbitrator made in compliance with the AAHOA policy established by the Board of Directors, or by a vote of the Board of Directors for egregious behavior not contained in the governing documents of the association. Permanent cancellation of membership for any reason other than a decision by an arbitrator shall be by no less than two thirds (2/3) majority vote of the entire Board of Directors at any meeting at which a quorum is present, provided that at least fifteen (15) days before a final vote is taken by the Board of Directors, a written statement of notice of consideration of permanent cancellation of membership is sent via certified mail to the last recorded address of the member or via electronic messaging with return receipt confirmation.

This written statement shall be accompanied by a notice of the date, time and location of the

meeting of the Board of Directors at which the reasons or charges for the permanent cancellation of membership shall be considered and deliberated. The member shall have an opportunity to contest the proposed permanent cancellation of membership in writing or in person, before the Board of Directors at the set meeting.

(c) A member shall have their membership immediately cancelled upon conviction of sexual harassment or any crime involving trafficking as defined by federal, state, or local laws. Any person removed as a member because of convictions described herein may petition the Board of Directors to become eligible for reinstatement of membership after five years following the conviction. The Board of Directors shall vote in favor of reinstatement by no less than two-thirds (2/3) majority of the entire Board of Directors at any meeting where a quorum is present.

### **ARTICLE III – MEMBERSHIP MEETINGS AND VOTING**

#### **1. Annual and Special Membership Meetings.**

An annual meeting of members shall be held on the date, time and at the location which the Board of Directors shall determine for the purpose of electing Officers and/or Directors, and for the transaction of such other business as may come before the meeting. Special meetings of the members may be called by the Chairman or Chairwoman of the Board on his/her own, or by a majority of the Board of Directors, for the purpose of transacting business of the Association within the limits of these Bylaws.

#### **2. Notice of Membership Meetings.**

Notice of the date, time and location of any annual or special membership meeting shall be sent to each active member by postal or other delivery services, or through electronic means, at least twenty (20) days prior to the meeting date. A failure to deliver, or a defect in the delivery of, the notice to one or several eligible voting members shall not invalidate the membership meeting or any action taken at the meeting.

#### **3. Manner of Acting.**

An act of the majority of the eligible voting members voting at a meeting shall be the act of all of the members, unless the act of a greater number of eligible voting members is required by law or these Bylaws. A quorum for membership voting is ten percent (10%) of the total number of eligible voting members.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **1. Directors.**

The governing body of the Association is the Board of Directors, which shall have authority and be responsible for the governance of AAHOA. The Board shall establish policy and shall monitor implementation of policy. The Association staff shall implement policy established by the Board of Directors at the direction of the President.

## **2. Composition of the Board.**

(a) The Board of Directors of the Association shall be comprised of the following:

1. Chairman/Chairwoman
2. Vice Chairman/Chairwoman
3. Treasurer
4. Secretary
5. Immediate Past Chairman/Chairwoman, ex-officio.
6. One (1) Regional Director from each AAHOA region
7. Female Director Eastern Division
8. Female Director Western Division
9. Young Professional Director Eastern Division
10. Young Professional Director Western Division
11. Director at Large
12. Director at Large, which shall expire April 16, 2020
13. Director at Large, which shall expire May 7, 2021
14. Industry Partner
15. President, ex-officio, non-voting member of the Board

(b) Young Professional Director shall be a full-time hotelier not more than 30 years old at the time of election.

(c) The Immediate Past Chairman/Chairwoman may only vote to break a tie.

(d) With the exception of the Industry Partner, Board-appointed Directors shall not have voting privileges.

(e) Each elected Board member shall maintain continual residence, not to be interrupted for more than 90 days, in the region or division the member represents. Failure to maintain required residency shall result in immediate removal from the Board. Government issued identification shall be accepted as evidence of residence. Any challenge to residency shall be considered by the Elections Committee.



### **3. Terms.**

(a) *Term year:* A term year shall mean the time period between consecutive AAHOA annual conventions.

(b) *Length of term:* Elected Directors shall hold office immediately following their election to office for staggered terms, or until their successors are elected. Except as specified in Section 3 of Article IV, and in Section 8 of Article VI, an elected member of the Board of Directors who has received no less than thirty (30) votes in their most recent election shall serve a three (3) year term. An elected member of the Board of Directors who receives less than thirty (30) votes in an election shall serve for only a one (1) year term, and such one-year term shall be considered a full-term. Such requirements shall not pertain to the Industry Partner and President. A Board-appointed partial term, which is only effective until the next election, shall not constitute a full term. A resignation is considered completion of a full term.

(c) *Maximum number of terms:* Except as specified in this Section 3 of Article IV, and in Section 8 of Article VI, no Director may serve more than two (2) consecutive full terms.

This restriction shall not apply to:

1. Director serving in an Officer position
2. Director reelected, after leaving the Board of Directors, in a year after the completion of two consecutive terms
3. President
4. Immediate Past Chairman

### **4. Meetings of the Board.**

(a) *Regular meetings.* The Chairman or Chairwoman shall call a minimum of four in-person (4) Board meetings per year on the dates, times and at the locations he/she determines.

(b) *Special meetings.* Special meetings may be called at the discretion of the Chairman or Chairwoman, or if requested by a majority of the Officers, for the purpose of transacting business of the Association within the limits of these Bylaws. Such live meetings may be held by telephonic, audio or visual means as determined by the Chairman or Chairwoman.

(c) *Chairman/Chairwoman presides.* At all meetings of the Board of Directors, the Chairman or Chairwoman shall preside. In the Chairman/Chairwoman's absence, the Vice Chairman or Vice Chairwoman shall act as Chairman. In the absence of both the Chairman and Vice Chairman, the Treasurer shall act as Chairman/Chairwoman or the meeting may be rescheduled.

(d) *Acting without a meeting.* The Board may act, upon a notice of motion given no less than 24 hours in advance by the Chairman or Chairwoman, without a meeting by mail ballot or written consent delivered by, electronic mail, or other delivery service, when at least two-thirds (2/3) of all eligible voting members of the Board of Directors vote in favor of the Chairman/Chairwoman's motion. However, following notice by the Chairman or Chairwoman and prior to a vote, no action may be taken if one-third or more of all members request a meeting to consider the motion.

## **5. Quorum; Vote Required for Action.**

At any regular or special meetings of the Board of Directors, a majority of the voting members of the Board forms a quorum. For purposes of establishing a quorum, the immediate Past Chairman/Chairwoman of the Board of Directors shall not be counted as a Board member. A majority of the votes cast by the eligible voting members of the Board of Directors present at any meeting at which a quorum is present shall constitute action of the Board. Voting by proxy is not permitted.

## **6. Notice.**

It shall be incumbent to each member of the Board of Directors to provide the Chairman or Chairwoman digital information necessary to deliver notification and information. Notice of regular meetings of the Board shall be sent by electronic mail or other digital technology to the electronic mail or digital destination provided by each Board member at least twenty (20) days prior to the meeting date. The failure in delivery of such notices to one or several Board members shall not invalidate the meeting or any proceedings taken thereat. Notice of special meetings of the Board shall be sent to each Board member by either of the means above at least two (2) days prior to the meeting date. Notice may be waived by a majority of the members of the Board.

## **7. Compensation.**

Board members shall not receive compensation for their services, but may be reimbursed for expenses.

## **8. Vacancies.**

Vacancies by or among members of the Board of Directors shall be filled by the Board of Directors based on nominations by any Officer. Such vacancies shall be filled by a secret ballot vote at any duly called meeting of the Board of Directors at which at least seventy five percent (75%) of the voting members of the Board are in attendance, and the nominee with the highest votes shall be declared the newly appointed Director to fill the vacant position. Any Board-appointed Director shall be a non-voting member of the Board, and the term of any such Board-appointed Director shall expire at the next annual meeting, at which time the eligible voting members shall elect a Director to fill the open position. The Board-appointed Director shall be eligible to stand for election to the open position at the next annual meeting, so long as he/she satisfies the eligibility requirements for doing so. Any candidates nominated by an Officer to fill a vacant position must satisfy the same eligibility requirements as candidates for an open position on the Board.

## **9. Change in Status.**

The term of any Officer who fails to reside in the United States shall be terminated immediately. For a Board member who is jointly serving as an Officer and a Director for a designated region or division, in the event of his/her relocation of the official residence to

another region or division, the Officer's term as the Director for that region or division shall be terminated, but the Officer shall be allowed to continue in his/her role as an Officer so long as he/she is still a resident of the United States. Officers and Directors are required to maintain individual Association membership at all times during their term of office.

#### **10. Removal for Cause or Unexcused Absences.**

Any Officer or Director may be removed only for cause by a three-quarters (3/4) vote in favor of removal of the eligible voting members of the Board, with the individual proposed to be removed not voting, if notice of the purpose of acting upon such removal shall have been given in the notice calling such Board meeting, and at the same time also given to the Officer or Director who is the subject of the meeting concerning the proposed removal. Cause is defined as a crime involving moral turpitude or an action taken specifically to cause substantial harm to the Association. The individual shall be provided advance written notice of consideration of removal, and notice of an opportunity to contest the proposed removal in writing or in person, at the meeting of the Board at which the removal is deliberated. A Board member's absence for two (2) unexcused consecutive Board meetings shall be considered a resignation and shall result in automatic removal from the Board.

### **ARTICLE V - ELECTIONS**

#### **1. Election of Directors.**

At the annual meeting, the eligible voting members shall elect members of the Board of Directors and a Secretary in the manner set forth in the policies and procedures that may be adopted from time to time by the Board of Directors.

#### **2. Qualifications for Members of the Board of Directors.**

Each candidate seeking to become an elected member of the Board of Directors shall:

1. Currently serve on an AAHOA committee, have served on an AAHOA committee for one (1) full term, or have served on a hospitality industry, hospitality brand, community service, or local business association committees and/or boards.
2. Not be convicted of a felony, or a misdemeanor involving moral turpitude.
3. Have attended the AAHOA candidate orientation held annually at the convention; this requirement shall not apply to a current member of the board.
4. Be a paid member of AAHOA by April 1 in each of the two (2) years prior to the year of election and become a lifetime member on or before January 1 in the year in which the election will be held. Any director previously removed from the Board is not eligible to be a candidate for two (2) years from the time of the removal.
5. Have resided in the designated region or division he/she seeks to represent for a period of not less than one year immediately prior to the election. Government issued

identification shall be accepted as evidence of residence.

6. Only contest for one (1) Board seat at any given time. Government issued identification shall be accepted as evidence of residence. The candidate can only stand for election either from his/her own region or as a candidate at large.
7. Affirmatively sign the Candidate Nomination Form created by the Elections Committee.
8. Not submit or affirmatively sign a Candidate Nomination Form for multiple positions in the same election. Any candidate in violation of this provision shall be disqualified.
9. Have, or have had in the past 365 days, at least twenty Percent (20%) combined partnership or ownership interest in one or multiple hotels. For the Young Professional position, there will be an exception to the 20% hotel ownership rule if they provide proof that they actively manage one or more hotels.
10. Execute and honor the AAHOA Volunteers Code of Conduct/Ethics and the AAHOA Conflict of Interest Policy and Statement.
11. Execute an affirmation of qualifications document that verifies that the candidate satisfies the Board Member qualifications in compliance with AAHOA's governing documents, and sets forth all duties, responsibilities and disclosures as it relates to qualifications as a director of AAHOA.
12. Adhere to and defend AAHOA's governing documents, rules, regulations, and policies.
13. Make a good faith effort to submit all required candidate information within 21 days of their original nominee submission. Any candidate failing to do so is ineligible to stand for election to the Board of Directors in the next election.

Such qualifications shall not be required for the Industry Partner and President.

## **ARTICLE VI – OFFICERS**

### **1. Chairman/Chairwoman.**

The Chairman or Chairwoman of the Board of Directors is the chief elected officer of AAHOA, and shall chair meetings of the Board of Directors and preside at meetings of the Association with the power to vote in meetings of the Board of Directors and its members. The Chairman or Chairwoman shall have authority to call special meetings of the Association and the Board of Directors. The Chairman serves as a voting member of specific committees as designated by association policy and as an ex-officio non-voting member of all other Association committees except the Elections Committee. Along with the other Officers and Immediate Past Chairman/Chairwoman, the Chairman or Chairwoman shall make appointments to other committees, subject to approval by a majority vote of the Board of Directors. The Chairman or Chairwoman shall advise the Board of Directors and keep it informed concerning the business and activities of the Association. The Chairman or Chairwoman shall provide an annual report to the members of Association and shall perform other functions assigned by the Board of Directors.

The Chairman or Chairwoman shall serve on the Board of Directors as Immediate Past Chairman/Chairwoman until the next Annual meeting following his or her term as Chairman or Chairwoman.

## **2. Vice Chairman/Vice Chairwoman.**

If approved by the Chairman/Chairwoman or a majority of the Board of Directors, the Vice Chairman or Vice Chairwoman shall serve the functions of the Chairman or Chairwoman in case of absence of the Chairman or Chairwoman and other duties assigned by the Chairman or Chairwoman. The Vice Chairman or Vice Chairwoman shall serve as voting co-chair of the Strategic Planning Committee and as voting chair of the Conventions Committee. The Vice Chairman or Vice Chairwoman serves as a voting member of specific committees as designated by association policy and as an ex-officio non-voting member of all other committees except the Elections Committee. Along with the other Officers and Immediate Past Chairman/Chairwoman, the Vice Chairman or Vice Chairwoman shall make appointments to other committees, subject to approval by a majority vote of the Board of Directors.

## **3. Treasurer.**

The Treasurer is the principal elected financial officer of the Association, and shall serve as voting Chair of the Finance and Audit Committee. The Treasurer shall have general supervision of the financial affairs of the Association, any subordinate group or committee of the Association, as well as all reserve and special funds of the Association. The Treasurer shall ensure that adequate and accurate records are maintained and reviewed. The Treasurer serves as a voting member of specific committees as designated by association policy and as an ex-officio non-voting member of all committees except the Elections Committee. Along with the other Officers and Immediate Past Chairman/Chairwoman the Treasurer shall make appointments to other committees, subject to approval by a majority vote of the Board of Directors.

## **4. Secretary.**

The Secretary shall ensure that proper minutes of the meetings of the Association, the Board of Directors, and the Officers, are prepared and kept, and that all orders, votes and resolutions that are not otherwise referred to anyone else for handling are executed. Such duties of the Secretary as may be specified by the Board of Directors may be delegated to the President. The Secretary shall serve as voting Chair of the Bylaws Committee. The Secretary serves as a voting member of specific committees as designated by association policy and as an ex-officio non-voting member of all committees except the Elections Committee. Along with the other Officers and Immediate Past Chairman/Chairwoman, the Secretary shall make appointments to other committees, subject to approval by a majority vote of the Board of Directors.

## **5. President.**

The President is the chief executive officer of AAHOA. The President has exclusive responsibility and authority for the staff of AAHOA. The President is engaged by the Officers of AAHOA, not to include himself/herself, subject to confirmation by the Board of Directors. The President serves

as a voting member of specific committees as designated by association policy and as an ex-officio non-voting member of all committees. Along with the other Officers and Immediate Past Chairman/Chairwoman, the President shall make appointments to other committees, subject to approval by a majority vote of the Board of Directors.

## **6. Action by the Officers.**

(a) The Officers may act in the place of the Board of Directors when authority to perform specific duties and functions is specifically designated or assigned by the Board, or in emergency matters where action is temporary. Such action shall be subject to ratification by the Board.

(b) The Chairman or Chairwoman shall call a meeting of the Officers when necessary for the best interests of the Association, and shall give no less than three (3) days advance notice of the meeting to his or her fellow officers.

(c) Notice may be waived by the Officers.

(d) At any meeting of the Officers, a quorum shall consist of a majority of the Officers entitled to vote.

(e) A majority of the votes cast by the Officers who are present or participating in any meeting shall be necessary and sufficient for the transaction of any business unless otherwise provided by law or in these Bylaws.

(f) *Acting without a meeting.* The Officers may act without a meeting by mail ballot or written consent that is delivered by electronic mail, agreed upon digital communication, or other delivery service, when at least two-thirds (2/3) of all eligible voting Officers vote in favor of a matter presented by the Chairman or Chairwoman.

(g) At each meeting of the Board of Directors, the Officers shall report any actions that they have taken since the prior meeting.

(h) No "Direct relative", which means spouses, parents, grandparents, uncles, aunts, children, siblings, nieces, or nephews, whether by blood, adoption, or marriage shall concurrently serve as Officers.

## **7. Succession.**

(a) During each annual meeting, at the first meeting of the incoming Board of Directors, the current Officers shall automatically succeed to the next Officer position as follows: Vice Chairman/Vice Chairwoman to Chairman/Chairwoman, Treasurer to Vice Chairman/Vice Chairwoman, and Secretary to Treasurer. The Chairman or Chairwoman becomes the Immediate Past Chairman/Chairwoman.

(b) If any Officer, other than the President, does not desire to serve, or cannot serve, in any office to which he/she succeeds, then the Board of Directors shall elect a new Secretary from nominations submitted by the Officers, and cause any necessary Board members to succeed to the next Officer position. Positions filled by the Board shall be for the unfinished Officer position

term only, and such Officer positions shall be filled by a vote of the eligible voting membership at the next annual meeting/convention.

(c) If there is a vacancy in the Officer position of Chairman or Chairwoman prior to the annual meeting of the Board of Directors and convention, each of the remaining Officers shall immediately succeed to the next Officer positions, for the unfinished terms of such Officer positions, and the Board of Directors shall elect a new Secretary and/or whatever other Officer positions are vacant, from nominations by the Officers. Officer positions filled by the Board in this manner shall be for the unfinished term(s) only. At the next annual meeting/convention, any currently-serving Officers who succeeded to and filled such Officer positions for the unfinished term(s) will remain in these same Officer positions, as if they had succeeded to such positions in the normal course of business without the vacancy that caused them to succeed early to such unfilled Officer positions. For any Officer positions that were filled by a Board appointment, such positions shall be filled by the eligible voting membership at the next annual meeting/convention.

If there becomes any other Officer vacancy, other than the Chairman or Chairwoman (which is addressed in paragraph (c) above) or the President, prior to the annual meeting of the Board of Directors, each of the remaining Officers shall succeed to the next Officer position and the Board of Directors will elect a new Secretary and/or whatever positions are vacant, from nominations by the Officers. Officer positions filled by the Board in this manner shall be for the unfinished term(s). At the next annual meeting/convention, any currently-serving Officers who succeeded to and filled such Officer positions for the unfinished term(s) will succeed to the next Officer position to ensure that there are no vacancies in the Officer positions caused by the initial Officer vacancy. For any Officer positions that were filled by a Board appointment, such positions and any other vacant positions as a result of succession shall be filled by the eligible voting membership at the next annual meeting/convention.

## **8. Officer Terms.**

(a) Officers, other than the President, serve in their current position from one annual convention until the next. Succession in position is contained in these Bylaws.

(b) Terms begin immediately following their election or succession to office, or until their successors take office.

(c) If the elected Secretary is a current Regional Director or Divisional Director, the Secretary shall continue to serve as both the Secretary and Regional Director during his/her first year as an Officer. The Secretary's corresponding Regional Director seat shall then be open for election at the annual meeting at which he/she becomes the Treasurer. If the elected Secretary holds any Director at Large position, the Secretary will hold the dual role until the Director at Large term naturally expires.

(d) Any person serving, or who has previously served, as an officer may not stand for election to the Board of Directors again.

## **9. Compensation.**

Officers, other than the President, do not receive compensation for their services but may be reimbursed for expenses.

## **ARTICLE VII – COMMITTEES**

Committees may be established from time to time by the Board of Directors to engage Association members and partners and to assist in the success of AAHOA. Such Committees are advisory in nature and authority. Committees shall not create, alter, amend, add to or subtract from any policy of the Association, which remains the sole authority of the Board of Directors.

## **ARTICLE VIII – REGIONS & DIVISIONS**

1. AAHOA Regions & Divisions shall include:

(a) Regions

1. Alabama
2. Arkansas
3. Central Midwest, comprised of Kansas, Missouri, and Oklahoma
4. Florida
5. Georgia
6. Gulf, comprised of Louisiana, and Mississippi
7. Mid Atlantic, comprised of Delaware, New Jersey, and Pennsylvania
8. Mid South, comprised of Kentucky and Tennessee
9. North Carolina
10. North Central, comprised of Indiana, Ohio, and Michigan
11. North Pacific, comprised of Nevada and any area in California with a postal zip code of 93600 or greater
12. North Texas, comprised of the following Texas counties: Anderson, Andrews, Archer, Armstrong, Bailey, Baylor, Borden, Bosque, Bowie, Briscoe, Brown, Callahan, Camp, Carson, Cass, Castro, Cherokee, Childress, Clay, Cochran, Coke, Coleman, Collin, Collingsworth, Comanche, Cooke, Coryell, Cottle, Crosby, Dallam, Dallas, Dawson, Deaf Smith, Delta, Denton, Dickens, Donley, Eastland, Ector, Ellis, Erath, Fannin, Fisher, Floyd, Foard, Franklin, Freestone, Gaines, Garza, Glasscock, Gray, Grayson, Gregg, Hale, Hall, Hamilton, Hansford, Hardeman, Harrison, Hartley, Haskell, Hemphill, Henderson, Hill, Hockley, Hood, Hopkins, Howard, Hunt, Hutchinson, Jack, Johnson, Jones, Kaufman, Kent, King, Knox, Lamar, Lamb, Lampasas, Limestone, Lipscomb, Loving, Lubbock, Lynn, Marion, Martin, McLennan, Midland, Mills, Mitchell, Montague, Moore, Morris, Motley, Navarro, Nolan, Ochiltree, Oldham, Palo Pinto, Panola, Parker, Parmer, Potter, Rains, Randall, Red River, Roberts, Rockwall, Runnels, Rusk, Scurry, Shackelford, Sherman, Smith, Somervell, Stephens, Sterling, Stonewall, Swisher, Tarrant, Taylor, Terry, Throckmorton, Titus,



- Upshur, Van Zandt, Wheeler, Wichita, Wilbarger, Winkler, Wise, Wood, Yoakum, Young
13. Northeast, comprised of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont
  14. Northwest, comprised of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming
  15. South Carolina
  16. South Central Texas, comprised of the following Texas counties: Aransas, Atascosa, Bandera, Bastrop, Bee, Bell, Bexar, Blanco, Brewster, Brooks, Burnet, Caldwell, Calhoun, Cameron, Comal, Concho, Crane, Crockett, Culberson, DeWitt, Dimmit, Duval, Edwards, El Paso, Falls, Fayette, Frio, Gillespie, Goliad, Gonzales, Guadalupe, Hays, Hidalgo, Hudspeth, Irion, Jackson, Jeff Davis, Jim Hogg, Jim Wells, Karnes, Kendall, Kenedy, Kerr, Kimble, Kinney, Kleberg, La Salle, Lavaca, Lee, Live Oak, Llano, Mason, Maverick, McCulloch, McMullen, Medina, Menard, Milam, Nueces, Pecos, Presidio, Reagan, Real, Reeves, Refugio, San Patricio, San Saba, Schleicher, Starr, Sutton, Terrell, Tom Green, Travis, Upton, Uvalde, Val Verde, Victoria, Ward, Webb, Willacy, Williamson, Wilson, Zapata, Zavala
  17. South Pacific, comprised of Hawaii and any area in California with a postal zip code less than 93600
  18. Southeast Texas, comprised of the following Texas counties: Angelina, Austin, Brazoria, Brazos, Burlison, Chambers, Colorado, Fort Bend, Galveston, Grimes, Hardin, Harris, Houston, Jasper, Jefferson, Leon, Liberty, Madison, Matagorda, Montgomery, Nacogdoches, Newton, Orange, Polk, Robertson, Sabine, San Augustine, San Jacinto, Shelby, Trinity, Tyler, Walker, Waller, Washington, Wharton
  19. Southwest, comprised of Arizona, Colorado, New Mexico, and Utah
  20. Upper Midwest, comprised of Illinois, Iowa, Minnesota, Nebraska, North Dakota, Wisconsin, and South Dakota
  21. Washington D.C. Area, comprised of Maryland, Virginia, Washington, DC, and West Virginia
- (b) Divisions
1. Eastern Division shall be defined to include the following regions: Alabama, Florida, Georgia, Gulf, Mid Atlantic, Mid South, North Carolina, North Central, Northeast, South Carolina, Washington.
  2. Western Division shall be defined to include the following regions: Arkansas, Central Midwest, North Pacific, North Texas, Northwest, South Central Texas, South Pacific, Southeast Texas, Southwest, Upper Midwest.

#### **ARTICLE IX – INDEMNIFICATION**

The Association shall indemnify to the fullest extent authorized by law (including as authorized by the GNCC, as it may be amended from time to time) any individual who is a party to a

proceeding because he/she is or was a current or former Director, Officer, Committee Member or Employee against liability incurred in the proceeding, provided however that in each case the indemnification of such individual is consistent with public policy, and is subject to the limitations set forth in the law. The Association may purchase insurance for such indemnification.

## **ARTICLE X – AMENDMENTS TO THE BYLAWS AND/OR POLICY AND PROCEDURE**

### **1. Process for Amending the Bylaws.**

The Bylaws may be amended, repealed or added to in the following manner only:

(a) Any Board member or ten percent (10%) of the members of the Association eligible to vote may at any time propose in writing, addressed to the Chairman or Chairwoman of the Board of Directors, an amendment or deletion of or addition to any existing provision or provisions of the Bylaws.

(b) The Chairman or Chairwoman of the Board may present such proposed amendment, repeal or addition at the next regular or special meeting of the Board of Directors and in doing so shall incorporate in the notice of that meeting a statement that such proposed amendment, deletion or addition will be considered. No such proposed amendment, deletion or addition shall be considered at any meeting of the Board of Directors unless such notice has been given to each member of the Board of Directors not less than five (5) days prior to its meeting. Notice may be waived by a unanimous vote of the members of the Board.

(c) At the meeting of the Board of Directors called in accordance with the above provisions, the proposed amendment, deletion or addition to the Bylaws shall be considered and voted upon only if three-fourths of all of the members of the Board of Directors who are eligible to vote are present at such meeting. If, at this meeting, three-fourths (3/4) of all the members of the Board of Directors eligible to vote (including members of the Board not present at the meeting) vote in favor of the proposed amendment, deletion or addition to the Bylaws, such amendment, deletion or addition shall be considered adopted as of such date. If, at this meeting, there is not a sufficient number of members of the Board of Directors present to adopt the proposed amendment, deletion or addition, the Chairman or Chairwoman of the Board may within ten (10) days thereafter transmit such proposed amendment, deletion or addition to each voting member of the Board of Directors for a vote by mail ballot or by e-mail ballot. If the Chairman or Chairwoman of the Board of Directors shall have received, within thirty (30) days thereafter, the unanimous votes in writing of the Board of Directors in favor of such proposed amendment, deletion or addition, it shall be deemed to be adopted with the same force and effect as if it had been adopted at a duly constituted meeting.

(d) Amendments, deletions, or additions to the Bylaws adopted by the Board of Directors shall be filed in the office of AAHOA and shall become effective thirty (30) days after the approval of the Board of Directors, or at such time as designated by the Board of Directors. Copies of the Bylaws shall be available to the members upon request.

## **2. Process for Amending Policy and Procedure.**

The Policy and Procedure of AAHOA may be amended, repealed or added to in the following manner only:

(a) Any AAHOA member or the AAHOA President may at any time propose in writing, addressed to the Chairman or Chairwoman of the Board of Directors, an amendment or deletion of or addition to any existing provision or provisions of AAHOA Policy or Procedure.

(b) The Chairman or Chairwoman of the Board may present such proposed amendment, repeal or addition at the next regular or special meeting of the Board of Directors and in doing so shall incorporate in the notice of that meeting a statement that such proposed amendment, deletion or addition will be considered. No such proposed amendment, deletion or addition shall be considered at any meeting of the Board of Directors unless such notice has been given to each member of the Board of Directors not less than five (5) days prior to its meeting. Notice may be waived by a unanimous vote of the members of the Board.

(c) At the meeting of the Board of Directors called in accordance with the above provisions, the proposed amendment, deletion or addition to the Policy or Procedure shall be considered and voted upon only if a quorum of all of the members of the Board of Directors who are eligible to vote are present at such meeting. If, at this meeting, no less than two-thirds (2/3) of the quorum present vote in favor of the proposed amendment, deletion or addition to the Policy or Procedure, such amendment, deletion or addition shall be considered adopted as of such date. If, at this meeting, there is not a sufficient number of members of the Board of Directors present to adopt the proposed amendment, deletion or addition, the Chairman or Chairwoman of the Board may within ten (10) days thereafter transmit such proposed amendment, deletion or addition to each voting member of the Board of Directors for a vote by mail ballot or by e-mail ballot. If the Chairman or Chairwoman of the Board of Directors shall have received, within thirty (30) days thereafter, no less than two-thirds (2/3) votes in writing of the Board of Directors in favor of such proposed amendment, deletion or addition, it shall be deemed to be adopted with the same force and effect as if it had been adopted at a duly constituted meeting.

(d) Amendments, deletions, or additions to the Policy or Procedure adopted by the Board of Directors shall be filed in the office of AAHOA and shall become effective thirty (30) days after the approval of the Board of Directors, or at such time as designated by the Board of Directors.