



## **BYLAWS**

Amended: August 13, 2020

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

|   |    |
|---|----|
| ARTICLE I – GENERAL .....   | 4  |
| 1. Name.....  | 4  |
| 2. Offices.....   | 4  |
| 3. Mission.....   | 4  |
| 4. Restrictions.....  | 4  |
| 5. Governing Instruments.....   | 4  |
| 6. Powers.....  | 4  |
| ARTICLE II – MEMBERSHIP .....   | 5  |
| 1. Membership Eligibility.....  | 5  |
| 2. Application.....   | 5  |
| 3. Dues.....  | 6  |
| 4. Suspension of Membership.....  | 6  |
| 5. Permanent Cancellation of Membership or Change of Membership Status..... | 6  |
| ARTICLE III – MEMBERSHIP MEETINGS AND VOTING .....                          | 7  |
| 1. Annual and Special Membership Meetings.....                              | 7  |
| 2. Notice of Membership Meetings.....                                       | 7  |
| 3. Manner of Acting.....  | 7  |
| ARTICLE IV – BOARD OF DIRECTORS.....  | 7  |
| 1. Directors.....   | 7  |
| 2. Composition of the Board of Directors.....                               | 7  |
| 3. Terms.....   | 8  |
| 4. Meetings of the Board of Directors.....                                  | 9  |
| 5. Quorum; Vote Required for Action.....                                    | 9  |
| 6. Notice.....  | 9  |
| 7. Compensation.....  | 10 |
| 8. Vacancies.....   | 10 |
| 9. Change in Status.....  | 10 |
| 10. Removal for Cause or Unexcused Absences.....                            | 10 |
| ARTICLE V - ELECTIONS .....   | 10 |
| 1. Election of Directors.....   | 10 |
| 2. Qualifications for Members of the Board of Directors.....                | 11 |
| ARTICLE VI – OFFICERS.....  | 12 |
| 1. AAHOA Chair.....   | 12 |
| 2. AAHOA Vice Chair.....  | 12 |
| 3. Treasurer.....   | 12 |
| 4. Secretary.....   | 12 |
| 5. President & CEO.....   | 13 |
| 6. Action by the Officers.....  | 13 |
| 7. Succession.....  | 14 |
| 8. Officer Terms.....   | 14 |
| 9. Compensation.....  | 15 |
| ARTICLE VII – COMMITTEES.....   | 15 |
| ARTICLE VIII – REGIONS & DIVISIONS.....                                     | 15 |
| ARTICLE IX – INDEMNIFICATION .....  | 17 |
| ARTICLE X – AMENDMENTS TO THE BYLAWS AND/OR POLICY .....                    | 17 |

1. Process for Amending the Bylaws..... 17  
2. Process for Amending Governance Policy. .... 18



40 **ARTICLE II – MEMBERSHIP**

41

42 **1. Membership Eligibility.**

43 There shall be two (2) classes of membership in AAHOA as follows:

44 (a) *Hotelier Members.* Any individual who owns, or who holds a membership interest in an  
45 entity that owns, a proprietary interest in any hotel, or any individual who is interested in  
46 acquiring such a proprietary interest, is eligible to be a member of AAHOA. Members shall be  
47 entitled to one vote per person upon satisfying applicable voter eligibility requirements that may  
48 be changed from time to time by the Board of Directors. Membership is conferred to individuals.

49 i. Membership Types

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

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

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

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

66 ii. Each member shall be assigned an individual membership number.

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

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

75 **2. Application.**

76 Application for membership shall be made according to the procedures which may be adopted  
77 from time to time by the Board of Directors. Membership shall be conferred according to

78 procedures adopted by the Board of Directors.

79

80 **3. Dues.**

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

83

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

86

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

89

90 (c) A member in good standing shall be any Honorary Member, Lifetime Member, Future  
91 Hotelier, and any Annual Member who is current on their dues or within sixty (60) days  
92 of their renewal date.

93

94 **4. Suspension of Membership.**

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

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

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

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

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

117 This written statement shall be accompanied by a notice of the date, time and location of the  
118 meeting of the Board of Directors at which the reasons or charges for the permanent cancellation  
119 of membership shall be considered and deliberated. The member shall have an opportunity to  
120 contest the proposed permanent cancellation of membership in writing or in person, before the

121 Board of Directors at the set meeting.

122 (c) A member shall have their membership immediately cancelled upon conviction or  
123 entering a plea of nolo contendere (or no contest) to a crime of sexual harassment or any crime  
124 involving trafficking as defined by federal, state, or local laws. Any person removed as a member  
125 because of convictions, or entering a plea of nolo contendere (or no contest), described herein  
126 may petition AAHOA to become eligible for reinstatement of membership after five years  
127 following the conviction. The vote to reinstate the membership by the Board of Directors must  
128 carry by no less than two-thirds (2/3) majority of Directors eligible to vote.

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

130

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

132 An annual meeting of members shall be held on the date, time, and at the location which the  
133 Board of Directors shall determine for the purpose of: (A) electing Officers and/or Directors, (B)  
134 the report of the President and Treasurer or designee(s) as to the activities and financial  
135 condition of AAHOA, and (C) for the transaction of such other business as may come before the  
136 meeting. Special meetings of the members may be called by the AAHOA Chair of the Board of  
137 Directors on his/her own, or by a majority of the Board of Directors, for the purpose of  
138 transacting business of AAHOA within the limits of these Bylaws.

139

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

141 Notice of the date, time and location of any annual or special membership meeting shall be sent  
142 to each active member by first class mail, nationally recognized overnight courier services  
143 company, or through electronic means, at least thirty (30) days prior to the meeting date. A  
144 failure to deliver, or a defect in the delivery of, the notice to one or several eligible voting  
145 members shall not invalidate the membership meeting or any action taken at the meeting.

146

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

148 An act of the majority of the eligible voting members voting at a meeting shall be the act of all of  
149 the members, unless the act of a greater number of eligible voting members is required by law  
150 or these Bylaws. A quorum for membership voting is ten percent (10%) of the total number of  
151 eligible voting members, except for those matters which are not described in the meeting notice,  
152 in which case the quorum shall be twenty percent (20%) of the total number of eligible voting  
153 members.

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

155

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

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

161

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

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

- 164 i. AAHOA Chair
- 165 ii. AAHOA Vice Chair
- 166 iii. Treasurer
- 167 iv. Secretary
- 168 v. AAHOA Past Chair, ex-officio.
- 169 vi. One (1) Regional Director from each AAHOA region
- 170 vii. Female Director Eastern Division
- 171 viii. Female Director Western Division
- 172 ix. Young Professional Director Eastern Division
- 173 x. Young Professional Director Western Division
- 174 xi. Director at Large
- 175 xii. Director at Large, which shall expire at the close of the 2020 elections
- 176 xiii. Director at Large, which shall expire at the close of the 2021 elections
- 177 xiv. Industry Partner
- 178 xv. AAHOA President, ex-officio, non-voting member of the Board of Directors.

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

181 (c) The AAHOA Past Chair may only vote to break a tie.

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

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

### 189 **3. Terms.**

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

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

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



204 This restriction shall not apply to:

- 205 i. Director serving in an Officer position
- 206 ii. Director reelected, after leaving the Board of Directors, in a year after the
- 207 completion of two consecutive terms
- 208 iii. AAHOA President
- 209 iv. AAHOA Past Chair

210 **4. Meetings of the Board of Directors.**

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

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

217 (c) *AAHOA Chair presides.* At all meetings of the Board of Directors, the AAHOA Chair shall  
218 preside. In the AAHOA Chair's absence, the AAHOA Vice Chair shall act as Chair. In the absence  
219 of both the AAHOA Chair and AAHOA Vice Chair, the Treasurer shall act as AAHOA Chair or the  
220 meeting may be rescheduled.

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

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

228 At any regular or special meetings of the Board of Directors, a majority of the voting members of  
229 the Board of Directors forms a quorum. For purposes of establishing a quorum, the AAHOA Past  
230 Chair of the Board of Directors shall not be counted as a voting member. A majority of the votes  
231 cast by the eligible voting members of the Board of Directors present at any meeting at which a  
232 quorum is present shall constitute action of the Board of Directors. Voting by proxy is not  
233 permitted.  
234

235 **6. Notice.**

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

245

246 **7. Compensation.**

247 Directors shall not receive compensation for their services, but may be reimbursed for expenses  
248 and receive gifts in recognition of their service to AAHOA.

249

250 **8. Vacancies.**

251 Vacancies by or among members of the Board of Directors shall be filled by the Board of  
252 Directors based on nominations by any Officer. Such vacancies shall be filled by a secret ballot  
253 vote at any duly called meeting of the Board of Directors at which at least seventy five percent  
254 (75%) of the voting members of the Board of Directors are in attendance. The nominee with  
255 the highest votes shall be declared the newly appointed Director to fill the vacant position. Any  
256 Board-appointed Director shall be a non-voting member of the Board of Directors, and the  
257 term of any such Board-appointed Director shall expire at the next annual meeting, at which  
258 time the eligible voting members shall elect a Director to fill the open position. The Board-  
259 appointed Director shall be eligible to stand for election to the open position at the next annual  
260 meeting, so long as he/she satisfies the eligibility requirements for doing so. Any candidates  
261 nominated by an Officer to fill a vacant position must satisfy the same eligibility requirements  
262 as candidates for an open position on the Board of Directors.

263

264 **9. Change in Status.**

265 The term of any Officer who fails to reside in the United States shall be terminated  
266 immediately. For a Director who is jointly serving as an Officer and a Director for a designated  
267 region or division, in the event of his/her relocation of the official residence to another region or  
268 division, the Officer's term as the Director for that region or division shall be terminated, but the  
269 Officer shall be allowed to continue in his/her role as an Officer so long as he/she is still a resident  
270 of the United States. Officers and Directors are required to maintain individual Association  
271 membership at all times during their term of office.

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

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

284

**ARTICLE V - ELECTIONS**

285

286 **1. Election of Directors.**

287 At the annual meeting of the Members, the eligible voting members shall elect members of the  
288 Board of Directors and a Secretary in the manner set forth in the policies and procedures that

289 may be adopted from time to time by the Board of Directors.

290

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

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

293 a) Currently serve on an AAHOA committee, have served on an AAHOA committee for one  
294 (1) full term, or have served on a hospitality industry, hospitality brand, community  
295 service, or local business association committees and/or board of directors.

296 b) Not be convicted of a felony, or a misdemeanor involving moral turpitude.

297 c) Have attended the AAHOA candidate orientation held annually at the convention; this  
298 requirement shall not apply to a current member of the Board of Directors.

299 d) Be a paid member of AAHOA by April 1 in each of the two (2) years prior to the year of  
300 election and become a Lifetime Member on or before January 1 in the year in which the  
301 election will be held. Any director previously removed from the Board of Directors is not  
302 eligible to be a candidate for two (2) years from the time of the removal.

303 e) Have resided in the designated region or division he/she seeks to represent for a period  
304 of not less than one year immediately prior to the election. Government issued  
305 identification shall be accepted as evidence of residence.

306 f) Only contest for one (1) Board of Directors seat at any given time. The candidate can only  
307 stand for election either from his/her own region or division, or as a candidate at large.

308 g) Sign the Candidate Nomination Form created by the Elections Committee.

309 h) Not submit or sign a Candidate Nomination Form for multiple positions in the same  
310 election. Any candidate in violation of this provision shall be disqualified.

311 i) Have, or have had in the past 365 days, at least twenty Percent (20%) combined  
312 partnership or ownership interest in one or multiple hotels. For the Young Professional  
313 position, there will be an exception to the 20% hotel ownership rule if proof is provided  
314 of active management of one or more hotels.

315 j) Sign and honor the AAHOA Code of Conduct, Ethics, and Conflict of Interest policies.

316 k) Execute an affirmation of qualifications document that verifies that the candidate  
317 satisfies the Director qualifications in compliance with AAHOA's governing documents,  
318 and sets forth all duties, responsibilities, and disclosures as it relates to qualifications as  
319 a director of AAHOA.

320 l) Adhere to and defend AAHOA's governing documents, rules, regulations, and policies.

321 m) Make a good faith effort to submit all required candidate information within 21 days of  
322 their original nominee submission. Any candidate failing to do so is ineligible to stand  
323 for election to the Board of Directors in the next election.

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

325  
326

## ARTICLE VI – OFFICERS

### 327 **1. AAHOA Chair.**

328 The AAHOA Chair of the Board of Directors is the chief elected officer of AAHOA, and shall chair  
329 meetings of the Board of Directors and preside at meetings of AAHOA with the power to vote in  
330 meetings of the Board of Directors and its members. The AAHOA Chair shall have authority to  
331 call special meetings of AAHOA and the Board of Directors. The Chair serves as a voting member  
332 of specific committees as designated by AAHOA policy and as an ex-officio non-voting member  
333 of all other AAHOA committees except the Elections Committee and Awards Committee. Along  
334 with the other Officers and AAHOA Past Chair, the AAHOA Chair shall make appointments to  
335 other committees, subject to approval by a majority vote of the Board of Directors. The AAHOA  
336 Chair shall advise the Board of Directors and keep it informed concerning the business and  
337 activities of AAHOA. The AAHOA Chair shall provide an annual report to the members of AAHOA  
338 and shall perform other functions assigned by the Board of Directors. The AAHOA Chair shall  
339 serve on the Board of Directors as AAHOA Past Chair until the next Annual Meeting following his  
340 or her term as AAHOA Chair. The Chair shall also serve as PAC Fundraising Chair, leading  
341 AAHOA’s PAC goal setting efforts, fundraising strategy, outreach, and ensuring annual goals  
342 are achieved. The Chair shall report quarterly to the Board of Directors and the Government  
343 Affairs Committee, and annually to the members at the Annual Meeting.

344

### 345 **2. AAHOA Vice Chair.**

346 If approved by the AAHOA Chair or a majority of the Board of Directors, the AAHOA Vice Chair  
347 shall serve the functions of the AAHOA Chair in case of absence of the AAHOA Chair and other  
348 duties assigned by the AAHOA Chair. The AAHOA Vice Chair shall serve as voting co-chair of the  
349 Strategic Planning Committee and as voting chair of the Convention Committee. The AAHOA Vice  
350 Chair serves as a voting member of specific committees as designated by association policy and  
351 as an ex-officio non-voting member of all other committees except the Elections Committee and  
352 Awards Committee. Along with the other Officers and AAHOA Past Chair, the AAHOA Vice Chair  
353 shall make appointments to other committees, subject to approval by a majority vote of the  
354 Board of Directors.

355

### 356 **3. Treasurer.**

357 The Treasurer is the principal elected financial officer of AAHOA, and shall serve as voting Co-  
358 Chair of the Finance and Audit Committee. The Treasurer shall have general supervision of the  
359 financial affairs of AAHOA, as well as all reserve and special funds of AAHOA. The Treasurer shall  
360 ensure that adequate and accurate records are maintained and reviewed. The Treasurer serves  
361 as a voting member of specific committees as designated by AAHOA policy and as an ex-officio  
362 non-voting member of all committees except the Elections Committee and Awards Committee.  
363 Along with the other Officers and AAHOA Past Chair, the Treasurer shall make appointments to  
364 other committees, subject to approval by a majority vote of the Board of Directors.

365

### 366 **4. Secretary.**

367 The Secretary shall ensure that proper minutes of the meetings of AAHOA, the Board of Directors,  
368 and the Officers, are prepared and kept, and that all orders, votes and resolutions that are not

369 otherwise referred to anyone else for handling are executed. Such duties of the Secretary as may  
370 be specified by the Board of Directors may be delegated to the President. The Secretary shall  
371 serve as voting Chair of the Bylaws Committee. The Secretary serves as a voting member of  
372 specific committees as designated by AAHOA policy and as an ex-officio non-voting member of  
373 all committees except the Elections Committee and Awards Committee. Along with the other  
374 Officers and AAHOA Past Chair, the Secretary shall make appointments to other committees,  
375 subject to approval by a majority vote of the Board of Directors.  
376

#### 377 **5. President & CEO.**

378 The President & CEO is the chief executive officer of AAHOA. The President has exclusive  
379 responsibility and authority for the staff of AAHOA. The President is engaged by the Officers of  
380 AAHOA, not to include himself/herself, subject to confirmation by the Board of Directors. The  
381 President serves as a voting member of specific committees as designated by AAHOA policy and  
382 as an ex-officio non-voting member of all committees. Along with the other Officers and AAHOA  
383 Past Chair, the President shall make appointments to other committees, subject to approval by  
384 a majority vote of the Board of Directors.  
385

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

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

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

394 (c) Notice may be waived by the Officers.

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

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

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

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

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

409 **7. Succession.**

410 (a) During each Annual Meeting, at the first meeting of the incoming Board of Directors, the  
411 current Officers shall automatically succeed to the next Officer position as follows: AAHOA Vice  
412 Chair to AAHOA Chair, Treasurer to AAHOA Vice Chair, and Secretary to Treasurer. The AAHOA  
413 Chair becomes the AAHOA Past Chair.

414 (b) If any Officer, other than the President, does not desire to serve, or cannot serve, in any  
415 office to which he/she succeeds, then the Board of Directors shall elect a new Secretary from  
416 nominations submitted by the Officers, and cause any necessary Officers to succeed to the next  
417 Officer position. Positions filled by the Board of Directors shall be for the unfinished Officer  
418 position term only, and such Officer positions shall be filled by a vote of the eligible voting  
419 membership at the next Annual Meeting.

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

431 If there becomes any other Officer vacancy, other than the AAHOA Chair (which is addressed in  
432 paragraph (c) above) or the President, prior to the Annual Meeting, each of the remaining  
433 Officers shall succeed to the next Officer position and the Board of Directors will elect a new  
434 Secretary and/or whatever positions are vacant, from nominations by the Officers. Officer  
435 positions filled by the Board of Directors in this manner shall be for the unfinished term(s). At the  
436 next Annual Meeting, any currently-serving Officers who succeeded to and filled such Officer  
437 positions for the unfinished term(s) will succeed to the next Officer position to ensure that there  
438 are no vacancies in the Officer positions caused by the initial Officer vacancy. For any Officer  
439 positions that were filled by a Board of Directors appointment, such positions and any other  
440 vacant positions as a result of succession shall be filled by the eligible voting membership at the  
441 next Annual Meeting.

442 **8. Officer Terms.**

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

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

447 (c) If the elected Secretary is a current Regional Director or Division Director, the Secretary  
448 shall continue to serve as both the Secretary and Regional/Division Director during his/her first  
449 year as an Officer. The Secretary's corresponding Regional/Division Director seat shall then be

450 open for election at the annual meeting at which he/she becomes the Treasurer. If the elected  
451 Secretary holds any Director at Large position, the Secretary will hold the dual role until the  
452 Director at Large term naturally expires.

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

455 **9. Compensation.**

456 Officers, other than the President, do not receive compensation for their services but may be  
457 reimbursed for expenses and receive gifts in recognition of their service to AAHOA.

458 **ARTICLE VII – COMMITTEES**

459  
460 Committees may be established from time to time by the Board of Directors to engage  
461 Association members and partners and to assist in the success of AAHOA. Such Committees may  
462 be advisory in nature and authority or may act independently in carrying out their charge as  
463 defined in AAHOA Governance Policy. Committees shall not create, alter, amend, add to or  
464 subtract from any policy of AAHOA, which remains the sole authority of the Board of Directors.

465 **ARTICLE VIII – REGIONS & DIVISIONS**

466  
467 **1. AAHOA Regions & Divisions shall include:**

- 468 (a) Regions
- 469 i. Alabama
  - 470 ii. Arkansas
  - 471 iii. Central Midwest, comprised of Kansas, Missouri, and Oklahoma
  - 472 iv. Florida
  - 473 v. Georgia
  - 474 vi. Greater Los Angeles Area, comprised of the following California counties: Kern, Kings,  
475 Inyo, Los Angeles, Santa Barbara, San Luis Obispo, Tulare, Ventura
  - 476 vii. Gulf, comprised of Louisiana and Mississippi
  - 477 viii. Mid Atlantic, comprised of Delaware, New Jersey, and Pennsylvania
  - 478 ix. Mid South, comprised of Kentucky and Tennessee
  - 479 x. North Carolina
  - 480 xi. North Central, comprised of Indiana, Ohio, and Michigan
  - 481 xii. North Pacific, comprised of Nevada and any area in California with a postal zip code of  
482 93600 or greater
  - 483 xiii. North Texas, comprised of the following Texas counties: Anderson, Andrews, Archer,  
484 Armstrong, Bailey, Baylor, Borden, Bosque, Bowie, Briscoe, Brown, Callahan, Camp,  
485  
486

- 487 Carson, Cass, Castro, Cherokee, Childress, Clay, Cochran, Coke, Coleman, Collin,  
488 Collingsworth, Comanche, Cooke, Coryell, Cottle, Crosby, Dallam, Dallas, Dawson, Deaf  
489 Smith, Delta, Denton, Dickens, Donley, Eastland, Ector, Ellis, Erath, Fannin, Fisher, Floyd,  
490 Foard, Franklin, Freestone, Gaines, Garza, Glasscock, Gray, Grayson, Gregg, Hale, Hall,  
491 Hamilton, Hansford, Hardeman, Harrison, Hartley, Haskell, Hemphill, Henderson, Hill,  
492 Hockley, Hood, Hopkins, Howard, Hunt, Hutchinson, Jack, Johnson, Jones, Kaufman, Kent,  
493 King, Knox, Lamar, Lamb, Lampasas, Limestone, Lipscomb, Loving, Lubbock, Lynn, Marion,  
494 Martin, McLennan, Midland, Mills, Mitchell, Montague, Moore, Morris, Motley, Navarro,  
495 Nolan, Ochiltree, Oldham, Palo Pinto, Panola, Parker, Parmer, Potter, Rains, Randall, Red  
496 River, Roberts, Rockwall, Runnels, Rusk, Scurry, Shackelford, Sherman, Smith, Somervell,  
497 Stephens, Sterling, Stonewall, Swisher, Tarrant, Taylor, Terry, Throckmorton, Titus,  
498 Upshur, Van Zandt, Wheeler, Wichita, Wilbarger, Winkler, Wise, Wood, Yoakum, Young
- 499 xiv. Northeast, comprised of Connecticut, Maine, Massachusetts, New Hampshire, New York,  
500 Rhode Island, and Vermont
- 501 xv. Northwest, comprised of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming
- 502 xvi. South Carolina
- 503 xvii. South Central Texas, comprised of the following Texas counties: Aransas, Atascosa,  
504 Bandera, Bastrop, Bee, Bell, Bexar, Blanco, Brewster, Brooks, Burnet, Caldwell, Calhoun,  
505 Cameron, Comal, Concho, Crane, Crockett, Culberson, DeWitt, Dimmit, Duval, Edwards,  
506 El Paso, Falls, Fayette, Frio, Gillespie, Goliad, Gonzales, Guadalupe, Hays, Hidalgo,  
507 Hudspeth, Irion, Jackson, Jeff Davis, Jim Hogg, Jim Wells, Karnes, Kendall, Kenedy, Kerr,  
508 Kimble, Kinney, Kleberg, La Salle, Lavaca, Lee, Live Oak, Llano, Mason, Maverick,  
509 McCulloch, McMullen, Medina, Menard, Milam, Nueces, Pecos, Presidio, Reagan, Real,  
510 Reeves, Refugio, San Patricio, San Saba, Schleicher, Starr, Sutton, Terrell, Tom Green,  
511 Travis, Upton, Uvalde, Val Verde, Victoria, Ward, Webb, Willacy, Williamson, Wilson,  
512 Zapata, Zavala
- 513 xviii. South Pacific, comprised of Hawaii and any of the following California counties: Imperial,  
514 Orange, Riverside, San Bernardino, San Diego
- 515 xix. Southeast Texas, comprised of the following Texas counties: Angelina, Austin, Brazoria,  
516 Brazos, Burleson, Chambers, Colorado, Fort Bend, Galveston, Grimes, Hardin, Harris,  
517 Houston, Jasper, Jefferson, Leon, Liberty, Madison, Matagorda, Montgomery,  
518 Nacogdoches, Newton, Orange, Polk, Robertson, Sabine, San Augustine, San Jacinto,  
519 Shelby, Trinity, Tyler, Walker, Waller, Washington, Wharton
- 520 xx. Southwest, comprised of Arizona, Colorado, New Mexico, and Utah
- 521 xxi. Upper Midwest, comprised of Illinois, Iowa, Minnesota, Nebraska, North Dakota,  
522 Wisconsin, and South Dakota
- 523 xxii. Washington D.C. Area, comprised of Maryland, Virginia, Washington, DC, and West  
524 Virginia
- 525 xxiii. AAHOA members who reside in Canada shall be considered members of AAHOA regions  
526 based on their Canadian province and as follows:



- 527 a. Ontario, Quebec, New Brunswick, Nova Scotia: Northeast Region
- 528 b. Manitoba: Upper Midwest Region
- 529 c. British Columbia, Alberta, Saskatchewan: Northwest Region

530 (b) Divisions

531 1. Eastern Division shall be defined to include the following regions: Alabama, Florida,  
532 Georgia, Gulf, Mid Atlantic, Mid South, North Carolina, North Central, Northeast, South  
533 Carolina, Washington.

534 2. Western Division shall be defined to include the following regions: Arkansas, Central  
535 Midwest, North Pacific, North Texas, Northwest, South Central Texas, South Pacific,  
536 Southeast Texas, Southwest, Upper Midwest.

537 **ARTICLE IX – INDEMNIFICATION**

538  
539 AAHOA shall indemnify to the fullest extent authorized by law (including as authorized by the  
540 GNCC, as it may be amended from time to time) any individual who is a party to a proceeding  
541 because he/she is or was a current or former Director, Officer, Committee Member, or Employee  
542 against liability incurred in the proceeding, provided however that in each case the  
543 indemnification of such individual is consistent with public policy, and is subject to the limitations  
544 set forth in the law. AAHOA may purchase insurance for such indemnification.  
545

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

547  
548 **1. Process for Amending the Bylaws.**  
549 The Bylaws may be amended in the following manner only:  
  
550 (a) Any Director or ten percent (10%) of the members of AAHOA eligible to vote may at any  
551 time propose in writing, addressed to the AAHOA Chair of the Board of Directors, an amendment  
552 or deletion of or addition to any existing provision or provisions of the Bylaws.

553 (b) The AAHOA Chair of the Board of Directors may present such proposed amendment at  
554 the next regular or special meeting of the Board of Directors and in doing so shall incorporate in  
555 the notice of that meeting a statement that such proposed amendment will be considered. No  
556 such proposed amendment shall be considered at any meeting of the Board of Directors unless  
557 such notice has been given to each member of the Board of Directors not less than five (5) days  
558 prior to its meeting. Notice may be waived by a unanimous vote of all members of the Board of  
559 Directors.

560 (c) At the meeting of the Board of Directors called in accordance with the above provisions,  
561 the proposed amendment to the Bylaws shall be considered and voted upon only if three-fourths  
562 (3/4) of all of the members of the Board of Directors who are eligible to vote are present at such  
563 meeting. If, at this meeting, the amendment is adopted by at least a three-fourths (3/4) vote in  
564 favor of the proposed amendment, such amendment shall be considered adopted as of such  
565 date. If, at this meeting, there is not a sufficient number of members of the Board of Directors

566 present to consider the proposed amendment the AAHOA Chair of the Board of Directors may  
567 within ten (10) days thereafter transmit such proposed amendment to each voting member of  
568 the Board of Directors for a vote by mail ballot or by e-mail ballot. If the AAHOA Chair of the  
569 Board of Directors shall have received, within thirty (30) days thereafter, the unanimous votes in  
570 writing of the Board of Directors in favor of such proposed amendment it shall be deemed to be  
571 adopted with the same force and effect as if it had been adopted at a duly constituted meeting.

572 (d) Amendments to the Bylaws adopted by the Board of Directors shall be filed in the office  
573 of AAHOA and shall become effective thirty (30) days after the adoption by the Board of  
574 Directors, or at such time as designated by the Board of Directors. A copy of the Bylaws shall be  
575 available to the members upon request.

## 576 **2. Process for Amending Governance Policy.**

577 The Governance Policy of AAHOA may be amended in the following manner only:

578 (a) Any AAHOA member or the AAHOA President may at any time propose in writing,  
579 addressed to the AAHOA Chair of the Board of Directors, an amendment to any existing provision  
580 of AAHOA Governance Policy.

581 (b) The AAHOA Chair of the Board of Directors may present such proposed amendment at  
582 the next regular or special meeting of the Board of Directors and in doing so shall incorporate in  
583 the notice of that meeting a statement that such proposed amendment will be considered. No  
584 such proposed amendment shall be considered at any meeting of the Board of Directors unless  
585 such notice has been given to each member of the Board of Directors not less than five (5) days  
586 prior to its meeting. Notice may be waived by a unanimous vote of all members of the Board of  
587 Directors.

588 (c) At the meeting of the Board of Directors called in accordance with the above provisions,  
589 the proposed amendment shall be considered and voted upon only if a quorum of members of  
590 the Board of Directors eligible to vote are present. If, at this meeting, the amendment is adopted  
591 by at least a two-thirds (2/3) vote in favor of the proposed amendment, such amendment shall  
592 be considered adopted as of such date. If, at this meeting, there is not a sufficient number of  
593 members of the Board of Directors present to consider the proposed amendment, the AAHOA  
594 Chair of the Board of Directors may within ten (10) days thereafter transmit such proposed  
595 amendment to each voting member of the Board of Directors for a vote by mail ballot or by e-  
596 mail ballot. If the AAHOA Chair of the Board of Directors shall have received, within thirty (30)  
597 days thereafter, no less than two-thirds (2/3) votes in writing in favor of such proposed  
598 amendment, it shall be deemed to be adopted with the same force and effect as if it had been  
599 adopted at a duly constituted meeting.

600 (d) Amendments to the Governance Policy adopted by the Board of Directors shall be filed  
601 in the office of AAHOA and shall become effective thirty (30) days after the adoption by the Board  
602 of Directors, or at such time as designated by the Board of Directors.