



BYLAWS

Amended: November 17, 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

**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.

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

3. Mission.

AAHOA's mission is to advance and protect the business interests of hotel owners through advocacy, industry leadership, professional development, member benefits, and community engagement.

4. Restrictions.

All policies and activities of AAHOA 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 AAHOA 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.

AAHOA, 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 Governance Policies 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.

AAHOA 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 AAHOA as follows:

(a) *Hotelier 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 AAHOA. 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 conferred to individuals.

i. Membership Types

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

(2) *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.

(3) *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.

(4) *Honorary Member.* The Board of Directors, upon a majority vote, 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.

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

iii. No person may have multiple hotelier 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) A member 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 AAHOA 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, AAHOA 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 AAHOA 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 AAHOA 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, 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 or entering a plea of nolo contendere (or no contest) to a crime 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, or entering a plea of nolo contendere (or no contest), described herein may petition AAHOA to become eligible for reinstatement of membership after five years following the conviction. The vote to reinstate the membership by the Board of Directors must carry by no less than two-thirds (2/3) majority of Directors eligible to vote.

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: (A) electing Officers and/or Directors, (B) the report of the President and Treasurer or designee(s) as to the activities and financial condition of AAHOA, and (C) for the transaction of such other business as may come before the meeting. Special meetings of the members may be called by the AAHOA Chair of the Board of Directors on his/her own, or by a majority of the Board of Directors, for the purpose of transacting business of AAHOA 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 first class mail, nationally recognized overnight courier services company, or through electronic means, at least thirty (30) 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, except for those matters which are not described in the meeting notice, in which case the quorum shall be twenty percent (20%) of the total number of eligible voting members.

ARTICLE IV – BOARD OF DIRECTORS

1. Directors.

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

2. Composition of the Board of Directors.

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

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

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

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

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

(e) Each elected Director 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 of Directors. 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:

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

4. Meetings of the Board of Directors.

(a) *Regular meetings.* The AAHOA Chair shall call a minimum of four (4) in-person Board of Directors 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 AAHOA Chair, or if requested by a majority of the Officers, for the purpose of transacting business of AAHOA within the limits of these Bylaws. Such live meetings may be held by telephonic, audio, or visual means as determined by the AAHOA Chair.

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

(d) *Acting without a meeting.* The Board of Directors may act, upon a notice of motion given no less than 24 hours in advance by the AAHOA Chair, 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 AAHOA Chair's motion. However, following notice by the AAHOA Chair and prior to a vote, no action may be taken if one-third or more of all Directors 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 of Directors forms a quorum. For purposes of establishing a quorum, the AAHOA Past Chair of the Board of Directors shall not be counted as a voting 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 of Directors. Voting by proxy is not permitted.

6. Notice.

It shall be incumbent to each member of the Board of Directors to provide the AAHOA Chair digital information necessary to deliver notification and information. Notice of regular meetings of the Board of Directors shall be sent by electronic mail or other digital technology to the electronic mail or digital destination provided by each Director at least twenty (20) days prior to the meeting date. The failure in delivery of such notices to one or several Directors shall not invalidate the meeting or any proceedings taken thereat. Notice of special meetings of the Board of Directors shall be sent to each Director 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 of Directors.

7. Compensation.

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

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 of Directors are in attendance. 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 of Directors, 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 of Directors.

9. Change in Status.

The term of any Officer who fails to reside in the United States shall be terminated immediately. For a Director 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 of Directors, 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 of Directors 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 AAHOA. 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 of Directors at which the removal is deliberated. A Director's absence for two (2) unexcused consecutive Board of Directors meetings shall be considered a resignation and shall result in automatic removal from the Board of Directors.

ARTICLE V - ELECTIONS

1. Election of Directors.

At the annual meeting of the Members, 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:

- a) 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 board of directors.
- b) Not be convicted of a felony, or a misdemeanor involving moral turpitude.
- c) Have attended the AAHOA candidate orientation held annually at the convention; this requirement shall not apply to a current member of the Board of Directors.
- d) 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 of Directors is not eligible to be a candidate for two (2) years from the time of the removal.
- e) 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.
- f) Only contest for one (1) Board of Directors seat at any given time. The candidate can only stand for election either from his/her own region or division, or as a candidate at large.
- g) Sign the Candidate Nomination Form created by the Elections Committee.

- h) Not submit or sign a Candidate Nomination Form for multiple positions in the same election. Any candidate in violation of this provision shall be disqualified.
- i) 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 proof is provided of active management of one or more hotels.
- j) Sign and honor the AAHOA Code of Conduct, Ethics, and Conflict of Interest policies.
- k) Execute an affirmation of qualifications document that verifies that the candidate satisfies the Director 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.
- l) Adhere to and defend AAHOA's governing documents, rules, regulations, and policies.
- m) 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. AAHOA Chair.

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

2. AAHOA Vice Chair.

If approved by the AAHOA Chair or a majority of the Board of Directors, the AAHOA Vice Chair

shall serve the functions of the AAHOA Chair in case of absence of the AAHOA Chair and other duties assigned by the AAHOA Chair. The AAHOA Vice Chair shall serve as voting co-chair of the Strategic Planning Committee and as voting chair of the Convention Committee. The AAHOA Vice Chair 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 and Awards Committee. Along with the other Officers and AAHOA Past Chair, the AAHOA Vice Chair 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 AAHOA, and shall serve as voting Co-Chair of the Finance and Audit Committee. The Treasurer shall have general supervision of the financial affairs of AAHOA, as well as all reserve and special funds of AAHOA. 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 AAHOA policy and as an ex-officio non-voting member of all committees except the Elections Committee and Awards Committee. Along with the other Officers and AAHOA Past Chair, 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 AAHOA, 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 AAHOA policy and as an ex-officio non-voting member of all committees except the Elections Committee and Awards Committee. Along with the other Officers and AAHOA Past Chair, the Secretary shall make appointments to other committees, subject to approval by a majority vote of the Board of Directors.

5. President & CEO.

The President & CEO 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 AAHOA policy and as an ex-officio non-voting member of all committees. Along with the other Officers and AAHOA Past Chair, 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 of Directors, or

in emergency matters where action is temporary. Such action shall be subject to ratification by the Board of Directors.

(b) The AAHOA Chair shall call a meeting of the Officers when necessary for the best interests of AAHOA, 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 AAHOA Chair.

(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: AAHOA Vice Chair to AAHOA Chair, Treasurer to AAHOA Vice Chair, and Secretary to Treasurer. The AAHOA Chair becomes the AAHOA Past Chair.

(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 Officers to succeed to the next Officer position. Positions filled by the Board of Directors 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.

(c) If there is a vacancy in the Officer position of AAHOA Chair prior to the Annual Meeting, 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 of Directors in this manner shall be for the unfinished term(s) only. At the next Annual Meeting, 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 of Directors appointment, such positions shall be filled by the eligible voting membership at the next Annual Meeting.

If there becomes any other Officer vacancy, other than the AAHOA Chair (which is addressed in paragraph (c) above) or the President, prior to the Annual Meeting, 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 of Directors in this manner shall be for the unfinished term(s). At the next Annual Meeting, 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 of Directors 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.

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 Division Director, the Secretary shall continue to serve as both the Secretary and Regional/Division Director during his/her first year as an Officer. The Secretary's corresponding Regional/Division 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 and receive gifts in recognition of their service to AAHOA.

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 may

be advisory in nature and authority or may act independently in carrying out their charge as defined in AAHOA Governance Policy. Committees shall not create, alter, amend, add to or subtract from any policy of AAHOA, which remains the sole authority of the Board of Directors.

ARTICLE VIII – REGIONS & DIVISIONS

1. AAHOA Regions & Divisions shall include:

- (a) Regions
 - i. Alabama
 - ii. Arkansas
 - iii. Central Midwest, comprised of Kansas, Missouri, and Oklahoma
 - iv. Florida
 - v. Georgia
 - vi. Greater Los Angeles Area, comprised of the following California counties: Kern, Kings, Inyo, Los Angeles, Santa Barbara, San Luis Obispo, Tulare, Ventura
 - vii. Gulf, comprised of Louisiana and Mississippi
 - viii. Mid Atlantic, comprised of Delaware, New Jersey, and Pennsylvania
 - ix. Mid South, comprised of Kentucky and Tennessee
 - x. North Carolina
 - xi. North Central, comprised of Indiana, Ohio, and Michigan
 - xii. North Pacific, comprised of Nevada and any area in California with a postal zip code of 93600 or greater
 - xiii. 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
- xiv. Northeast, comprised of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont
 - xv. Northwest, comprised of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming
 - xvi. South Carolina
 - xvii. 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
 - xviii. South Pacific, comprised of Hawaii and any of the following California counties: Imperial, Orange, Riverside, San Bernardino, San Diego
 - xix. Southeast Texas, comprised of the following Texas counties: Angelina, Austin, Brazoria, Brazos, Burleson, 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
 - xx. Southwest, comprised of Arizona, Colorado, New Mexico, and Utah
 - xxi. Upper Midwest, comprised of Illinois, Iowa, Minnesota, Nebraska, North Dakota, Wisconsin, and South Dakota
 - xxii. Washington D.C. Area, comprised of Maryland, Virginia, Washington, DC, and West Virginia
 - xxiii. AAHOA members who reside in Canada shall be considered members of AAHOA regions based on their Canadian province and as follows:
 - a. Ontario, Quebec, New Brunswick, Nova Scotia: Northeast Region
 - b. Manitoba: Upper Midwest Region
 - c. British Columbia, Alberta, Saskatchewan: Northwest Region
- (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

AAHOA 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. AAHOA may purchase insurance for such indemnification.

ARTICLE X – AMENDMENTS TO THE BYLAWS AND/OR POLICY

1. Process for Amending the Bylaws.

The Bylaws may be amended in the following manner only:

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

(b) The AAHOA Chair of the Board of Directors may present such proposed amendment 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 will be considered. Such proposed amendment must be presented at the next regular meeting of the Board of Directors only if no less than a simple majority of all of the members of the Board of Directors who are eligible to vote submit a written request to the AAHOA Chair at least 21 days in advance of the meeting, and only if the reviewing committee did not recommend the proposed amendment.

(c) No such proposed amendment 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 all members of the Board of Directors.

(d) At the meeting of the Board of Directors called in accordance with the above provisions, the proposed amendment to the Bylaws shall be considered and voted upon only if three-fourths (3/4) of all of the members of the Board of Directors who are eligible to vote are present at such meeting. If, at this meeting, the amendment is adopted by at least a three-fourths (3/4) vote in favor of the proposed amendment, such amendment 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 consider the proposed amendment the AAHOA Chair of the Board of Directors may within ten (10) days thereafter transmit such proposed amendment to each voting member of the Board of Directors for a vote by mail ballot or by e-mail ballot. If the AAHOA Chair 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 it shall be deemed to be adopted with the same force and effect as if it had been adopted at a duly constituted meeting.

(e) Amendments 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 adoption by the Board of Directors, or at such time as designated by the Board of Directors. A copy of the Bylaws shall be available to the members upon request.

2. Process for Amending Governance Policy.

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

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

(b) The AAHOA Chair of the Board of Directors may present such proposed amendment 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 will be considered. Such proposed amendment must be presented at the next regular meeting of the Board of Directors only if no less than a simple majority of all of the members of the Board of Directors who are eligible to vote submit a written request to the AAHOA Chair at least 21 days in advance of the meeting, and only if the reviewing committee did not recommend the proposed amendment.

(c) No such proposed amendment 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 all members of the Board of Directors.

(d) At the meeting of the Board of Directors called in accordance with the above provisions, the proposed amendment shall be considered and voted upon only if a quorum of members of the Board of Directors eligible to vote are present. If, at this meeting, the amendment is adopted by at least a two-thirds (2/3) vote in favor of the proposed amendment, such amendment 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 consider the proposed amendment, the AAHOA Chair of the Board of Directors may within ten (10) days thereafter transmit such proposed amendment to each voting member of the Board of Directors for a vote by mail ballot or by e-mail ballot. If the AAHOA Chair of the Board of Directors shall have received, within thirty (30) days thereafter, no less than two-thirds (2/3) votes in writing in favor of such proposed amendment, it shall be deemed to be adopted with the same force and effect as if it had been

adopted at a duly constituted meeting.

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