

Bylaws

Article I: Organization

Section 1: Name

The name of this organization shall be the Alamo Area Hospitality Association, Inc. Herein referred to as AAHA, Inc.

Article II: Objectives & Code of Ethics

Section 1: Purpose

To discuss ways and means of promoting, selling, developing and enhancing San Antonio's hospitality and service industry offerings. This will be accomplished through monthly luncheons and other instructional and networking opportunities.

To work alongside organizations that promote San Antonio's hospitality, service, and tourism industries in communicating the impact of the hospitality and tourism industry on San Antonio's economy.

To encourage a high standard of professional conduct among all people engaged in the hospitality industry.

Section 2: Code of Ethics

Members represent AAHA, Inc. and the San Antonio hospitality, service, and tourism industries. Members should strive to maintain sound business practices and uphold high ethical standards. Members are encouraged to participate in activities for social and civic betterment and accept every opportunity to use professional skills to support initiatives of the hospitality, service, and tourism industries and community at large.

Article III: Membership

Section 1: Eligibility/Duration

Membership of AAHA, Inc. may be extended to persons employed in hospitality, service, and tourism industries that meet the following requirements set by the Board of Directors. The duration of membership in AAHA shall be for a length of one (1) year; to commence on the date that AAHA, Inc. receives membership dues.

Section 2: Membership

- A. Primary/Secondary Membership - Any individual employed in promoting hotel/motel sales, advertising, travel, publicity, public relations, convention services, members of the media, and other organizations who approved and actively support the objectives of AAHA, Inc. may apply for membership. This membership if paid by a member's employer shall remain with the member's employer for a total of one (1) year from receipt of membership dues. In the event a member leaves the organization for any reason, the

paid membership will be retained for a total of one (1) year from receipt of membership dues.

- B. Student/Faculty Membership - a student or faculty member studying hospitality related studies in an accredited educational program may apply for a student/faculty membership. This membership may be carried so long as the individual is enrolled in a qualified course of study for at least one semester of that year or serves on the faculty of an accredited college or university. Student/faculty membership shall enjoy the benefits and privileges of the organization, but are not eligible to vote on Association issues or serve on the Board of Directors. This is an individual membership.
- C. Senior Member - Any individual who is semi-retired or is no longer employed full time and has been a member of AAHA, Inc. for 10 years or more may apply for Senior Membership.

Section 3: Application of Membership

Members-to-be may complete an application online at AlamoAreaHospitalityAssociation.com and submit their application to AAHA, Inc. Membership will be considered by the Board of Directors within 30 calendar days of application. All applications must be accompanied by membership dues. If an application for membership is denied, dues will be promptly returned.

Section 4: Termination of Membership

A membership may be terminated by a 2/3 vote of the Board of Directors if a member is no longer employed in the hospitality industry or fails to uphold the ethical standards of AAHA, Inc. Written notification will be extended to those whose memberships are terminated. No membership dues will be refunded, but employers will have the option of transferring the vacated membership to another employee of their organization for the duration of membership, pending approval of the AAHA, Inc. Board of Directors.

Article IV: Dues

Section 1: Establishments

Dues shall be established by the Board of Directors and reviewed annually. Dues for the following year must be communicated to the membership no later than November 1st. The membership roster shall reflect dues paying members.

Section 2: Dues Payment

Membership dues for members shall be due to AAHA, Inc. thirty (30) days after membership application is received or within the 30-day period before an existing membership is set to expire. Renewing members will have one month after their membership has expired to pay before they are officially removed as a member of AAHA, Inc. The fiscal year of AAHA, Inc. shall begin on January 1st and end December 31st.

Section 3: Refunds

No dues shall be refunded to any member whose membership terminates for any reason either voluntary or involuntary.

Section 4: Membership Aid

AAHA, Inc. members are eligible for membership aid offered by the AAHA, Inc. Board of Directors. All applicants must be active members of AAHA, Inc. for at least 12 consecutive months prior to submitting the application. Membership aid may be awarded to the same individuals only once every three years. All applications will be evaluated by a committee chosen by the President and awarded based on a point system. Recipients will be notified at least 2 months prior to their next membership renewal date. All applicants must be willing to serve on at least one committee during the 12 month period after the aid is awarded. If the applicant cannot or is unwilling to serve after aid is awarded, full payment for the membership year will be billed to the applicant.

Article V: Officers

Section 1: Elected Officers

The officers of AAHA, Inc. shall be the President, Vice President, Treasurer, Secretary and Immediate Past President herein referred to as Executive Committee. Executive committee is empowered to make decisions between Board meetings with 2/3 vote.

Section 2: Term of Office

The term of office shall commence with the close of the meeting in December and shall be for a term of two (2) consecutive years.

Section 3: Compensation

All elected officers shall serve without salary.

Article VI: Duties of Officers

Section 1: President

The President shall preside at all meetings, shall appoint all standing and special committees, serve as ex-official member of all committees, with the right to vote and perform such other duties and functions as are necessary to the office as required by a 2/3 vote of the Board of Directors.

Section 2: Vice President

The Vice President shall assume the duties of the President at her or his request or as designated by 2/3 vote of the Board of Directors.

Section 3: Secretary

The Secretary shall keep any records except for financial/membership and take minutes of all Board meetings. The minutes from the monthly Board of Directors meeting are to be emailed to Directors within five (5) working days of the meeting.

Section 4: Treasurer

The Treasurer shall serve a term of two (2) years with the second year as a mentor to the Treasurer Elect. The Treasurer shall maintain all the records of the accounts of AAHA, Inc. and

oversee the preparation of state and federal reports and forms as may be required and shall make an annual inventory of all property and possessions of AAHA, Inc. The Treasurer shall be required to give bond in such amounts as may be directed by the Board of Directors (cost being paid by AAHA, Inc.)

Section 5: Treasurer Elect

Treasurer Elect shall be for a term of 1 year serving directly under the Treasurer, and shall assume all responsibilities in the absence of the Treasurer.

Article VII: Elected Board of Directors

Section 1: Composition

The Board of Directors shall consist of the Executive Committee and no less than four (4) elected directors. No member on the Board shall hold more than one (1) voting position.

Section 2: Authority and Responsibilities

The Board of Directors shall be given authority by the membership to manage, plan and develop all activities of the organization. The Board of Directors will represent the membership in formulating positions on issues of interest to the local hospitality industry. The Board of Directors shall solicit the input of the membership when identifying charitable organizations to support financially on an annual basis. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibilities to the Executive Committee.

Section 3: Terms of Office

The members of the Board of Directors shall hold office for a term of two (2) consecutive years until their successors assume office. After two (2) years, they are not eligible for another term until after at least one (1) year has elapsed. A President may serve four (4) years, with their fourth (4th) year as Immediate Past President or at the discretion of the membership.

Section 4: Advisory Board

The members of the Advisory Board shall hold office for one (1) year. Three (3) persons to be selected by the incoming President will serve on the Advisory Board with no voting privileges.

Section 5: Compensation

All Board of Directors shall serve without salary.

Section 6: Removal from Board

A member of the Board of Directors shall be removed from the Board by a 2/3 vote of the remaining members. Any Board Member missing four (4) Board meetings within the fiscal year without approval and/or failure to perform, or for any other sufficient cause is subject to removal from the Board, at the Board's discretion. Should a Board position be vacated whether voluntary or involuntary, the president may appoint a replacement. Any appointed positions will serve with no voting privileges.

Section 7: Qualifications

Any active member in good standing is eligible to serve on the Board of Directors provided they have served at least one (1) year as an active member in good standing, or at the Board's discretion. An elected member must serve for at least one year to qualify for Vice President.

Article VIII: Executive Committee

Section 1: Members

The Executive Committee shall, consist of the President, Vice President, Treasurer, Secretary and Immediate Past President. The President can appoint a replacement, if a position is vacated on the Executive Committee.

Section 2: Authority and Responsibilities

The Executive Committee may act in place of the Board of Directors between meetings, and matters, except those specifically reserved to the Board of Directors by these bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Any action of the Executive Committee shall be reported to the Board of Directors by email, or at the next Board meeting.

Section 3: Special Meetings

The Executive Committee may convene at the call of the President or at the request of two (2) members of the Executive Committee.

Article IX: Committees

Section 1: Standing Committees

The President shall appoint the standing committee directors unless there is an elected director already in that position. Each standing committee shall have no less than two (2) members. The term of appointment will be for one (1) year. Standing committees shall be required to hold at least one (1) meeting during the year and submit a report to the Board. Committee director will be expected to prepare minutes or reports of all meetings. If a committee chair resigns from the Board, President may name a replacement with the approval of the Board of Directors. Those appointed to a committee chair position on the Board of Directors will be eligible to run for the next term for that same or other office in the subsequent election.

A. Budget and Finance Committee:

This committee shall be composed of the members of the Executive Committee and two (2) members of the Board of Directors. The Treasurer shall counsel with the local CPA firm on the annual budget of AAHA, Inc. and prepare and submit to the Board of Directors a report and analysis of finances for the Association, advise on conditions of the funds on hand, and review the annual audit of the accounts. Treasurer shall serve as Director of this committee.

B. Program Committee:

This committee shall recommend to the Board of Directors programs to provide continuing educational opportunities for AAHA, Inc. members.

C. Membership Committee:

This committee shall design and execute membership recruitment programs and campaigns, review periodically and if necessary make recommendations to the Board of Directors on current rules and regulation and qualifications, relating to membership as outlined in these bylaws.

D. Nominating Committee:

1. The nominating committee shall be appointed by the President ninety (90) calendar days prior to the election date to propose to members for the Board positions and shall consist of not less than three (3) nor more than five (5) active members, one of who shall include the Immediate Past- President who shall serve as Director. In the event that the Immediate Past President is not available, the current President shall appoint a Director.
2. Request nominations from the membership for offices sixty (60) calendar days prior to the release of the ballots.
3. Will report to the Board those members nominated for the open Board positions.
4. Will create the ballot for the membership thirty (30) calendar days prior to the election date.

E. Community Outreach Committee:

Researches, plans, and executes events that promote AAHA, Inc. and it's beneficiaries in our community.

F. Fundraising Committee:

1. This committee shall be responsible for overseeing the organization's overall fundraising done by the Board of Directors.
2. Work with Fundraising Director to establish a fundraising plan to include special events, product sales, and donations.
3. Will monitor all fundraising efforts to ensure that all practices are within AAHA, Inc. Code of Ethics, and all fundraising efforts are cost effective.

Section 2: Special Committees

The President, with the approval of a 2/3 vote of the Board of Directors, shall appoint such other committees, as are necessary and which are not in conflict with other provisions of these bylaws.

Section 3: Audit Committee

The AAHA, Inc. Board of Directors shall annually select a local certified public accountant to conduct an independent audit of AAHA, Inc. accounts and submit reports to the Executive Committee to be presented to the Board of Directors at their next scheduled meeting.

- (1) Composed of three (3) members appointed by the Association
- (2) Makes a special audit at the request of the President or Board of Directors.
- (3) Makes a final audit after the election and before the books are released to the incoming treasurer.
- (4) President and Treasurer to review budget & have local CPA review and approve.

Article X: Meetings

Section 1: Regular Meetings

Meetings will be held monthly.

Section 2: Annual Business Meetings

The annual business meeting shall be held each year in the last quarter of the calendar year. At this time the Board of Directors shall make an annual report on the state of the Association. New officers will be installed at the December meeting.

Section 3: Notice of Meetings

Written notice of any AAHA, Inc. meetings in which official business of the Association is to be conducted shall be emailed to the last known address of each member.

Section 4: Quorum

A quorum shall be designated as the following:

Annual Meetings: - 51% of voting members in attendance

Board Meetings: - Majority of current

Article XI: Parliamentary Authority

Section 1: Source

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

Article XII: Voting

Section 1: Voting

At all meetings of AAHA, Inc. in which business is to be conducted, each member in good standing shall have one (1) vote. Votes will be cast upon registration. Two members of the Board of Directors and one member of the general membership as assigned by the Board President will tally the votes and report the results to the Board Secretary, who will in-turn, report the results to the general membership. Proposals and amendments must receive support from at least 51% of the voters present to be adopted.

Article XIII: Finance

Section 1: Fiscal Period

The fiscal year of AAHA, Inc. shall begin January 1st and end December 31st.

Section 2: Bonding

A trust or surety bond may be provided for the President and Treasurer of the AAHA, Inc. Amount of such bond shall be determined by the Board of Directors and cost paid by AAHA, Inc.

Section 3: Budget

With recommendations of the budget and finance committee, the Board of Directors should adopt an annual operating budget covering all activities of AAHA, Inc. The Treasurer shall

present a financial report to the general membership within thirty (30) calendar days of receipt of the annual audit.

Article XIV: Amendments

The AAHA, Inc. bylaws may be amended by a 51% vote of the members present at any meeting, provided the proposed amendments are set forth in writing via email or letter, and sent to the membership at least 72 hours before a scheduled vote, having been proposed by the Board of Directors.

Article XV: Miscellaneous

Section 1: Use of Funds

Operation and use of funds: No part of the net earnings of the Association shall insure to the benefit of any Director, Officer, Member or other Private person, except the Association shall be authorized and empowered to pay reasonable compensation for services rendered. All laws governing incorporation shall apply.

Section 2: Benevolent Aid

The AAHA, Inc. Board of directors can help those in the industry who are in need due to a loss in the family, an accident, etc. The President can distribute the benevolent aid with a 2/3 vote from the Board of Directors.

Section 3: Dissolution

In the event of dissolution of AAHA, Inc. all Chapter funds exceeding authorized Association liabilities, will be transferred to a local charitable organization or organizations, as directed by the Board of Directors.

As of October 16, 2017