



Bylaws revised and approved 8-16-22

ARTICLE I PURPOSE

The purpose of this Association shall be to promote the interests of the hospitality industry; to provide information to the membership; to provide a forum for the discussion of ideas and problems; to facilitate communication between innkeepers of the southern states; and to promote professionalism within the hospitality industry.

ARTICLE II MEMBERSHIP

Section 1. CLASSIFICATION OF MEMBERSHIP. There shall be six classes of members: active; state executives; non-resident; senior active; allied, retired, and honorary.

Section 2. ACTIVE membership shall be available to persons who are hospitality management officials located within the affiliate states.

Section 3. STATE EXECUTIVE membership shall be available to persons serving as chief paid executive officers of affiliate state AHLA hotel associations in the Southern region. State Executive members shall be ineligible to vote and to hold office and shall pay no dues, but will be ex-officio members of the board of directors and shall be welcomed at all meetings and social events of the Association.

Section 4. ALLIED membership shall be available to individuals supplying products and services to the innkeeping industry. Allied members shall be nominated by a current active member and seconded by two current active members. Election shall be by unanimous vote at a regular or special meeting. The nominator of an allied member must submit a nomination letter by either email or mail in advance of membership approval. The nominated allied member will be voted upon by a majority vote of the board members within 2 weeks of received application.

Section 5. HONORARY membership shall be conferred upon persons who have rendered some distinguished service to the Association or the innkeeping industry. Honorary members shall be elected by unanimous vote of the board of directors.

The term of honorary membership shall be lifetime, unless a different term is conferred by the board of directors. Honorary members shall be ineligible to vote or to hold office and shall pay no dues, but shall be welcomed at all meetings and social events of the Association. Honorary members may be appointed or elected to serve as voting members of special committees, with the approval of a majority of the members present at the meeting in which such appointments or elections occur.

Section 6. NON-RESIDENT membership shall be available only to a person who has been an active member and who moves outside the geographic area of the affiliate states. Such change in membership shall be made upon written application of the member.

Section 7. FAILURE TO PAY DUES:

- a. Expulsion from membership shall be automatic when dues remain unpaid 90 days after the payment date established. Every effort will be made to notify member of unpaid dues. Advance notice of the effect of non-payment will be communicated to such member two weeks in advance of 90 day membership termination date. Failure to remit dues means a member is no longer in good standing and is no longer entitled to the rights or privileges of membership.
- b. Any individual that serves as a member's principal representative or as any other representative of a member that attends any of the Association's meetings, conferences, trade shows or the like (for purpose of this Section 7(b), collectively referred to as "meetings") shall not conduct themselves in a way that disrupts or interferes with the meeting and shall conduct themselves at all times at such meetings in a professional manner.

Any individual may be prohibited from attending any such meetings by a vote of seventy-five percent (75%) of the Board of Directors at a duly constituted meeting; provided however, that:

- (i) the Board of Directors elects to conduct a meeting for this purpose and delivers notice in writing setting forth the grounds for the proposed prohibition to such individual or mailed to such individual's last known address as reflected in the Association's records at least two (2) weeks prior to any such meeting;
- (ii) such individual shall be given an opportunity to state their position at such meeting and to have witnesses present to testify on their behalf;
- (iii) any prohibition relates only to individuals and any member may designate a different principal representative or other representatives to attend meetings on its behalf; and

- (iv) nothing in this paragraph permits the Board of Directors to prohibit a member of the Board of Directors from attending a meeting of the Board of Directors.

Section 8. THE AFFILIATE STATES shall be North Carolina, South Carolina, Virginia, West Virginia, Georgia, Florida, Alabama, Mississippi, Tennessee, Arkansas, Texas, Louisiana and the District of Columbia.

ARTICLE III GOVERNMENT

Section 1. THE BUSINESS AFFAIRS of the Association shall be conducted by the board of directors, in accordance with the policies and directions established by the membership.

Section 2. THE BOARD OF DIRECTORS shall consist of the President; President Elect, Immediate Past-President, a Vice President from each affiliate state; the Secretary-Treasurer; and any person designated as a Director Emeritus by unanimous vote of the board of directors.

Section 3. ELECTION of officers and directors shall be by vote of the membership at the annual meeting of the Association or by electronic voting if an in-person meeting is unable to be held.

- a. Any individual who is a member in good standing and who has been a member for a period of one year may notify the Board of Directors of his or her intention to become a candidate for a seat on the Board in a written communication dated no less than 30 days prior to the Annual Meeting.
- b. Notice of the prospective candidates shall be provided to the membership at the association's Annual Meeting. A candidate shall be elected to the Board if he or she receives the affirmative vote of a majority of the members attending the Annual Meeting. An electronic vote may be held in absence of the annual meeting. A full list of elected board members will be posted on the association's website or other appropriate communication vehicle within 30 days of election.
- c. In the event an officer, other than the President, is unable to fulfill his/her term of service, the President with the approval of the Executive Council, shall appoint a person qualified by the bylaws to complete the appointed term of office until the next scheduled election.

Section 4: Officers must remain in good standing at all times during their term of office or forfeit their position until such time as they return to good standing or are replaced by the Board of Directors.

Section 5. THE PRESIDENT shall be elected from the membership of the affiliate states and shall preside at all meetings of the membership and the board of directors and shall appoint all committees.

Section 6. THE PRESIDENT-ELECT shall be selected from the membership of the Association and shall preside in the absence of the president at membership and board of directors meetings and perform such other duties as may be assigned by the president or board of directors.

Section 7. ONE VICE PRESIDENT shall be elected from each of the affiliate states, and one allied board member shall be elected to represent the association's allied members. They shall perform such duties as may be assigned by the board of directors or the president. In the event both the president and president-elect shall be absent from any official meeting of the board of directors or membership, the board shall designate one of the vice presidents to serve as interim presiding officer.

Section 8. THE SECRETARY-TREASURER shall record the minutes of all meetings of the membership and the board of directors; have custody of the books and records of the Association; keep accurate accounts; receive and disburse funds in accordance with instructions of the board of directors; present a written report of the transactions of the Association at each annual meeting of the membership ; present a financial statement at each meeting of the board of directors; and assist with an audit of the financial transactions of the Association by an independent accounting firm designated by the board of directors. The office of secretary-treasurer shall be filled by election by the board of directors and may be held by an executive staff employee or a member of the association.

Section 8. THE ALLIED REPRESENTATIVE: One allied representative will be nominated and elected by the board of directors, to represent the association's allied members. Allied Members shall not vote on any matter considered by the Board.

Section 9. THE TERM for directors and the allied representative shall be two years.

- a. The president and the president-elect are eligible to serve two successive terms.
- b. In the event a vice-president changes membership status to non-resident, or resigns, that state's director shall suggest a replacement. In the event a director changes membership status to non-resident or resigns, the board of directors shall select a replacement.
- c. The board of directors may declare vacated the term of any director who fails to attend a minimum of fifty percent (50%) of the board meetings in one membership year, whether in person, or via teleconference.

Section 10. EXECUTIVE OFFICE SERVICES shall be employed by the board of directors. The board of directors shall fix the term and compensation therefor; designate executive office titles; assign duties to assist the secretary-treasurer, other officers and committees; and further define the responsibility and authority for those performing such services.

Section 11. COMMITTEES shall be (1) an Executive Committee consisting of the President, President-Elect, the Vice Presidents, Immediate Past President and Secretary-Treasurer (2) a Nominating Committee chaired by the President and composed of active Past-Presidents, the Vice Presidents, and President-Elect; (3) a Membership Committee; and (4) a Convention Program Committee. Other committees may be appointed by the President, as determined to be necessary by the President or board of directors. Except as otherwise provided herein or by vote of the board of directors, the membership of all committees shall be determined and appointed by the President.

ARTICLE IV ELECTIONS

Section 1. THE NOMINATING COMMITTEE shall present a list of nominees at the annual meeting. The list shall contain the name of one person for each office to be filled by vote.

Section 2. NOMINATIONS from the floor shall be allowed. In the event of a contested election for an office, the vote shall be taken by secret written ballot.

Section 3. ELIGIBILITY for election as an officer or director shall be restricted to active members, who have been an active member for the period of one full membership year.

ARTICLE V MEETINGS

Section 1. THE ANNUAL MEETING of the membership shall be held at a time and place established by the board of directors and announced to the membership no later than the preceding annual meeting.

Section 2. A QUORUM of the membership at any meeting shall consist of no less than ten percent of the active membership.

Section 3. VOTING at any meeting of the membership, or board of directors, shall be restricted to Active members. The presiding officer shall vote only in the event of a tie. The allied member representative has no voting privileges.

Section 4. BOARD MEETINGS shall be held at such times and places as the board of directors shall determine. One meeting shall be held at the time of the annual meeting of the membership.

- a. A quorum shall consist of no less than four members of the board of directors. Any actions taken by less than four shall be effective only if by unanimous vote.
- b. Actions taken by electronic ballot shall be effective if approved by three-fourths of those voting and ballots are signed.
- c. Any member of the board of directors elected by the membership shall be allowed to designate as an alternate to attend any meeting an Active member of the association from the same state, who will have the voting rights of the absent director.

Section 5. THE ORDER OF BUSINESS at a meeting of the membership shall be as follows:

- Call to Order
- Reading Minutes of Last Meeting
- Reading Communications
- Report of Executive Officer
- Reports of Standing Committees
- Reports of Special Committees
- Report of Secretary
- Report of Treasurer
- General Business
- New Business
- Election of Officers and Directors
- Announcement of Next Meeting Place

This order of business may be amended by majority vote of the members present.

Section 6. ANY QUESTIONS as to the appropriateness of any issue proposed for discussion shall be decided by the chairman, whose decision shall be overruled only by a majority vote of those in attendance. All questions of order and procedure shall be determined by the latest edition of Roberts' Rules of Order.

Section 7. SPECIAL MEETINGS of the membership and the board of directors may be called by the president or any three members of the board of directors. The notice shall describe the time, place and specific purpose of the meeting, and shall be announced ~~mailed~~ no less than ten days prior to the meeting date.

ARTICLE VI DUES

Section 1. DUES shall be set in amount determined and voted upon by the board of directors.

Section 2. NO ASSESSMENTS shall be made against the membership except by a majority vote of the membership.

ARTICLE VII AMENDMENT

The Bylaws may be amended at any regular or special meeting of the board of directors, provided that notice of the general nature of any proposed amendment has been announced ~~mailed~~ to the membership no less than ten days prior to the meeting date.

ARTICLE VIII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the individual members of the Association. Upon any dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified non-profit organizations as directed by the board of directors.