

Article 1: Name

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

Article 2: Objectives & Code of Ethics

Section 1: Purpose

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

To work alongside organizations that promotes San Antonio's hospitality industry 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 the Alamo Area Hospitality Association and the San Antonio hospitality and tourism industry. 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 and tourism industry and community at large.

Article 3: Membership

Section 1: Qualifications

Membership in AAHA, Inc. may be extended to persons employed in hospitality and/or support industries that meet the following requirement set by the Board of Directors.

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 member's employer shall remain with the member's employer until December 31st of that year. The member will retain the membership until December 31st of that year in the event the member leaves the organization for any reason.
- B. Student/Faculty Membership - a student studying hospitality related studies at an accredited college or university, or a faculty member, who teaches hospitality related studies, 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 a personal membership.

- C. Senior Member - Any individual who is semi-retired or is no longer employed full time and has been a member of AAHA for 10 years or more may apply for Senior Membership.

Section 3: Application of Membership

Candidates may print an application online at www.AlamoAreaHospitalityAssociation.com and submit it to the principal office of AAHA, Inc. Applications will be considered by the Board of Directors within 30 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 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 4: 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 those dues paying members.

Section 2: Dues Payment

Dues for returning members shall be due to AAHA, Inc. in the month which they are due. They will have one month after their dues are due to pay or they can be removed as a member of AAHA. The fiscal year of AAHA, Inc. shall begin on January 1st and end of December 31st.

Section 3: Refunds

No dues shall be refunded to any member whose membership terminates for any reason either voluntary or involuntary. In situations approved by the Board of Directors, employers will have the options of transferring the vacated membership to another employee of their organization for the duration of the membership if the membership was paid by the employer.

Section 4: Delinquency

Any member of AAHA, Inc. who fails to pay membership dues by their due date shall be notified of such delinquency via email. If payment of dues is not made by within the given time, the delinquent member shall be dropped from the membership and thereupon forfeit all benefits and privileges.

Article 5: Meetings

Section 1: Regular Meetings

Regular meetings will be held monthly

Section 2: Annual Business Meetings

The annual business meeting shall be held each year, at the November Monthly Meeting. At this meeting 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 at which official business of the association is to be transacted 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 6: 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 Chairperson 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 to be adopted.

Article 7: Officers

Section 1: Elected Officers

The officers/executive committee of AAHA, Inc. shall be Chairperson, Chair-Elect, Treasurer, Secretary and Immediate Past Chairperson. Executive committee is empowered to make decisions between board meetings with majority vote.

Section 2: Term of Office

The term of office shall commence with the close of the meeting in December and shall continue until the close of the succeeding December meeting.

Section 3: Compensation

All elected officers shall serve without salary.

Article 8: Duties of Officers

Section 1: Chairperson

The Chairperson 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: Chair Elect

The Chair Elect shall assume the duties of the chair 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 takes 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 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.)

Article 9: Board of Directors

Section 1: Composition

The Board of Directors shall consist of Chairperson, Chair Elect, Vice Chairperson – Treasurer, Secretary and not less than four (4) directors, and the immediate Past Chairperson. 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 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 up to three (3) years until their successors assume office. After three (3) years, they are not eligible for another term until after at least one (1) year has elapsed. A Chairperson may serve four (4) years, with their fourth (4th) year as Immediate Past Chair or at the discretion of the membership.

Section 4: Compensation

All Board of Directors shall serve without salary.

Section 5: 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.

Section 6: Qualifications

Any regular member in good standing is eligible for office provided they shall have served at least one (1) year as a regular member in good standing or at board discretion.

Article 10: Executive Committee

Section 1: Members

The Executive Committee shall, consist of the Chairperson, Chair Elect, Treasurer, Secretary and Immediate Past Chair. The Chairperson can appoint if position is vacated in the Executive Committee.

Section 2: Authority and Responsibilities

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

Section 3: Meetings

The Executive Committee meets at the call of the Chairperson or at the request of two (2) members of the Executive Committee.

Article 11: Committees

Section 1: Standing Committees

The Chairperson shall appoint the standing committee director and members. Each standing committee shall have no less than two (2) members. The term of appointment will be for one (1) year. Standing committee 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.

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, a report and analysis of finances of the association and 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 and obtain same for regular meetings.
- C. Membership: This committee shall design and execute membership recruitment programs and campaigns, review periodically and if necessary make recommendations to the Board 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 Chairperson to propose to members for the Board positions and shall consist of not less than three (3) nor more than five (5) regular members and one of who shall, include the Immediate Past Chair who shall serve as Director. In the event that the Immediate Past Chair is not available, the current Chairperson shall appoint a Director.
 - 2. Request suggestions from the membership for offices, allowing thirty (30) days for suggestions.
 - 3. Nominates on candidate for each of the required offices and reports to the membership before the meeting at which the election is held or in advance upon registration at a monthly meeting.
- E. Community Outreach:
Researches, plans, and executes events that promote AAHA in our Community

Section 2: By-Laws Committee

The AAHA, Inc. bylaws may be amended at any meeting of the members who are in good standing and eligible to vote, provided the proposed amendments are set forth in writing in full, at a meeting or by email, having been proposed by the Board of Directors. Members who wish to propose an amendment to the bylaws must identify a member of the Board of Directors to sponsor the proposed amendment. Bylaw amendments must receive support from at least 51% of the voters to be adopted. You have 30 days to give advance notice.

Section 3: Special Committees:

The Chairperson, 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 4: Audit Committee

The AAHA, Inc. Board of Directors shall annually select a 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 and membership 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 Chairperson or Board of directors.
- (3) Makes a final audit after the election and before the books are released to the incoming treasurer.
- (4) Chairperson and Treasurer to review budget & have CPA review and approve.

Article 12: 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 Chairperson and Treasurer of the AAHA, Inc. Amount of such bond shall be determined by the Board and cost paid by AAHA, Inc.

Section 3: Budget

With recommendations of the budget and finance committee, the Board should adopt an annual operating budget covering all activities of AAHA, Inc. The Treasurer shall present a financial report to the general membership within 30 days of receipt of the annual audit.

Article 13: 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 14: 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: 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 January 8, 2014