



SAN ANTONIO

HOTEL & LODGING ASSOCIATION

Bylaws of the San Antonio Hotel & Lodging Association

Passed by the Board of Directors | November 9, 2016

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SAN ANTONIO HOTEL & LODGING ASSOCIATION BYLAWS

ARTICLE I – NAME

This organization shall be known as the San Antonio Hotel & Lodging Association (the “Association”).

ARTICLE II – PURPOSE

The mission of the San Antonio Hotel & Lodging Association is to advocate and promote the interest of the greater San Antonio lodging industry. The Association is committed to community involvement, the development of the existing and future employee base and market innovations and growth. In addition, the Association will work to facilitate coordinated efforts within our membership and related interest groups.

ARTICLE III – MEMBERSHIP

Section 1. Classification of Membership.

A. Hotel & Lodging Membership

1. Any lodging facility in the greater San Antonio area with reputable social and financial standing shall be eligible for membership.
2. Membership is deemed approved by the association when a completed application is received from the prospective member along with the payment of dues.
3. New Members shall be reported to the Board of Directors.
4. Whenever two or more lodging facilities in the greater San Antonio area have the same operating management, or the same ownership, each property shall maintain a separate membership in the Association.

B. Allied Membership

1. Any company or individual engaging in a business with an interest in the general welfare of lodging facilities and/or the hospitality industry may be eligible for Allied Membership. Allied Members shall have all privileges of membership.
2. Allied Membership is deemed approved by the association when a completed application is received along with their payment of dues.
3. New Allied Members shall be reported to the Board of Directors.

C. Honorary Membership

1. Any individual who has made significant contributions to the travel and tourism industry shall be eligible for Honorary Membership.
2. Honorary Members are elected by the Board of Directors, and shall have all privileges of membership but shall not be entitled to vote or hold office.

D. Student Membership

1. Any person enrolled in a hospitality/tourism-related program in a college or specialized school shall be eligible for Student Membership.
2. Student Membership is deemed approved by the Association when a completed application is received from the prospective Student Members along with the payment of dues.
3. Student Members shall have all privileges of membership but shall not be entitled to vote or hold office.

E. Affiliate Membership

1. Any entity (for-profit, non-profit, or governmental) engaged in serving the traveling public, or promoting tourism, or educating the public about the industry, is eligible for Affiliate Membership.

Section 2. Dues.

- A. The Association shall be supported by the dues of its membership. All dues shall be payable to the Association by January 1 of each year.
- B. The current Schedule of Dues shall be maintained by the President & CEO, and may be revised at any time by a majority vote of the Board of Directors present and voting.
- C. The Board may terminate the membership of any member that becomes delinquent (120 days) in payment of its dues.
- D. Honorary Members are not required to pay dues.
- E. New Members joining the Association after June 30 shall pay a prorated rate based on the number of months of the calendar year when joining the Association.

ARTICLE IV – OFFICERS

Section 1. Officers. The named officers of the Association shall include: Chairman of the Board, Chairman-Elect, Immediate Past Chairman, Treasurer, President & Chief Executive Officer (CEO) who shall serve as the Secretary of the Board of Directors and four Vice Chairmen representing: 1) Full Service Hotels 2) Select Service Hotels, 3) Hotel Members outside the Central Business District and 4) Allied Members. Officers shall be elected except the Secretary who shall hold such office by virtue of his/her employment as President & CEO by the Board of Directors of the Association. The officers shall serve a term of two years and/or until their successors are elected.

Section 2. Duties of Officers.

- A. **Chairman of the Board.** The Chairman of the Board shall:
 1. Preside over all functions of the Association, the Board, and the Executive Committee meetings;
 2. Represent the Association as spokesperson, including speaking on behalf of the Association to the media;
 3. Appoint the Chairmen of the Finance Committee, Membership & Administration Committee, the Advocacy & Public Relations Committee, and the Education & Events Committee from the slate of Board of Directors; and work closely with the Committees to ensure the progress and results of the Committees' work;
 4. Be an Honorary Member of the all Association Committees, except the Nominating Committee;
 5. Have the authority to appoint standing and special committees which shall have only that authority delegated to them by the Chairman; and
 6. Have the authority to review and approve annual bonuses for Association Staff, provided certain criteria is met and that such funds are available within the total budget previously approved by the Board of Directors.
- B. **Immediate Past Chairman.** The Immediate Past Chairman shall:
 1. Act as an advisor to the Chairman;
 2. Represent the Association as a spokesperson, including speaking on behalf of the Association to the media if necessary;
 3. Serve for the entire term of the sitting Chairman; and
 4. Other duties assigned by the Chairman or Board of Directors.

- C. **Chairman-Elect.** The Chairman-Elect shall:
1. In the absence of the Chairman, perform those duties incumbent on the Chairman;
 2. Chair one of the Committees of the Association; and
 3. Other duties assigned by the Chairman or Board of Directors.
- D. **Vice Chairmen.** The four (4) Vice Chairmen representing: 1) Full Service Hotels 2) Select Service Hotels, 3) Hotel Members outside the Central Business District and 4) Allied Members shall:
1. Represent their respective constituents and shall encourage, support and, recruit members within their constituency group;
 2. Interact with, and be available to, their respective constituents and shall seek, and obtain, feedback and input from those constituents on matters of concern to the Association;
 3. Assist in the collection of dues and fees from the members in their respective constituent groups; and
 4. Actively participate in at least one of the Association's Committees.
- E. **Treasurer.** The Treasurer shall:
1. Shall serve as Chairman of the Finance Committee;
 2. Review monthly financial reports;
 3. Work with President & CEO to prepare annual budget;
 4. After input from the Committees, prepare and present annual budget to the Executive Committee prior to the November annual meeting; and
 5. Recommend and oversee the annual audit.
- F. **Secretary / President & CEO.** The Secretary / President & CEO shall:
1. Serve as long as she/he is the President & CEO of the Association;
 2. Keep an accurate account and record of all receipts and expenditures, prepare a monthly financial statement and provide financial reports;
 3. Oversee the Association's bank accounts, payroll, and tax returns;
 4. Be a standing member of the all Association Committees;
 5. Assist the Treasurer to prepare the annual budget;
 6. Be responsible for the safe and business-like administration of the day-to-day activities of the Association. This includes, but is not limited to, updating general personnel policies and operating procedures for the staff and entering into contractual obligations in the name of the Association; and
 7. Perform such other duties as may be reasonably requested by the Board of Directors.

Section 3. Financial Duties.

- A. The Chairman and President & CEO shall be authorized to open one or more checking and/or other accounts in the name of the Association at a San Antonio area bank or banks.
- B. Unless otherwise expressly approved in writing by the Chairman or Immediate Past Chairman, all Association expenses exceeding \$5,000 shall be paid by check and shall be jointly signed by at least two of the following Executive Committee Members: (i) the Chairman, (ii) the Past Chairman (iii) the Treasurer or (iv) Secretary / President & CEO.

ARTICLE V – NOMINATIONS & ELECTIONS

Section 1. Nominating Committee.

- A. The Nominating Committee shall be elected by the Board of Directors by or before September 1.
- B. The Nominating Committee applications will be publicized and solicited 30 days in advance of the election.
- C. It shall be comprised of three Directors and two Members (non-Directors) and the committee shall choose its own Chairman.
- D. At the annual November meeting, the Nominating Committee Chairman shall offer a slate of candidates for each of the Officer and Director positions. At that time, a call for nominations from the floor will be made.

Section 2. Elections.

- A. **Nomination Procedure.** Nominations may only be made by the official representative of a member in good standing. No name may be placed in nomination without the consent of the nominee.
- B. **Election Procedure.** The Nominating Committee shall present a slate of proposed Officers and Directors (other than At-Large Directors and Multiple Property Directors) at the annual meeting, with the slate to be approved in advance by a majority vote of the Board present and voting, taking into account the recommendations of the Nominating Committee.
- C. **Term.** Officers and Directors shall be elected by a majority vote by the Membership present and voting at the November meeting of the Association for terms beginning January 1 of the following year. In the interest of continuity on the Board, the terms of Directors shall be staggered, with an approximately equal number of Directors being elected for each calendar year.
- D. **At-Large Director Position.** In addition to nominations by the Board, nominations shall be requested and accepted from the floor of each position elected, and the eligible member may ask to be placed on a ballot for the At-Large Director positions.
- E. **Multiple Property Director Position.** Multiple Property Director represents an owner of seven or more separate hotel properties that are in the greater San Antonio area. Each Multiple Property Director shall be appointed to a two-year term by the Active Members which such Multiple Property Director represents, with such term to begin on January 1 of every other year.

Section 3. Board Vacancies. Any Board Member vacancy shall be filled by a majority of those present and voting.

Section 4. Agreements with Affiliate Organizations.

- A. **Visit San Antonio.** Three representatives from the hotel industry will be on the Visit San Antonio Board. It shall be customary for the Board to endorse the Association Chairman to serve in one of the three hotel slots.
- B. **San Antonio Chamber of Commerce.** It shall be customary for the Board to recommend the Association Chairman or Chairman-Elect to serve on their Board of Directors
- C. **San Antonio Sports.** It shall be customary for the Board to recommend the Association Chairman or Chairman-Elect to serve on their Board of Directors

ARTICLE VI – MEETINGS

Section 1. Regular Meetings. The regular meetings of the Board of Director's shall be held at least 6 times a year on the third Thursday of the month from January through December at a time and location approved by the Chairman of the Board.

Section 2. Annual Meeting. The regular meeting in November shall be known as the annual meeting. It shall be for the purpose of electing officers, and directors, and receiving reports of officers and committees, a budget presentation for the following year and any other business respectively.

Section 3. Special Meetings. The Chairman of the Board shall have the authority to call a special meeting of the Executive Committee or the Board of Directors.

Section 4. Quorum. Thirteen (13) Directors shall constitute a quorum.

Section 5. Telephone and Similar Meetings. All meeting can be conducted by telephone, electronic conference or similar communications so all persons participating in the meeting can hear each other.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Board Composition. The Association shall have a Board of Directors, comprised of:

- A. **The Officers of the Association** (8 Executive Committee Members):
 1. Chairman of the Board
 2. Chairman-Elect
 3. Immediate Past Chairman of the Board
 4. Treasurer
 5. Vice Chairmen (4) representing:
 - (i) Full Service Hotels
 - (ii) Select Service Hotels
 - (iii) Hotel Members outside the Central Business District and
 - (iv) Allied Member
- B. Three (3) Directors elected from among the Full Service Hotels Members, at least one of which shall represent a Full Service Hotel with 300 guestrooms;
- C. Three (3) Directors elected from among the Select Service Hotels Members,
- D. One (1) Director elected from among the Bed & Breakfast or Inn Members;
- E. Five (5) Directors elected from among the Allied Members by the Allied Membership, with such number to be increased to five Directors if the number of Allied Members exceeds 150 on the first day of November preceding an election;
- F. Two (2) At-Large Directors elected from among the Allied Members by the and Allied Membership; and
- G. One (1) Multiple Property Director for owners of seven or more separate hotel properties in the greater San Antonio area, not to exceed four (4) Director positions.

Section 2. Authority. The Board of Directors shall set the general policies and goals for the management of the Association through directives provided by action of the Board and of the Executive Committee. The day-to-day execution of the general policies and management of the association's business and staff is to be performed by the President & CEO.

Section 3. Duties of Directors (Including Officers). Board Members shall agree to the following commitments and responsibilities:

- A. Attend Board meetings;
- B. Actively recruit New Members;
- C. Support the Angel Buys Program;
- D. Participate in at least one Association Committee;
- E. Be knowledgeable about political, social, and economic events affecting membership;
- F. Establish, execute, monitor, and review strategic plans, operating procedures, policies, and objectives annually;
- G. Support the Hospitality Golf Tournament by selling at least one team sponsorship;
- H. Sponsorship of one event in a calendar year;
- I. Provide a \$100.00 contribution each year to the PAC; and
- J. Publicly support positions which the Board believes reflect the best interests of the Association's Members.

Section 4. Attendance.

- A. Should a Director miss three (3) Board meetings within a calendar year, the Board Member can be formally asked to resign; the resignation shall be ratified by the Board of Directors.
- B. Any Director who fails to attend two (2) consecutive Board of Director meetings or three (3) consecutive committee meetings may be brought before the Executive Board and may be removed from office by a majority vote of the Board of Directors.

Section 5. Compensation. The Officers and Directors of the Association shall serve without compensation with the exception of the President & CEO. The compensation that he/she is awarded as President & CEO of the Association shall be reviewed and established annually by the Board of Directors and shall be paid from the operating funds of the Association.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Officers of the Association. The President & CEO shall serve as a non-voting member of the Executive Committee.

Section 2. Authority.

- A. The duties of the Executive Committee shall include reviewing and making recommendations on critical issues, including but not limited to, the Association's annual budget and other issues delegated by the Board of Directors.
- B. The Executive Committee shall also annually review the performance and set the salary of the President & CEO during its adoption of the annual budget or as provided under a contract with the President & CEO.

Section 3. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:

- A. Necessary to take action on unanticipated business that requires action between Board meetings; and
- B. Action taken is not contrary to the instructions of the Board of Directors.

Section 4. Officer Vacancies. Officer vacancies shall be filled for the unexpired term of vacancy in the following manner:

- A. Chairman – the Chairman-Elect shall succeed the office of Chairman;
- B. Immediate Past Chairman of the Board – the position would remain vacant;
- C. Chairman-Elect – the Board of Directors shall elect one of the Vice Chairmen;

- D. Treasurer – the Board of Directors shall elect a new Treasurer;
- E. Vice Chairman – the Board of Directors shall elect one of the Directors to fill a vacancy, if there is a Director who is not currently an Officer and who is a member of the group represented by the departing Vice Chairman; and
- F. Committee Chair – replaced by the Co-Chairman or a member of the respective Committee.

Section 5. Meetings. The time, place and notice (if any) of the Executive Committee meetings shall be in advance of the Board of Director’s meeting and determined by the Executive Committee.

Section 6. Quorum. A majority of the Executive Committee must be present to constitute a quorum.

Section 7. Executive Action. In cases where urgent or time sensitive action is needed, the Executive Committee may take official action if consented in writing or electronically, by a majority of the members of the Executive Committee. Any action taken by the Executive Committee shall be ratified by the Board of Directors at the next meeting of the Board.

ARTICLE IX – COMMITTEES

Section 1. Standing / Special Committees. The Committees include the Finance Committee, Membership & Administration Committee, the Advocacy & Public Relations Committee and the Education & Events Committee. Other committees, standing or special, shall be appointed by the Chairman of the Board if deemed necessary.

Section 2. Duties of Committees.

- A. **The Finance Committee.** The Finance Committee shall be led by the Treasurer. Its members may be comprised of any Association Member, and shall:
 - 1. Review and evaluate the annual budget, revenue streams and financial statements of the Association and report annually to the Board;
 - 2. Oversee an Annual Financial Audit. An independent accounting firm shall be engaged to perform an annual audit of the Association and its related subsidiary entity financial statements. The findings of the Audit shall be presented to the Executive Committee each year for their review and approval;
 - 3. The approved audit shall be presented to the full board at the next meeting of the Board of Directors for its approval; and
 - 4. Audit findings shall be available upon request to any active Association Member.

- B. **Membership & Administration Committee.** The Membership & Administration Committee may be comprised of any Association Member, and shall:
 - 1. Develop membership recruitment and retention programs by annually identifying member value; and
 - 2. Review and propose revisions to the Association Bylaws as deemed necessary.

- C. **Advocacy & Public Relations Committee.** The Advocacy & Public Relations Committee may be comprised of any Association Member, and shall:
 - 1. Review and evaluate requests and opportunities for participation and funding for civic and community affairs; and
 - 2. Make recommendations to the Board with respect to policy positions.

- D. **Education & Events Committee.** The Education & Events Committee may be comprised of any Association Member, and shall:
1. Assist in the development and execution of Association events;
 2. Suggest and assist in the recruitment of sponsors for Association events;
 3. Review and evaluate requests and opportunities for financial support of education institutions and/or hospitality students; and
 4. Make recommendations to the Board with respect to such requests and opportunities.

ARTICLE X – PARLIMENTARY AUTHORITY

The rules contained in the current edition of Roberts’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XI – AMENDMENT OF BYLAWS

The Association Bylaws may be amended by a two thirds vote, of those members present and voting at any regular Board meeting of the Association or at a special meeting called for that purpose. Any proposed amendment to the bylaws shall be presented at a prior Board meeting or emailed 30 days in advance.

ARTICLE XII – USE OF ASSOCIATION NAME AND LOGO

No person or entity, including members of the Association, shall use the Association name or logo, in any personal or business representation without the prior written approval of the Board of Directors, with the following exceptions:

- A. The Chairman or Immediate Past Chairman (or a person acting on behalf of the Chairman or Past Chairman) may use the Association’s name when acting or speaking on behalf of the Association;
- B. A public relations firm acting at the direction of the Board may use the Association’s name and/or logo in keeping with such direction;
- C. The name of the Association may be used where legal and appropriate in connection with the San Antonio Hotel & Lodging Association PAC; and
- D. The Secretary shall use and/or approve the use of the Association’s name and logo in connection with Association affairs.

ARTICLE XIII – DISSOLUTION

Section 1. Voting Requirement. Dissolution of the Association will require a three quarters vote of the Board of Directors present and voting.

Section 2. Funds. The Association shall use its funds only to accomplish the objectives and purposes of the Mission of the Association, and no part of its funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be used to support a local educational institution that supports and promotes the hospitality industry.

ARTICLE XIV – DISCIPLINARY PROCEDURES

Section 1. Member Termination.

- A. The Board of Directors may terminate the membership of any member of the Association, regardless of membership classification, for any serious misconduct, including the operation of a business in a manner tending to bring criticism on the good name of the Association or the hospitality industry, or the neglect of lodging premises such that such premises pose an unreasonable safety risk to guests or employees.
- B. Before a membership is terminated, the member shall be furnished with notice and given the opportunity to make a presentation to the Board of Directors on the subject of the proposed termination.

Section 2. Board Member Removal. The Board may remove a Director by a majority vote of the Board present and voting for the following reason:

- A. Membership expiration: Any Officer or Director shall be removed from the Board if his or her membership (or the membership of the entity which he or she represents) in the Association is terminated.
- B. Depart from Industry:
 1. Any Officer or Director representing the hotel or lodging industry who has ceased working in the hospitality industry for a period of ninety days shall be removed from the Board.
 2. Any Officer or Director representing the Allied Membership who has ceased working in a business with an interest in the general welfare of lodging facilities and/or the hospitality industry for a period of ninety days shall be removed from the Board.
 3. Any Officer or Director who ceases work as set forth in the Section shall promptly notify the Board of the date when such work ceased – such notification shall be in writing, shall be directed to the Secretary/Treasurer of the Association, and shall be submitted prior to the next meeting of the Board after such work has ceased.

Section 3. Executive Member Removal. Any member of the Executive Committee may be removed by the Board by the affirmative vote of a majority of the Board present and voting, whenever it is in the judgment and best interest of the Association.

This document was approved by a vote of the membership on _____, 2016.

Liza Barratachea, Secretary