

# ***BYLAWS***

## ***OF***

### ***Anaheim Orange County Hotel & Lodging Association***

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**BYLAWS**  
**OF**  
**Anaheim/Orange County Hotel & Lodging Association**

**ARTICLE I**

***Name, Principal Office, Purpose and Restrictions***

- 1.01 *Name.* The name of the Association is Anaheim/Orange County Hotel & Lodging Association (“AOCHLA”), a California nonprofit mutual benefit corporation.
- 1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the Association.
- 1.03 *Mission.* The mission of Anaheim/Orange County Hotel & Lodging Association is to promote the common business interests of the hospitality and tourism industries through advocacy, collaboration, and education.
- 1.04 *Purpose and Restrictions.*
- (a) All policies and activities of the Association shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax exemption requirements.
  - (b) The Corporation shall not make candidate campaign contributions or expenditures from its general treasury. The Corporation may sponsor and financially support one or more separate segregated funds (otherwise known as political action committees) to make campaign contributions and expenditures to the extent permissible by applicable federal, state and local law.
- 1.05 *No Incompatible Activities.*  
Notwithstanding any other provisions of these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE II**  
**Members**

2.01 *Membership Qualifications.* Membership in the Association is extended to persons or firms involved in, or associated with the industry who have a principal place of business in the territorial jurisdiction of the Association, and who conform to one of the two classes of membership or to other membership conditions and requirements established by the Association.

2.02 *Classes of Membership.* There shall be two classes of membership: General Member and Affiliate Member.

2.02.1 *General Members.* Any hotel or lodging facility located in the County of Orange is eligible for status as a General Member.

2.02.2 *Affiliate Members.* Any business or organization that would benefit from a thriving hospitality and travel industry is eligible for status as an Affiliate Member. Affiliate members may serve on the Board of Directors, however, for purposes of the organization as a whole, affiliate general members are considered ex-officio non voting members of the organization.

2.03 *Membership Representative.* Each member shall designate a representative who shall act as the agent in all Association matters.

2.04 *Member in Good Standing.* A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the Association to be in violation of membership conditions and requirements established by the Association.

2.05 *Member Obligation to Follow Association Rules.* Each member of this Association agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Association.

2.06 *Termination.* A membership shall be suspended or terminated whenever the Board or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Association; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; (d) failure to abide in the lawful decisions of any duly constituted committee of the Association, and (e) the occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

#### *2.07 Discipline.*

A member may be publicly reprimanded, fined, suspended, or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any. The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

*2.08 Member Liability.* No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

### ***ARTICLE III***

#### ***Dues***

*3.01 Dues.* The Board shall set dues and fees, make assessments and set the terms of payment.

*3.01.1* The Board shall determine the scale of dues payment based on the membership type.

*3.02 Delinquency.* Any member of the Association who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

*3.03 Refunds.* No dues will be refunded except as approved by a majority vote of the Board of Directors or its designee, in its sole and final discretion.

### ***ARTICLE IV***

#### ***Membership Meetings***

*4.01 Annual Membership Meeting.* The Association shall hold an annual meeting of the regular membership through their designated representatives at the place and

on the date that the Board determines. At the annual meeting, the newly appointed Directors shall be announced, the Board shall report the activities of the Association to the members, and other business shall be transacted as may be properly brought before the meeting.

4.02 *Special Meetings*. The Chair, the Board or forty (40) percent or more of the members may call special meetings of the regular membership.

4.03 *Notice*. The Board must give Association members reasonable notice of all annual and special meetings, except in the case of a national emergency the chair may call an immediate meeting. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

4.04 *Quorum, Voting*. The presence of twenty percent of the regular membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting, all general membership votes must be in person at any regularly scheduled meeting.

4.05 *Action Without a Meeting: Written Ballot*. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law. (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

## **ARTICLE V**

### ***Board of Directors***

5.01 *Board of Directors*. The Board is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association.

5.02 *Eligibility and Number of Directors*. The authorized number of Directors of the Association shall be composed of an odd number of Directors with a minimum of five (5) Directors, and maximum of seventeen (17) Directors, until changed by an amendment of the Bylaws, by the vote or written assent of members entitled to exercise a majority of the voting power of the Association, or by the

vote of a majority of a quorum at a meeting of members duly called pursuant to the Bylaws. All Directors must be members of the Association.

- (a) The Board shall consist of a majority of hoteliers at all times; with the first twelve (12) board members representing Anaheim hoteliers and up to five (5) of the remaining board members may be industry-related memberships.
- (b) The Board of Directors shall include the Chairman; Vice Chairman; Immediate Chairman Emeritus; Treasurer; Secretary; Membership Committee Chairman; Government Affairs Committee Chairman; Philanthropy Committee Chairman; Labor Relations Chairman; Media Committee Chairman; Marketing Committee Chairman; Social Chairman; and other Chairmen as may be added by a vote of the board. The Chairman shall serve as the Executive Committee Chairman. The remaining members of the Board shall be Members-At-Large.
- (c) Directors and other volunteer leaders shall receive no financial compensation for their services, but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of AOCHLA by that volunteer leader in accordance with rules and procedures established by the Board.

5.03 *Nomination.* In September of every year, the Nominating Committee shall nominate a sufficient number of candidates for the office of Director. The newly elected Directors shall take office on January 1 following the election in the previous October and shall serve for terms of two years.

5.04 *Election and Term of Office.* Directors serve terms of two years beginning January 1 after their election.

5.05 *Vacancies.* If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term. Appointments are to be made by the Chair, and approvals are to be made by the majority of the Board.

- (a) Vacancies in the Board of Directors shall exist:
  - (1) At the resignation, death, disability or removal of any director
  - (2) Whenever the number of directors authorized by resolution of the Board of Directors may be increased
  - (3) Any replacement director shall meet any qualifications set forth in these by-laws for selection as a board member. The replacement director shall fulfill the original term of the vacancy.
  - (4) Resignation of Director. If the Board accepts the resignation of a director intended to take effect at a later time, the relevant Board may elect a successor to take office when the resignation becomes effective.

5.06 *Meetings.* The Chair and/or majority of the Executive Committee may call meetings of the Board.

5.07 *Notice.* The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board, except in the case of a national emergency the Chair may call an immediate meeting. The Board may hold special meetings upon four days' notice by first class mail or 48 hours notice delivered personally or via electronic means.

5.08 *Quorum.* A majority of the directors then in office shall be necessary to constitute a quorum of the Board.

5.09 *Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.

5.10 *Meeting Attendance.* The office of any elected Director, who shall be absent without excuse from two regular meetings of the Board of Directors per calendar year, may be declared vacant by the Board of Directors. An absence shall be considered excused if requested by the Director and approved by the Chair.

5.11 *Powers of the Board*

1. Select and remove all officers or agents of the Corporation.
2. Prescribe any powers and duties for officers or agents of the Corporation that are consistent with these by-laws.
3. Elect Members of the Board of Directors to fill vacancies occurring in between annual meetings of the Board.
4. Establish a budget and financial strategic plan; and review the budget at each Board meeting. The Treasurer shall be responsible for reviewing the budget and monitoring the financial performance of the organization as compared to the budget approved.
5. If a member has multiple hotel memberships, the number of member votes and voting positions will be up to the discretion of the Board of Directors and the Board Chairman.

5.12 *Conflict of Interest* The Director's interest in the transaction (whether financial or because of other directorship(s) or office(s) held by the Director) must be fully disclosed by the interested director to the Board of Directors. The interested Director must leave the meeting during the discussion and not vote on any transaction involving the interested director, including any transaction involving the Corporation and any other Corporation, firm, or association in which the interested Director is a Director, trustee, or officer.

5.13 *Conduct of Meetings.* The Board shall adopt and adhere to an appropriate



parliamentary procedure in the conduct of its meetings.

5.14 *Meeting by Conference or Other Electronic Means.* Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate

5.15 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law. This may be accomplished by an electronic vote of the members of the Board with all responses to be recorded within 72 hours or once a quorum of the Board is reached, whichever occurs first.

## ***ARTICLE VI***

### ***Officers***

6.01 *Officers.* The officers of the Association shall be a Chair, Vice Chair, Secretary, Treasurer, Executive Director, and the Immediate Past Chair.

6.02 *Qualifications.* With the exception of the Executive Director, each officer shall be a member who is an elected member of the Board.

6.03 *Election and Term of Office.* With the exception of the Executive Director, the officers shall be elected by the Board at its first regular meeting of the year following the election.

6.04 *Duties.* The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the Vice Chair acts in place of the Chair when the Chair is not available; and the Treasurer reviews all financial matters of the association and is the Chief Financial Officer. The Secretary shall keep a book of minutes of

all meetings and actions of directors, committees of directors, with the time and place of holding, and the names of those present at such meetings. Unless so authorized, no director, agent, or employee shall have any power or authority to bind the Corporation by any contract or any engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

## ***ARTICLE VII***

### ***Executive Committee***

7.01 *Composition.* The Executive Committee shall consist of the Chairman, Vice Chairman, Immediate Chairman Emeritus, Secretary, and Treasurer. If two of the named positions of the Executive Committee are being served by the same Board member, a Member at Large from the Board of Directors will be appointed by the Board of Directors to serve on the Executive Committee.

7.02 *Authority.* The Executive Committee shall act in the place and stead of the Board between Board meetings on all matters except those specifically reserved by the Board. The Executive Committee shall report its actions to the Board no later than the next meeting of the Board.

## ***ARTICLE VIII***

### ***Other Committees***

8.01 *Nominating Committee.* The Nominating Committee shall consist of at least three (3) Members, including the Immediate Chairman Emeritus, who shall serve as Chair and shall seek to present slates of candidates for the Board of Directors to the Members for election.

8.02 *Other Committees.* The Board may form, revise or terminate other committees on such terms and conditions as it deems to be appropriate.

## ***ARTICLE IX***

### ***Indemnification and Insurance***

9.01 *Indemnification.* To the fullest extent permitted by the law, the Association shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.

9.02 *Insurance.* The Association may purchase and maintain insurance to the full extent

permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

## ***ARTICLE X***

### ***Emergency Action***

10.01 *Emergency Action.* The Board of Directors or Executive Committee of this Association may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency, so declared by a majority of the Board or Executive Committee. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

## ***ARTICLE XI***

### ***Amendment of Bylaws***

11.01 *Amendment of Bylaws.* These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

## ***ARTICLE XII***

### ***Interpretation***

12.01 *Interpretation.* These Bylaws constitute a written agreement between the Association and its members, Directors and officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law that supplements and controls these Bylaws.