

BYLAWS

of the

RALEIGH HOTEL MOTEL ASSOCIATION, INC.

doing business as

TRIANGLE AREA HOTEL-MOTEL ASSOCIATION

(Name amended 1/12/89)

Date of Bylaws Revision: 02/16/2010

**ARTICLE I - PURPOSE**

SECTION 1. The purpose of the Association shall be to promote the interest of the lodging and hospitality industry in the Triangle area comprised of Wake, Orange and Durham counties;

- to provide industry related information to the membership for use and discussion;
- to facilitate formal and informal communication among Hoteliers-Moteliere in the Triangle area; and
- to improve relations between local hotel-motels and the Convention and Visitors Bureau(s), and those agencies involved in the promotion and support of tourism in the Triangle area.

SECTION 2. An additional purpose shall be to exercise statutory responsibility of the corporation to select the most qualified nominees for the Raleigh Convention and Visitors Bureau.

**ARTICLE II - MEMBERSHIP**

SECTION 1. Membership shall be available to any hotel or motel located within Wake County, Orange County, or Durham County, North Carolina. Membership is available to hotels and motels outside counties of Wake, Orange and Durham as approved by the Board of Directors.

SECTION 2. Membership shall be confirmed upon receipt of information and payment of dues as required by the Board of Directors.

SECTION 3. The member shall designate one owner or employee who shall represent it at meetings and who shall vote in behalf of the member property. The voting representative shall be the General Manager of the property unless the Association is notified otherwise.

SECTION 4. Affiliate Memberships: The Board is empowered to bestow affiliate membership status upon any individual whose interests are related to those of the Association, at such fee and under such conditions, as deemed appropriate by the Board. Such membership shall not entail voting privileges or elected office holding in the Association.

### **ARTICLE III - GOVERNMENT AND MANAGEMENT**

SECTION 1. Officers of the Association shall be elected by the membership at its regularly scheduled meeting in November of each year and will assume office at the regularly scheduled meeting in January of each year. These officers shall consist of a President, Vice President and Secretary/Treasurer (each from a different county of the Triangle Area) and Immediate Past President. An officer upon election will serve for four years, starting as Secretary/Treasurer the first year, become Vice President the second year, President the third year and Immediate Past President the fourth year. One new officer will be elected each year. These four officers will comprise the Triangle Area Hotel-Motel Association Executive Committee. All officers must be members in good standing with the association.

SECTION 2. Each member of the Board of Directors must be a member in good standing with the association. The Board of Directors shall consist of the following members:

- Immediate Past President
- President
- Vice President
- Secretary/Treasurer
- Three additional representatives of the hotel industry to serve a term of two calendar years (each from a different county of the Triangle Area)
- Two Affiliate Members appointed by the Board
  - Affiliate members will carry a two year staggered term providing alternating appointment years. One new Affiliate Member will be appointed each year to serve a two year term.
- Immediate Past Affiliate Member to serve a term of one year

SECTION 3. The Board of Directors shall have authority to fill vacancies on the Executive Committee. The President shall have the authority to establish and appoint committees as deemed necessary to accomplish the purposes of the Association.

SECTION 4. Executive Management shall be employed by the Board of Directors, who shall fix the terms and compensation therefore; designate executive officer titles; assign duties to assist the Secretary/Treasurer, other Officers, and Committees; and further define the responsibility and authority for those performing such duties. The Board of Directors may be delegated authority for such employment, and establishment of terms.

## **ARTICLE IV - MEETINGS**

SECTION 1. The Association shall hold ten (10) regularly scheduled meetings each calendar year. The Secretary/Treasurer, at the advice of the President, shall be required to notify in writing of the location and time of each meeting.

SECTION 2. Special meetings may be called by the President, a majority of the Board of Directors or by any four-(4) members of the general membership. Proper notice to the membership is required by the Secretary/Treasurer of any special meeting.

SECTION 3. QUORUM: A quorum of the membership at any meeting shall consist of no less than ten (10) member business entities having current active membership. A quorum of the Board of Directors shall consist of a majority of the Board members.

SECTION 4. VOTING: Each member business entity shall be entitled to one vote at any meeting of the Association. All actions will be decided upon by a majority vote of the membership present. In lieu of regular scheduled meetings for the purpose of voting, the Board of Directors may direct that voting by mail. This may be used as a viable alternative.

## **ARTICLE V - DUES**

SECTION 1. The payment of dues is required by any property before membership is confirmed. The amount of dues required of the membership shall be established by the Board of Directors with the majority approval of the membership.

## **ARTICLE VI - ACTIVITIES**

SECTION 1. This association has been organized and shall be maintained solely for the purpose described in Article I. The Association shall engage in no activities which are contrary to those described in Article I or which shall endanger the tax exempt status of the Association.

SECTION 2. At such times as the corporation shall be responsible for selecting persons to be named to the governing board of the Raleigh Convention and Visitors Bureau, only members who are located in the geography and are taxed for the benefits of the Bureau shall be eligible to participate in the selection process.

## **ARTICLE VII - AMENDMENTS**

SECTION 1. The bylaws may be amended or repealed at any regularly scheduled meeting of the membership by a majority vote of the members present, provided that notice of the general nature of any proposed amendment has been mailed to the membership no less than fifteen (15) days prior to the meeting date.

## **ARTICLE VIII - DISCUSSION**

SECTION 1. 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 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.