

**HOSPITALITY SALES & MARKETING ASSOCIATION INTERNATIONAL
CHAPTER OF THE VIRGINIAS**

**BYLAWS
(as amended at annual meeting March 24, 2000)**

ARTICLE I

NAME

The name of this organization shall be the **Hospitality Sales and Marketing Association International - Chapter of the Virginias** (hereinafter referred to as the “Association” and the “Chapter,” respectively).

ARTICLE II

PURPOSES & CODE OF ETHICS

Section I: Purpose

The mission of the Organization is to maintain and improve sound business practices in order to meet the needs of the traveling public and effectively serve the hospitality industry and to foster a high standard of professional conduct among individuals engaged in the hospitality-related sales, public relations, advertising and other marketing disciplines.

To promote the art and science of hospitality, marketing and management by promoting opportunity for the exchange of ideas and experiences through discussion, study, and publication and to help members to improve their professional performance through educational programming.

To cooperate with organizations that share a common interest with the Association in advancing the hospitality industry and to create opportunities for interaction between members of the Association and buyers of the products and services produced by those members.

Section II: Code of Ethics

All members should strive to maintain and to improve sound business practices and maintain high standards of personal conduct.

All members should adhere strictly to a policy of truth in advertising and public expressions and issue no false or misleading statement to clients or to the public.

Realizing that a business is judged by its employees, the members should accept responsibility for cooperation in every reasonable and proper way with others and conduct business in a manner that will bring credit to the practice of hospitality management.

The members should engage fully in activities for social and civic betterment and should accept every opportunity to use professional skills to improve the community.

ARTICLE III

MEMBERSHIP:

Membership in the Chapter will consist of the following categories:

Section I: International Member

An International Membership in the Association may be held by those individuals who spend a significant amount of time in one of the marketing disciplines within the hospitality industry. The hospitality industry is understood to include practitioners involved in promoting or producing support services and products for the travel, tourism and convention industries. International Membership shall be held by individuals who are dues-paying members to the International Association and includes full membership in the Chapter of their choice.

Section II: Honorary Life Member

Subject to the approval of the Board of Directors, Past Presidents of this Chapter may be admitted as Honorary Life Members of the Chapter. Such Honorary Life Members shall not be required to pay dues but shall have all of the privileges of regular Chapter membership as long as he or she shall reside within the Chapter realm.

ARTICLE IV

MEMBERSHIP PRIVILEGES:

International Members shall have all of the privileges of the Association, including those of voting and holding office.

ARTICLE V

DUES:

Section I: Manner of Payment

Annual dues shall be payable on the quarter of the year in which a member first joined the Association. The Association's fiscal year shall be the calendar year, January 1 - December 31.

Section II: Amount of Dues

Dues of International Members shall be established by the International Board of Directors, with the advice of the Executive Committee and Executive Vice President.

Section III: International Member Dues

Members' dues shall be charged in accordance with the dues schedule approved by the Board of Directors. Members who change jobs within the industry during a dues year carry their memberships with them at no additional charge for the remainder of that dues year. If the

original employer has paid the membership dues, then that employer may replace the member with another eligible staff executive for the remainder of the dues year at no additional charge.

Section IV: Delinquent Dues

Any member who is delinquent in dues beyond thirty (30) days shall be notified of such delinquency and thereafter forfeits all membership benefits.

ARTICLE VI

MEETINGS:

Section I: Board Meetings

Board Meetings are to be held on a regular basis at such times as designated by the Board of Directors and the President. Admission to those meetings is limited to board members in good standing, regular members, and guests as approved by the Board of Directors. The Board of Directors reserves the right to specifically close a board meeting.

Section II: Education Conferences

Educational conferences are held throughout the year. Admission to these conferences is limited to members in good standing and guests as approved by the Board of Directors.

- A. **Membership Admission Fee.** Members in good standing shall pay a pre-established registration fee as designated by the Board of Directors or the Executive Director.
- B. **Guest Admission Fee.** Guests of the Chapter shall pay a separate admission fee, with the difference of this fee to be decided upon by the Board of Directors or the Executive Director.
- C. **Registration Fee Without Reservations.** Members and guests who attend without prior reservations shall pay a separate admission fee, with the difference of this fee to be decided upon by the Board of Directors or the Executive Director.

Section III: Annual Business Meeting

The annual business meeting shall be held no later than January of each year, with the time to be determined by the Board of Directors. At this meeting, the Board of Directors shall make an annual report on the state of the Chapter, and the installation of officers will be held.

Section IV: Special Membership Meetings

The date and place of special membership meetings shall be determined by the President, and notice of the date, location and subject matter discussed at the meeting shall be mailed to the membership no less than thirty (30) days prior to the special meeting.

ARTICLE VII

VOTING:

The voting privilege shall be confined to members in good standing and Honorary Life Members.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS:

Section I: The Nominating Committee

The Nominating Committee shall be chaired by the Immediate Past President. In addition to the Immediate Past President, the nominating committee shall consist of at least three (3) but not more than five (5) persons who shall be appointed by the President within two (2) months after he or she takes office. During the next four (4) months, members shall be advised of the opportunity to suggest candidates for the consideration of the nominating committee. All suggestions should be submitted to the chairman in writing, presenting qualifications, background, availability and willingness to serve if elected. The nominating committee is charged with presenting the slate of officers to the Board of Directors no later than ninety (90) days prior to the January meeting. Upon approval by the Board of Directors, the slate of officers will be published at least sixty (60) days prior the January meeting. Any challenges must be received in writing forty-five (45) days prior to the January meeting.

Section II: Election Procedure

An official ballot containing the names of all the nominees shall be sent to all members entitled to vote within forty-five (45) days of the January meeting. These ballots should be returned in accordance with the instructions contained on the ballot. The majority of the vote cast shall be required to elect.

Section III: Ballot Count

The Board of Directors shall determine the manner in which the ballots shall be counted and shall prescribe rules and regulations.

ARTICLE IX

OFFICERS AND BOARD OF DIRECTORS:

Section I: Number

The officers of this Chapter shall be President, Vice President, Secretary/Treasurer, and Past President. The Executive Vice President shall serve as an ex officio member.

Section II: Qualifications

Each elected officer must devote a majority of time either to the marketing function in general or to any of the marketing disciplines. If he/she should leave the hospitality industry or the geographic area for ninety (90) days, a vacancy shall thereby occur.

Section III: Term of Office

The term of each Officer shall be one (1) year and shall commence on January 1 and close on December 31 of the same year.

The term of each Director shall be two (2) years (four terms starting on odd years, and four terms starting on even years) and shall commence on January 1 and close on December 31 of the following year.

Section IV: Compensation

All elected officers of the Chapter shall serve without compensation.

Section V: Board of Directors

The elected representation on the Board of Directors shall be composed of twelve (12) individuals who have been nominated and duly elected in accordance with the procedures set forth in Article VIII of these bylaws. Chapter Officers as listed above will be members of the Board of Directors. All members of the Board must be in good standing with the Association.

Section VI: Board Vacancy

Should a board member be unable to complete his/her term, the President of the Chapter shall appoint a replacement to the Board. Approval by a two-thirds vote of the Board is required.

Section VII: Forfeiture of Office or Board Position

Forfeiture of an office or board position will occur should:

1. Loss of employment within the hotel sales and marketing profession or related field within the hospitality industry extend beyond a period of ninety (90) days.
2. An Officer or Director fail to attend three consecutive Board of Director meetings without just cause.

ARTICLE X

DUTIES OF OFFICERS AND BOARD OF DIRECTORS:

Section I: Duties of the President

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors. The President shall appoint all standing and special committees, serve as ex officio member of all committees, with the right to vote, with exception of the Nominating Committee, and shall perform such other duties and functions as are necessary to the office or as may be prescribed by the Board of Directors. The Chapter President shall sit on the Association's Board of Directors.

Section II: Duties of the Vice President

The Vice President shall assume the duties of the President at the latter's request, or as delegated by the Board of Directors. The Vice President will coordinate administration and educational activities within the Chapter and spearhead the "General Manager of the Year" program.

Section III: Duties of the Secretary/Treasurer

The Secretary/Treasurer shall be responsible for the financial management of the Association and shall provide for the control of financial transactions as required. The Secretary/Treasurer will establish and control operating procedures and shall be responsible for the Association's operating budget. The Secretary/Treasurer shall make recommendations to the Board of Directors as to the dues and assessments and shall submit to the Board of Directors such reports as may be requested by the Board or President. The Secretary/Treasurer shall be required to give bond in such amount as may be directed by the Board of Directors, the cost of which is to be paid by the Chapter. The Secretary/Treasurer shall be responsible to the Officers and Board for any duties which may be delegated to him/her and shall keep any records and take any minutes of Chapter meetings.

Section IV: Duties of the Board of Directors

The Board of Directors shall be charged with the duties of administering the affairs of the Chapter and will conduct such at scheduled Board meetings.

Section V: Duties of the Immediate Past President

The immediate Past President shall serve as a member of the Executive Committee and Chairman of the Nominating Committee.

ARTICLE XI

EXECUTIVE VICE PRESIDENT:

The Executive Vice President is an optional paid position appointed at the discretion of the Board of Directors and supported by a written agreement signed by the Executive Vice President and the Chapter President.

The Executive Vice President will exercise supervision over the affairs of the group performing such functions and administrative duties as set forth in the terms of agreement as delegated to him/her by the Board of Directors. He/she shall receive such compensation as shall be authorized by the Board of Directors.

ARTICLE XII

AMENDMENTS:

The Chapter bylaws may be amended at any meeting of the members who are in good standing, provided that the proposed amendment shall be set forth in writing, in full, in the Chapter meeting and notice is proposed by the Board or any five (5) regular members in good standing. Such amendment shall be approved by a two-thirds vote of the members in good standing present.

ARTICLE XIII

DISSOLUTION:

In the event of dissolution of the Chapter of the Virginias, all Chapter funds exceeding authorized chapter liabilities will be tranfered to the HSMA International Foundation for use in educational programs of HSMAl.