

"SAMPLE CHAPTER BY-LAWS"

The following pages include a set of "sample" chapter by-laws. We recommend that you take time to compare this simple format to your existing by-laws and make changes where appropriate.

Updating your chapter by-laws:

Please review the Articles highlighted here to assist with keeping your Chapter By-laws current and in good standing with HSMIAI. Send a copy of your updated by-laws to the chapter relations office for approval.

Article III Membership - Key Points:

- The addition of a Student Membership category
- All members must be International members
- Membership is "individual" not "corporate"

Article V Dues - Key Points:

- HSMIAI processes the collection and billing of dues.
- HSMIAI funds the chapter with one third of dues paid.
- There is no grace-period for expired memberships
(Note: If the expiration date is June 2008, the member is dropped on July 1, 2008, if the renewal has not been processed)

Article VII Nominations and Elections - Key Points:

- September is the time to call for nominations.
- October is the time to vote for the new slate of officers.
- November/December is the time to install officers for January term.

Article VIII Officers and Board of Directors - Key Points

- There must be at least five officers who are identified as:
 - President
 - President Elect
 - Education
 - Membership
 - Secretary/Treasurer
- All Chapter paid staff are referred to as Managing Directors for the purpose of the Database.

Article XI Dissolution

- No changes may be made to the wording of this Article.

Tips for keeping your by-laws clean and simple:

To help you keep changes to your by-laws at a minimum, consider these points:

- Do not confuse by-laws with a policy or procedure.
- Avoid putting exact dates and dollar amounts in the by-laws.
- Refer to positions and committees in concise brief terms not in wordy detail.
- Make a list of your chapter's policies and procedures to avoid duplication in the by-laws.
- Before you vote on a change in by-laws send a copy to the chapter relations office for approval.

**NAME OF CHAPTER
SAMPLE CHAPTER BYLAWS**

ARTICLE I

Name

The name of this organization shall be the _____ Chapter, Hospitality Sales and Marketing Association International herein referred to as the Chapter and the Association respectively.

ARTICLE II

Purpose and Code of Ethics

Purpose: To strengthen and unify the hospitality sales and marketing community through ongoing communication and education.

Code of Ethics: Members in good standing of the Chapter shall engage fully in all Chapter activities for civic and social betterment and shall accept every opportunity to use their professional skills to improve the community.

ARTICLE III

Membership

All members must be International Members of HSMAI. Membership in HSMAI is an individual membership not a corporate membership

There shall be two (2) types of membership in this organization. One will be that of International Membership which includes Chapter membership. A membership may be held by those individuals spending 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.

The second will be that of Student Membership which includes Chapter membership. A Student Membership in the association may be held by individuals who are enrolled full-time in a school offering a recognized hospitality, travel or tourism program.

ARTICLE IV

Membership Privileges

Chapter members shall have all of the privileges of the Chapter including voting and holding office. Student members shall have those chapter privileges as determined by the chapter board of directors.

ARTICLE V**Dues**

Annual dues are determined by the International Association. Billing and payment of dues are managed by the International Association. Dues are payable prior to the expiration date which is the anniversary date. Payment of International dues includes local Chapter dues. The International Association funds the chapter through membership dues. The Chapter fiscal year shall be the calendar year, January 1 to December 31.

Members who change positions within the industry during a dues year carry their memberships with them for the remainder of that dues year if they have a regular membership.

If the original employer has paid the regular 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. Note: If the expiration date is less than 90 days this does not apply.

ARTICLE VI**Meetings and Fees**

Regular Meetings will be held (monthly, by-monthly or quarterly): Admission to meetings will be limited to chapter members and their guest(s). A non-member may attend a maximum of three meetings as a guest. The chapter will conduct a minimum of four educational meetings annually.

Fees for attendance at chapter meetings may vary dependent upon the program. Sites selected for chapter meetings will be held at establishments that have a member on staff. A higher fee will be charged for non-member guests, the amount to be determined by the chapter board of directors. Student meeting fees may be different than the regular member fee.

Special educational seminars (ranging from 3 hours sessions to day's at length) will not be limited to HSMAI chapter members only. A separate fee structure will be established by the educational committee for non-member registrations.

Annual Business Meeting: The chapter will conduct an annual meeting during the fourth quarter of the fiscal year. At this meeting, the board of Directors shall make an annual report on the state of the Chapter and announce the results of the election of the officers.

Special Meetings: Special meetings may be called by the President, if requested in writing by two-thirds of the members of the board of Directors or by one-third of the active membership. Official calls for special meetings must state the objective of the

meeting, along with the designated time and place. If notice of special meetings cannot be mailed at least fourteen (14) days advance of the special meeting, a telephone solicitation will be completed by the Secretary and verified by the Board of Directors. Board of Directors' meetings will be held a minimum of four times a year.

ARTICLE VII

Nomination and Election of Officers and Board of Directors

Officers and Board of Directors to be Nominated: There must be at least five (5) officers consisting of a President, President-Elect, VP Education, VP Membership and Secretary/Treasurer. In addition the officers may consist of an Immediate Past President, separate positions for Secretary and Treasurer and up to (but not limited to) six (6) Directors. These Officers and Directors shall make up the Board of Directors.

Nominating Committee: The Immediate Past President of the Chapter is the chairman of the Nominating Committee. If the Immediate Past President is no longer active in the chapter then the chapter President will select a chairman. The Nominating Committee shall consist of not less than three (3) nor more than five (5) active members. The Nominating committee shall advise the general chapter membership of their opportunity to nominate candidates for the new slate of Officers and Board of Directors. All nominations must be submitted to the Chairman in writing, presenting qualifications, background, availability and willingness to serve, if elected.

Election Procedure: The Nominating Committee will issue a call for nominations each September. The Nominating Committee will publish the new slate of officers in the chapter newsletter or by special mailing in October. The election of officers will take place in October or November by ballot or proclamation. The majority of the vote cast shall be required to elect. The new slate of officers will be installed in either November or December. The term of Officers and Board of Directors will be from January to December each year.

Vacancies: If any office should not be filled at the time of election or becomes vacant during the term of that office, the Board of Directors shall appoint someone to fill that office for the balance of the term.

ARTICLE VIII

Officers and Board of Directors

Elected Officers: There must be at least five (5) officers consisting of a President, President-Elect, VP Education, VP Membership, and Secretary/Treasurer. In addition the officers may consist of an Immediate Past President, separate positions for Secretary and Treasurer and up to (but not limited to) six (6) Directors. These Officers and Directors shall make up the Board of Directors.

Qualifications: Each elected officer must be an HSMAI member in good standing at the time of nomination and throughout the term of office. An Officer or Board member absent from more than two consecutive Board Meetings will lose their board position and a vacancy shall be declared.

Term of Office: The term of office shall commence January 1, and end December 31, each year. Length of office shall be one (1) year [or two (2) year's] and be limited to two (2) consecutive terms in the same office.

Compensation: All elected officers of the Chapter shall serve without compensation.

ARTICLE IX

Board of Directors Duties

Duties of the President: The President shall preside at all meetings, shall appoint all standing and special committees and serves as ex-officio member of all committees. The President will countersign all Chapter minutes, records and checks.

Duties of the President-Elect: The President-Elect will be assigned, by the President, to chair certain committees and shall assume the duties of the President at the latter's request.

Duties of the Vice President-Programs and Education: The Vice President-Programs and Education chairs the committee responsible for delivering meaningful programs and educational experiences.

Duties of the Vice President-Membership: The Vice President-Membership chairs the committee responsible for growth, recognition and retention of chapter members. The Vice President-Membership will monitor the real-time membership reports in the Chapter Leadership Resource Center.

Duties of the Secretary: The Secretary shall be responsible to the Officers and the Board of Directors for any duties which may be assigned to him/her and shall keep records and take minutes for all Chapter meetings. The Secretary shall be responsible for monitoring attendance at all chapter meetings and Board of Directors Meetings and work in conjunction with the Treasurer for accurate accounting of all funds received from chapter meetings.

Duties of the Treasurer: The Treasurer shall supervise all records of financial accounts of the Chapter, shall counter-sign all Chapter checks with the President and shall make an annual inventory of all property and possessions of the Chapter. The Treasurer shall submit, at any time, to any meeting where required, current Chapter financial record and reports. The Treasurer may be required to be bonded in such amount as may be directed by the Board of Directors (the cost being paid by the Chapter.)

Removals: The Board of Directors, by two-thirds (2/3) vote, may remove any officer or director for failure to perform or for other sufficient cause.

ARTICLE X
Amendments

The Chapter by-laws may be amended by active members, providing the proposed amendment is set forth in writing and presented to the Chapter President for a vote by the Board of Directors. No amendment shall be considered that would be in violation of HSMIAI by-laws.

ARTICLE XI
Chapter Dissolution

In the unforeseen event of dissolution of the _____ Chapter, all Chapter funds, exceeding authorized Chapter liabilities, will be transferred to the HSMIA International Foundation for use in the educational programs of HSMIAI.