



GOVERNANCE POLICY

©Asian American Hotel Owners Association, Inc.
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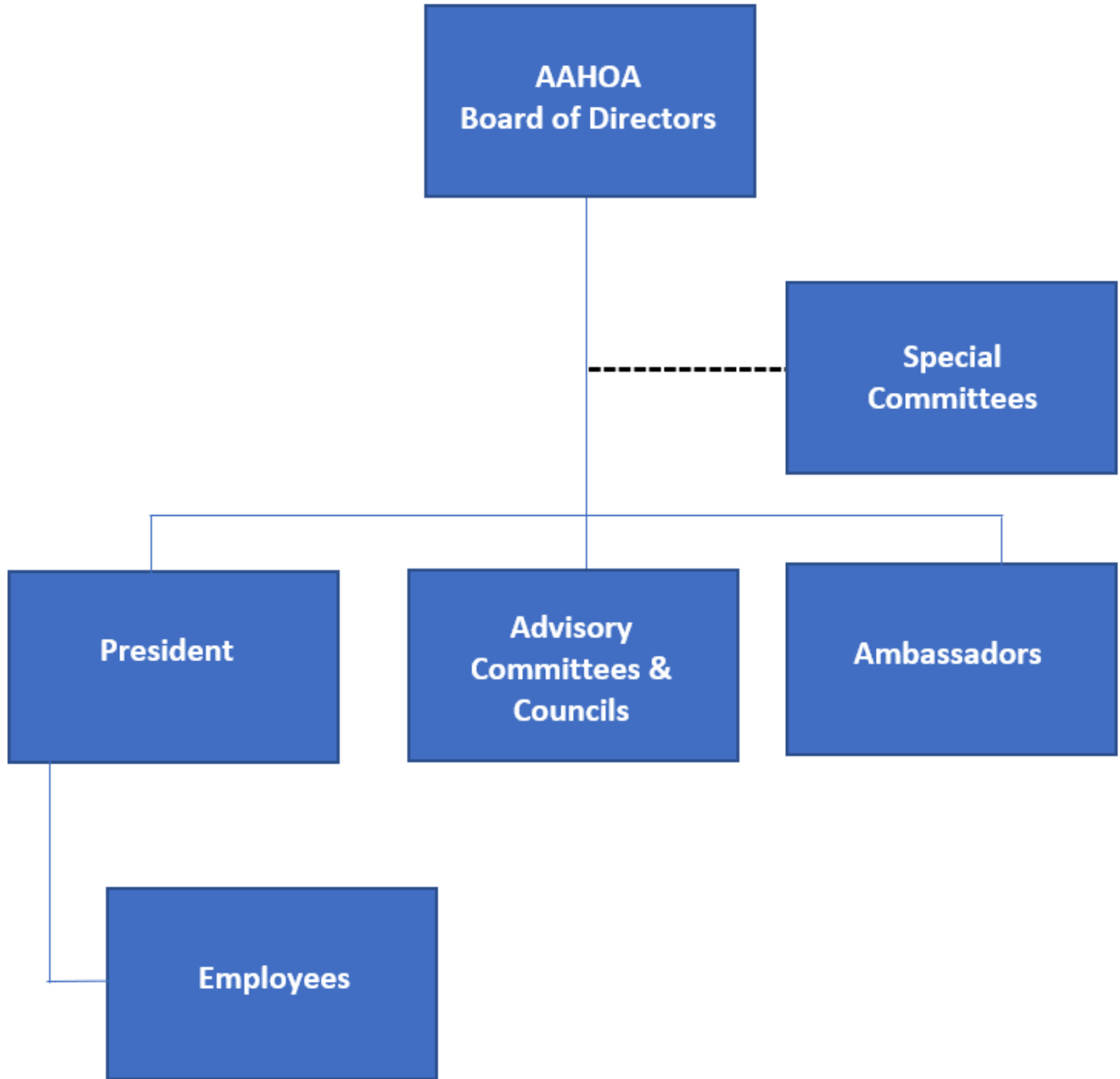
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SECTION I. INTRODUCTION

The duties and responsibilities of the Board of Directors (or “Board”) are described in the AAHOA Bylaws, and this Governance Policy contains the policies for the AAHOA Board of Directors. AAHOA has standard operating procedures, kept up-to-date by AAHOA Staff, which provide specificity regarding how policies are carried out by AAHOA Staff, Members of the Board, and/or committees.

In any section of this document referencing or quoting the AAHOA Bylaws, to the extent an inconsistency arises, the language of the ratified Bylaws shall supersede the language contained herein. This document shall be reviewed and updated following any change to the Bylaws. Violation of any policy contained herein shall be referred to the Ethics and Enforcement Committee for review and may result in action against a member, up to and including termination of membership.

SECTION II. ORGANIZATIONAL STRUCTURE



SECTION III. BOARD OF DIRECTORS

Policy 3.01 Qualification and Training of Directors

Director qualifications are defined in Article V, Section 2 of the Bylaws.

A mandatory training shall be conducted for all Directors every year prior to, or in connection with, the first full Board Meeting after the end of the annual convention.

Any Director not attending shall be prohibited from voting until satisfying the requirement of attendance.

Any Director missing two (2) consecutive annual orientations shall be referred to the Ethics and Enforcement Committee for removal from the Board.

Policy 3.02 Obligations and Authority

The obligations and authority of the Board are defined in Article IV, Section 1 of the Bylaws.

In addition to the obligations defined in the Bylaws and elsewhere in this document, the Board shall have responsibility to:

- Establish the strategic direction of the organization in alignment with AAHOA's mission and monitor the progress of the strategic plan.
- Create and monitor committees, council(s), and ad-hoc committees to further the mission of the organization and in conjunction with the Bylaws.
- Confirm the annual assessment of the performance of the AAHOA President.
- Implement initiatives of the Board.
- Directors, in fulfilling their fiduciary duty to the organization, shall demonstrate the:
 - **Duty of care.** Exercise ordinary and reasonable care in the performance of duties, exhibiting honesty, good faith, and reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
 - **Duty of loyalty.** Faithful to AAHOA, giving undivided allegiance to AAHOA when making decisions affecting AAHOA and not putting personal interests above the interests of AAHOA.
 - **Duty of obedience.** Act in accordance with the organization's Articles of Incorporation, Bylaws, and other Governing Documents, as well as all applicable laws and regulations.

Directors shall not openly criticize AAHOA, the Board, or individual members for their positions on issues or any decisions that have been made. This restriction applies to voice and written communications and includes the uses of any means of public or private communication with other Directors outside of Board Meetings.

Policy 3.03 Composition

The composition of the Board is defined in Article IV, Section 2 of the Bylaws.

(a) Regional Director

Regional Directors shall serve on the Board from the membership of each region defined in Article VIII, Section 1, of the Bylaws and shall represent the member segments defined in Article IV, Section 2, of the Bylaws.

In addition to those responsibilities outlined elsewhere in this document, Regional Directors shall appoint, engage, support, and monitor a team of Ambassadors.

(b) Director at Large

Directors at Large shall be elected into “At Large Director” positions defined in Article IV, Section 2, of the Bylaws and shall have those responsibilities assigned by the Board.

(c) Division Director

Division Directors shall serve to represent the women hoteliers and young professional member segments as defined in Article IV, Section 2, of the Bylaws and shall have those responsibilities assigned by the Board.

(d) Industry Partner Directors

Industry Partner Directors, as defined in Article IV, Section 2 of the Bylaws, shall have those responsibilities assigned by the Board.

Policy 3.04 Use of the AAHOA Board Title

The use of the title of “AAHOA Board Member,” “AAHOA Regional Director,” or any variance thereof presents an obligation to correctly use the title in a way that will not mislead anyone in the AAHOA community, the lodging industry, or elsewhere. The role of AAHOA Director is an achievement and an honor, and responsible use of the title when representing oneself to those in the community, the industry, and the general public is both appropriate and encouraged. Misuse of the title must be avoided.

Only current AAHOA Directors and AAHOA Past Chairs shall be allowed to use and display their AAHOA titles in written communications and must include the disclaimer set forth below. The appropriate use of the AAHOA Past Chair title shall be in the following format:

- Name, Past AAHOA Chair, [year of Chairship].
- The individual may choose to use the term “Chairman,” “Chairwoman,” or “Chairperson” in lieu of the word “Chair.”

Past AAHOA Directors, Ambassadors, Committee, or Council members shall not use or display their AAHOA titles in written communications.

If an AAHOA Director speaks or issues a communication on behalf of another group or organization, or on behalf of a group of persons who are AAHOA Members, the Director shall not use the official AAHOA title or otherwise mention AAHOA in the speech or communication without the written authorization of the President and AAHOA Chair. To avoid confusion for the recipients of such a communication, the Director shall include the disclaimer language set forth below in a written document.

(a) Disclaimer

When a disclaimer is required per the above policy provisions, the following disclaimer shall be used:

The views and statements in this communication are solely those of [insert name of Board member] and are being issued on behalf of [insert himself/herself/or the name of the other organization or association]. This communication is not the official position of AAHOA, which may have differing views or opinions.

This disclaimer language shall be in the same font type and size as the contents of the rest of the communication and shall be placed in a noticeable position either at the top or the bottom of the written document.

SECTION IV. OFFICERS OF THE BOARD OF DIRECTORS

Policy 4.01 Obligations and Authority

The obligations and authority of Officers are defined in Article VI of the Bylaws. The Officers function in the role of an Executive Committee as the term is recognized or defined by law. In addition to the obligations defined in Article VI, Section 6, of the Bylaws and elsewhere in this document, the Officers shall have responsibility to:

- Hire and annually assess the performance of the President.
- Distribute minutes of Officer Meetings to the AAHOA Board at the next meeting.
- Address sensitive matters warranting initial discussion and/or confidential investigation prior to presentation to the AAHOA Board.
- All Officers shall have access to all contracts.

Policy 4.02 Chair of the Board of Directors

The obligations and authority of the Chair of the Board (or “AAHOA Chair”) are defined in Article VI, Section 1, of the Bylaws. In addition to obligations defined in the Bylaws and elsewhere in this document, the AAHOA Chair shall have responsibility to:

- Set the agendas for all meetings of the AAHOA Board and the Officers.
- Serve as the AAHOA Board’s representative in overseeing the AAHOA President.
- The AAHOA Chair may choose to be referred to as “Chairman,” “Chairwoman,” or “Chairperson” during his/her term of office.

Policy 4.03 Vice Chair of the Board of Directors

The obligations and authority of the Vice Chair of the Board (or “AAHOA Vice Chair”) are defined in Article VI, Section 2, of the Bylaws and elsewhere in this document.

The AAHOA Vice Chair may choose to be referred to as “Vice Chairman,” “Vice Chairwoman,” or “Vice Chairperson” during his/her term of office.

Policy 4.04 Treasurer of the Board of Directors

The obligations and authority of the Treasurer of the Board (or “Treasurer”) are defined in Article VI, Section 3, of the Bylaws and elsewhere in this document.

Policy 4.05 Secretary of the Board of Directors

The obligations and authority of the Secretary of the Board (“Secretary”) are defined in Article VI, Section 3, of the Bylaws and elsewhere in this document. Additionally, the Secretary shall have responsibility to oversee compliance with AAHOA’s Bylaws.

Policy 4.06 President and CEO

In addition to the obligations defined in Article VI, Section 5 of the Bylaws and elsewhere in this document, the President and CEO (or “President”) shall have responsibility to:

- Operate AAHOA in compliance with Board directives and within the guidelines as prescribed by AAHOA governing documents and budgets approved by the AAHOA Board.
- Implement the Strategic Plan.
- Hire, fire, direct, and oversee all AAHOA staff members.
- Maintain the official records of AAHOA.

(a) Performance Evaluation of the President

Per Policy 4.01, the Officers of the AAHOA Board shall have the responsibility to assess the performance of the President.

The AAHOA President’s performance evaluation shall be conducted by the AAHOA Officers on an annual basis. Criteria for evaluation will include, but not be limited to goals, metrics, and measures on the goals set by the Officers at the beginning of the year.

The President’s performance on the evaluation will be linked to a bonus compensation package and overall employment status.

Policy 4.07 Immediate Past Chair of the Board of Directors

The AAHOA Chair assumes the role of Immediate Past Chair of the Board (or “AAHOA Past Chair”) as defined in Article VI, Section 1, of the Bylaws and shall have responsibilities as outlined in the Bylaws and elsewhere in this document.

SECTION V. AAHOA AMBASSADOR

The AAHOA Ambassador shall support the activities of the Regional Director and AAHOA in regional member communications, member networking, membership development, and the promotion of AAHOA's mission, vision, services, programs, and values, all in compliance with the AAHOA Governing Documents, the Code of Conduct, and plans/budgets approved by the AAHOA Board. All AAHOA Ambassadors shall be required to attend an annual orientation.

Annually, within thirty (30) days following the end of the annual convention, each Regional Director of the Board shall nominate Ambassadors who shall reside in the region served by the nominating Director.

Confirmation shall be by the President and the term of each Ambassador shall run from the day after the end of the annual convention to the last day of the next annual convention. The Ambassadors shall fill no less than four (4) and no greater than fifteen (15) positions per region. Among the Ambassadors confirmed for each region, there shall be at least one (1) young professional under the age of 35, one independent hotelier, and two (2) women. In each AAHOA Region contained in a single state, each metro area (as defined by the U.S. Census Bureau) shall be represented by an Ambassador who resides in such area.

Removal of an Ambassador may occur on the recommendation of the nominating Director and the approval of a majority of the Board.

SECTION VI. COMMITTEE GOVERNING PROTOCOL

Policy 6.01 Committee Cycle

Committees are perpetual unless dissolved by Board action.

The committee year extends from the day after the end of the annual convention to the end of the next annual convention.

Policy 6.02 Committee Types

(a) Advisory Committees

Advisory Committees function in an advisory capacity to the Board in carrying out their charge. The Advisory Committees are the Education & Professional Development Committee, Finance & Audit Committee, Government Affairs Committee, Convention Committee, Independent Hoteliers Committee, Bylaws & Governance Committee, Strategic Planning Committee, Franchise & Industry Relations Committee, Women Hoteliers Committee, and Young Professional Hoteliers Committee.

(b) Special Committees

Special Committees act independently in carrying out their charge. Decisions and actions taken by these committees are not ratified or confirmed by the Board. The Special Committees are the Elections Committee, Ethics and Enforcement Committee, and the Awards Committee.

(c) Councils

Councils provide advice and guidance to the Board as requested and have no specific charge.

Policy 6.03 Term

With the exception of the Special Committees and the Past Chair Council, and any seat on an advisory committee designated for a current Director, all committee members shall serve up to a three- (3) year term with one-third ($\frac{1}{3}$) of the voting members rotating off the committee each year. A committee member appointed to a seat designated for a current Director shall serve a one- (1) year term. A term year shall begin on the date the newest slate of committee nominees is appointed by the Board. The term year for committee members shall end on the last day of the annual convention.

With the exception of the Special Committees and the Past Chair Council, no member

shall serve more than two (2) consecutive terms on the same committee.

Policy 6.04 Committee Appointments

All committee appointments must be approved by a majority vote of the Board, except for the Special Committees and the Past Chair Council.

AAHOA Members in good standing who satisfy the eligibility requirements as defined in this Section and Section VII shall be eligible to serve on AAHOA Committees and Councils.

All open committee positions shall be published at least ninety (90) days prior to the committee application deadline.

Members interested in serving shall submit an application by the established deadline. The President or designee shall vet each application to ensure the applicant is a member in good standing.

An ad-hoc committee consisting of AAHOA Officers and AAHOA Past Chair shall develop a recommended slate for each committee. The President serves as a non-voting member. All appointments shall be approved by a majority vote of the Board.

The ad-hoc committee's recommended slate of committee appointments shall be presented to the Board for approval. The Board shall not unreasonably withhold its approval of any of the candidates identified on the recommended slate.

In the event there is an insufficient number of applicants to fill committee vacancies, or the applicants do not meet the committee's eligibility requirements, the ad-hoc committee may invite individuals who have not completed application forms to fill the vacancy.

Each Director shall be permitted to serve on no more than two (2) committees, and each member shall be permitted to serve on no more than one (1) committee concurrently, except for AAHOA Past Chairs who may serve on the Past Chair Council and on one other committee concurrently. Service on Ad-Hoc Committees and the Convention Committee are specifically excluded from these limitations.

No committee shall have more than three (3) Directors, unless otherwise designated in Bylaws or this policy.

Non-member industry experts and professional invitees shall not have voting privileges unless otherwise designated in Bylaws or this policy.

Future Hoteliers are ineligible for appointment to any committee.

A committee member elected to serve as an Officer shall remain on the committee as a voting member for the remainder of his/her term on the committee.

Policy 6.05 Attendance

All participants at meetings and/or events shall arrive on time and prepared.

Attendance requirements as described in the Bylaws or Governance Policy shall be strictly enforced. For the purposes of tracking committee attendance, an absence will be defined as missing a meeting or call where at least seven (7) days' notice was provided.

Tardiness exceeding fifteen (15) minutes at a meeting shall be recorded as an absence as it relates to attendance requirements.

AAHOA shall maintain and regularly publish attendance histories for Board meetings. Should a volunteer be nearing removal due to attendance issues, AAHOA shall alert the appropriate governing body and the offending member prior to the next event at which attendance will be monitored.

Policy 6.06 Resignation

Resignations must be submitted in writing and delivered by hand or via postal or electronic mail to the Committee Chair, AAHOA Chair, or AAHOA President and include the effective date of the resignation. If there is no effective date included in the letter, the effective date shall be the date of receipt.

Policy 6.07 Removal

A committee member or Board Liaison shall be automatically removed if absent three (3) out of the first ten (10) committee meetings or calls. After the first ten (10) meetings or calls, a committee member or Board Liaison will be automatically removed if absent more than a rolling total of thirty percent (30%) of the committee meetings or calls.

A committee member or Board Liaison may also be removed if no longer in good standing or for a breach of the Code of Conduct or Ethics Policy.

Policy 6.08 Vacancies

Any vacancy created by a removal or resignation will be filled at the start of the following term, unless the vacancy reduces the committee to fewer than five (5) members. In this case, the Committee Chair shall nominate to the Board no less than the number of members required to return the total to five (5). Any Board Liaison vacancy created by a removal or resignation shall be filled by the AAHOA Chair within thirty (30) days.

Policy 6.09 Committee Orientation

A mandatory committee member training shall be conducted every year following the appointment of committee members.

Policy 6.10 Committee Composition

With the exception of the Special Committees and the Past Chair Council and unless otherwise defined in AAHOA policy, all committees shall have a minimum of five (5) members and no more than eleven (11) members, plus at least one (1) current Director as Board Liaison and one (1) AAHOA Staff Liaison. Ad-Hoc Committees are exempt from Committee Composition requirements.

The Board Liaison and AAHOA Staff Liaison shall be non-voting members of the committee, unless otherwise designated in AAHOA policy.

The AAHOA Officers shall be non-voting members of all committees, unless otherwise designated in the Bylaws or elsewhere in this document.

Non-voting members of a committee cannot make or second motions and are not counted for the purposes of establishing quorum.

(a) Committee Chair

The Committee Chair is responsible for ensuring the committee functions properly and in alignment with the committee charge, there is full participation during meetings, and all relevant matters are discussed.

Except for committees where the Committee Chair is defined by nature of holding a position, following the first meeting of the committee, members elect a Committee Chair by majority vote. A nominee for Committee Chair must have served on the committee in the year immediately preceding the term for which he/she is nominated.

(b) Board Liaison

The Board Liaison is a Director who maintains a connection between the Board and the designated committee and keeps the Board apprised of the activities of the committee.

The Board Liaison shall be appointed by the Officers unless otherwise designated in Bylaws or elsewhere in this document.

(c) AAHOA Staff Liaison

The AAHOA Staff Liaison shall provide administrative and research resources and support to the committee in compliance with the committee deliberation guidelines. The liaison shall be appointed by the President unless otherwise designated in the Bylaws or elsewhere in this document.

Policy 6.11 Scope of Committees

Each committee shall have a charge established and approved by the Board and is required to establish an annual work plan in support of the charge.

Committees shall not have authority to commit AAHOA resources unless otherwise specified in the Bylaws or elsewhere in this document.

Prior to each quarterly Board Meeting, the committee shall submit a written report to the Board for inclusion in the meeting materials.

SECTION VII. COMMITTEES

Policy 7.01 Bylaws & Governance Committee

(a) Committee Composition

The members of the committee shall be three (3) AAHOA Past Chairs, four (4) current Directors, four (4) AAHOA Members, and the President as non-voting Staff Liaison.

The Secretary shall serve as Committee Chair.

The AAHOA Past Chair shall serve as Board Liaison and have the power to vote.

(b) Committee Charge

The committee shall routinely review all AAHOA Governance Documents, including but not limited to, the Bylaws and Governance Policy and propose changes to the Board as needed.

Policy 7.02 Strategic Planning Committee

(a) Committee Composition

The members of the committee shall be three (3) Past Chairs, three (3) current Directors, five (5) AAHOA Members, and the Board and Staff Liaisons.

The AAHOA Vice Chair shall serve as Committee Chair and Board Liaison.

The President serves as the non-voting Staff Liaison.

(b) Committee Charge

The committee shall plan, develop, and monitor short-term and long-term strategy and the strategic plan of AAHOA and make recommendations to the Board on strategy realignment as needed

Policy 7.03 Education & Professional Development Committee

(a) Committee Composition

The committee shall be composed as described in Policy 6.10.

The following qualifications are required of committee members: experience as a current or past certified educator; CHA certification; CHO certification; or hold a hospitality degree.

(b) Committee Charge

The committee shall ensure AAHOA provides meaningful, consistent, and current education and professional development programs to the membership.

Policy 7.04 Elections Committee

(a) Committee Composition

The committee shall comprise no less than four (4) committee members including the AAHOA President and a designee, a member of AAHOA selected by the President who shall serve as a non-voting member, and an outside attorney selected by the President who shall serve as a voting member.

(b) Committee Charge

The committee shall ensure the integrity and proper execution of the nominations and election process in compliance with the Bylaws, Article V, and AAHOA Policy by:

- Certifying candidates for the Board.
- Providing a nominations and election plan to the Board at their second quarterly Board Meeting.
- Administering, ensuring, and enforcing the nominations and elections processes.
- Providing a post-election report to the Board.

The committee shall investigate, in its sole discretion, any allegation of election violations if presented with evidence of such violation(s) and may retain a third-party investigative firm to assist. Investigation shall be conducted without Officer or Director involvement.

To maintain confidentiality, the committee will report investigative results to the Board only if the violation is affirmed.

Policy 7.05 Finance & Audit Committee

(a) Committee Composition

The members of the committee shall be three (3) AAHOA Past Chairs, one of whom shall serve as Committee Co-Chair, no more than nine (9) other AAHOA Members - up to five (5) of whom may be current Directors, and the President or a designee as the Staff Liaison.

The Treasurer shall serve as Committee Co-Chair.

The Secretary shall serve as Board Liaison and have the power to vote.

Committee members shall be knowledgeable of generally accepted accounting practices (GAAP) for nonprofit associations.

(b) Committee Charge

The committee shall regularly review financial statements, perform semi-annual reviews of AAHOA's portfolio and investments, and ensure AAHOA's finances, budgets, and audits are in compliance with governing documents and applicable State or Federal laws.

The committee shall also investigate and report on financial and budgetary impacts of proposed AAHOA initiatives and/or AAHOA Board directives.

Policy 7.06 Franchise & Industry Relations Committee

(a) Committee Composition

The committee shall be composed as described in Policy 6.10.

The members of the committee shall be past/current Franchise Advisory Committee (FAC) members, past/current committee members of other leading franchisee associations, or currently serving FAC sub-committee members.

The members of the committee shall be two (2) AAHOA Past Chairs and no more than nine (9) other members, and the Staff Liaison.

(b) Committee Charge

The committee shall ensure AAHOA's effective and meaningful positions on franchise-related issues and current hospitality industry issues. The committee shall also promote and encourage the adoption and implementation of good faith and fair dealing business policies and practices by all companies with which AAHOA and its members routinely engage and/or transact business.

Policy 7.07 Government Affairs Committee

(a) Committee Composition

The committee shall be composed as described in Policy 6.10.

The following qualifications are required of committee members: A past/current Director, Officer, or active committee member on a Federal, State, or Local industry association; past/current elected public official, member of a recognized Chamber of Commerce, or business association; and/or significant knowledge of, or

experience in, fundraising.

(b) Committee Charge

The committee shall oversee the AAHOA Political Action Committee (PAC), review and report on current and emerging legislative policy issues facing the lodging industry, and recommend legislative and/or PAC activities.

The committee shall also have responsibility for vetting candidates and monitoring activities related to endorsement and financial support of candidates for public office.

Policy 7.08 Convention Committee

(a) Committee Composition

The members of the committee shall be no more than nine (9), at least five (5) being current Directors, chosen by the Officers, plus the AAHOA Chair and a Staff Liaison.

The AAHOA Vice Chair serves as Committee Chair. The AAHOA Officers shall select the members of the committee on an advanced three- (3) year cycle.

(b) Committee Charge

The committee shall review proposals and make recommendations for AAHOA's annual convention on general session speakers, outside catering, entertainment, and other items as requested by the Committee Chair and/or the Staff Liaison.

Policy 7.09 Awards Committee

(a) Committee Composition

The members of the committee shall be chosen by the President and consist of three (3) professionals in the lodging industry. All committee members shall have the power to vote.

AAHOA Members, relatives, or employees of AAHOA Members, and employees of AAHOA, are ineligible to serve on the committee.

(b) Committee Charge

The Awards Committee is an independent body with the power to act on behalf of AAHOA in oversight of the awards process and selection of award winners. The committee shall ensure the integrity, confidentiality, and execution of the awards processes in compliance with AAHOA's Governing Documents.

Policy 7.10 Past Chair Council (PCC)

(a) Council Composition

Service on the Council is compulsory upon completion of a full term as AAHOA Chair. The Chair of the Council is appointed in order of year of service, and the AAHOA Past Chair shall serve as Board Liaison.

The President serves as non-voting Staff Liaison.

(b) Council Purpose

The Council provides advice and guidance to the AAHOA Board as requested.

Policy 7.11 Independent Hoteliers Committee

(a) Committee Composition

The members of the committee shall be no more than ten (10) members, at least seven (7) of whom shall be current independent hotel owners, one (1) Board Liaison, and a Staff Liaison.

(b) Committee Charge

The committee shall deliberate on the rights and special needs of the independent hotelier members and serve as a resource for AAHOA in identifying benefits for and growing independent hotelier membership.

Policy 7.12 Women Hoteliers Committee

(a) Committee Composition

The members of the committee shall be no more than ten (10) women members chosen by the AAHOA Officers in consultation with the Women Hotelier(s) Directors. The committee shall have equal representation from the Eastern/Western Division. The Women Hotelier Directors shall serve as the Voting Co-Chairs and Board Liaison.

(b) Committee Charge

The committee shall review proposals and make recommendations for Women Hoteliers initiatives across the nation. Additionally, work on any initiatives recommended by the Board and/or Women Hotelier Directors.

Policy 7.13 Young Professional Hoteliers Committee

(a) Committee Composition

The members of the committee shall be no more than ten (10) young professional members not more than thirty-five (35) years of age, chosen by the AAHOA Officers in consultation with the Young Professional Directors. The committee shall have equal representation from the Eastern/Western Division. The Young Professional Hotelier Directors shall serve as the Voting Co-Chairs and Board Liaison.

(b) Committee Charge

The committee shall review proposals and make recommendations for young professional hoteliers initiatives across the nation. Additionally, work on any initiatives recommended by the Board and/or Young Professional Hotelier Directors.

Policy 7.14 Ethics and Enforcement Committee

(a) Committee Composition

The committee shall comprise no less than four (4) voting committee members, including the AAHOA President and a designee, a member of AAHOA selected by the President who shall serve as a non-voting member, and an outside attorney selected by the President who shall serve as a voting member. The President shall refrain from partaking in active discussions and shall be a non-voting member of the committee. The President shall select the Committee.

(b) Committee Charge

The committee shall ensure the integrity and proper execution of the ethics and enforcement process in compliance with the AAHOA Governance Policy. The committee shall investigate, in its sole discretion, any allegation of ethics and enforcement violations if presented with evidence of such violation(s) and may retain a third-party investigative firm to assist.

To maintain confidentiality, the committee will report investigative results to the Board. The Ethics and Enforcement Committee shall make a determination unanimously of the Committee voting members in favor of the determination.

SECTION VIII. BOARD, COMMITTEE, AND OFFICER MEETINGS

AAHOA shall conduct all Board, Officer, and Committee deliberations in a professional, transparent, and inclusive manner. To that end, all meetings shall honor and promote an open and ethical environment. All meetings of the AAHOA Board and Committees are conducted under *Robert's Rules of Order*. Voting shall take place as defined in the Bylaws and *Robert's Rules of Order*.

Minutes shall be kept in accordance with *Robert's Rules of Order* and shall record the vote of each director on each item of business. For Board and Committee Meetings, minutes shall be drafted and sent to the Directors no later than ten (10) days after the meeting or to Committee Members no later than five (5) days after the meeting for review and adoption. Upon approval, the minutes of Board meetings shall be available for membership review.

Policy 8.01 Board Meetings

Meetings of the Board shall be called per Article IV, Section 4, of the Bylaws.

In addition to Directors, meetings may include invited guests and staff members as designated by the President.

At least twenty-one (21) days prior to each regular meeting, Directors shall submit to the AAHOA Chair any requests or recommendations for agenda items with appropriate supporting information. At least fourteen (14) days prior to each regular meeting, the President shall submit a draft agenda to the AAHOA Chair.

At least seven (7) days prior to the meeting, materials are sent to each Director.

Only the Chair shall have the authority, under emergency circumstances, to add items to the agenda at the Board meeting.

The President shall ensure all Board decisions and actions are implemented and shall provide progress reports and/or updates to the Board on action items.

Policy 8.02 Committee Meetings

The Staff Liaison shall schedule committee meetings in consultation with the Committee Chair.

At least seven (7) days prior to the meeting, meeting materials are sent to each committee member. The Staff Liaison shall ensure all committee decisions and recommendations are recorded for presentation to the Board.

Policy 8.03 Officer Meetings

AAHOA Officers meetings shall be scheduled by the President upon a request from the AAHOA Chair.

SECTION IX. CODE OF CONDUCT

An alleged violation of AAHOA's codes of conduct or an alleged violation of the AAHOA Governing Documents are cause for an ethics complaint and may result in disciplinary action.

Policy 9.01 Member Code of Conduct

All members are expected to adhere to the AAHOA Member Code of Conduct.

The General Code of Conduct for all members shall be:

- **Ethical Conduct.** AAHOA Members shall act with honesty, integrity, and competence to uphold the reputation of the hospitality industry and AAHOA.
- **Confidentiality.** AAHOA Members shall take all reasonable measures to prevent intentional and unintentional disclosure of confidential information.
- **Prevention of Legal Action against AAHOA.**
 - Members shall act in a manner to prevent legal liability to AAHOA and fellow members.
 - Members shall take all necessary steps to avoid engaging in legal action that may negatively impact AAHOA.
 - Members may request information regarding the activities of AAHOA per established procedures.

Filing a lawsuit or serving as a voluntary witness in a lawsuit against AAHOA shall result in immediate suspension of membership and constitutes a violation of the AAHOA Member Code of Conduct and may further affect eligibility to serve in an elected or appointed position within AAHOA.

Policy 9.02 Volunteer Code of Conduct

All AAHOA volunteers are required to annually sign and adhere to the AAHOA Volunteer Code of Conduct.

All AAHOA volunteers, regardless of role, shall maintain a high level of conduct in order to bring prestige to the association and to maintain and advance its good name and reputation.

Volunteers shall:

- Be ethical and transparent at all times and strictly adhere to AAHOA Codes of Conduct;
- At all times behave in a fashion that is favorable and beneficial to the good name and status of AAHOA. This will include taking special care to uphold the image and reputation of AAHOA as a professional business association;
- Respect, promote, advance, and adhere to AAHOA's Governing Documents, rules

- and regulations, and policies and procedures;
- Annually review and sign AAHOA's Conflict of Interest Disclosure Form;
 - Treat each other, the AAHOA Staff, AAHOA Members, industry peers, and the general public with respect;
 - Make all decisions based on the facts presented and in the best interests of AAHOA;
 - Respect disparate opinions;
 - Be role models for future AAHOA volunteers and the AAHOA youth;
 - Be knowledgeable and continuously cognizant of their role and defined job description and perform responsibilities as so defined;
 - Attend required meetings and orientations as appropriate to the volunteer role held;
 - Maintain the line between policy and implementation, and refrain from committing AAHOA resources unless specifically authorized to do so by the AAHOA President;
 - Maintain continuous membership status in good standing with timely renewals;
 - Abstain from recording, by any means, any Board, Committee, Council, or other meeting in which AAHOA business is being conducted; and
 - All AAHOA volunteer leadership roles, including but not limited to Board Members, Ambassadors, and Committee Members, must complete mandatory Human Trafficking Awareness Training (HTAT) within ninety (90) days of taking a new position, or submit previous HTAT Certification within sixty (60) days.

SECTION X. CONFLICT OF INTEREST

During their service, the AAHOA Directors and volunteers have access to sensitive business, strategic, and proprietary information about AAHOA, and such information is only to be used within the parameters of their activities with AAHOA.

Directors must adhere to professional, ethical, and legal standards requiring them to act objectively, honestly, in good faith, and in the best interests and on behalf of AAHOA. Certain outside activities may give rise to concerns and/or perceptions that the outside activity may:

1. Bias or influence the individual's decision-making regarding a program, policy, or activity under consideration by AAHOA; or
2. Create an unfair competitive advantage for any individual person or outside organization (hereafter collectively referred to as "conflict of interest").

Therefore, the following shall apply with respect to AAHOA matters and real or perceived conflicts of interest.

AAHOA Directors are expected to exercise their best judgment to further and protect the interests of AAHOA and its members; this judgment must be exercised in light of AAHOA's mission, as well as the Director's experiences, perspectives, and expertise.

AAHOA Directors shall not at any time disclose to others or use for individual benefit or the benefit of others, any confidential or proprietary information owned, possessed, or used by AAHOA. The duty to disclose conflicts of interest is an ongoing one, and any new conflicts that arise should be reported promptly to the AAHOA President.

The AAHOA Conflict of Interest Disclosure shall be completed and signed by all AAHOA Directors, Ambassadors, Committee and Council Members, and/or other volunteers at the beginning of service, annually, and shall be updated when the disclosures made change or new issues emerge. Any violation of this policy shall be cause for referral to the Ethics and Enforcement Committee.

SECTION XI. CONFIDENTIALITY

All Directors, Committee or Council members, and Ambassadors shall sign a Confidential Disclosure Agreement (CDA) at the beginning of his/her term and/or prior to participating in confidential deliberations. Failure to sign the CDA shall result in the individual being excluded from AAHOA communications relative to the individual's role and may result in removal.

AAHOA shall ensure all CDAs are properly executed and kept on file.

SECTION XII. ELECTION GOVERNING PROTOCOL

AAHOA will ensure an impartial and unbiased election for all candidates with no candidate receiving unfair advantage during the campaigning process.

Each candidate shall receive relevant policy documents, sign a form acknowledging receipt, and agree to abide by AAHOA Policies.

Candidates are required to complete a mandatory orientation program prior to the election at the annual convention. Current Board Members are exempt from this requirement.

During the Convention, candidates will, at all times, act in a professional manner befitting a person who is running for an open AAHOA Board or Officer position.

All candidates must be physically present at the election to be eligible.

(a) Eligibility to Vote

To be eligible to vote in the election a member shall:

- Be a current member who has renewed their membership at least forty-five (45) days prior to the election; and
- Become a Lifetime Member no later than the calendar year prior to Election Day, or paid Annual Member dues no less than twice (2) in the previous three (3) calendar years; or
- Be an eligible spouse whose name was included on the membership application; and
- Present proper photo identification (e.g., driver's license).

(b) Violation of AAHOA Policy Governing Elections

Any infractions or failure to strictly adhere to AAHOA Policies governing elections shall be grounds for discipline and/or disqualification of the candidate.

Upon learning of any potential or actual deviation from, or violation of, AAHOA policy by a candidate or a candidate's supporter, the candidate shall take immediate action to correct such deviation or violation. For any alleged or actual deviation, violation, or infraction of AAHOA Policies governing elections, or failure to strictly adhere to the policies (individually or collectively referred to as "Violation"), for which a candidate promptly took action to correct and remedy such Violation, the Elections Committee may issue a warning as necessary and appropriate. If there is evidence to support a claim that the candidate's alleged or actual Violation was intentional or knowing, was a repeat of a Violation for which the candidate had

previously received one (1) or more prior warnings, or was significant and would likely impact the final election results, the candidate may be disqualified by action of the Elections Committee.

Any alleged Violation at the annual convention shall be reviewed, investigated, and ruled on by the Elections Committee. Any alleged Violation submission after the annual convention, and no later than thirty (30) days after the end of the event, shall be submitted in accordance with the Ethics and Enforcement complaint submission guidelines.

The Elections Committee, in its sole and absolute discretion, shall be the final arbiter and ruling authority concerning any alleged or actual Violation. A candidate waives and releases any and all legal, ethical, or other related claims he/she might have or file against the Elections Committee, any member thereof, or any advisor or witness thereto.

The AAHOA Policies governing elections apply to election candidates and any and all authorized and/or unauthorized supporters of the candidates. As it relates to these policies, references to the “candidate” include such supporters, and candidates shall be held fully responsible for the actions of such supporters.

Policy 12.02 Director and Officer Nominations

Nominations and elections for Board and Officer positions shall be conducted in an orderly, fair, and transparent manner and in compliance with AAHOA’s Governing Documents.

The Elections Committee shall have responsibility for overseeing the nomination and election process. Any changes to membership of the Elections Committee shall be submitted to the Board within five (5) days of the change.

The Elections Committee shall create and publish the Candidate Nomination Form, a listing of all open Board and Officer positions, and the applicable candidate qualifications, on or before one-hundred-and-five (105) days prior to the election date.

Nominations and candidate materials shall be submitted by the nominee on or before October 1, for candidates running for Secretary and sixty (60) days prior to the election date for candidates running for all other positions. Any nominee failing to submit the required candidate materials by established deadlines is ineligible to stand for election.

No nominations from the floor shall be allowed.

If no nominations are received by the nominations deadline for any open Board or Officer positions, such positions shall be considered vacant and shall be filled by the Board at the first meeting of the Board after the annual meeting in accordance with Article IV, Section 8, of the Bylaws.

Policy 12.03 Candidate Eligibility

To the extent possible, the Elections Committee shall verify the eligibility of all nominees. The Elections Committee shall certify the qualifications of each candidate no later than twenty-one (21) days after the nomination deadline. If the qualification deadline lapses, the nominee is not certified.

The Elections Committee shall submit the certified slate of candidates to the AAHOA Officers. The Elections Committee shall inform the eligible candidate of his/her certification, and shall also provide the candidate the AAHOA Policies governing elections, the Confidentiality Policy, the Conflict of Interest Policy, and the Qualifications for Members of the Board found in Article V of the Bylaws.

Two (2) years prior to the day of the election, eligible Lifetime Members may notify the AAHOA President to transfer their memberships to a child who is at least eighteen (18) years old for the purpose of making a child eligible to run for an open Board seat.

(a) Officer Candidate Eligibility

In addition to meeting the eligibility requirements defined in Policy 12.03, all Officer candidates shall either be an elected, currently-serving Board Member, or an outgoing Board Member whose term expires on the day of elections.

Policy 12.04 Industry Partner Election

The President shall nominate no less than five (5) Industry Partner candidates from Silver Member, Platinum Member, or Club Blue Member companies in good standing. A lodging industry franchisor representative is not eligible to serve in this position.

The Board shall vote on the election of three (3) Industry Partners, two (2) who shall serve for a two- (2) year term and one (1) who shall serve for a one- (1) year term. The President shall determine the length of term each Industry Partner shall serve.

Policy 12.05 Withdrawal from the Election

Any candidate for AAHOA elected office who withdraws within thirty (30) days of Election Day shall be ineligible to run for any AAHOA elected office in the current election and the following election. The withdrawn candidates may seek to be reinstated by the Elections Committee.

Policy 12.06 Campaigning

Prior to the Convention, candidates are permitted to distribute “Authorized Election Collateral” (as defined in Policy 12.06(c)). All campaign collateral and communications must remain aligned with the AAHOA Code of Conduct and AAHOA Policy.

- Mail. Candidates are permitted to distribute “Authorized Election Collateral” to

AAHOA Members via mail through the services of an AAHOA-approved Mailing House (see Policy 12.06(b)).

- AAHOA Website. Candidates are permitted to post a one-hundred-and-fifty (150) word “Profile” with a photo on a designated area of <https://AAHOA.com>, subject to the approval of the AAHOA office.
- Social Media. Candidates are permitted to use social media for campaigning.
- Events. Candidates are permitted to campaign by attending AAHOA-sponsored or related community events and communicate with AAHOA Members at those events.
- AAHOA shall email the membership a list of certified secretary candidates on or prior to November 1. The email shall also include one (1) (up to 8½ x 11-inch) flyer for each candidate.
- AAHOA shall email the membership a list of all certified candidates prior to thirty (30) days before the election day. The email shall also include one (1) (up to 8½ x 11-inch) flyer for each candidate.
- Candidates may only distribute the following election collateral prior to the annual convention at any event:
 - Limited to a single-or-double sided written flyer comprised of no more than two (2) sheets and no larger than 8½ inches in size;
 - Campaign buttons/Pins
 - Business Cards

(a) Prohibitions

No candidate or candidate’s supporters shall organize, host, or promote an AAHOA event for the purpose of campaigning for the candidate. Currently serving Directors may take the podium within sixty (60) days of the Convention at their own events only to discuss AAHOA business and may not engage in self-promotion.

Other than posting a profile and photo on the website, at no point during the campaign is any candidate authorized to use, or make use of, any AAHOA resources to promote their candidacy or further their campaigns including, but not limited to, funds, materials, magazines, or the time of any staff members.

Candidates are prohibited from using their positions as a current Director, Ambassador, or recognized AAHOA leader to organize meetings, obtain podium time, or otherwise gain any unfair advantage in their bid for an open Officer or Board position.

AAHOA staff shall avoid placing photos of any candidates in AAHOA’s marketing efforts. Further, there might be limited or rare occasions when a particular candidate’s photo, either displaying the candidate individually or as part of a group, will be important or necessary to include AAHOA’s marketing efforts in connection with a story about AAHOA-related business. AAHOA reserves the right to include any candidate’s photo in AAHOA’s marketing efforts in its sole and absolute

discretion.

(b) Member Database Access

The AAHOA Member Database shall not be accessible to Candidates and shall only be available to the AAHOA approved mailing house for the purpose of mailing out “Authorized Election Collateral” (as defined below), or other related campaign or election materials, to AAHOA Members. The approved mailing house information is available from the AAHOA staff. Any material containing the use of the AAHOA logo or marks submitted to the mailing house shall be subject to review and approval by the AAHOA staff prior to publishing and/or distribution.

If a candidate and/or a supporter obtains or receives a member database from any source including directly from the AAHOA staff, or for any reason other than campaigning purposes (i.e., to recruit members, or to invite members to attend a meeting or event), the candidate and/or the supporter will not use such member database for any campaign purposes. Convention attendee lists will not be provided to any candidate, supporter, or AAHOA Member.

(c) Authorized Election Collateral

In the “Authorized Election Collateral,” candidates will set forth their specific goals and objectives for AAHOA if they are elected to a Board or Officer position. Any candidate provided and/or candidate approved contents containing any AAHOA logo or marks in the use of such media shall be bound by Policy 17.05.

(d) Campaigning and Distribution/Display of Authorized Election Collateral at the Annual Convention

During the annual convention, the candidate may only distribute/display authorized election collateral, which is limited to a single- or double-sided written flyer, comprised of no more than two (2) sheets, and no larger than 8 ½ x 11 inches in size; campaign buttons/pins, and business cards.

All Authorized Election Collateral (i.e., flyers, buttons/pins, and business cards) will be removed by the candidate from the annual convention location grounds immediately following the election, and in any event no later than twelve (12) hours thereafter.

Authorized Election Collateral may be distributed in the following areas

- Convention event off-site events (Receptions, Block Party, etc.)
- Outside of the annual convention location in the pre-function areas;
- On the trade show floors;
- In the food service area so long as candidates personally distribute the Authorized Election Collateral or place it on the “campaign table” as described below;

- In the lobby, common areas, and the hallways of the annual convention location; and
- In the lobby areas of the designated annual convention hotels.

Prohibitions on Campaigning and Distribution of Authorized Election Collateral at the Annual Convention

During the annual convention, the candidate will NOT:

- Distribute anything other than Authorized Election Collateral;
- Distribute any Authorized Election Collateral that features the AAHOA logo, unless the Candidate has received prior written approval from the AAHOA office to use the AAHOA logo on such Authorized Election Collateral;
- Campaign or distribute Authorized Election Collateral in the voting area;
- Distribute Authorized Election Collateral in the general session areas;
- Pre-place Authorized Election Collateral in the food service area, except on a “campaign table” set up for the placement of all Authorized Election Collateral;
- Campaign or distribute Authorized Election Collateral in the education session meeting rooms;
- Campaign door-to-door in the hotels, or slide any Authorized Election Collateral under guest room doors at the hotels;
- Post any Authorized Election Collateral in the bathrooms, on bathroom doors, exit/entrance doors, stairwell doors, or walls of the annual convention location or the hotels;
- Do any campaigning of any sort once the voting begins; and
- Transfer, promise, cause, or agree to cause the payment of money or anything of value in exchange for a vote or votes. Examples of prohibited actions include but are not limited to providing free transportation, accommodations, food, beverages, or refreshments in return for an agreement to vote for or against a particular candidate. This does not prohibit the dissemination of Authorized Election Collateral with a candidate’s name or message appearing thereon.

(e) Annual Convention General Session Presentation and Debate

(i) Board Candidates

Each candidate shall address the AAHOA membership at the general session held immediately prior to the elections. Each candidate shall deliver a speech of no more than three (3) minutes.

Candidates will not be allowed to use any technology support, displays, or props to assist in the speech. Candidates for each Board category will speak in the following order:

1. Director at Large;
2. Division Director; then
3. Regional Director.

The order of the candidate's speeches within each category will be in alphabetical order, based on the candidates' last names and then their first names.

(ii) AAHOA Officer Candidates

Following the Board candidate presentations, an approximate 30-minute presidential-style debate shall be held for the candidates for AAHOA Secretary and, when necessary, for other open Officer positions. The debate shall be conducted, in general, as follows:

- The moderator shall decide the order through a random drawing or coin flip.
- The Debate will open with each Secretary candidate presenting opening remarks of up to two-and-a-half (2 ½) minutes in length.
- The opening remarks will be followed by four to six (4-6) questions posed by a moderator to each candidate.
- The candidates will be allotted up to one (1) minute to respond to each question.
- Following the questions, each candidate will be allowed to make a closing statement of up to one (1) minute in length.
- The moderator will strictly adhere to the time allotments.
- Following the debate, the polls will be opened for voting.

Policy 12.07 Ballots and Results of the Election

Each voting member shall vote by a secret ballot provided at the annual convention. Election results are calculated based on the total number of ballots received, and there shall be no vote by proxy. Allied Members, Industry Partners, and Future Hoteliers have no voting privileges, and Regional candidates shall be elected by members of their respective region who must be residents of the same region.

AAHOA Members are restricted to casting their votes in their respective AAHOA divisions, Eastern or Western (AAHOA divisions are defined in Article VIII(b) of the Bylaws) in which they reside, for the following positions: Director at Large, Young Professional Director, and Women Hoteliers Director.

Votes shall be tallied and provided to the Elections Committee immediately upon the closure of the voting booths, and election results shall be declared immediately after all the votes are tallied. Election results shall be declared to all members at an appropriate time by the AAHOA President. Individual voting information shall remain the sole possession of the third-party vendor conducting elections. No AAHOA Member or staff member shall view or request such information.

(a) Vote Tallies for Board Positions

The Board election shall be determined by the highest number of votes received. In the event of a tie, the outcome shall be determined by a coin toss.

(b) Vote Tallies for Officer Positions

The Officer election shall be determined by a majority of votes cast (50% + 1). In the event of a tie, the outcome shall be determined by a coin toss.

SECTION XIII. AAHOA REGIONS

The AAHOA regions are defined in Bylaws, Article VII.

Policy 13.01 Establishment of a New Region

The Board may establish new regions at its discretion and consistent with the policies contained herein. In order to maintain similar membership counts among regions, the Board shall annually consider splitting any region which has exceeded specific membership levels. If a region consists of one-thousand (1,000) paid members and five-hundred (500) Lifetime members, the Strategic Planning Committee shall recommend, and the Board shall consider, a proposal to create a new region.

Any new region shall have no less than three-hundred (300) paid members at the time it is created. The decision to establish a new region, including the timing of its creation and its assignment to the Eastern or Western Division, shall be in the sole and absolute discretion of the Board, and shall be decided by a majority vote.

If the Board establishes a new region, a Regional Director shall be elected to serve the new region at the next annual convention.

Policy 13.02 Realignment of Existing Regions

Two (2) or more Regional Directors may petition the Board to realign adjacent regions, in which the petitioners are the Regional Directors.

The petition shall be in writing delivered to the AAHOA Chair and shall include:

- Proposed new boundaries for regions that will be impacted; and
- Verification from the AAHOA President that the regions with proposed new boundaries currently have, and have had for the prior two (2) calendar years, a paid membership in excess of three-hundred (300).

Upon receipt of a valid petition, the Board shall consider at its next regular meeting the merits of the petition. A vote of no less than two-thirds (2/3) in favor of the alignment is necessary for approval. If approved, the new boundaries shall be in effect at the commencement of the next annual convention.

Policy 13.03 Termination of a Region

Each region is required to maintain a minimum of three-hundred (300) paid members. In the event a region falls below three-hundred (300) paid members as of December 31 of a given year, the region shall have one (1) year, until December 31 of the following year, to increase its membership to three-hundred (300) paid members. If a region fails to reach or maintain three-hundred (300) paid members as of December 31 for two (2) consecutive years, the Board may terminate the region and remove the Regional Director from the

Board at the next annual convention. Under such circumstances, the Board shall assign the terminated region to one or more adjacent and established regions by redrawing the lines and redistricting the members in a manner that best serves the interests of the association.

Policy 13.04 Reinstatement of a Terminated Region

The Board may reinstate a terminated region once it has attained three-hundred (300) paid members by December 31 of the year prior to the annual convention. Such Regional Director shall be elected to serve the new region at the next annual convention.

SECTION XIV. MEMBERSHIP

AAHOA membership classes, types, eligibility, and terms are defined in Article II of the Bylaws. AAHOA regions are defined in Article VIII of the Bylaws.

Policy 14.01 Membership Applications and Renewal

Membership applications and dues are defined in Article II, Sections 2 and 3, of the Bylaws. Automatic renewal of membership shall be made available to members.

Any franchisors/hotel brands that have paused, and/or voluntarily disengaged and/or removed for cause from AAHOA, cannot be reinstated until a simple majority vote of the AAHOA voting board members vote in favor of allowing the franchisors/hotel brands reinstatement.

Policy 14.02 Sponsoring Memberships

To promote ethical practices, an Industry Partner, Allied Member, or other vendor may not sponsor or subsidize AAHOA hotelier membership fees at any level, except in the case of Board-approved sponsorship programs, which must be affirmed by a vote of no less than two-thirds ($\frac{2}{3}$) of the eligible voting members of the Board. Membership sponsorship programs are reviewed and reauthorized on a regular basis by the Board.

Policy 14.03 Allied Members

Allied Members shall, at all times, engage in good faith and fair dealing, policies, and practices with AAHOA Members and stand by their products and services.

The Allied Membership year shall be the calendar year (January 1 through December 31).

Applications received after August 1 of each year may pay a prorated fee of fifty percent (50%) of the annual fee, provided the applicant shall agree to pay the following year's full fees in advance at the time of application. The applicant may opt to pay the full current year's fee if electing to defer paying the next year's fee.

Policy 14.04 Industry Partner Members

Industry Partners shall consist of sponsors classified as either Club Blue Member, Platinum Member, Silver Member, or Bronze Member. Industry Partner dues are billed annually on an anniversary date basis.

Policy 14.05 Member Records

AAHOA shall collect and maintain information on members (including Allied and Industry Partner members).

Member records shall be accessible in a controlled and limited fashion in accordance with AAHOA Policy and in accordance with all applicable laws.

Policy 14.06 Privacy

AAHOA protects the privacy of member data, and as such, maintains a Privacy Policy found at <https://AAHOA.com>.

Members' personally identifiable information shall be kept confidential, and Allied Members or Industry Partners shall not be given access to member data. AAHOA will adhere to all applicable laws governing the treatment and security of customer and member data.

The AAHOA Member Database shall not be accessible to Allied Members and shall only be available through the AAHOA-approved mailing house for the purpose of sending marketing or promotional materials to AAHOA Members.

Individuals who are members of the print, television, radio, motion picture, or online media agree that they will not, without the express prior written consent of AAHOA, disclose, disseminate, or use in any manner whatsoever for any purpose whatsoever any AAHOA membership listings (including databases) or any information derived therefrom.

Policy 14.07 Member Requests for Information

Information disclosed to non-Directors shall be limited to that which is required for disclosure under federal and state law. AAHOA shall maintain a process whereby members may formally request information from AAHOA and receive responses.

Officers shall be notified of all such requests.

Policy 14.08 Replacement of Persons with Suspended Membership

Suspensions of membership are addressed in Bylaws Article II, Section 4. The Board shall, by a majority vote, appoint a replacement for any elected or appointed position(s) vacated upon the suspension or permanent cancellation of a membership. A member appointed by the Board to replace a member no longer eligible to serve may serve in such a position until the end of the term to which he/she has been appointed or the date on which the original suspension terminates, whichever occurs first.

SECTION XV. MEMBER SERVICES

Policy 15.01 Interests of Members

AAHOA activities, initiatives, actions, and programs shall be determined and/or developed in accordance with AAHOA's Articles of Incorporation, Bylaws, and strategic plan and in the best interest of the membership and AAHOA.

No activity or discussion at any formal or informal AAHOA meeting or other function may be engaged in for the purpose or with the potential effect of bringing about any understanding or agreement among members that may violate or appear to violate federal antitrust laws.

Policy 15.02 Strategic Alliances

From time to time AAHOA may participate in a strategic alliance in order to benefit AAHOA's mission, purpose, and advocacy positions with one (1) or more organizations that share similar policy priorities.

Policy 15.03 Legal Advice

AAHOA shall not provide legal advice, services, or representation to AAHOA Members.

SECTION XVI. LEGISLATIVE AND POLITICAL ACTION

Policy 16.01 Advocacy

AAHOA may engage in advocacy at the Local, State, and Federal level to advocate for public policy positions that advance the mission of AAHOA.

Policy 16.02 Legislative and Policy Positions

AAHOA shall establish, maintain, and promote legislative and policy positions for the tangible and intangible benefits of AAHOA Members and the lodging industry. These positions may be supported through non-partisan lobbying activities.

Policy 16.03 Rallying Activities

AAHOA may engage in rallying activities to mobilize the membership to protect, preserve, and promote the assets and interests of the membership and AAHOA.

The AAHOA President or designee shall organize and execute such activities.

Upon the execution of the rally, the AAHOA President or designee shall provide a report to the AAHOA Board.

Policy 16.04 Endorsement of Candidates

AAHOA may publicly endorse and/or financially support political candidates running for National, State, or Local office within the United States.

AAHOA shall remain in compliance with Federal, State, and Local laws in all activities involving solicitation and disbursement of funds for political purposes.

The majority of contributions expended during the election cycle must be to candidates named on the “Recommendation List” as defined each election cycle by the Government Affairs Committee (GAC).

(a) AAHOA Endorsement of State Political Candidates

Regional Directors have the right to propose an AAHOA Political Endorsement of any state political candidate or state incumbent within the Territory of the Regional Director. The Regional Director shall propose an endorsement only if the Regional Director conducts an interview of the state political candidate or incumbent and the Regional Director determines the political candidate or incumbent is likely to uphold core values and interests of AAHOA and its membership.

Any Regional Director proposed endorsement shall be noticed to the Officers. Upon notice of a proposed endorsement of a state political incumbent or candidate to the Officers, the Officers may, by majority vote, decline an AAHOA endorsement within thirty (30) days of any notice. If the Officers do not vote to decline the endorsement within thirty (30) days of the notice of a proposed endorsement, the Regional Director's proposed endorsement will become an AAHOA endorsement of the state political incumbent or candidate. The Officers retain the right to vote to recall an AAHOA endorsement at any time. If the Officers reject a proposed endorsement or recall an endorsement, the Regional Director may appeal the Officers' action to the Board. The Board may affirm or reverse the Officers' action by majority vote. The Board retains the right to recall an endorsement at any time.

(b) Compliance with Federal, State, and Local Laws; Contribution Limits

AAHOA shall remain in compliance with Federal, State, and Local laws in all activities involving solicitation and disbursement of funds for political purposes.

The majority of contributions expended during the election cycle must be to candidates named on the "Recommendation List" as defined each election cycle by the GAC.

The GAC may authorize the following expenditures for candidates not on the "Recommendation List":

- Up to one-thousand dollars (\$1,000) for local and state candidates and for candidates running for the U.S. House of Representatives.
- Up to two-thousand-five-hundred dollars (\$2,500) for candidates running for state office or for the U.S. Senate.
- Up to three-thousand dollars (\$3,000) to match funds ("matching funds") raised by AAHOA Members at a fundraising event for a candidate.

Contributions to candidates in excess of the limits listed above must be approved by a majority vote of the Board upon recommendation by the GAC.

(c) Federal PAC Implementation Process

The GAC shall submit to the Board a list of U.S. Senators and Members of Congress that the GAC recommends should be supported with Political Action Committee (PAC) donations, including suggested amounts to be donated, in the form of a PAC Recommendation List. The PAC Recommendation List shall initially be prepared by AAHOA's Advocacy Team, and it shall contain report cards that are based on specified objective criteria and data comprising a baseline for tracking the political positions and votes of each such U.S. Senator and Member of Congress (Baseline Criteria), with capabilities to recalibrate and develop new "champions" for the association. This Baseline Criteria shall include information such as Key Committees

on which the Members of Congress are serving, have served, or are slated to serve, and AAHOA's footprint in the corresponding Congressional Districts. The GAC shall review and approve each of the U.S. Senators and Members of Congress on the PAC Target List by a majority vote.

The GAC shall provide its recommended PAC Recommendation List to the AAHOA Board by no later than January 31 of every calendar year. The PAC Recommendation List shall be reviewed annually during the Board's February Meeting. Each of the U.S. Senators and Members of Congress who are approved by the Board shall remain on the PAC Recommendation List for that designated term.

The approved PAC Recommendation List shall be returned to the GAC for implementation purposes for the designated term.

Following the Board's approval of the PAC Recommendation list, any AAHOA Member, including any Officer or Board member, or any AAHOA Team member, can request that a donation be made to a U.S. Senator or Member of Congress included on the PAC Recommendation List. This request shall be sent to the GAC, and deemed approved, unless a majority of GAC members object to the request or the proposed PAC amount within seventy-two (72) hours from receipt of the request. This objection by a majority of GAC members must be in writing, and must be based on reasons involving a material change in circumstances since the U.S. Senator or Member of Congress proposed to receive the PAC donation was originally included on the PAC Recommendation List and approved by the Board.

Upon timely receipt of a written objection involving a material change in circumstances by a majority of GAC members to a proposed request for PAC funds, the GAC shall issue a recommendation denying the request.

Within twenty-four (24) hours of issuing a recommendation denying a proposed request for PAC funds, the GAC shall submit such recommendation to the Board. The Board shall review and conduct an e-vote within seventy-two (72) hours of the receipt of the GAC's recommendation to decide whether to (i) approve the denial of the PAC request, or (ii) overturn it, such that the PAC donation is issued accordingly to the U.S. Senator or Member of Congress proposed to receive it.

(d) Political Action Committee (PAC) Requests

For any request for a proposed PAC donation to a U.S. Senator or Member of Congress who was not included on the Board-approved PAC Recommendation List for a designated term, the following steps shall be followed by any AAHOA Member, including any Officer or Board Member, or any AAHOA Team member, to request PAC funds for the GAC to consider. The AAHOA team will create and distribute a PAC Request form for every individual PAC request to streamline the process for review.

Steps for requesting PAC funds for U.S. Senators or Members of Congress who were not included on the Board PAC Recommendation List:

1. Submit the request in writing on the designated PAC Request form to the AAHOA Board via the email address included on the Form.
2. The Board shall submit the request to the GAC for consideration.
3. The GAC shall issue a recommendation approving or denying the request after internal review, and submit their recommendation to the Board for consideration.
4. All final approved PAC requests issued by the Board for U.S. Senators and Members of Congress who were not included on the original Board approved PAC Recommendation List shall be submitted to AAHOA Finance for check disbursements. Payment confirmations shall be sent by AAHOA Finance to the AAHOA Board and GAC simultaneously.
5. GAC shall create a record of all PAC requests, including the requested amounts, the requestor, the solicitant and all records, and make them publicly available at the Board annual meeting.

(e) Political Action Committee (PAC) Distribution Process

The GAC recommends the following methods for PAC fund distributions.

1. All PAC fund distribution checks shall be issued in compliance with all applicable Federal laws.
2. To the extent possible, PAC fund distribution checks shall be presented in a manner that engages AAHOA leaders and members with their elected officials, including U.S. Senators and Members of Congress who are to receive the PAC donations.
3. To present a PAC donation without any AAHOA Member present or representing the association (e.g., by delivering or mailing a PAC donation check to the applicable campaign office), a majority vote by the AAHOA Regional Director of that region and the AAHOA Officers is required.
4. Presenting a PAC donation to an elected official within a large AAHOA-Member setting/event is preferred, but not required.

Policy 16.05 Political Action Committee

AAHOA shall maintain a Political Action Committee (PAC) to advance, preserve, and promote AAHOA's causes, mission, vision, and values. The PAC shall be maintained and funded in compliance with all U.S. Federal, State, and Local laws, regulations, and ordinances.

All activities and initiatives shall be consistent with AAHOA's approved Strategic Plan and Vision Statement.

(a) Contributions to State Candidates

Contributions to statewide candidates may be made in the following manner, and in accordance with policy contained herein:

- If an AAHOA state-based PAC exists in the state in which the candidate resides, a donation may be made in any amount lawfully allowed which does not exceed fifteen percent (15%) of the balance of funds in the AAHOA state PAC account.
- If no AAHOA state-based PAC exists in the state in which the candidate resides, no contribution shall be made to any non-statewide candidate unless approved by a majority vote of the Board. In this situation, the following could be considered by the Board:
 - A donation may be made in any amount lawfully allowed which does not exceed the lesser of one-thousand dollars (\$1,000) or fifteen percent (15%) of the amount of PAC revenue collected from the state during the election cycle.
 - If state law prohibits Federal PAC contributions, a donation may be authorized by a majority vote of the AAHOA Board from AAHOA general funds in compliance with all state political contribution laws.
 - If the AAHOA PAC has contributed to a hospitality-related state PAC, a request for donation shall first be made to the hospitality-related state PAC. If such a request is denied, a donation may be made in any amount lawfully allowed which does not exceed the lesser of one-thousand dollars (\$1,000) or fifteen percent (15%) of the amount of PAC revenue collected from the state during the election cycle.
- The Government Affairs Committee may recommend, through a majority vote of the committee, contribution amounts in excess of those listed above. Such a recommendation may be considered by the Board and shall require a majority vote for approval.

SECTION XVII. COMMUNICATIONS

AAHOA communications shall adhere to all applicable laws (including anti-spam laws) and align to generally accepted industry communication standards.

AAHOA shall provide meaningful, transparent, consistent, frequent, and timely information to the membership via the medium and in the frequency most appropriate to convey the information to the desired audience.

The platforms for communication shall be for the strict use of AAHOA and shall be subject to the AAHOA Code of Conduct and Ethics policy.

The AAHOA President shall establish an internal and external communications protocol and ensure the efficient and consistent implementation of such protocol.

Policy 17.01 Board Communications

All information communicated to Directors or at Board Meetings regarding AAHOA affairs are considered confidential unless explicitly indicated otherwise.

Directors are expected to accurately represent decisions of the full Board. While they may provide their perspective as presented during deliberations, it remains their fiduciary duty to maintain the confidentiality of other perspectives voiced during discussions and support the final decision of the Board.

Directors may seek input from members on specific issues so long as they do not communicate confidential information of the Board when they do so.

Members may communicate with the Board at any time.

Policy 17.02 Staff Communications

The Board should be kept apprised of AAHOA successes and challenges and should receive periodic communications about AAHOA work from the President. Should non-Officer Directors need to communicate with AAHOA staff outside of regular committee communications, those communications should be conducted through the President or a designee.

Policy 17.03 AAHOA Spokesperson

Only appointed spokespersons shall make private or public statements on behalf of AAHOA. The AAHOA Chair or a designee shall act as the official membership-facing spokesperson for AAHOA and shall support the President in external-facing communications as needed.

The AAHOA President or a designee shall act as the official external spokesperson for

AAHOA and shall support the Chair in membership-facing communications as needed.

Policy 17.04 Membership Polls and Surveys

AAHOA may conduct membership polls and/or surveys to research and quantify membership issues and positions thereby providing timely and relevant membership services and maximizing representation leverage.

Policy 17.05 Use of AAHOA Logos and Marks

Use of the AAHOA logo and marks shall only be allowed in alignment with AAHOA Policy and standard operating procedure as authorized by the AAHOA President or a designee. AAHOA may enter into royalty or other agreements promoting the use of its logo so long as those agreements do not jeopardize the tax-exempt status of AAHOA.

Allied Members and Industry Partners are granted a limited right to use the AAHOA logo pursuant to their membership Terms and Agreements.

Any material containing the use of the AAHOA logo or marks submitted by Allied Members to the AAHOA-approved mailing house shall be subject to review and approval by AAHOA prior to publishing and/or distribution.

SECTION XVIII. EVENT GOVERNING PROTOCOL

AAHOA hosts events in alignment with the mission of the organization. Events specifically targeted toward advancing the interests of women hoteliers, young professionals, and other types of hoteliers may be hosted in accordance with budget priorities and in alignment with the Bylaws and Governance Policy.

At any event where alcohol is served, the venue shall hold a liquor license or AAHOA shall hire a licensed bartender.

Entertainment is not provided for any event except the annual convention.

The AAHOA President or designee shall negotiate and execute all contracts for all AAHOA events, including Town Hall events.

No Region, Committee or Council, or other sub-group of AAHOA may commit resources or sign contracts on behalf of AAHOA to host a conference, Town Hall, or other event.

Policy 18.01 Budget

Event budgets are approved as part of the annual budgeting process.

Policy 18.02 Annual Convention

AAHOA Members shall convene to conduct the annual membership meeting (per Bylaws Article III, Section 1) in conjunction with an annual convention.

(a) Site Selection

The annual convention shall be rotated throughout the United States using the zones below. It shall be held in each zone once every three (3) years. The zones are defined as follows:

- **Zone 1:** Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming
- **Zone 2:** Arkansas, Iowa, Nebraska, Kansas, Louisiana, Oklahoma, Illinois, Minnesota, Mississippi, Missouri, North Dakota, South Dakota, Texas, Wisconsin
- **Zone 3:** Alabama, Connecticut, Delaware, District of Columbia, Florida, Georgia, Indiana, Kentucky, Massachusetts, Maine, Maryland, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia

The Board shall approve a site location at least three (3) years prior to the year in

which the event is to be held.

In the event a suitable location is not timely identified in the scheduled Zone, the site search shall be expanded into the next eligible Zone.

(b) Event Planning

The AAHOA President or designee shall execute all Convention-related activities, and develop, maintain, and update documents tracking the progress of preparation for the annual convention. The Officers or their designee shall lead the programmatic planning of the annual convention in consultation with AAHOA staff, relevant committees, and Directors who reside in the region in which the event is being held.

The President or designee and Convention Chair may replace non-headliner speakers and entertainers previously approved by the Board as needed.

(c) Complimentary Registrations and Accommodations

Complimentary standard guest room accommodations shall be provided to current Directors for the duration of the convention.

Invited guests and speakers may be reimbursed for travel expenses and provided with appropriate guest room accommodations subject to the President's approval.

Each member of the Board shall receive complimentary convention registration for himself/herself, a spouse, and children with Future Hotelier memberships.

Each Officer shall receive five (5) complimentary convention registrations to distribute at his/her discretion in addition to the complimentary registrations described above.

Additional complimentary convention registration passes and/or guest rooms shall be provided at the discretion of the AAHOA Officers and upon approval of seventy-five percent (75%) of the elected AAHOA Officers.

Policy 18.03 Regional Events

Each region shall host a minimum of one (1) regional event each year.

AAHOA staff shall plan all regional events in consultation with Regional Directors and update Regional Directors on event planning progress and event statistics for items such as catering, registration, numbers, marketing, and other applicable event details.

(a) Catering

For all meals at regional events, the Regional Director shall be provided with the

opportunity to approve meal options.

Policy 18.04 Town Halls

Due to their nature, Town Hall events shall be scheduled Monday–Thursday and not within twenty-eight (28) days of the AAHOA annual convention unless unanimously approved by the Officers. Planning for Town Hall meetings shall adhere to the following schedule:

- Twenty-eight (28) days in advance of proposed event date, submit request for Town Hall to the President.
- The Officers shall consider and respond to the Town Hall request within two (2) business days. If a majority have not responded, the President may, at his/her discretion, approve by the third (3rd) business day.
- Twenty-one (21) days in advance of the proposed event date, the Director shall submit a cost-neutral budget. Proposed Town Hall events submitted less than twenty-eight (28) days in advance of the proposed meeting date shall require unanimous approval by the Officers.

A request for a Town Hall event made by anyone other than a Regional Director shall include the written authorization of the Regional Director for the region in which the event is to be held. In the absence of such authorization, the event may be approved by a unanimous vote of the Officers. Marketing a Town Hall event (i.e., flyers, automated calls) may begin only after event approval.

Cancellation of a confirmed Town Hall event must be approved in advance by a majority of the Officers.

Policy 18.05 Leadership Conference

AAHOA shall host a Leadership Conference no less than once every thirty-six (36) months.

Policy 18.06 Board Retreat

AAHOA may host Board retreats from time to time. The AAHOA Chair may determine which regular meeting of the board shall be a retreat during his or her term.

Policy 18.07 Legislative Events

AAHOA shall host legislative activities, which include an annual national advocacy conference and congressional visits, along with receptions/delegations on Capitol Hill as needed in support of AAHOA lobbying and advocacy activities.

Policy 18.08 Charitable or Fundraising Events

AAHOA may from time-to-time engage in charitable fundraising activities. These activities must be approved by the President and a majority vote of the Board.

AAHOA shall fundraise only for tax-exempt charities, and the event budget shall specify the allocation of any event proceeds and the charity to whom the proceeds will be gifted. Should the event not be profitable, no charitable contributions will be made.

No alcohol shall be paid for by AAHOA at charitable events. The AAHOA Director planning the charitable event shall ensure measurable fundraising goals are set for the approved charity. Budgets for charitable events shall reflect a minimum twenty percent (20%) surplus of revenues over expenses for fundraising and be approved by a majority of Officers.

(a) Event Planning

The Director or an assigned regional Ambassador shall recommend the venue for the event; the venue must include appropriate facilities for any planned functions.

The Director or an assigned regional Ambassador shall select the caterer for the event and submit the relevant information to the AAHOA President or designee, who will secure a contract with the caterer.

(b) Golf Tournaments

AAHOA shall not host more than five (5) golf tournaments annually unless this limit is waived by a unanimous vote of the Officers.

Applications by Regional Directors to host a golf tournament are due September 15 in the year preceding the proposed event. If the Officers have not approved five (5) golf tournament applications by the last day of the annual convention, any newly elected Regional Directors may submit an application.

Applications submitted to the Officers for consideration fewer than one-hundred-and-twenty (120) days from the proposed event date shall not be considered.

Any Region that has hosted an AAHOA golf tournament in all three (3) calendar years immediately preceding the proposed event and whose Regional Director submits an application in accordance with this policy may become one of the maximum five (5) golf tournaments. If more than five (5) applications satisfying this policy are submitted by the deadline, the Officers shall select the golf tournaments by a random drawing.

Any Regional Director who filed an application that was not selected in the random drawing shall have the right of first refusal to host a golf tournament the following year. However, if the number of applicants not selected during the random drawing exceed the maximum number of golf tournaments permitted by policy, no Regional Director shall be extended the right of first refusal to host a tournament the following year.

SECTION XIX. FINANCE

AAHOA uses the accrual basis of accounting.

The AAHOA fiscal year begins January 1 and ends December 31.

AAHOA's sources and uses of funds shall be legal and in accordance with United States laws and regulations and shall not jeopardize the nonprofit status of AAHOA.

Policy 19.01 Budgeting

AAHOA shall operate in accordance with an approved annual budget.

The proposed annual budget is reviewed in succession by the Officers and Finance & Audit Committee before submission to and subsequent approval of the Board.

Spending in excess of a budgeted line item must be approved by the:

- President when the total expenditure would exceed the budgeted amount by no more than ten percent (10%) or twenty-five-thousand dollars (\$25,000), whichever is higher; and
- A majority of the Directors when the total expenditures would exceed the budgeted amount by more than ten percent 10% or twenty-five-thousand dollars (\$25,000), whichever is higher.

(a) Town Hall Budgets

Town Hall budgets shall be determined by using the following formula:
One-thousand dollars (\$1,000) + up to twenty-five dollars (\$25) per attendee.

Policy 19.02 Reporting

The President shall provide regular written reports to the Board on the progress and status of the annual budget.

AAHOA shall maintain proper records and shall ensure proper and regular financial reporting in alignment with the Financial Accounting Standards Board (FASB) U.S. generally accepted accounting principles (GAAP) for associations.

Financial statements shall be produced and published to the Board monthly and annually. Financial statements regularly provided to the Board shall include:

- Income Statement
- Statement of Financial Position
- Investment Portfolio Information
- Annual convention and budget performance reports

Policy 19.03 Investments and Reserves

The AAHOA investment portfolio shall be managed with the primary objective of preserving the long term, real purchasing power of the assets, and a secondary objective of growing the portfolio in support of the mission. All investment decisions shall be made in alignment with the AAHOA Investment Guidelines.

Annually, surplus funds shall be transferred to AAHOA reserves.

Policy 19.04 Operating Funds

AAHOA shall maintain thirty-three percent (33%) of its annual operating expense budget in its operating bank account.

Policy 19.05 Volunteer Travel & Reimbursement Policy

AAHOA shall reimburse volunteers for approved travel expenses incurred in the performance of services for AAHOA.

Reimbursable travel expenses shall include, but not be limited to:

- Transportation
- Lodging
- Meals

Expenses not reimbursable, unless approved in advance, include, but are not limited to:

- Any expense prohibited by the Internal Revenue Service (IRS):
 - Travel insurance
 - First-class tickets or upgrades
 - Airline tickets purchased less than fourteen (14) days in advance of travel to AAHOA and non-AAHOA events (may be waived with approval from a majority of the Officers in advance of travel)
 - Lodging accommodation expenses in excess of those arranged by AAHOA or if the individual elects to stay elsewhere
 - Limousine travel
 - Alcohol purchases
 - Participation in or attendance at golf, tennis, or sporting events
 - Spa or exercise charges
 - Clothing purchases
 - Valet service
 - Dry cleaning
 - Car washes
 - Toiletry articles
 - Expenses for spouses, friends, or relatives

- Shared expenses, with the exception of hotel

Subject to the limitations found elsewhere in this policy, and excluding the Officers, each Director is eligible for reimbursement of travel-related expenses up to eighteen-hundred dollars (\$1,800) per year – from the day after the annual convention to the last day of the annual convention – to attend any free AAHOA-hosted event.

This eighteen-hundred dollars (\$1,800) per year limit does not apply to the Board Meetings, the annual convention, any free AAHOA-hosted event held in the region in which the Director resides, and any event for which the Director has received approval from a majority of the voting Officers, for which AAHOA may reimburse each Director for reasonable travel expenses, transportation, lodging, and meals, in accordance with the amounts set forth in policy.

(a) Reimbursements for Officers

Officers may be reimbursed for AAHOA-hosted events, which shall be reimbursed in accordance with the amounts set forth in policy. Non-AAHOA hosted events where the presence of an Officer is in the best interests of AAHOA shall be reimbursed within the guidelines established by the IRS.

(b) Reimbursements for Regional Directors and Directors at Large

Regional Directors and Directors at Large may be reimbursed for the following AAHOA events, which may include reasonable travel expenses, transportation, lodging, and meals, in accordance with the amounts set forth in policy.

- Board Meetings. AAHOA shall pay for Directors' hotel rooms at Board Meetings. (Directors who leave a Board Meeting early without receiving approval from the AAHOA Chair are ineligible for reimbursement.)
- The annual convention.
- Any free AAHOA-hosted event held in the region in which the Director resides.
- Any event for which the Director has received approval from a majority of the voting Officers.

Travel expenses related to AAHOA and non-AAHOA hosted events shall be reimbursed in accordance with the amounts set forth in policy, except where the Director has received approval from a majority vote of the Officers s/he shall be reimbursed within the guidelines established by the IRS.

(c) Reimbursements for Division Directors

Directors elected into the Division Director role of “Young Professional” or “Women Hoteliers” shall be eligible for the same reimbursement defined in (b) and up to three (3) additional free AAHOA-hosted young professional or women hoteliers

events, corresponding to the demographic the Director represents.

(d) Reimbursements for AAHOA Past Chairs

Subject to the daily reimbursement amount found in this policy, the AAHOA Past Chair is eligible for travel reimbursement up to eighteen-hundred dollars (\$1,800) per year, from the day after the annual convention to the last day of the annual convention, to attend any free AAHOA-hosted event, industry event, or advocacy-related event.

Travel expenses related to AAHOA-hosted events shall be reimbursed in accordance with the amounts set forth in policy.

Travel expenses related to non-AAHOA hosted events where the AAHOA Past Chair has received approval from a majority of the voting Officers shall be reimbursed within the guidelines established by the IRS.

(e) Reimbursements for Non-Board Volunteers

A volunteer who is not a member of the Board is eligible to receive reimbursement for AAHOA-related travel costs in alignment with AAHOA Policy including airfare, mileage costs, taxi-cab fares, vehicle parking, lodging, food, and/or internet upon a unanimous vote of the Officers. Ambassadors and AAHOA Past Chairs are automatically approved for a “Two-Day Event” per the definition below for travel to/from Washington, D.C., to attend AAHOA advocacy conferences.

(f) Reimbursable Amounts

The maximum reimbursable amount, unless otherwise approved by a majority vote of the Officers or a policy contained herein, shall be eight-hundred dollars (\$800) for a One-Day Event, and three-hundred dollars (\$300) for each additional consecutive event day thereafter, not to exceed five (5) days. Member travel time is not taken into account when determining the number of days of an event.

The maximum per-day food reimbursement is sixty-five dollars (\$65).

A majority vote of the Officers shall be required for an event to be classified as anything other than a One-Day Event.

Travel outside of North America shall not be reimbursed unless otherwise approved by a majority vote of the Officers.

1. **One-Day Event:** A “One-Day Event” is defined as an event where all scheduled meetings or activities occur on a single calendar day in one (1) or more location(s) within sixty (60) miles of each other. All regional meetings shall be considered a “One-Day Event” unless otherwise approved by a majority vote of the Officers.

2. **Two-Day Event:** A “Two-Day Event” is defined as an event where all scheduled meetings or activities occur on two (2) consecutive days in one (1) or more location(s) within sixty (60) miles of each other.
3. **Three-Day Event:** A “Three-Day Event” is defined as an event where all scheduled meetings or activities occur on three (3) consecutive days in one (1) or more location(s) within sixty (60) miles of each other.
4. **Four-Day Event:** A “Four-Day Event” is defined as an event where all scheduled meetings or activities occur on four (4) consecutive days in one (1) or more location(s) within sixty (60) miles of each other.
5. **Five-Day Event:** A “Five-Day Event” is defined as an event where all scheduled meetings or activities occur on five (5) consecutive days in one (1) or more location(s) within sixty (60) miles of each other.
6. **Concurrent Events:** For events held concurrently within a sixty- (60) mile radius of each other, the events shall be treated as a single event with days designated by the longest-running event.
7. **Consecutive Events:** For separate events held on consecutive days within a sixty- (60) mile radius of each other, the events shall be treated as a single event for the full length of both events.

For separate events held on consecutive days outside a sixty- (60) mile radius of each other, the events shall be treated as separate events.

(g) Expense Reports

Volunteers seeking reimbursement shall submit an electronic expense report, including all documentation as required by policy, to AAHOA within sixty (60) days of the travel date(s).

Each event must be submitted on a separate expense form.

(i) Documentation Required for Reimbursement

- Copy of airline ticket or mileage report (mileage will be reimbursed at the standard mileage reimbursement rate published by the IRS).
- Receipts for all other expenses.
- Written approval from a majority of the Officers to engage in the travel related to the reimbursement (a copy of an email confirming this approval is acceptable).

(h) Denial of Reimbursement

Reimbursement will be denied for the following reasons:

- Missing receipts or expense documentation.
- Expense Report turned in more than sixty (60) days after the travel date(s).
- Expense Report incomplete or inaccurate.
- Expense Report for non-AAHOA travel to events at which the presence of the

individual was not approved per AAHOA Policy.

- Expense Report included shared expenses for items other than a hotel stay.
- Expense Report included expenses for items other than travel reimbursement (e.g., expenses for caterers, entertainers, vendors, etc.).

(i) Denial of Reimbursement for Candidates Running for Open Board Positions

An AAHOA Director or volunteer planning to run for an AAHOA Officer or Director position in the next-scheduled election may not seek reimbursement for travel expenses except in the following cases.

Directors may request reimbursement for:

- All regular and special Board Meetings;
- The annual convention;
- Regional meetings in the Director's own region;
- Any six (6) Town Halls in the Director's region;
- A maximum of one (1) regional meeting outside of the Director's region; and
- Legislative Summit(s).

Committee Members may request reimbursement for all regular or special meetings of the member's assigned committee.

Ambassadors may request reimbursement for the Legislative Summit(s) in the designated reimbursement amount approved by the Board.

An AAHOA Director or volunteer who is undecided about whether to run for an Officer or Board position in the next-scheduled election may request reimbursement for travel expenses. However, if the AAHOA Director or volunteer subsequently decides to run for an Officer or Board position, the expenses reimbursed in excess of the amounts specified above must be refunded to AAHOA.

(ii) Appeal of a Denied Reimbursement

No more than thirty (30) days after receipt of notification of a denied reimbursement, the member seeking an appeal shall send in writing, to the AAHOA President or designee, reasons for appeal and all documentation necessary to resolve the issue(s) leading to denial.

AAHOA will present the appeal documentation to the Finance & Audit Committee at its next meeting, and the committee's recommendation shall be presented to the Board.

(i) Responsibilities of Members During Trips Paid for by AAHOA

Any individual traveling on behalf of AAHOA or being reimbursed by AAHOA for travel, shall, at all times during the travel, present themselves in a professional manner and in alignment with the Code of Conduct. The individual shall also

conduct activities which advance the mission of AAHOA.

Individuals being reimbursed for travel expenses by AAHOA shall not use the trip to campaign on behalf of themselves or others for any election.

Failure to adhere to these expectations may result in denial of further travel on behalf of AAHOA or removal from a Committee or Ambassador appointment.

(j) Reimbursement for Entertainment

AAHOA shall reimburse the Officers for approved entertaining expenses, as defined by IRS Meals and Entertainment (M&E) regulatory guidance, incurred in the performance of services for AAHOA. The reimbursements shall comply with guidelines or budgetary limits set by the IRS and/or AAHOA. In addition to the documentation requirements of Policy 19.05(g), the following information shall be provided by the requestor:

- Names of all persons present.
- Description of business conducted.
- Dates, times, and locations.

Policy 19.06 Regional Donations

Each Regional Director may allocate up to six-thousand dollars (\$6,000)¹ during each calendar year, to sponsor industry, advocacy, or community events in support of AAHOA's strategic plan. Regional Directors may combine funds to sponsor events, however, annual funding limits per Regional Director shall apply. Regional donation requests shall be approved by the President or his/her designee upon confirmation of the event and receipt of required documentation, including a W-9 form.

Approved funds shall not be used for personal costs or expenses.

The Officers may approve AAHOA sponsorship of national industry-related events within the annual budget or the President's spending authority.

Policy 19.07 Political Action Committee Funds

PAC funds must be kept separate from all other AAHOA funds and be expended in alignment with Federal and Local election laws.

Policy 19.08 Allocation of Funds for Natural Disaster Aid

In the event of a natural disaster, the AAHOA President may send an email to the Board for an electronic vote on a proposed donation amount of up to five-thousand dollars (\$5,000) to assist the victims. The donation will be made upon a majority vote of the

¹ Effective January 1, 2024.

Board.

Policy 19.09 Reimbursement for Non-Travel Expenses

Expenses for event-related items other than travel reimbursement for an Officer, Director, Committee or Council member, or Ambassador must be submitted via invoice and accompanied by a signed W-9 form before any payment is made.

Policy 19.10 Annual Audit

AAHOA's finances and reporting systems and procedures shall be annually audited by outside accountants.

SECTION XX. ETHICS AND ENFORCEMENT

The governing documents of the Association are intended to advance the interests of the members. A violation of any policy and/or procedure contained in a governing document may be considered an Ethics Violation.

Policy 20.01 Ethics and Enforcement Committee²

So as to provide for an unbiased review of any ethics complaint, the Ethics and Enforcement Committee shall be the adjudicator of all breach complaints. The Ethics and Enforcement Committee, which is composed of no less than four (4) members, will be selected by the President.

Policy 20.02 Procedures

1. Any member, Board member, or management staff member shall have the right to submit an Ethics Complaint form, as provided by the President.
2. Complaints shall be submitted to the President. Complaints may not be anonymous. Complainants must submit substantial information and verifiable facts in the form of supporting documentation.
3. Within ten (10) days of receipt, the President and Director of Internal Governance shall review the allegation to determine whether the alleged misconduct, if true, would constitute a violation of the AAHOA Code of Conduct associated with the position of the person against whom the violation is alleged. If it does not meet that criterion, the complaint will be dismissed and the Complainant sent a formal written explanation or it will be returned to the Complainant for any missing information.
4. No later than the tenth (10th) day following receipt, complaints meeting the criteria above will be forwarded to the Ethics and Enforcement Committee.
5. The Ethics and Enforcement Committee shall give each party due consideration, review all evidence presented by the parties and determine whether there has been a violation. At the conclusion of the complaint process, the Ethics and Enforcement Committee will present its written report to the named parties and the Board.
6. The Ethics and Enforcement Committee may recommend one of the recommendations below. If the Ethics and Enforcement Committee decides disciplinary action is necessary, the Ethics and Enforcement Committee may decide whether the recommendation is communicated to the Ambassadors and Past Chairs, taking into consideration the effect on AAHOA's public image.

² Effective January 2023.

7. Upon determining the original complaint was frivolous the Ethics and Enforcement Committee may rule against the individual filing the original complaint. Any person filing a frivolous complaint may be subject to the recommendations below.

Such a decision shall be communicated within seventy-two (72) hours of receipt by the President via electronic mail to the address provided in the AAHOA member database.

The Ethics and Enforcement Committee reprimands will be limited to the following:

- A. No disciplinary action be taken.
- B. A written warning.
- C. Notice of public censure by the Board; such notice shall be delivered via electronic mail by the Chairman/Chairwoman of the Board to the Ambassadors and the Past Chairs.
- D. Timed suspension from position.
- E. Removal from position and timed ineligibility for committee participation or Board elections.
- F. Removal from position and permanent revocation of committee participation or Board election privileges.
- G. Timed suspension of membership.
- H. Permanent cancellation of membership.
- I. The Ethics and Enforcement Committee's determinations shall be presented to the Board. They will be final unless, after reviewing the report, the Board may overturn/change the decision with a vote of no less than seventy-five percent (75%) of the members of the Board in favor of the overturn/change.

SECTION XXI. LEGAL

Policy 21.01 Liability

AAHOA shall comply with all Federal, State, and Local laws, regulations and related rules, and to the extent possible, shall take action to avoid any unnecessary or inappropriate legal liability. AAHOA shall be responsible for keeping the originals or copies of all executed contracts, agreements, or other binding documents entered into by AAHOA.

Policy 21.02 Legal Action

(a) Reinstatement of Membership After Legal Action

A member suspended due to legal action may have a claim submitted by the President on his/her behalf to the Ethics and Enforcement Committee administering AAHOA ethics complaints for a recommendation on reinstatement or length of suspension. The Ethics and Enforcement Committee will use the criteria below as a guide for reinstatement decisions.

<i>Lawsuit Outcome</i>	<i>Follows Request for Information (RFI) Process or Submits Ethics Complaint Form in Absence of RFI Process</i>	<i>Does Not Follow Request for Information (RFI) Process or Submits Ethics Complaint Form in Absence of RFI Process</i>
“Win” the Lawsuit on All Counts		
<i>If served in an elected or appointed position at the time of his/her participation in the lawsuit:</i>	Immediate reinstatement.	President sends the Ethics and Enforcement Committee for review to determine date of reinstatement or future eligibility and recommend length of suspension based on dollars and time spent by AAHOA defending the lawsuit and damage to its reputation.

<i>If interested in serving in elected or appointed position:</i>	Immediately satisfies the eligibility requirement pertaining to voluntary participation in recent lawsuits against AAHOA.	The Ethics and Enforcement Committee determines whether/when member would satisfy the eligibility requirement pertaining to voluntary participation in recent lawsuits against AAHOA.
“Lose” the Lawsuit on Any Count		
<i>If served in an elected or appointed position at the time of his/her participation in the lawsuit:</i>	President sends to the Ethics and Enforcement Committee for review for recommendation on whether to reinstate immediately or suspend any part of term.	Five- (5) year suspension from date of the lawsuit’s final determination.
<i>If interested in serving in elected or appointed position:</i>	The Ethics and Enforcement Committee determines the date member would satisfy the eligibility requirement pertaining to voluntary participation in recent lawsuits against AAHOA.	Does not meet the eligibility requirements for election or appointment for five (5) years from the date of the lawsuit’s final determination.

If a lawsuit against AAHOA ends with any result other than a verdict in favor of the Plaintiff(s) on all counts, AAHOA Members who served as Plaintiff(s) or testified on behalf of Plaintiff(s) against AAHOA, shall be referred to the Ethics and Enforcement Committee for a recommendation on reinstatement or length of suspension.

(b) Suspension of Volunteer Service and Membership

From the date a Plaintiff files or joins a lawsuit against AAHOA, or from the date a voluntary witness testifies in a lawsuit against AAHOA, the membership and volunteer service of such person shall be suspended for a time period of no less than the date of adjudication or termination of the lawsuit in which the person is involved. The policies contained herein may result in a longer period of suspension and/or permanent cancellation of such membership.

SECTION XXII. AMENDMENTS TO THE GOVERNANCE POLICY

The AAHOA Governance Policy may be amended on a routine basis or in response to a change to the Bylaws made in accordance with Bylaws Article X, Section 1.

The process for amending the Governance Policy is defined in Bylaws Article X, Section 2. The Officers, by a majority vote, may assign the change request to an AAHOA Committee or other designee for consideration. Notification of assignment shall be given by the President or designee to the appropriate reviewing body.

The change request shall be considered by the reviewing body and given either a favorable or unfavorable recommendation. The reviewing body may amend the original change request to reflect the best interests of AAHOA. Only favorable recommendations will be presented as amendments to the Board, unless at least a simple majority of all of the members of the Board who are eligible to vote submit a written request to the AAHOA Chair at least twenty-one (21) days in advance of the meeting.