



# DECATUR • MORGAN COUNTY HOSPITALITY ASSOCIATION INC.

## DECATUR-MORGAN COUNTY HOSPITALITY ASSOCIATION

### BYLAWS

#### **Article I | Name**

The organization shall be known as the Decatur-Morgan County Hospitality Association (DMCHA), herein after referred to as "Association."

#### **Article II | Purpose**

The purpose of the Association shall be:

- A. To provide and promote a better understanding of the local hospitality and tourism industry (to include hotels, restaurants, attractions, DMOs, parks and recreation, meeting facilities and other ancillary partners).
- B. To advance the standards of the industry, in part by offering a variety of educational opportunities;
- C. To represent the interests of the industry.
- D. To promote good fellowship and the free exchange of ideas.

#### **Article III | Membership**

- A. A hospitality partner, of good standing within the community, may be represented by one of more of its management or sales staff. Individuals, companies or organizations must be associated with or support the hospitality and tourism industry. Each company shall be allowed only one vote at any meeting of the Association, regardless of the number of people from that property in attendance.
- B. All applications for membership must be submitted to and approved by the Association at a meeting where a quorum of the Association is present. In order for an application to be accepted, the organization must be approved by a majority of the voting Association members present. Upon approval, applicants shall be provided a copy of the Association's Bylaws.
- C. The Association reserves the right to cancel, suspend or expel the membership of any member for:
  - 1). Conduct considered by the Executive Committee to be detrimental to the interests of the Association or otherwise found guilty of conduct unbecoming the dignity of the hospitality and tourism industry,
  - 2). Conduct determined to have been engaged in unethical practices,
  - 3). Violation of the requirements of membership as specified in these Bylaws or the Application of membership.
- D. No membership shall be cancelled until such time as:
  - 1). A member has been notified in writing that the Association is considering his/her membership, and has been given an opportunity to appear before a meeting of the Association (at which a quorum of the voting Association is present) to present reasons why his/her membership should not be cancelled.
  - 2). Until such time as the majority of the voting members of the Association attending such a meeting shall vote to cancel the membership. The President may call a non-regular monthly meeting at any time, with two-week notice provided to all parties, to conduct a

hearing to determine the status of the member in question. This meeting may be held either in-person or virtually to hold a vote by a quorum of active members present.

- 3). The Association may determine to suspend or expel an individual from a member organization from the Association, and not the organization. This action allows the organization to continue membership in the Association.

#### **Article IV | Meetings**

- A. There shall be a meeting of the Association each month at a time and location determined by the Association. The Association, or a majority of the voting members of the Association, may call special meetings. The meetings may be held either in-person, or via telephone or electronic means.
  - 1). All meetings shall be conducted in conformity with rules prescribed herein. Otherwise, Robert's Rules of Order, Revised, shall be used in all meetings to cover questions not provided by these bylaws.
  - 2). Majority of the voting members shall constitute a quorum for the transaction of business at any meeting of the Association.
  - 3). A majority of any committee shall constitute its quorum.
- B. Notice of the time and place of each monthly meeting shall accompany minutes of the previous meeting(s) and the monthly financial report, and shall be mailed or emailed one week in advance, time permitting.
- C. The Association will partner annually with Decatur Morgan County Tourism on the DMCT Annual Meeting. The Association will sponsor the Industry and Corporate Awards portion of the meeting and provide financial assistance to DMCT to cover the costs of the awards. Due to the unknown date and time of the annual meeting, the Association will adjust the yearly meeting schedule to accommodate the DMCT Annual Meeting, once determined.

#### **Article V | Officers**

- A. The management of the Association shall be vested in the officers and voting membership.
- B. The officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer. The officers together, with the Immediate Past President, shall constitute the Executive Committee.
- C. In the event that the Vice-President, Secretary or Treasurer vacates his/her position, a replacement shall be appointed by the Executive Committee to fulfill the completion of his/her term.
- D. Officers must be individuals who are representatives of organizations in good standing with the Association and shall be nominated and elected at the last formal meeting of the fiscal year. The officers shall take office beginning at the start of the subsequent fiscal year, January 1, and each shall serve a one-year term.

#### **Article VI | Duties of Officers**

- A. The duties of the officers of the Association shall be such as are implied by their respective titles, and such are specified in these bylaws. Each officer shall keep accurate records of his/her work and turn them over to his/her successor.
  - 1). The President shall be the Chief Executive Officer of the Association. He/She shall preside over all meetings of the Association. He/She shall be an ex-officio member of all committees. He/She shall appoint all committees, with such appointments to be subject to approval of the Association. The President and Secretary shall sign all written

contracts and obligations of the Association. Upon completion of his/her term in office, he/she will assume the position of Past-President for a one-year term, and serve in the Executive Committee.

- 2). The Vice-President/President-Elect shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the latter. In addition, he/she shall assist the President in carrying out the functions of his/her office and perform such duties as may be assigned to him/her by the Association. He/She shall automatically assume the office of President in the event of a vacancy. The Vice-President/President-Elect will assume the office of president upon completion of his/her term as Vice-President.
- 3). The Secretary shall keep the minutes of the Association; maintain accurate lists of members and officers; conduct the correspondence of the Association; give the required notice of all meetings; notify members of their election to membership and chairmen of committees of their appointments; have custody of all books, records and papers except those in possession of the Treasurer. Copies of all correspondence in the name of the Association shall be filed with the Secretary.
- 4). The Treasurer shall have custody of all funds, securities, fiscal papers and other tangible assets of the Association. The Treasurer shall receive and deposit in the name of the Association in a bank selected by the Association the revenues of the Association; issue receipts; pay its bills as authorized by the Association; collect all dues from members; provide and maintain full and complete records of all assets, liabilities, receipts and expenditures; prepare and submit at each regular meeting of the association a financial statement of the current condition of the Association; and prepare or cause to be prepared for any such tax reports as local, state and federal agencies may require. The Treasurer shall prepare a list of members in good standing and submit it to the Nomination Committee Chairman and President at the December meeting. If requested, the Treasurer shall submit all records to auditors appointed by the President. If possible, the Treasurer shall serve a two-year consecutive term.

#### **Article VIII | Fiscal Responsibility**

- A. The fiscal year of this Association shall begin January 1 and end December 31 of the current year.
- B. The Association will secure a post office box to serve as the primary mailing address for all transactions of the Association. This address shall serve as the primary location for all Association business, financial records and other Association matters, regardless of who is serving in any leadership capacity. **(The current address is P.O. Box 1395 / Decatur, AL 35601).**

#### **Article IX | Dues**

- A. The Association shall be supported by a schedule of dues, which may be revised by a majority vote of the voting membership, at any regular meeting.
- B. The Executive Committee shall recommend and present the yearly dues structure at the last formal meeting of the current fiscal year to the membership. The President may take recommendations from the floor at the meeting and conduct a vote on the dues proposal(s). The proposed dues structure will be voted on by the membership present, and if approved, shall go into effect on January 1 of the upcoming fiscal year.
- C. Membership dues, as approved by the Association, shall be payable on the first day of January for the ensuing year. The Treasurer will send invoices to all members, within not less than 10 days of January 1, or as requested by each individual member organization.

- D. Member dues will not be prorated, regardless of when an organization joins the Association during the year. Each organization will be required to pay the full dues amount within 30-days of receipt of invoice.
- E. Any member of the Association whose dues are not paid during the prescribed period shall be considered delinquent. If dues are not paid thirty days after invoice date, the Treasurer shall notify the member that their privileges are revoked and full benefits forfeited.
- F. Additional assessments to finance obligations of the Association may be made from time to time, upon a majority vote by the membership, at which a quorum is present. The voting Association shall have approved the proposed assessment. Active participation in special projects shall be on a voluntary basis.

#### **Article X | Committees**

- The President shall appoint the Chair and members, as deemed necessary, for each standing committee. The committee chair may select additional association members to be a part of the committee. All committee chairs shall serve for one-year, or until their successors are appointed.

#### **Article XII | Bylaw Amendments**

- A. The Bylaws of the Association may be amended during any regular or special called meeting called by the Association.
- B. Any proposed amendment(s) must be presented to the Association, for their approval, at least two weeks prior to the meeting at which it is moved for adoption.
- C. With approval of the Association, notice of the proposed amendment(s) shall be mailed or emailed to each member of the Association, no more than one week after it was presented to the Association.
- D. An affirmative vote by the majority of the members present at a regular meeting, which has a quorum present, is required to pass an amendment.