

Bylaws of the Texas Lone Star Chapter of CMAA

Article I. Name

The name of this Association shall be the Texas Lone Star Chapter (TLSC) of the Club Managers Association of America (CMAA), a 501(c)(6) nonprofit corporation incorporated in the state of Texas.

Article II. Purpose and Objectives

The purpose of this Association is to promote and advance friendly relations between and among persons connected with the management of clubs and other associates of similar character; to encourage the education and advancement of its members; and to assist club officers and members, through their managers, to secure the utmost in an efficient and successful operation.

CMAA Objectives

- To enhance the members' professional status through certification;
- To advance the club management profession and to assist individual CMAA members and their clubs;
- To effectively communicate with members, clubs, government, the news media and the general public, and to develop and maintain publications and other materials;
- To provide a wide variety of educational programs and materials to meet diverse educational needs;
- To encourage high ethical standards in dealings with fellow club managers' clubs and others;
- To assist CMAA members in their career development and in job opportunities and to assist clubs in securing management personnel;
- To interpret and report on changing social, government and social economic conditions affecting club management;
- To recruit and retain members and to manage the Association in a manner that will effectively represent the views of its members;
- To foster appropriate relations with other organizations, which will contribute to the objectives of the club industry and CMAA's members;
- To conduct research and develop, analyze and disseminate information/data related to club management and the club industry; and
- To provide innovative programs, products and services for the successful operation of clubs.

Article III. Membership

Section 1, Categories

There shall be eight (8) categories of membership: Professional, Associate, Retired Professional, Honorary Professional, Student, Alumnus, Surviving Spouse and Faculty.

A. Professional

Upon proper completion of a written application, any person eligible for membership under these bylaws may be accepted for membership and classified as a Professional member.

1. Eligibility. A person connected with the management of clubs at the time of applying for and election to membership in the Association is eligible for Professional membership. Professional members traditionally will be associated with membership clubs in a compensated management role.
2. Professional members of this Association shall be entitled to hold office and take part in all business and affairs of the Association. A Professional member who becomes unemployed may continue in this category for the period for which dues are paid and may continue for up to one (1) additional year as prescribed under Article III, Section 3. After this period the member shall be transferred to Associate membership

B. Associate

A Professional member of the Association in good standing who enters into another line of business, or is still temporarily disengaged after enjoying "Continuation while Unemployed" as prescribed under Section 3 of Article III, shall automatically cease to be a Professional member and shall automatically be transferred to Associate membership. An Associate member shall be entitled to all privileges of the Association, but shall not be entitled to vote or hold elective office. An Associate member, who again becomes a club manager, shall automatically be transferred back to Professional membership.

C. Student

An individual who is enrolled in a hospitality or related program in an accredited college, university or school for undergraduate or graduate students is eligible to apply for student membership. Such membership does not entitle the holder to vote or hold elective office in the Association nor to transfer to any other category of membership. Students may retain membership for two years following graduation. Student members no longer enrolled at a college/university, upon attainment of a full-time assistant manager/manager position prior to two years from the date of graduation, must apply for Professional/Alumnus membership.

D. Alumnus

A person who was a former CMAA student member and is now connected with the management of clubs is eligible for Alumnus membership. Members may remain in this category for no longer than a period of two (2) years; Alumnus members shall be eligible to vote and hold elective office; and Alumnus members will pay half the current Professional member dues rate.

E. Retired Professional

Upon notification, a Professional or Associate member who is at least sixty-five (65) years old and is no longer working full time – or is disabled and unable to work – may be transferred to Retired (Professional or Associate) membership status; a Professional or Associate member who has not attained the age of sixty-five (65) years and is no longer working full time may transfer to Retired (Professional or Associate) status if the sum of the member's age and the number of full years of membership in the Association (at least 10) equals or exceeds seventy-five (75). Retired Professional members shall be entitled to all privileges of the Association, but may not hold office. Retired Associate members shall be entitled to all privileges of the Association, but shall not be entitled to vote or hold office.

F. Honorary Professional

Upon the written request of three (3) or more members, the Board of Directors may, at its discretion, elect as an Honorary member in the Association any individual who has rendered special service of value for the promotion and advancement of the welfare of the Association. The written request shall state the nature of the services rendered and the results obtained. When Professional or Retired Professional members of the Association are so honored, they shall not lose their right to vote; but in the event an Honorary membership is conferred upon an individual who is not a club manager, or not a Professional or Retired Professional member of the Association, said Honorary member shall have no right to vote and shall hold no office.

G. Surviving Spouse

The spouse of a CMAA member shall become eligible for Surviving Spouse membership status upon the CMAA member's death. Such membership shall entitle the spouse to social privileges and to receive the Association's publications.

H. Faculty

An individual who is an instructor/faculty member of hospitality or related program in an accredited college, university or school for undergraduate or graduate students is eligible to apply for faculty membership. Such membership does not entitle the holder to vote or hold elective office in the Association or to transfer to any other category of membership.

Section 2, Admission

An applicant must simultaneously apply for membership in both the National Association and the Texas Lone Star Chapter. Applications for membership shall be on a form prescribed by the Association. Following favorable action by the Chapter, the completed application and remittances for necessary entry fees, dues and assessments (as required by Article IV, Sections 1, 2 and 3) shall be forwarded to the National Association's office.

Section 3, Continuation While Unemployed

A Professional member who is unemployed in club management on November 1, and who is actively seeking employment in the club management profession, may be continued on the membership rolls of the Association for a period not to exceed twelve (12) months without payment of dues. During this continuation, the member will enjoy all other benefits of membership except running for office. Reinstatement from Continuation while Unemployed is without the administrative fee. This continuation ceases at the time the member is again employed in club management.

Section 4, Penalties for Nonpayment

Any member who shall be in arrears for dues or assessment, or both, for a period of four (4) months from and after November 1 of any year shall be dropped from the rolls of the Association.

Section 5, Reinstatement

Any member who has forfeited membership in accordance with Section 3 of Article III may apply for reinstatement by written letter to the Association Board of Directors at any time within twelve months from the date membership was forfeited.

Section 6, Transfers

A Professional member who moves to an area over which another Chapter has jurisdiction and who is in good standing in both the Chapter the member is leaving and CMAA, Professional membership may be retained in CMAA for a period of one year following the year for which the dues in the Chapter the member is leaving and CMAA are paid. Should such member fail to join the Chapter in whose area the member has relocated within the aforementioned period of time, the member shall be dropped from the rolls of CMAA. Said Chapter shall automatically accept the transfer of said member on application properly made.

Section 7, Suspension and Expulsion

A member may be suspended for a specific or an indefinite period of time, or may expelled, for cause, including, but not limited to, violations of these Bylaws or the Association's Code of Ethics. Such suspension or expulsion shall require the vote of two-thirds of the total members of the Board of Directors following a hearing. Written notice of the time and place of the meeting of the Board of Directors at which a member's suspension or expulsion will be considered shall be sent by registered mail at least fifteen (15) days before the hearing to the member under charge at the member's last known address, together with a written statement of the charges against the member and notice that the member may appear at the meeting to present defenses to the charges.

In all other respects, the procedure to be followed under this section shall be in accordance with Robert's Rules of Order.

Article IV. Dues & Fees

Section 1, Administrative Fees

The Board of Directors shall determine what entrance fees, if any, shall be paid by newly elected members.

Section 2, Dues

All dues and assessments shall become payable by the last day of February of each year and shall be for the fiscal year. The Board of Directors shall set the amount of annual dues in each membership category.

All applications for membership shall be accompanied by a remittance for a full year's dues/fees as determined by the Board of Directors. On memberships, which become effective between April 1 and August 31 in any year, fifty percent (50%) of these dues/fees shall be collected upon application. Memberships, which become effective on or after September 1 in any year, shall be exempt from dues/fees for the remainder of that year and the entire amount shall be applied to the ensuing year's dues. There shall be no dues for Honorary or Surviving Spouses.

Section 3, Assessments

The Board of Directors shall have the power to levy assessments during each fiscal year. Such special assessments may not be levied upon Retired, Honorary Members, or Surviving Spouses.

Section 4, Refunds

No dues shall be refunded to any members whose membership terminates for any reason.

Article V. Meetings

Section 1, Annual Meeting

The Association shall hold its Annual Meeting at such time and place as may be named by the Board of Directors, after giving a minimum of 30 days notice to all members as to the date of such meeting.

Section 2, Special Meetings

Special meetings may be called by the President of the Chapter at any time upon the request of a majority of the Board of Directors.

Section 3, Quorum

Ten (10) percent of the voting membership shall constitute a quorum for the transaction of business at any annual or special meetings. A quorum is represented in-person or by proxy.

Section 4, General Procedure

The general procedure at each meeting shall be determined by the presiding Officer in conjunction with the Board of Directors.

- A. In case of conflict as to procedure, Robert's Rules of Order shall govern all sessions of the Chapter, insofar as consistent with the Articles and By-Laws of the Chapter.
- B. In all other respects, the procedure to be followed under this section shall be in accordance with Robert's Rules of Order.

Section 5, Order of Business

The order of business at the Annual Meeting of the Association shall be set by the President in consultation with the Board of Directors.

The order of business at any meeting may be altered or suspended by a vote of the majority of voting members present in person.

Article VI. Officers

Section 1, Eligibility

All officers shall be chosen from the Board of Directors and must be Professional members or Professional members having Continuation while Unemployed status. In the event that an Officer is unemployed and remains so during the term of office, the Officer may continue to serve as an Officer for a period not to exceed twelve (12) months. Any Officer leaving the club field for another line of work shall be ineligible to continue to serve as an Officer. An Officer shall not be elected to a second consecutive full-term in any one office. An Immediate Past President may continue to serve in an ex-officio capacity with voting privileges.

Section 2, Election of Officers

The Officers of the Association shall be the Immediate Past President, President, Vice President, Treasurer and Secretary. At the Summer Meeting of each year, the Nominating Committee shall nominate the officers for the following year for election by the Board at the same meeting. For Officer positions, the Nominating Committee shall consider the following guidelines as being preferred: the President shall serve in his or her 4th year on the Board. The Vice President shall serve in his or her 3rd and final year of such term. The Secretary and Treasurer can serve in such capacity during their second or third year of their respective terms.

In voting for any candidate for office, if there is more than one candidate, the candidate receiving the most votes shall be declared the winner. In the case of no opposition to a nomination, the vote may be by acclamation.

Section 3, The President

The President shall be the Chief Elected Officer of the Chapter and accountable for its fiscal affairs. The President shall preside at all meetings of the Board of Directors, the Annual Meeting and at all meetings of the members; shall make appointments to all committees in accordance with Article IX, Section 7; shall be a voting member on the Executive Committee; shall be an ex-officio member without voting privileges, of all other committees, except the Nominating Committee. The President shall decide all questions of order. At any meeting of the Board of Directors, the President shall cast the deciding vote in all cases where a second ballot is equally divided; shall sign all papers and other documents that may require signature by the Chapter, which signature may be attested by the Secretary under the Chapter's seal.

Section 4, The Vice President

The Vice President shall have the same authority as the President as stated in Article VI, Section 3, in case of inability of the President to perform the duties of the office. In case of a vacancy occurring in the office of the President, the Vice President shall assume full duties of the President until the next election.

Section 5, The Treasurer

The Treasurer oversees, in conjunction and cooperation with the Managing Director, the financial activities of the Chapter, including Regional efforts throughout the year. He/she keeps the Officers and Directors of the Chapter apprised of Chapter finances on a regular basis including a verbal (and written if necessary) report at each Board of Directors meeting and coordinates budget activity with the Managing Director.

Section 6, The Secretary

The Secretary shall oversee correspondence between the Chapter and National office and coordinate membership recruitment efforts with the Managing Director and Region Chairs. Additionally, the Secretary is responsible for assisting the Managing Director with the Chapter Partnership Program.

Section 7, Appointive Officers

The President shall appoint a sergeant-at-arms and such other subordinate officers at the Annual Meeting as deemed advisable. At the Annual Meeting, committees and appointive officers shall be deemed to have been discharged at such time as they have submitted their report or have discharged the duties for which they were appointed. Any such appointive officer may be removed from office by the President before the expiration of the term.

Section 8, Reports

The reports of all Officers of the Chapter shall be available by the Annual Meeting.

Section 9, Removal

The Board of Directors may remove an Officer for cause by a two-thirds (2/3) vote of the Board of Directors.

Section 10, Vacancies

Upon an unexpected vacancy on the Board with an incomplete term, the Board of Directors shall fill the vacancy by a majority vote. The appointed member shall serve the remainder of the vacated term in full.

The Chapter's succession of power and authority is vested in the Vice President in the event the President is unable to perform the duties of that office. In case of a vacancy occurring in the office of the Vice President while serving as President Pro Tem, the Treasurer shall assume full duties of the Vice President Pro Tem until the next annual election.

In case of a vacancy occurring in the office of the Past President, the most immediate Past President shall assume full duties of the current Past President until the next annual election.

In case of simultaneous vacancy occurring in all officerships and directorships of the Board, the line of authority will flow to the most recent Past President who, health permitting, is willing to serve as Chairman of a Chapter Organizing Committee. The second most recent Past President will serve as Vice Chairman of the Chapter Organizing Committee. The third most recent Past President will also serve on the Committee.

The Committee shall proceed to reorganize the Chapter's leadership and call a meeting with this purpose within 30 days upon assuming their posts. The Chairman and Vice Chairman will have fiscal authority over the Chapter's bank accounts. Bank resolution will be drawn vesting the

power of the Chairman and Vice Chairman's signatures for the disbursement of Chapter funds for the payment of bills and other obligations.

Article VII. Executive Committee

Section 1, Authority and Responsibility

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board.

Section 2, Composition

The Executive Committee shall consist of the President as Chairman, the Vice President, the Treasurer, the Secretary and the Immediate Past President. The Managing Director shall be an ex-officio member without a vote.

Section 3, Quorum

Three voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Chapter may require, or a meeting shall be called on request of three members of the Executive Committee.

Article VIII. Elections

Section 1, Nominating Committee

The Nominating Committee shall consist of the Chapter's Immediate Past President, acting as Chairman, and six other Professional members of the Chapter, consisting of the current Vice President, one Director and one representative from each Region (4). Nominating Committee members, who shall be appointed by the President and Immediate Past President, shall be members in good standing. It shall nominate Professional members of the Chapter in good standing to serve as Directors, and shall communicate such nominations to the membership in September of each year.

The Nominating Committee shall exercise its due diligence in the nomination of Board Officers: President, Vice President, Treasurer and Secretary. The Nominating Committee shall present its nominations to the Board at the Summer Meeting. The Board shall at the same meeting elect the nominees by acclamation unless there is a nomination from the floor for one or more Officer positions. In the case of a nomination from the floor, the Board shall automatically vote by a written ballot where the person with the most number of positive votes shall be elected.

Such Nominating Committee shall select a minimum of four (4) qualified candidates to fill existing Director vacancies. The Committee shall employ the Board Expectations document to evaluate candidates and have the duty to nominate and present a slate of candidates, to the

Board of Directors, for Director(s) equal to the number of available openings. These names shall be voted upon, together with any other names submitted through the Independent Nomination process.

Section 2, Nomination Notifications

The membership shall be notified of the names of nominee(s) at least sixty (60) days preceding the Annual Meeting.

Section 3, Independent Nominations

After the report of the Nominating Committee, it shall be the privilege of any Professional member of the Chapter, upon submission of a petition signed by fifteen (15) eligible voting members, to be added to the ballot as a candidate for Director. Such petition must be submitted to the Chapter office within thirty (30) days of the Nominating Committee's report and must include all required information to be considered valid.

Section 4, Elections

The Officers and Directors of the Chapter shall be elected by electronic ballot, prepared and distributed by the Managing Director to each eligible voting member of the Chapter. The ballot shall include the nominations for vacancies to be filled. Each member shall vote for each vacancy in office to be filled at such election. Ballots cast for less than the proper number of vacancies shall be void.

Section 5, Election Judges

Not less than five (5) days before the Annual Meeting, the President shall appoint two members of the Chapter as Election Judges, neither of whom shall be an officer, member of the Board or candidate. The Election Judges shall receive voting results from the Managing Director, confirm said results and present a written report to the presiding officer prior to the Annual Meeting showing the results of the election.

Section 6, Investigation of Vote

In the event that an investigation to the correctness of the vote shall be necessary, it shall be made by a committee of three (3) Professional members appointed by the presiding officer. The committee shall report the results of its investigation to the presiding officer.

Article IX. Board of Directors

Section 1, Authority & Responsibility

The governing body of this Chapter shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, its committees and publications; shall determine its policies or changes therein; shall actively execute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the

powers granted, delegate certain of its authority and responsibility to the Executive Committee, except that the Board shall specifically reserve to itself the right and power to adopt a general budget, purchase, sell or lease any real property, fix annual dues and special fees or assessments, elect officers and successors to any office which becomes vacant, unless any of the foregoing matters shall have been delegated to the Executive Committee by a two-thirds vote of the Board.

All disputes and grievances shall be referred to the Board of Directors whose decision thereon shall be final and binding upon all interested parties.

Section 2, Manner of Election

The Board of Directors shall consist of twelve (12) Directors, five (5) of whom shall be Officers prescribed under Article VI, three (3) of whom shall be Directors elected for a term of three (3) years, with two (2) such Directors being elected each year by acclamation or a contested election. In the event of a contested election, the ballot should be prepared by the Managing Director and distributed electronically to each eligible voting member for online vote. The remaining Directorships shall be held by the four (4) Regional Directors. In the event a Regional Director is already serving in another position on the Board, the First Vice-Chairman of the Region will serve on the Board as a Regional Director.

Section 3, Eligibility

Directors of the Chapter shall be Professional members or Professional members having Continuation while Unemployed status. In the event that a Director is unemployed and remains so during the term as Director, the Director may continue to serve as a Director for a period not to exceed twelve (12) months. Directors are eligible for re-election during that period, but such re-election does not extend the twelve (12) month period. Any Director leaving the club field for another line of work shall be ineligible to serve as Director.

Section 4, Term of Office

Directors shall be elected for a term of three (3) years, and it shall be arranged that two Directors shall be elected by the membership at the Annual Meeting for such term each year. The President, Vice-President, Treasurer and Secretary shall be elected for one (1) year terms and during such terms shall also be members of the Board of Directors. No Director shall serve more than one (1) elected consecutive term in the same office, unexpired terms included. The retiring President shall become an appointive, ex-officio member of the Board of Directors at the time the elected successor takes office and shall remain such an ex-officio member for one (1) year. The retiring President shall retain the right to vote as a Director for as long as the retiring President shall be an ex-officio member of the Board of Directors. In voting for Directors, the candidate receiving the highest number of votes shall be elected as director for the three (3) year term. In case of a tied ballot for a particular vacancy, a new ballot shall be taken to determine which of the candidates is to fill such vacancy. The terms of Officers and Directors who are elected at the Annual fall meeting of the membership shall commence the day following their election.

Section 5, Meetings

- A. Regular: A regular meeting of the Board of Directors shall be held immediately after the Annual election, before the conclusion of the calendar year. Regular meetings of the Board shall be held at such times and place as the Board may decide. Regular meetings may be called by the President or Secretary by giving each Director seven (7) days of written notice.
- B. Special Meetings: Special meetings of the Board may be called at any time by the President or the Secretary by giving each Director three (3) days written notice of such meeting.
- C. Use of Communication Equipment: A member of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.
- D. Waiver of Notice: Any notice in these Bylaws prescribed may be waived, and attendance at the meeting shall be construed as waiver of notice of such meeting.
- E. Quorum: Fifty percent (50%) of the Board of Directors then in office constitutes a quorum for the transaction of business. Any less number may adjourn from time to time until a quorum is present.

Section 6, Order of Business

The Board of Directors may determine the order of business at their meetings.

Section 7, Grievances

Should a member of this Chapter have suffered an alleged injustice, the individual may submit such grievance to the Board of Directors for review. The decision of the Board of Directors shall be final. Such parties may appeal such decisions to the Executive Committee, which may recommend reconsideration to the Board of Directors. The Board of Directors shall hear all parties to such complaint and notice of such hearing containing details of the grievance shall be sent to the individual, the President and the Secretary of the Chapter. Pending the rendering of a final decision by the Board of Directors, the individual shall retain membership in the Club Managers Association of America.

Section 8, Vacancies

Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the Board of Directors by a majority vote. The appointed member shall serve the remainder of the vacated term in full.

Section 9, Removal

The Board of Directors may remove any Director for cause by an affirmative two-thirds (2/3) vote of the Board present at any regularly or special meeting.

Article X. Committees

Section 1, Nominating Committee

In accordance with Article VI, Section 1 of these By-Laws, the Board shall appoint a Nominating Committee.

Section 2, Other Committees

The President may also appoint committees of any number for any purpose within the scope of these By-Laws.

Section 3, Committee Appointments

The President shall make appointments to all Committees, unless otherwise specified in these Bylaws, subject to approval by a majority of the Board of Directors. In addition, the President has the authority to add members to any committee with the advice and consent of the Officers.

Article X. Managing Director

The Board of Directors may, by a majority vote, utilize a Managing Director who shall be the Chief Executive Officer of the Chapter. The Managing Director shall be responsible for all management functions of the Chapter and shall be appointed to the office of Assistant Secretary-Treasurer. The Managing Director may make disbursements of the Chapter funds as directed by the Board of Directors and shall perform such other duties as may be prescribed by the Board.

Article XI. Finance

Section 1, Fiscal Year

The fiscal year of the Chapter shall begin on the 1st day of January in each year, and shall end on the 31st day of December of the same year.

Section 2, Authorized Signatures

The Board of Directors shall authorize officers, or officials, to sign checks and vouchers on the Chapter's funds.

Section 3, Budget

With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all activities of the Chapter.

Section 4, Meeting Proceeds

When a meeting is held, the profits there from shall accrue to the Chapter. The State Treasury will subsidize the educational portion of the meeting, including promotional fees for education in an amount determined by the Board of Directors.

Article XII. Rules of Order

The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Chapter may adopt.

Any motion or resolution made or ordered at any meeting shall, on request, be reduced to writing and furnished to the Managing Director before the question shall be put.

Article XIII. Indemnification

Every Director, Officer and representative of this Chapter shall be indemnified in accordance with the laws of the State of Texas. The Board of Directors shall determine the appropriateness of any indemnification granted. This right shall not be in addition to or exclusive of other rights to which the indemnified may be entitled.

Article XIV. Amendments

Any Bylaws of the Chapter may be amended or repealed at any Annual or Special Meeting of the Chapter called for such purpose, by a vote of two-thirds of the members present at such meeting in person in the following manner:

Amendments or repeals may be proposed by the Board of Directors or by a petition of fifteen (15) or more eligible voting members. They are to be filed with the Managing Director. All amendments and repeals except those that are legally inappropriate shall be submitted to the members at the Annual or Special Meeting with an appropriate recommendation from the Board of Directors for passage or defeat.

A notice of the proposed amendment or repeal shall be posted on the Chapter website for each member to view at least thirty (30) days before the Annual or Special Meeting at which time the proposal will be voted on.

Article XV. Dissolution

The Chapter shall use its funds only to accomplish the objective and purpose specified in these Bylaws and no part of said funds shall insure, or be distributed, to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic organizations or to the National Office of the Club Managers Association of America, said organization to be selected by the Board of Directors.

Article XVII. Miscellaneous

Members shall not use the membership roster for solicitation or commercial purposes. Violations of this rule will result in disciplinary action.

Any question as to the application or interpretation of any provision of these bylaws shall be resolved by the Board of Directors whose determination thereon shall be final.