

BYLAWS FOR THE CORPORATION HOUSING PROVIDERS ASSOCIATION

ARTICLE I - NAME

The name and title by which this corporation shall be known in law shall be the Corporate Housing Providers Association, herein after referred to as CHPA.

ARTICLE II - NOT-FOR-PROFIT PURPOSES

The purpose of this corporation shall be to promote the professional interests of its members involved in the corporate housing industry and to further the purposes of the Association through not-for-profit activities including, but not limited to, education, training, meetings, workshops, publications and other relevant activities.

ARTICLE III - MEMBERS

Section 1. Classes. Membership categories are determined by the Association's Board of Directors. Classes of membership are Active, Associate and President's Club Associate.

Section 2. Eligibility.

Section 2.1 Active Members: Any firm, corporation or entity engaged in the corporate housing industry is eligible for active membership in the Association. Active members have all of the rights and privileges of membership, including the right to vote, hold office and serve on Association committees.

Section 2.2 Associate Members: Any firm, corporation or entity whose business is supplying goods and services to the corporate housing industry may be Associate members. Associate members may vote and serve on all Association committees, except the Executive Committee of the Association, and are not entitled to hold office.

Section 2.3 President's Club Associate Members: Any firm, corporation or entity whose

business is supplying goods and services to the corporate housing industry may also be a President's Club Associate member. President's Club Associate members may vote and serve on all Association committees, except the Executive Committee of the Association, and are not entitled to hold office. This is a premium level membership that entitles these members to additional value-added benefits as determined by the Board of Directors.

Section 3. Dues. The dues for each class of membership shall be established by the CHPA Board of Directors and shall be paid annually. Dues are non-refundable. Failure to pay dues within the dues renewal period shall result in termination of membership. Lapsed members may be reinstated upon payment of current dues. The criteria established by the Association's Board of Directors shall determine whether a member is lapsed.

Section 4. Code of Ethics

The Association shall be responsible for educating the membership and the public regarding the CHPA Code of Ethics. The Ethics Committee will conduct investigations or consider allegations of violations of the Code made against members, and suggest, issue, or render advisory opinions on matters related to the Code. The Ethics Committee shall deal with any alleged ethics violation or complaints in accordance with the CHPA Ethical Grievance Procedures relating to enforcement of the Code of Ethics.

ARTICLE IV - ASSOCIATION OFFICERS

Section 1. Officers. The Officers of the Association shall be President, Vice President, and a Secretary/Treasurer. These Officers are the Executive Committee of the Association. All Officers shall serve without compensation.

Section 2. Duties. *Section 2.1 President.* The President shall have all the powers and perform all the duties common to the office of the president of the Board of Directors of a nonprofit

corporation including, but not limited to, chairing all meetings of the Board of Directors and the Association; preparation of the agenda for the annual business meeting and other regular meetings; and having general knowledge of and responsibility for supervision of the business of the Association. The President shall also perform such other duties as the Association Board of Directors may designate or as required by state law or the Articles of Incorporation, and shall serve ex-officio, on all standing committees, without voting privileges.

Section 2.2 Vice President. The Vice President shall assist the President as directed and shall perform other duties as assigned by the Board of Directors. In the event that the office of President becomes vacant for any reason before the expiration of the President's term, the Vice President shall succeed to the office of President. The Vice President shall perform all duties of the President during the absence or disability of the President.

Section 2.3 Secretary/Treasurer. The Secretary/Treasurer shall remain fully apprised as to the financial condition and the adequacy of the accounting records of the Association and report monthly to the Board of Directors or as determined by the Board of Directors. The Secretary/Treasurer shall ensure that minutes and adequate records of the meetings of the members and of the Board of Directors are recorded. The Secretary/Treasurer shall present the written minutes for approval or amendment at the next official meeting. The Secretary/Treasurer shall have such other duties as prescribed by the President or the Board of Directors from time to time.

Section 3. Term of Office.

Each officer shall serve a term of one (1) year and may be re-elected, but may not serve more than two (2) consecutive one (1) year terms in any one (1) office; however, no officer may be re-

elected whose term as a member of the Board of Directors has expired except the president, who may serve even if such person's term as Director has otherwise expired. Each Officer shall hold office until his or her successor has been duly elected, or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 4. Nominations & Elections

The Officers of the Association shall be elected by a majority vote of the Board of Directors of the Association from among the members of the Board of Directors. This election will take place in the last quarter of the calendar year.

Resignations/Vacancies. Any Officer or Board Members may resign at any time by serving written notice to the President or CHPA Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the President or the CHPA Board of Directors.

In case of the resignation or vacancy of an Officer or Board Member for any reason, the Nominating Committee shall present a candidate to the Association Board of Directors for election by the Directors. If the office of President becomes vacant, the Vice President shall become President for the unexpired term and shall continue to serve as President for a full term beginning at the end of the unexpired term.

ARTICLE V - MEETINGS

Section 1. Regular Business Meeting. There shall be a regularly scheduled business meeting of the members at the Annual Conference. Notice of the business meeting shall be given to members as required by law and at least fifteen (15) days prior to the meeting.

Section 2. Annual Conference. The Annual Conference of the Association shall be held each year at a time and place to be determined by the Board of Directors.

Section 3. Special Meetings. A special business meeting for any lawful purpose may be called by the CHPA Board, the President or twenty-five (25) percent or more of the voting members. Notice of special meetings shall be given to members as required by law and at least fifteen (15) days prior to the meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition. The Association Board of Directors shall consist of no less than ten (10) individuals (including Officers); four (4) directors representing the four active members with the largest industry sales volume; up to one additional director affiliated with, but not employed by, each of the largest four active members; one (1) associate member director with the right to vote and the remaining directors shall be elected by the members of the Association eligible to vote. One member of the Board of Directors shall be the immediate Past President, even if that person's term as a director has otherwise expired. The immediate Past President remains on the Board of Directors until the end of the term of the succeeding President. To ensure a majority of independent provider representatives on the Board, if a Board member becomes affiliated with one of the four (4) active members with the largest industry sales volume, the President will appoint an additional independent provider member to the Board. All directors shall be members in good standing of the Association and shall maintain such membership at all times during their terms in office. Directors shall serve without compensation. The President of the Association shall serve as the chair of the Association Board of Directors. The Executive Director serves as an ex-officio, non-voting member of the Board.

Section 2. General Authority. The Board of Directors of the Association shall: manage, supervise and control the business, property and affairs of the Association consistent with the policies and procedures of the Association and the strategic plan, and; be vested with the powers

possessed by the Association itself including the powers to: determine the policies of the Association; promote its purposes; appoint and remunerate agents; collect and disburse the funds of the Association; adopt rules and regulations for the conduct of its business; supervise the affairs of the Association between Association meetings.

Section 3. Meetings. The Association Board of Directors shall meet as required by law and at least once a year as determined by the Association Board of Directors. Regular meetings of the Board may be held as determined and scheduled by the Association Board of Directors, upon at least five (5) days' notice.

Section 4. Quorum. A majority of the Association Board of Directors shall constitute a quorum.

Section 5. Term of Office. The terms of the Directors shall be three (3) years for active members and two (2) years for the associate member Board representative. Terms shall be appropriately staggered so that one-third (1/3) shall be elected or appointed each year, with the associate member Board representative elected every other year. The six (6) Directors elected by the active membership may not serve consecutive three (3) year terms. The associate member representative may not serve consecutive two (2) year terms. There is no limit on the number of consecutive three (3) year terms directors appointed by the four (4) active members with the largest industry sales volume may serve.

ARTICLE VII - EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Officers of the Association: President, Vice President and Secretary/Treasurer and is authorized to act for the CHPA Board of Directors between regular meetings of the Board of Directors. The Executive Director shall be an ex-officio member of the Executive Committee. A unanimous vote is required for any business

before the Executive Committee.

ARTICLE VIII - COMMITTEES

Section 1: Nominating Committee. The Board of Directors, by a majority vote of its members, shall annually designate a Nominating Committee of at least three (3) members; comprised of one (1) current Board Member; one (1) Active member; and the immediate Past President. The Nominating Committee shall establish a list of eligible individuals for the available Board positions, and present this slate to the membership for vote. The Nominating Committee shall ensure that a slate of nominees shall be mailed, emailed or distributed to all Association members at least thirty (30) days prior to the date of election.

Section 2. Ad Hoc Committees. The President shall be a member, ex-officio, of all committees and shall appoint a member to chair each of the CHPA committees.

Section 3. Other Committees. The Association's Board of Directors may establish such other committees as they deem necessary or advisable to carry on the work of the Association.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with the law, the Association's bylaws or any special rules of order the Association or its Board may adopt.

ARTICLE X - AMENDMENT OF THE BYLAWS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XI - DISSOLUTION

Section 2. Dissolution. Upon dissolution or final liquidation of the Association, any remaining

assets of the Association shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Association, be distributed to all current members with the Association in equal portions within 120 days from date of dissolution.

Approved 12/05/2007 by CHPA Board of Directors