

San Gabriel Valley Hospitality Association
BY-LAWS

San Gabriel Valley Hospital Association
(SGVHA)

ARTICLE I

PRINCIPAL OFFICE

The principal office of San Gabriel Hospitality Association, (hereinafter called the “SGVHA”), shall be located at 12040 Garvey Avenue, El Monte, with such additional office as may from time to time be designated by the Board of Directors.

ARTICLE II

PURPOSES

The SGVHA is organized and will be operated exclusively for public, and charitable educational purposes within the meaning of section 501©(6) of the Internal Revenue Code of 1954 or its successor provisions. The SGVHA through it members shall endorse, sponsor, or support local community events, fundraising opportunities, and any other events that provide direct benefit to the community at large. In furtherance of these purposes, the SGVHA shall sponsor meetings and events to further the cause of the association for its membership at large.

Consistent with the foregoing purposes, the corporation may engage in any lawful activity that may be incidental or reasonably necessary to those purposes, and may exercise all powers now or hereafter available to corporations organized under the State of California Nonprofit Corporation

ARTTICLE III

MEMBERSHIP

Section 1. *Eligibility.* Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership

Section 2. *Election.* Application for membership shall be in writing, on forms

provided for that purpose, and signed by the applicant. Election of members shall be by the affirmative vote of the majority of the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

Section 3. *Investments.* Membership investments shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance. Membership investments shall be solely based per physical address of properties.

Section 4. *Representation.* Any person, association, corporation or partnership, upon becoming a member of SGVHA, may then designate in writing or via email to Executive Committee (President, Vice President, Secretary, Treasurer), an individual of said association, corporation or partnership in all matters concerning the SGVHA. If, and when, any association, corporation, or partnership should change the designated individual representative, it shall be the association, corporation or partnership's responsibility to inform the SGVHA in writing, of any and all changes.

Section 5. *Termination of Membership.*

- (a) Any member may resign from SGVHA upon written request to the Board of Directors;
- (b) Any member shall be terminated by the Board of Directors by a majority vote for non-payment of dues after 90 days from the due date, unless otherwise extended for good cause as demanded by the President.
- (c) Any member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the SGVHA. If the Board of Directors by two thirds vote determines that termination is warranted, the member(s) to be terminated shall be given 15 business days notice of the intended termination by first class mail, postage prepaid, addressed to the member at his/her last address shown on the records of the SGVHA, or this action may be taken via email by the Executive Committee. The notice shall state the reason for termination and also state that the member has an opportunity to submit a written or emailed statement why the termination should not take place; which statement must be received in the SGVHA office not less than 5 business days before effective date of termination. The Board of Directors shall consider the member's statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

Section 6. *Orientation.* The President, Vice President, or any two officers may elect to hold an Orientation meeting for any new or continuing directors, officers, committee members as deemed necessary for the greater good of the organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. *General Powers.* The affairs of SGVHA shall be managed by its Board of Directors consisting between seven(7) and no more than eleven (11) members.

Section 2. *Term of Office.* All board members shall be elected annually. All board member positions will be elected by membership at large.

Section 3. *Selection and Election of Directors.* At a board meeting at least 120 days prior to the election, the President shall appoint, subject to approval by the Board of Directors, a director as Chairman of Nominating Committee. Board of Directors will seek and appoint two or three members as part of Nominating Committee. No later than 90 days prior to Election, President will ratify Nominating Committee.

The newly created Nominating Committee will present a plan of action to board no later than 60 days prior to election. Plan of action will include notification, eligibility, deadline dates of nominations, communications and election date. All election related communications shall be corresponded to members via email and website, or thru other electronic medium.

Not less than thirty (30) days before the election, the Nominating Committee shall present to the President a slate of (number of vacancies) candidates to serve to replace the directors whose regular terms are expiring. Slate shall also include those current board members electing to rerun for board position. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Upon receipt of the report of the Nominating Committee, the Nominating Committee shall immediately communicate the slate to the membership at large via email, website and other electronic medium.

Additional names of candidates of directors can be nominated by petition

bearing the genuine signatures of at least 25 qualified members of the SGVHA. Such petition shall be filed with the Nominating committee within(7) days after notice has been given/communicated of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final. In the event that the Nominating Committee validate the petition, an updated ballot will be emailed to the membership as a replacement ballot.

In the event that 'No Nomination' are present, and so no slate of candidates, Nominating Committee will open the floor on election day for eligible members.

President and Vice President will be elected by the Board of Directors 60 days prior to or at the Annual election meeting.

Section 4 *Legal Petition.* If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The nominating committee shall email list of all candidates to members at least 15 days before election. The Ballots shall be available at the annual election meeting. Members have to be present at the annual election meeting to vote. No proxy ballots will be accepted. The Board of Directors shall at its regular (month) Board meeting declare the (number) candidates with the greatest number of votes elected.

Section 5 *Re-election REMOVED;NO TERM LIMITS*

Section 6 *Seating.* All newly elected Directors shall be seated at the regular first meeting of the Board of Directors in January and shall be participant members thereafter.

Section 7 *Meeting Place and Procedures.* Meetings of the Board of Directors shall be held in designated locations by the Board. Currently, the SGVHA Office and address shall be designated as follows: 12040 Garvey Avenue, El Monte, CA 91732. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in meeting can hear one another.

Section 8 *Regular Meetings.* Regular meetings of the Board of Directors will be prescheduled with Board approval. All regular Board meetings will be calendered.

Section 9. *Special Meeting.* Special meeting of Board of Directors may be called by or at the request of the President, Vice-President or any two directors. The place of meeting shall be specified in the notice of the meeting. Special meeting may also be called by five (5) members of the association in good standing upon written notice in form of letter or email to the President or Vice-President

Section 10. *Notice.* Notice of any special meeting of the Board of Directors shall be given at least two business days previously there by written notice delivered through various communication to the President, Vice President or any two (2) directors. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting., except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. *Quorum and Voting.* A quorum of Board of Directors shall be comprised of a simple majority (51%) of those Board members in office for the transaction of all business. The affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any questions, except where the act of a greater number is required by these By-Laws or by statute.

Section 12. *Powers and Duties.* The Board of Directors shall have the control and management of the affairs and property of SGVHA. The Director may delegate certain of the duties to the officers of SGVHA, but such delegation shall not relieve the Board of Directors of the responsibility of any action so taken.

Section 13. *Resignation and Removal of Directors.* Any director or officer may resign at any time. The resignation of a Director shall be made in writing and shall take effect at the time specified therein and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective. The remaining Directors may select a replacement Director to serve until the next regular meeting at which Directors are elected.

An unexcused absence is any missed official/calendered meeting where a board member does not notify Secretary, at least 24 hours prior to the official/calendered meeting. In the event, a Board member misses three consecutive official/calendered meeting, whether excused or unexcused, Board may at it's discretion, remove the member. Board attendance is crucial to the survival, longevity and success of association.

Directors may be removed for good cause, including unexcused absence of three consecutive meetings, by a two-third vote of the Directors present at a meeting at which a quorum is present. Notice of a proposed removal shall be given to then affected Director at least fifteen days prior to any vote on such removal.

Section 14. *Advisory Committees.* The Board of Directors shall be authorized to establish one or more committees, comprised both of persons who are and are not members of the Board of Directors, for the purpose of advising the Board of Directors.

Section 15. *Executive Committee.* The Board of Directors shall be authorized by resolution to establish an Executive Committee, consisting of the five officers (President, Vice-President, Secretary, Treasury, Board member) , which shall exercise such powers and functions of the Board as provided in the resolution. Past President shall be an honorary member of the Executive Committee, independent from meeting protocols.

Section 16 *Fees and Compensation.* Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director from serving the SGVHA in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

ARTICLE V

OFFICERS

Section 1. *Officers Specified.* There shall be a President, Vice-President, Secretary, Treasurer and Past-President. A succession between the position of President, Vice President and Secretary will be recognized whereby, Secretary will be granted an automatic post of Vice Presidency if Secretary elects to do so, and Vice President will be granted the Post of Presidency likewise. In the event that a post is vacant, the board shall nominate and elect a person to the vacant position.

Section 2. *Relationship with the Board of Directors.* Officers of SGVHA shall be elected for a term of one year by the Board of Directors at its regular election meeting. An officer is eligible to succeed himself or herself in office, or to succeed any other officer, without limitation as to the number of terms in a particular office or as an officer. Officers need to be, members of the Board of Directors.

Section 3. *Duties and Powers.*

- (a) President. The President shall be the chief executive officer of the corporation and shall direct the activities of SGVHA in a manner prescribed by the Board of Directors for any and all purposes in conducting the business of SGVHA.
- (b) Vice President. In the absence of the president or in the event of his/her death, inability or refusal to act, the Vice President, unless otherwise determined by the Board of Directors of SGVHA, shall perform the duties of the president and when so acting shall have all the powers and be subjected to all the restrictions upon the president. The Vice President shall also serve as Chairman of any such Executive Committee as may be established by the Board of Directors.
- (c) Secretary. It shall be the duty of the secretary to keep the minutes of all meetings of the Board of Directors, to issue proper notices of all meetings, to file reports and statements as required by law, and to perform such other duties as shall from time to time be assigned by the Board. Minutes will be emailed to all board members for preapproval no later than 1 week prior to the following meeting. Minutes with changes will be ratified for approval at next meeting.
- (d) Treasurer. It shall be the duty of the treasurer to collect all monies whatsoever due to SGVHA and to have custody of the funds of SGVHA and to place the same in such depositories as may be approved by the Board. He or she shall approve the payment at all bills against SGVHA, and shall record and submit to the Board of Directors a report of all receipts and disbursements, which the Board may cause to be audited by a firm of chartered and certified accountants of its own selection. The treasurer shall, at the discretion of the Board of Directors, furnish a satisfactory bond in such sum, as the said Board shall prescribe. The treasurer shall perform such other duties as may be assigned by the Board of Directors.
- (e) Past-President. It shall be the duty of the Past-President to assist the incoming President in the continuation of the ongoing objective, task, goals and plans of the Association. The Past-President will aid in transitioning of the Presidential role to the incoming President. *Past President* is a non-voting position. Past President will be an honorary member of the Executive Committee.

ARTICLE VI

CORPORATE FUNDS

All funds of the SGVHA not otherwise employed shall be deposited in such banks, saving and loan associations or trust companies as the board of Directors may form time to time determine.

All checks, drafts, notes and evidence of indebtedness of SGVHA shall be signed by the President and/or such other officer or officers of SGVHA as the Board of Directors from time to time may designate. Minimum of two signatures shall be required on all checks.

ARTICLE VII

FISCAL YEAR

The fiscal year for SGVHA shall be January 1 through December 31

ARTICLE VIII

ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by majority of members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board. Such action may include communication by email.

ARTICLE IX

WAIVER OF NOTICE

Whenever notice is required to be given to any Director of SGVHA under the provision of the law or under the provisions of the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection shall also constitute a waiver of notice.

ARTICLE X

AMENDMENT

These By-Laws may be altered, amended, or repealed by a two-third vote of the Directors then in office at any duly scheduled meeting or by mail or email ballot of the Board of Directors

ARTICLE XL

EFFECTIVE DATE

The effective date of these by-laws shall be April 3, 2017, as amended and revised on April 3, 2017.