

Midwest Independent Lodging Association

Bylaws

Article I - Name, Purpose and Powers

Section 1. Name

The name of this organization shall be the Midwest Independent Lodging Association ("MILA").

Section 2. Purpose

The Midwest Independent Lodging Association (MILA) was formed to assist and support the interests of the independent lodging owner. In addition, to provide a network of resources to support member growth, compliance and efficiency.

Section 3. Powers

MILA shall have the power to do any act or thing, in furtherance of its proper purposes, which is not prohibited by law, except:

No part of the net earnings of MILA shall inure to the benefit of, or be distributable to, the Trustees, officers or any private individual, except that MILA shall be authorized and empowered to pay any reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Section 2 hereof;

Notwithstanding any other provision of these By-Laws, MILA shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Article II - Membership

Section 1. Classes of Membership

Membership in this organization shall be open to any person who qualifies as a member of one of the following classes:

- 1) Active – any owner operator of an independent or non-independent franchised property or hotel management company.
- 2) Affinity – any business that provides product and/or service to the lodging industry.
- 3.) Educators – Student and/or Faculty of an educational institute.
- 4.) Hospitality / Tourism Professional - Any individual or organization representing a hospitality or tourism organization.

Section 2. Dues

The annual membership dues for active, affiliate and educator members shall be established by the Board of Trustees, approved at any annual meeting and the amount of the proposed dues shall be included in the meeting notice.

Section 3. Voting Rights

All active members shall be voting members of MILA. All matters coming before any meeting of the membership shall be decided by a vote of the majority of the active members present at the time of such vote.

Section 4. Annual and Special Meetings

There shall be an Annual Meeting of members for the election of Trustees and officers and such other business as may come before the members. A special meeting of the membership shall be called at any time, either by the President or the Secretary, or upon receipt of notification from at least five voting members of the Board of Trustees that such meeting is deemed necessary.

Section 5. Notice

The membership must be advised by the Secretary at least twenty-one days in advance of any meeting of the membership. The notice must state (i) the date, time and place of the membership meeting; and (ii) the subject matter to be considered, in sufficient detail that the membership can reasonably anticipate the matters to be discussed and acted upon. Notice of the Annual Meeting shall include a list of the Nominating Committee nominees for officers and Trustees to be voted on at the meeting. Notice shall be sent by mail, fax or e-mail.

Section 6. Quorum

The voting members present at a meeting shall constitute a quorum.

Article III - Officers

Section 1. Election of Officers; Terms

The elected officers of this organization shall be a President, President-Elect, Vice- President, Secretary, Treasurer, and such other officers as the Board of Trustees authorizes. MILA may also have an executive director, appointed by the Board of Trustees, to act on behalf of MILA in accordance with the limits and authority granted to such executive director by the Board of Trustees. Officers shall be elected by the members present at the Annual Meeting. At the first Annual Meeting, the members shall elect a President whose term expires in 2015 and a President-Elect whose term as President expires in 2016. Thereafter, the members shall elect a President-Elect at each succeeding annual meeting. Upon expiration of the President's term of office, the person who, during such term, was President-Elect shall become President.

At each Annual Meeting, the members shall also elect a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Trustees may authorize. All officers shall be elected for one year terms. No absentee or proxy voting shall be allowed. For any office which is uncontested, the election will be by general acclamation. Voting shall be by secret ballot and the ballots shall be tabulated by the Nominating Committee. The candidate for each office receiving a majority of the votes cast for that office shall be declared the elected officer. In the event no candidate receives a majority of the votes cast for that office on the first ballot, there shall be a runoff election between the two top vote receivers for that office by a balloting of the members present at the Annual Meeting.

In the event that officers are not elected as herein provided at an Annual Meeting, they shall be elected at a special meeting held for that purpose. The nominations of the Nominating Committee for all officers to be elected at any Annual Meeting or special meeting shall be included in the notice for such meeting and shall be presented to the members at such meeting. Additional nominations may be made from the floor.

Section 2. Duties of Officers

The officers shall have such duties and authorities as generally pertain to their respective offices.

1) President. The President shall carry out the policies and programs adopted by MILA, shall act as spokesperson for MILA, preside at all meetings of MILA and the Board, shall appoint all standing committee chairs and committee members, and perform such other duties with the advice and counsel of the Executive committee as pertain to such office. The President shall be a nonvoting ex officio

member of all committees, except the Nominating Committee.

2) President-Elect. The President-Elect shall oversee the Standing Committees and shall succeed to the office of the President upon completion of the term of the President or at such earlier time as a vacancy may occur.

3) Vice-President. The Vice-President shall perform such duties as are assigned by the President and shall act in the place of the President when the President is absent.

4) Secretary. The Secretary shall provide notice of all meetings as required by these By-Laws, shall keep a written record of the proceedings of all meetings, and shall report such proceedings as requested by the presiding officer of MILA, or the Board. The Secretary shall keep a roster of membership. These tasks may be performed by the Executive Director under the direction of the Secretary.

5) Treasurer. The Treasurer shall collect and keep an accurate record of all funds and securities belonging to MILA. The Treasurer shall deposit such funds in a bank to be designated by the Board of Trustees, shall pay the expenses of the organization and make other distributions as are approved by the Board of Trustees. The Treasurer shall prepare annually a budget for the upcoming fiscal year to be submitted and approved by the Board of Trustees. The Treasurer shall annually prepare a statement of income and expenses for the fiscal year, including a federal income tax return. These tasks may be performed by the Executive Director under the direction of the Treasurer.

Section 3. Eligibility for Office

All active members of MILA shall be eligible to hold office.

Section 4. Compensation

The officers shall receive no compensation for their services.

Section 5. Removal of Officers

An officer may be removed from office with or without cause by a vote of not less than two-thirds of the Trustees at a meeting of the Board of Trustees called for that purpose.

Section 6. Vacancies

An office shall be considered vacant upon the death, resignation or removal of any officer, or upon consensus of the Board of Trustees.

Whenever a vacancy exists in the office of President, the President-Elect shall succeed to the office of President for the remainder of the unexpired term, and shall continue as President for the next succeeding term. If the office of President-Elect becomes vacant for any reason, it shall remain vacant for the remainder of the unexpired term. In the event of a vacancy in any other officer position, said vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Trustees at a meeting of the Board of Trustees called for that purpose.

Article IV - Board of Trustees

Section 1. Powers

Except as otherwise provided in these By-Laws and the laws of the Ohio, all of the powers and authority of MILA shall be exercised by the Board of Trustees, and all property, assets and business of MILA shall be subject to its direction and control.

Section 2. Composition and Classification

The Board of Trustees shall consist of (i) the officers, (ii) the immediate past President, (iii) one trustee each from the active, affiliate and education class.

Section 3. Election of Trustees; Terms

At the first Annual Meeting of members in 2014, Trustees shall be elected to hold office for two year terms expiring at the second succeeding Annual Meeting. Each class of Trustees shall hold office until their successors are duly elected and qualified. No absentee or proxy voting shall be allowed for the election of Trustees. For any Trustee position that is uncontested, the election shall be by general acclamation. Voting shall be by secret ballot and the ballots shall be tabulated by the nominating committee. In the event that Trustees are not elected as herein provided at an Annual Meeting of members, they shall be elected at a special meeting of members held for that purpose. The nominations of the Nominating Committee for all positions to be filled at any Annual or special meeting shall be included in the notice for such meeting and shall be presented to the members at such meeting.

Section 4. Regular and Special Meetings

The Board of Trustees shall meet at least quarterly at such time and place as may be determined by the Board of Trustees. Special meetings of the Board of Trustees may be called by the President or at the written request of any three Trustees. Meetings of the Board of Trustees may be held at any place within or without the state, and may be held by means of telephone or other communications equipment so long as all persons participating can hear each other, and participation in meeting through such means shall constitute presence at such meeting.

Section 5. Notice

Written notice via mail, fax, or e-mail of the time and place of each meeting of the Board of Trustees shall be given to each Trustee at least two days before the meeting, which notice shall specify the purposes of the meeting.

Section 6. Quorum

The Trustees present at a meeting shall constitute a quorum. Business of MILA shall be transacted by the affirmative vote of the majority of Trustees.

Section 7. Removal

A Trustee may be removed from office with or without cause by a vote of not less than two-thirds of the Trustees at a meeting of the Board of Trustees called for that purpose.

Section 8. Vacancies

A Trustee position shall be considered vacated (i) if the Trustee has been absent without excuse from three consecutive meetings, (ii) upon the death, resignation or removal of any Trustee, (iii) because of an increase in the authorized number of Trustees, or (iv) upon consensus of the Board of Trustees. Whenever a vacancy exists on the Board of Trustees, said vacancy may be filled for the remainder of the unexpired term by a majority vote of the remaining Trustees at a meeting of the Board of Trustees called for that purpose.

Article V Committees

Section 1. Executive Committee

The elected officers shall comprise the Executive Committee. The Executive Committee shall act as an advisory board to the President and perform such other duties as are provided by these By-Laws. Except as its power, duties and functions may be limited or prescribed by the board of Trustees, during the intervals between the meetings of the Trustees, the Executive Committee shall possess and may exercise all the powers of the Trustees in the management and control of the business, property and

affairs of this organization; provided, however, that the Executive Committee shall not have the power of (i) increase or decrease the authorized number of Trustees, (ii) establish qualifications for being a Trustee, (iii) fix different classes or categories of Trustees, (iv) remove a Trustee, or (v) fill vacancies on the Board of Trustees. All actions of the Executive Committee shall be reported to the Trustees at their meeting next succeeding such actions and shall be subject to revision or alteration by the Trustees, provided that no rights of any third person shall be affected thereby. The President shall serve as chairperson of the Executive Committee.

Section 2. Nominating Committee

At least ninety days prior to the annual meeting, the Board of Trustees shall appoint a Nominating Committee of three members, which Committee shall nominate candidates for office and for the Board of Trustees. Such Nominating Committee shall include the immediate Past President, who shall chair this committee. This committee shall report to the President at least sixty days prior to the Annual Meeting of its selection of candidates whose acceptance shall have been secured. The President will certify such nominations to the Secretary to be voted upon at the Annual Meeting. The Nominating Committee shall select candidates for the vacant trustee positions. Members of the Nominating Committee may be nominated for an officer or board position, if the Nominating Committee deems such nomination to be in the best interests of MILA.

All officers and members of the Board of Trustees must be members of MILA and must consent to their nomination.

Section 3. Standing Committees

The Standing Committees of MILA shall consist of the following:

- 1) Bylaws & Policy Committee
- 2) Membership Committee
- 3) Strategic Planning Committee
- 4) Annual Meeting & Convention Committee

Such other standing committees as may be determined by the Board of Trustees.

Section 4. Special Committees

Special committees shall be appointed by the President or the Board of Trustees upon resolution of the Board.

Section 5. Duties

The duties, responsibilities and size of all committees, and period of existence of all special committees, shall be determined by the Board of Trustees.

Section 6. Chairpersons and Committee Members

The Chairpersons and members of the standing committees shall be appointed by the President and confirmed by the Board of Trustees. The Board shall be given ten days written notice of the meeting, listing the slate of proposed chairpersons and members. However, such notice may be waived by unanimous action of the Board. The chairpersons and members of the standing committees shall be appointed for one year terms or until their successors are elected and qualify. The chairperson or any member of any committee may be removed by the President. Vacancies in any chairperson position or on any committee shall be filled by appointment by the President and confirmation by the Board of Trustees for the remainder of the unexpired term.

Article VI - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order MILA may adopt.

Article VII - Dissolution

Upon any dissolution of MILA, or any partial or entire liquidation of its property or assets, all of MILA's property of every nature and description shall, after making provision for discharge of all of the liabilities of MILA, be paid over and transferred to such organizations or institutions which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal Revenue law), as shall be selected by a majority vote of the then-existing Board of Trustees of MILA.

Article VIII - Indemnification

MILA shall indemnify any Trustee or officer and any former Trustee or officer of MILA and any such Trustee or officer who is or has served at the request of MILA as a trustee, officer or director of another corporation, partnership, joint venture, trust or other enterprise (and her or his heirs, executors and administrators) against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by her or him by reason of the fact that she or he is or was such trustee, officer or director in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by applicable law. The indemnification provided for herein shall not be deemed to restrict the power of MILA (i) to indemnify employees, agents and others to the extent not prohibited by law, (ii) to purchase and maintain insurance or furnish similar protection on behalf of or for any person who is or was a trustee, officer or employee of MILA, or any person who is or was serving at the request of MILA as a trustee, officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against her or him or incurred by her or him in any such capacity or arising out of her or his status as such and (iii) to enter into agreements with persons of the class identified in clause (ii) above indemnifying them against any and all liabilities (or such lesser indemnification as may be provided in such agreements) asserted against or incurred by them in such capacities.

MILA shall not indemnify any person pursuant to this provision if such indemnification would cause the organization to fail to obtain or retain an exemption from federal income taxation under Sections 501(c)(6) and 501(a) of the Internal Revenue Code of 1986, as amended.

Article IX - Miscellaneous

Section 1. Fiscal Year

The fiscal year of MILA shall be January 1 through December 31, inclusive, unless otherwise determined by the Board of Trustees.

Section 2. Receipt and Disbursement of Funds

Funds of MILA shall be deposited in such bank or banks or with such other associations, firms, or individuals, as the Board of Trustees may from time to time designate. In addition to the Treasurer, the Board of Trustees may designate such other officers or agents to receive and receipt all monies due and payable to MILA from any source whatsoever and to endorse for deposit checks or other negotiable instruments.

Article X - Adoption and Amendment of By-Laws

Section 1. Adoption of By-Laws

These By-Laws shall become effective upon their approval by vote of the members of MILA.

Section 2. Amendment of By-Laws

These By-Laws may be amended at any Annual or special meeting of the members of MILA upon a majority vote of the members in good standing present at the meeting; provided, however, that written notice of such proposed amendment shall have been mailed to all members at least twenty-one days prior to the date of the meeting. Amendments shall be effective immediately upon adoption.

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