

Proposed Amendments to Academy of Hospitality Industry Attorneys Bylaws

October 2024

Amendment 1

Proposed New Membership Class: Emerging Leaders

The Academy proposes to establish a provisional second membership category called "Emerging Leaders." This category is designed to attract and engage promising attorneys with a growing focus on the hospitality industry legal practice.

The creation of an Emerging Leaders membership category will benefit the Academy by:

- Attracting talented young attorneys to the Academy and fostering their interest in the hospitality industry legal field.
- Expanding the Academy's network and fostering knowledge sharing between experienced and aspiring attorneys.
- Providing a pathway for Emerging Leader members to transition into Full Membership as their experience grows.
- This amendment proposes a framework for the Emerging Leaders category. The Board of Directors may further refine these qualifications, benefits, and limitations based on their discretion.

To be eligible for Emerging Leaders membership, an applicant must meet the following criteria:

1. Minimum Law Practice Experience:
 - Three (3) years of law practice experience.
 - In-House Exception: For attorneys practicing in-house for a hospitality industry entity, a minimum of one (1) year of experience is required.
2. Industry Practice Focus:
 - A minimum of 25% of the applicant's legal practice in the last year must have been within the hospitality industry.
 - Reduced Membership Fee: Emerging Leader members will be subject to a reduced annual membership fee of \$175.

Benefits and Limitations. Emerging Leader members will enjoy the following benefits:

- Access to Educational Resources: Emerging Leaders will have access to educational resources offered by the Academy, such as webinars, seminars, and online content.
- Networking Opportunities: Emerging Leaders will have the opportunity to connect with other attorneys and industry professionals at AHIA events.
- Mentorship Program (Optional): Emerging Leaders may participate in an optional mentorship program to connect with experienced hospitality industry attorneys.

Limitations:

- Listserv Access: Emerging Leaders will not be automatically added to the AHIA Listserv. However, they can submit questions to AHIA@meinet.com for potential distribution by the Executive Director to the Full Member Listserv.
- Voting Rights: Emerging Leaders will not have voting rights on Academy matters.

Annual Eligibility Review and Transition:

- The Academy management team will conduct an annual review to identify Emerging Leader members approaching eligibility for Full Membership.
- Eligible individuals will be notified and invited to apply for Full Membership.

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- A board member will personally reach out to confirm eligibility and discuss the application process.

Current Bylaws - ARTICLE 3: MEMBERS

Section 3.1 CLASSES AND QUALIFICATIONS.

(a) The corporation shall have one (1) class of general members.

(i) GENERAL MEMBERS. Any attorney providing services to any business, association or legal entity in the Industries is eligible to apply for membership. The Board may adopt specific additional criteria for membership as it deems necessary. General members shall have the right to vote on the election of Directors, on any matters which these Bylaws specifically make subject to membership vote, and on any other matters that the Board of Directors, in its discretion, presents to the members for decision.

Proposed Amendment 1:

Section 3.1 CLASSES AND QUALIFICATIONS.

(a) The corporation shall have two (2) classes of general members.

(i) GENERAL MEMBERS. Any attorney providing services to any business, association or legal entity in the Industries is eligible to apply for General membership. The Board may adopt specific additional criteria for membership as it deems necessary. General members shall have the right to vote on the election of Directors, on any matters which these Bylaws specifically make subject to membership vote, and on any other matters that the Board of Directors, in its discretion, presents to the members for decision.

(ii) ASSOCIATE MEMBERS - Emerging Leaders. Any attorney with a growing focus on the hospitality industry legal practice that does not yet meet membership requirements for General Membership is eligible to apply for Associate membership. The Board may adopt specific additional criteria for membership as it deems necessary. Associate members shall not have the right to vote on the election of Directors, on any matters which these Bylaws specifically make subject to membership vote, or on any other matters that the Board of Directors, in its discretion, presents to the members for decision.

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Amendment 2

Proposed introduction of Board of Directors authority to remove a Director.

This proposed amendment seeks to add a new subsection (h) to Section 4.2 of the Academy of Hospitality Industry Attorneys Bylaws, outlining the Board of Directors' authority to remove a Director who is not in good standing with the Academy, has failed to attend a sufficient number of Board meetings, or has otherwise negatively impacted the Board's ability to conduct business.

Current Bylaws - ARTICLE 4 DIRECTORS

Section 4.2 SPECIFIC POWERS AND DUTIES. The Board of Directors shall have the following powers and duties:

- (a) To accept or refuse, with absolute discretion, any gift offered to the corporation;
- (b) To invest and manage, directly or through agents or advisors, the funds and other assets of the corporation;
- (c) To select and remove, or employ and discharge all officers, agents and employees of the corporation and to fix their compensation, if any;
- (d) To prescribe such powers and duties for such with the officers, agents and employees as are consistent with the Articles of Incorporation, these Bylaws, and applicable law; and to supervise all such persons to ensure that their duties are properly performed;
- (e) To conduct, manage and control the business and affairs of the corporation, and to make such rules and regulations for that purpose as are consistent with the Articles of Incorporation, these Bylaws, and applicable law;
- (f) To borrow money and incur indebtedness for to be notes, the purpose of the corporation, and to that end to cause to be executed and delivered in the corporate name, promissory notes, deeds of trust, mortgages, pledges or other evidences of indebtedness;
- (g) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for such consideration as may be lawful;
- (h) To adopt and use a corporate seal; to prescribe the forms of membership certificates; and to alter the forms of the seal and certificates.

Proposed Amendment

ARTICLE 4 DIRECTORS

Section 4.2 SPECIFIC POWERS AND DUTIES. The Board of Directors shall have the following powers and duties:

- (h) To remove as a Director of the corporation any Director that is not in good standing with the corporation, has failed to attend a sufficient number of meetings of the Board of Directors, which number will be determined by the Board of Directors in consideration of all relevant information, so as to limit or adversely impact the conduct of business of the Board of Directors in the ordinary course or for any of the causes for termination or suspension under Section 3.4(a) or Section 3.4(b) of these bylaws; and
- (i) To adopt and use a corporate seal; to prescribe the forms of membership certificates; and to alter the forms of the seal and certificates.