

# **Amended and Restated BYLAWS OF THE IHG OWNERS ASSOCIATION, INC.**

Adopted as of this 13th day of June, 2019

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**ARTICLE I – NAME, PURPOSE AND OFFICES****1. Name**

The name of the corporation is IHG Owners Association, Inc., a Georgia non-profit corporation, hereinafter referred to as the "IHGOA."

**2. Purpose**

The purpose of the IHGOA is to increase the value of a member's investment of a hotel under the umbrella of the InterContinental Hotels Group, PLC or any of its affiliated entities (hereinafter collectively, "IHG") through strategic collaboration, education and value-added member services.

**3. Principal Office**

The principal office of the IHGOA shall be at such place within the State of Georgia as the Board shall determine from time to time.

**4. Other Offices**

The IHGOA may also have such other offices as the Board may determine from time to time or as the business of the corporation requires.

**ARTICLE II – MEMBERS****1. Classes of and Qualification for Membership**

The IHGOA shall have one (1) class of membership. With respect to each hotel for which dues are paid (each, a "Member Hotel"), a member of the IHGOA may be any individual who is:

- a. in the case of a franchised hotel, the hotel's Principal Correspondent (as listed in IHG's records), or an individual designated by the Principal Correspondent; or
- b. in the case of a hotel which is owned and/or managed by IHG (each a "Company Managed Hotel"), designated as the Principal Correspondent (as listed in IHG's records).

With exceptions to be determined by the Board with respect to Company Managed Hotels as opposed to franchisees, each Member shall be entitled to the benefits generally afforded to Members and have full voting privileges. A Member shall have one vote per Member Hotel on any issue requiring a vote of membership.

**2. Acceptance of Members**

All individuals who qualify under section 2.1 and desire to be Members of the IHGOA and submit the appropriate forms and pay the applicable dues for all of their IHG hotels shall be accepted as Members for the applicable time period and shall be considered Members in good standing, with voting privileges and other Membership benefits, subject to Section 9.1.

**3. Resignation of Members**

Any Member may resign from the IHGOA by providing written notice of such intention to the Secretary. Such resignation is effective when notice is delivered unless the notice specifies a later date. Resignation shall not relieve a Member of any financial obligations to the IHGOA incurred prior to the date of such resignation and the IHGOA will not refund any payments made by any Member who resigns.

#### 4. Transfer of Membership

During the term of membership, except where the Principal Correspondent has been changed from one individual to another in accordance with IHG's records, membership in the IHGOA is not transferable or assignable without the express consent of the Board or the enactment of a Board policy that allows for same in whole or in part.

#### 5. Membership Dues and Special Assessments

The Board may establish the initial and/or annual dues for IHGOA membership. The billing and collection of dues shall be in a manner prescribed by the Board. Further, the Board may impose such special assessments as it determines necessary by a vote of two-thirds (2/3) of the Board.

#### 6. Membership Year

The membership year shall end December 31.

#### 7. Termination, Expulsion or Suspension of Membership

Membership shall be automatically terminated if applicable annual membership dues or assessments, if any, are not paid on a timely basis. In addition to the foregoing, a Member may be terminated, suspended or expelled by the Board, or may lose certain Member benefits, as provided in Article IX. Termination, expulsion or suspension (each, a "Termination Event") shall not relieve a Member of any financial obligations to the IHGOA incurred prior to the date of such Termination Event and the IHGOA will not refund any amounts paid by a Member whose membership is impacted by a Termination Event.

#### 8. Meetings

- a. Annual Meeting. The Annual Meeting of Members of the IHGOA shall be scheduled to coincide with and at the place of the IHG Americas Investor's Conference. If the IHG Americas Investor's Conference is not being held in any given year, the Annual Meeting shall be held at IHGOA's principal office or other suitable place at the Board's discretion no later than December 15. The Directors for the next calendar year shall be voted upon by the Members at the Annual Meeting, subject to Section 2.9 hereof.
- b. Special Meetings. Special meetings of the Members may be called by the Board or upon written request of twenty-five percent (25%) of the Members in good standing. Special meetings shall be held at a time and place that the Board may determine.
- c. Notice of Meetings. By or at the direction of the Chair or Secretary, at least one notice of the place, date and time of any such meeting of the Members shall be provided in writing to each Member by first-class mail, registered mail, overnight delivery, or electronic mail no fewer than thirty (30) days nor more than sixty (60) days before the meeting date. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called. A Member's attendance at a meeting constitutes a waiver of any objection by such Member to the lack of notice or defective notice of the meeting, unless such Member, while present at the meeting, objects to holding the meeting or transacting business due to such lack of or defective notice.

#### 9. Action Without a Meeting

Action required or permitted to be approved by Members may be taken without a meeting if the IHGOA delivers a ballot in writing or by electronic transmission to every Member entitled to vote on a matter. Said ballot shall set forth each proposed action, indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, provide an opportunity to vote for or against each proposed action and the specific time by which a ballot must be received by the IHGOA in order to be counted. Approval by ballot pursuant to this section shall be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting and the number of approvals exceeds fifty percent (50%) of the votes cast.

## 10. Quorum

Members who have voting rights with respect to at least ten percent (10%) of the Member Hotels shall constitute a quorum at a meeting. If less than twenty percent (20%) of the Members who have voting rights are present in person, the only matters that may be voted upon at the Annual Meeting are those matters described in the notice. Whether or not a quorum is present, a majority of the members present may adjourn the meeting from time to time without further notice.

## 11. Voting

Only individuals who are Members in good standing as of the record date and present shall be eligible to vote at the Annual Membership Meeting or special meetings. Voting by proxy is not permitted. When an action is to be taken by a vote of the Members, it shall be authorized if the votes cast by the Members entitled to vote at a meeting where a quorum is present vote in favor of the action exceed fifty percent (50%), unless a greater vote is required by statute. The record date to determine Members entitled to notice of any meeting shall be one (1) day prior to the meeting.

# ARTICLE III – BOARD OF DIRECTORS

## 1. Composition

The Board of Directors (the "Board") shall consist of eighteen (18) directors comprised of the following:

- a. thirteen (13) voting directors to be designated either as officers (see Article 4), Regional Representatives or Directors at Large and who are elected by the Members at the Annual Meeting (the "Elected Directors").
- b. a Past Chair Committee Representative ("PCCR") to be appointed by the Past Chair Committee ("PCC");
- c. the Immediate Past Chair ("IPC") who served as Chair before the new Chair was elected by the Elected Directors, and who shall serve an ex-officio capacity;
- d. the IHG director who shall be appointed by IHG and shall serve until IHG designates a new IHG director;
- e. IHGOA's Chief Executive Officer (the "CEO") who shall serve in an ex-officio capacity; and
- f. IHGOA's then current Chair who shall serve in an ex-officio capacity.

Each director shall be entitled to one vote except for the Immediate Past Chair who shall serve in an advisory capacity only and shall not be counted in determining whether a quorum is present. The number of Elected Directors may be increased or decreased from time to time by a vote of two-thirds (2/3) of the Board.

## 2. Qualifications for and Nominations of the Directors

- a. Elected Directors. An Elected Director may only be a Member in good standing who is a Principal Correspondent and/or has an ownership interest in at least one IHG hotel, and who is not an employee of IHG. Nominations for the Elected Directors shall be made pursuant to the rules established by the Board from time to time. No later than thirty (30) days prior to the Annual Meeting, the Board, either directly or through an appointed committee, shall select a single slate of candidates for the Elected Director positions that are due to be vacant at the end of the then current calendar year. Unless additional persons are nominated for a Board position by Members pursuant to rules established by the Board, each Member may vote for or against the nominated slate; not for each individual nominated. Where more than one person is nominated for a position, then such position shall be subject to a separate vote.
- b. PCCR Director. A PCCR Director may only be a Member in good standing who is a Principal Correspondent and/or has an ownership interest in at least one IHG hotel, is not an employee of IHG, and has served as Chair of the

IHGOA.

### 3. Tenure, Resignation and Removal

- a. Term. Elected Directors shall serve for two-year terms. An Elected Director may serve for multiple terms but may not serve more than two (2) terms consecutively. Elected Director terms shall be staggered such that not all Elected Directors shall be elected in the same year.
- b. Resignation. Any director may resign by providing written notice to either the Secretary or the CEO. The resignation of a director is effective upon its receipt by the IHGOA or at a subsequent time as set forth in the notice of resignation or at any later time specified, and, unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. A resignation pursuant to this provision is considered completion of a full term for purposes of re-election. A resignation of a director who is an officer shall also constitute such individual's resignation as an officer.
- c. Removal Generally. A director may be removed by a two-thirds (2/3) vote of the Board. Removal of a director who is an officer shall also automatically constitute the removal of such person as an officer.

### 4. Powers

The Board shall have supervision, control and direction of the affairs of the IHGOA, shall determine its policies within the limits of these By-Laws, shall actively pursue the IHGOA's purposes and shall have discretion in the disbursement of IHGOA's funds. The Board may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted hereby, appoint and delegate such officers, agents or Committees, except as may be limited by statute, as the Board may consider necessary.

### 5. Reports

The Board shall make an annual report of its stewardship and of the general status of the IHGOA at the Annual Membership Meeting of the IHGOA and at such other times as it may deem necessary.

### 6. Vacancy

- a. Elected Directors. A vacancy occurring by reason of death, resignation or removal of an Elected Director shall be filled by the Board provided, however, that the Board shall fill such vacancy with a Member from the same region as was represented by the Elected Director whose seat has been vacated.
- b. Appointed Directors. A vacancy of an appointed Director shall be made by the entity that appointed him or her.
- c. Term of Elected Director Who Fills a Vacancy. An Elected Director elected to fill a vacancy pursuant to this section 3.6 shall be elected or appointed for the unexpired term of the predecessor in office. A vacancy that will occur at a specific date, by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the newly elected or appointed Director may not take office until the vacancy occurs. The newly Elected or Appointed Director's fulfillment of the unexpired term shall not be considered a term as described in 3.3(a).

### 7. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### 8. Manner of Acting

Actions voted on by a majority of the directors present at any meeting at which a quorum is present shall constitute authorized actions of the Board, unless the act of a greater number is required by law or by these By-Laws. Voting rights of a director shall not be delegated or exercised by proxy.

## 9. Consent to Corporate Actions

Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if a majority of directors' consent to the action in writing or by electronic transmission describing the action taken, and such writings and/or electronic transmissions are delivered to the IHGOA's Secretary for inclusion in the minutes for filing with the corporate records.

## 10. Compensation

Other than the CEO whose compensation shall be determined by the Board, no Director shall receive compensation for his or her services.

## 11. Meetings

- a. Regular Meetings. The Board shall hold at least two (2) regular meetings per year at such times and places within or outside of the State of Georgia as the Board determines. The date, time and place of such meetings shall be determined by the Chair but may only be held upon at least thirty (30) days' advance notice.
- b. Special Meetings. Special meetings of the Board may be called by the Chair or the CEO, or upon written request of a majority of the Board, with advance notice to all directors of not less than four (4) hours.
- c. Method of Participation. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.
- d. Method of Notice/Waiver. By or at the direction of the Chair, Secretary, or CEO, notice of the place, date and time of any meeting shall be provided in writing to each director and sent by electronic mail no fewer than, in the case of a regular meeting, thirty (30) days before the meeting date, and in the case of a special meeting, four (4) hours before the meeting. In the case of a special meeting such notice shall also state the purpose(s) for which the meeting is called. Attendance at the regular or special meeting constitutes a waiver of the notice requirements set forth herein unless the director at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

## ARTICLE IV – OFFICERS

### 1. Officers

The officers of the IHGOA shall be the Chair, Chair-Elect, Treasurer, Secretary, the Past Chair Committee Representative (PCCR), the Immediate Past Chair and the IHGOA CEO, and shall perform only the roles set forth below unless additional roles are otherwise expressly delegated to them by the Board. These officers shall serve on the Board, shall be appointed, removed and shall serve the term as set forth in Article IV. Vacancies in any officer position shall be filled as set forth in Article IV. The Board may appoint such other officers as may be deemed necessary by the Board by a vote of two-thirds (2/3) of the Board.

- a. Chair. The Chair shall preside at all meetings of the Members and the Board and shall serve as an ex-officio non-voting member of all standing committees, temporary committees and other working groups as the Board may form. The Chair shall make such reports and recommendations to the Board, or shall designate same, at any regular or special meetings concerning the IHGOA's work and affairs as in his or her judgment may be necessary for the Board's information and guidance. The Chair shall provide the annual report to the Members and shall perform such other duties as may be incidental to the office.
- b. Chair-Elect. The Chair-Elect shall serve the functions of the Chair in the event of the Chair's absence, resignation,

refusal or inability to act as Chair. He or she shall also perform such other acts as assigned by the Chair or the Board and shall serve as the Chair in the next term. The Chair-Elect shall preside at and serve as the Chair of the Strategic Planning Committee when that Committee is in session.

- c. Treasurer. The Treasurer is the principal elected financial officer of the IHGOA and shall serve as the Chair of the Finance and Audit Committee. The Treasurer shall have general supervision over the IHGOA's financial affairs and shall ensure that adequate and accurate financial records are maintained by the IHGOA CEO. The Treasurer shall serve the functions of the Chair-Elect in the event of the absence, resignation, refusal to act or inability to act of the Chair-Elect.
- d. Secretary. The Secretary shall keep the minutes of the meetings of the Board, ensure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, perform all duties incident to the office of Secretary and perform such other duties as may be assigned by the CEO, Chair, Chair-Elect or by the Board. The Board may delegate any of the Secretary's duties to the IHGOA management staff.
- e. Past Chair Committee Representative. The Past Chair Committee Representative shall serve as the official liaison to the PCC.
- f. Chief Executive Officer. The Chief Executive Officer ("CEO") shall serve as the administrator and manager of the Association. The CEO shall be salaried, supervise all IHGOA staff, serve as an ex-officio non-voting member of all standing and temporary committees and other working groups. In addition, the CEO shall perform any and all other duties delegated to him or her by the Board from time to time.
- g. Immediate Past Chair. The Immediate Past Chair shall serve as the Chair of both the Nominating Committee and the Officer Selection Committee.

## 2. Qualifications and Nominations of Officers

Each officer, other than the CEO, the Chair, the Immediate Past Chair, and the PCCR, shall be one of the Elected Directors. No officer may be an IHG Employee. The Officer Selection Committee, pursuant to the guidelines adopted by the Board, shall select a single slate of candidates for the officer positions which are due to be vacant at the end of the then current calendar year as soon as practicable after the new Board is seated. Each Elected Director may vote for or against the slate nominated, not for each individual nominated. All other officers shall be appointed as set forth below.

## 3. Manner of Election or Appointment

- a. The Chair. The immediate past Chair-Elect shall be appointed the Chair.
- b. Chair-Elect, Secretary and Treasurer. Each of the Chair-Elect, Secretary and Treasurer shall be elected by a majority vote of the newly Elected Directors. The vote shall be held as soon as practicable after the slate of officers is presented by the Officer Selection Committee.
- c. The CEO. The CEO shall be recommended by the other officers, subject to final approval and appointment by the Board.

## 4. Term of Office

Other than the CEO and the PCCR, all officers shall serve for a term of one year, said term to commence on the first (1st) day of the calendar year immediately following their election, unless otherwise specifically authorized by the Board. The CEO shall serve until the first to occur of his/her resignation, termination of employment or expiration of his/her contract of employment. The PCCR shall serve a two-year term. The Chair shall not be eligible for a second consecutive full term and may not serve more than two full terms in total (not including the unexpired term of a Chair who was removed or resigned his or her position).

## 5. Compensation

Other than the CEO whose compensation shall be determined by the Board, no officer shall receive compensation for his or her services.

## 6. Resignation

Any officer may resign by providing written notice to the Chair or the CEO. The resignation of an officer is effective upon its receipt by the IHGOA or at a subsequent time as set forth in the notice of resignation or at any later time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. A resignation pursuant to this provision is considered completion of a full term for purposes of re-election. The resignation of an officer who is a director shall also constitute such individual's resignation as a director.

## 7. Removal

All officers may be removed with or without cause by a two-thirds (2/3) vote of the Board. The removal of an officer who is a director shall also constitute such individual's removal as a director.

## 8. Vacancies

Except for the CEO, vacancies occurring by reason of death, resignation or removal shall be filled, for the balance of the term that was to be served by the officer whose officer position was vacated, by the Board from a list of candidates supplied by the Officer Selection Committee. In the event the office of CEO is vacated; the then current officers shall recommend a replacement to the Board for consideration and approval.

# ARTICLE V – COMMITTEES

## 1. Establishment

The Board and/or the CEO shall appoint and disband Committees as necessary and however denominated (e.g., task force, council, working group) to address topics of interest to the membership and/or IHG. Topics of interest shall include, but are not limited to, IHG standards and advocacy. The name, composition and mandate for each such Committee shall be (a) subject to the approval of the Board and/or the CEO; and (b) where IHG is represented on such Committees, made in consultation with IHG.

## 2. Qualifications and Term

The Board and/or the CEO shall adopt rules regarding voting rights, constituency, removal, qualifications and term lengths for any IHGOA Committee participant. Where Committees are formed in consultation with IHG, IHG participants shall be appointed by IHG.

## 3. Quorum

Unless the Board or the CEO otherwise directs, a majority of the voting members of each Committee shall constitute a quorum, at any meeting of such Committee.

## 4. Manner of Acting

Actions voted on by a majority of the voting members present at any Committee meeting at which a quorum is present shall constitute authorized actions of the Committee.

**ARTICLE VI – INDEMNIFICATION**

To the fullest extent permitted under the Georgia Nonprofit Corporation Code (the “Georgia Code”), the IHGOA shall indemnify, hold harmless, and defend each person who is or was a director, officer, employee or agent of the IHGOA, including but not limited to those individuals serving on any Committee however such Committee may be denominated, against any liability or against other expenses (including reasonable attorneys’ fees actually incurred), judgments, fines, penalties and amounts paid in settlement which are allowed to be paid or reimbursed by the IHGOA under the Georgia Code and which are actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director, officer, employee or agent of the IHGOA. Notwithstanding anything contained herein to the contrary, nothing herein requires or permits the IHGOA to provide indemnification rights other than as are permitted under the Georgia Code.

**ARTICLE VII – BOOKS AND RECORDS****1. Maintenance of Books and Records**

The IHGOA shall keep correct and complete records of the following:

- a. books and records of account.
- b. the articles or restated articles of incorporation and all amendments to them currently in effect and these By-Laws.
- c. minutes of the proceedings of its Board and Committees, executed consents or resolutions evidencing all actions taken by Members and the Board, a record of all actions taken by a committee of the Board in place of the Board and waivers of notice of all meetings of the Board and its committees.
- d. a record of its members in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order, by class, showing the number of votes each Member is entitled to cast.

The foregoing books and records shall be maintained in a form capable of conversion into written form within a reasonable time and kept in IHGOA’s principal office or such other place designated by the Board.

**2. Right to Inspect**

The books and records specifically listed in section 14-3-1602 (c) of the Georgia Code may be inspected and copied by any Member in good standing, or his/her attorney, at any reasonable time and location specified by the IHGOA during reasonable business hours upon five days’ written notice provided that such Member’s notice complies with section 14-3-1602 (d) of the Georgia Code.

**ARTICLE VIII – AMENDMENTS TO BY-LAWS**

These By-Laws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) vote of the Board. Written notice of such amendments shall be provided to the Members.

**ARTICLE IX – DISCIPLINE****1. Bases**

Any Member of the IHGOA may be suspended or expelled, or lose certain Member benefits, by the CEO or by the affirmative vote of two-thirds (2/3) of the Board under the following circumstances after due notice and hearing set forth below:

- a. For violation of these By-Laws or any other Board-approved rules or policies of the IHGOA;
- b. For acts of serious misconduct which bring discredit to either the IHGOA or to IHG;
- c. If a Member has been convicted, adjudged or otherwise recorded as guilty by any court of a competent jurisdiction of a felony or a crime involving moral turpitude;
- d. If a Member, the owner of the entity the Member represents or the entity being represented by such Member has been adjudged guilty of violation of law or regulation relating to the conduct of the business the Member represents.

In the event of suspension, expulsion or loss of any Member benefits, such Member shall no longer be considered a Member in good standing, even if all dues have been paid for all IHG hotels.

**2. Notification and Hearing Before Disciplinary Action is Taken**

Except where the event leading to discipline is governed by a separate CEO- or Board-approved rule or policy:

- a. The Member shall be notified in writing by certified mail (or the equivalent of certified mail in the Member's country of residence) of the claims giving rise to disciplinary action (including a summary describing the facts giving rise to the action) no later than fifteen (15) days prior to the date the disciplinary action is to take effect.
- b. The Member subject to discipline shall be given an opportunity to be heard, in person or orally not less than five (5) days prior to the date the disciplinary action is to take effect.

**3. Reinstatement**

Except where governed by a separate CEO- or Board-approved rule or policy, on written request signed by a former Member and filed with the Secretary: the CEO or the Board may reinstate such former Member to membership on such terms as the CEO or Board may deem appropriate.

**ARTICLE X – MEETING PROCEDURE**

The current Robert's Rules of Order shall be the parliamentary authority in the conduct of meeting when not in conflict with these By-Laws.