

2000 CHAPTER OPERATION MANUAL

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LEADERSHIP ROLES & OBJECTIVES

Your role as a chapter leader is highly valued and very important to the success of HSMAl. Chapter activities present the vast majority of our members with their strongest and most lasting impressions of their HSMAl membership.

With this in mind, it is the goal and responsibility of the International Association to see that our chapter leaders have the resources, support and skills necessary to provide value to the membership.

The following pages of this section include:

- Summary of HSMAl Chapter Support Services
- Conducting Effective Meetings

Your familiarity with this information will assist you in becoming more effective in your role as a Chapter President.

Key Success Factors for a Chapter President:

- Involve as many members as possible in your committee structure.
- Use your board meetings to plan and monitor “strategic” issues.
- Use your committees to implement the strategic plan.
- Empower your board in their respective roles. Do not dictate!
- Use the resources of HSMAl – do not reinvent the wheel.
- Motivate your board and members through recognition – a simple “thank you for a job well done” is an important part of this process.
- Give value to your members through strong educational programs.
- Be as visible in your community as possible.
- Use the HSMAl Web Site for informational resources.
- Have fun! HSMAl is a “C” priority in your life and the life of your board. Make it a fun experience as well as a productive experience.

CONDUCTING EFFECTIVE MEETINGS

As we begin the 21st Century most professionals agree that “time” is money! Never before has there been so much emphasis on the results of our time, the effectiveness of our actions. Most of us spend a great deal of time in business related meetings, and if the time is wasted, your company has paid for it! However, when you get a group of volunteers together and the meeting is not productive you have wasted your valuable and precious leisure time. That’s a high price to pay for not knowing how to conduct an effective meeting.

In the January 1998 issue of *Association Management Magazine*, William E. Cozart, CAE, (an association executive and parliamentarian) wrote an excellent article on “Robert’s Rules at Work – Using parliamentary procedure to conduct effective meetings.” Here are some excerpts from that article, including a quiz that should help you improve your meeting etiquette.

Wouldn’t it be great if we could all agree on everything all the time so that we didn’t have to resort to Robert’s Rules of Order, which few seem to understand and fewer like. But that’s not the world we live in. General Robert said: “Where there is no law, but every man does what is right in his own eyes, there’s the least amount of liberty

We must gain a better understanding and command of these very important tools designed to 1) preserve order; 2) expedite business; and 3) protect rights.

The main responsibility of the presiding officer is to guard against:

- *Abuse of the procedures (you know, the member who knows or thinks he or she knows more than anyone else and sets out to prove it) and*
- *Procedural bog-down (when you get so wrapped up and bogged down in procedures that you forget what you were trying to do).*

We must also realize and make clear that an effective meeting is a joint responsibility of the presiding officer and the participants.

The Quiz - Statements with a True or False Answer:

1. *All committee actions must be approved by either the executive committee or the board of directors.
False – Only those actions affecting policy or unbudgeted funds need approval. Empower your committees and other groups. Make sure they know their charge, and let them go – in other words, stop micromanaging.*

2. *Once a quorum is established, business can be conducted regardless of the number of members who remain at the meeting.*
False – *When the number needed for a quorum is no longer present, the formal business of the group must stop.*
3. *Minutes and financial statements require a motion for approval.*
False – *For minutes, the chair asks, “Are there any corrections to the minutes?” Hearing none, they stand approved as mailed or presented. Of course, if there are corrections without objections, those changes are made. If corrections are requested and someone objects, then a motion must be made and handled accordingly. The only financial report that requires approval is the annual audit. All other financial reports are informational only and require no action to be taken.*
4. *After a motion has been seconded, the next proper step is to discuss the motion.*
False – *The next step is for the chair to repeat the motion to make sure everyone understands it before discussion begins. After discussion, the chair needs to repeat the motion again before voting to make sure everyone understands what he or she is voting on. After the vote, the chair needs to state the results.*
5. *The presiding officer can only vote to break a tie.*
False – *The presiding officer can vote 1) to break a tie; 2) to make a tie (a tie vote fails); and 3) on secret ballots.*
6. *In a meeting, the parliamentary decisions and rulings of the presiding officer are final.*
False – *The members (the “body”) always have final say. The rulings of the presiding officer can be clarified by asking for a “point of information,” more formally by calling for a “point of order,” and most formally by making a motion to “appeal the decision of the chair,” which requires a vote of the body.*
7. *Parliamentary procedures do not vary regardless of the size or purpose of the group.*
False – *Parliamentary procedures become increasingly important when a committee is formal in nature or when that committee has legal responsibility for the organization. Sometimes we can curtail the creativity and energy of groups by requiring their adherence to strict rules of order. Some procedures and rules are always necessary, but it’s best to use prudent judgment in deciding how far to go.*
8. *“Calling for the “question” ends debate and requires an immediate vote on the preceding motion.*
False – *If participants yell out “question” or “call for the question,” that just means they are tired of talking and want to vote. They alone cannot stop debate or tell the body what to do. The proper motion is to “move the previous which requires a second and a two-thirds vote (a two-thirds vote is always required when a right is being taken away). The motion, if passed, ends the*

- debate and put the previous question to vote.*
9. A motion to “table” is the best way to kill a pending motion.
False – Use the motion to “table” only to set a motion on the floor temporarily aside so something more important can be considered. The proper way to kill a motion is to move to “postpone indefinitely.” If passed, this motion only prohibits the same motion from being made at the same meeting. The same motion can be made again by someone at the next meeting. You can never actually “kill” a motion.
10. Individuals have the right to speak to a motion as many times as they wish, unless special rules are adopted.
False – Generally, parliamentary procedures allow for the same individual to speak only once and for no more than 10 minutes, until everyone who wishes to speak to the motion has had an opportunity to do so. Then the individual may speak a second time for no more than 10 minutes. The body can adopt special rules for debate.

Summary – The presiding officer’s ability to move the agenda in an orderly fashion is critical to effective, efficient, successful meetings. Using parliamentary procedures as one of the many tools in your arsenal will help ensure maximum benefits in a minimum time. A little knowledge about parliamentary procedure, coupled with good judgment, goes a long way.

2001 Summary of HSMAI Chapter Support Services

Core chapter support services (*italics indicate new for 2001*)

- Director of Chapter Relations office
- *Toll Free Telephone Number to reach Chapter Relations Office 877-643-3511*
- Annual Chapter Operations Manual – *Located on Web Site for 2001 Edition*
- Annual Best of the Best Manual
- Monthly Chapter Reminder Calendar sent email/fax
- Monthly Chapter Chatter Articles for Chapter Newsletters
- Best of the Best Awards *three-tiered program*
- Chapter of the Year Awards *three-tiered program*
- Membership reports:
 - Weekly Change Report
 - Monthly rebate report & payment (US\$90 per chapter member)
 - Monthly roster update
 - 90-day expiration report
- Chapter President Conference Call Orientation
- Executive Director Orientation Program in Washington DC
- Monthly fax broadcast of HSMAI Insider Report to all chapter board members
- Director of Education services & support
- Comparative chapter financial model
- International membership survey option for chapter specific report

Chapter Leadership Development opportunities

- Leadership Forum in Scottsdale, AZ, Wednesday, June 6, 2001
- Leadership Development Training program – *will be announced soon*
- Annual Strategic Planning assistance by HSMAI Staff

Membership growth programs for your chapter and members:

- HSMAI/American Express Membership Campaign 1-1-02 to 12-31-01
Now runs annually and is combined with the “One for One”

Our desire for your and your chapter:

- Increased membership retention
- Net membership growth
- A succession plan is in place for officers
- A program of work that supports our core reason for existence
- Leave a legacy with your chapter!

What we expect you and your chapter to do for us?

- Promote International membership and all our programs, especially the Annual Sales & Marketing Summit and the HSMAI Customer Forum. Also, run our advertisements sent to you for our programs and events in your newsletter
- Adopt the students in sales and marketing classes in local/regional hospitality colleges and university programs
- Encourage your members to use the web site (www.hsmai.org) for information, research and to sign up for programs and events.
- Publish Margie's Chapter Chatter in your newsletter
- Keep us updated on your board roster so we can email/fax your board members their Insider Report and recognize the roles your leadership has
- Contribute financially to our HSMAI Foundation and Student Scholarship funds.
- Promote CHME!
- Keep Margie & Bob on your chapter mailing list.
- Keep Margie on your board list so that all minutes, financials, etc. are in your master file.

What should you get from your predecessor?

- 2000 Best of the Best Manual
- Transfer of appropriate records

And, for your reference....

HSMAI VISION STATEMENT

To be the premier global resource for the development of sales and marketing professionals in travel, hospitality and tourism.

HSMAI MISSION STATEMENT

HSMAI will create business opportunities and provide value to its members through educational programs, networking events with peers and customers as well as identifying and communicating trends in the hospitality industry while operating as a leading voice for both the hospitality and sales and marketing management disciplines.

The needs of our members will always be the driving force behind new initiatives and programs at a local, national, and international level.

Date updated: January 2001

OFFICERS AND BOARD OF DIRECTORS

The Board of Directors is the governing body of the Chapter, with parameters and limits of authority as outlined in the Chapter bylaws. The Board of Directors is empowered with the supervision of the Chapter.

All Board Members are expected to attend all board meetings and Chapter events. It is their responsibility to develop committees of enthusiastic and involved volunteers to ensure the growth and development of all aspects of the Chapter.

All Board positions are elected positions. It is recommended that nominations are submitted to Immediate Past President as Chair of the Nominations committee and that elections be held in the late fall with installation of new officers and board members taking place in November or December. The term of office will run from January 1 to December 31 and coincide with the Chapter financial year, which is also January 1 to December 31.

The Executive Committee is made up of the officers of the Chapter. The following is the recommended Chapter leadership:

Officers

- President
- President-Elect
- Vice President-Programs and Education
- Vice President-Membership
- Immediate Past President
- Secretary/Treasurer (Combined Role)
- Treasurer

Board Members

- Board Member-Communications/Newsletter
- Board Member-Fundraising
- Board Member-Hospitality
- Board Member-International Programs
- Board Member-Logistics/Administration
- Board Member-At Large

Responsibilities:

President

The President is the Chief Executive Officer of the Chapter, and in accordance with Chapter bylaws is responsible for the following:

- Creates the agenda for and presides over all Board of Directors meetings.
- Presides over all Chapter meetings.
- Serves as ex-officio member of all committees.
- Appoints committee chairpersons with majority approval of Board of Directors.
- Represents or designates Chapter representatives at civic, public and /or industry events.
- Serves as a member of the House of Delegates of HSMAl.
- Assures that HSMAl headquarters is kept informed about major Chapter activities or issues.
- Presents a written report at the Chapter annual meeting covering the year's activities, sending a copy to HSMAl headquarters.
- Attends all HSMAl leadership and annual meetings during which the Chapter Presidents are involved in HSMAl governance activities.
- Makes appointments to fill any Chapter leadership vacancies with the majority approval of the Board of Directors.

President-Elect

If the President is unable to act, the President-Elect performs the duties of the President, with full authority to do so.

- Attends all business meetings and Board of Directors meetings of the Chapter.
- The President Elect will attend HSMAl leadership meetings in the event the President is unable to attend.
- Serves as a chairperson of a committee designated by the President.

Vice President-Programs and Education

- Chairs committee responsible for delivering meaningful programs and educational experiences.
- Researches all other related associations meeting dates at the beginning of the year to ensure no major conflicts that might impact attendance.
- Secures speakers/presenters for a minimum of four significant educational programs per year.
- Works with fund raising to schedule two fund raising events per year.
- Interacts with HSMAl Headquarters to present International programs as they become available.
- Ensures presentations at all other Chapter meetings are timely and well presented.
- Aggressively markets all programs through the Chapter newsletter, announcements in advance at meetings and through direct mail.
- Works with Logistics regarding appropriate locations and dates for all programs/events.

Vice President-Membership

- Chairs committee responsible for membership growth and retention.
- Carefully monitors HSMAl Membership Reports and keeps the chapter membership roster updated.
- Maintains a current prospective member list.
- Promotes HSMAl Membership Campaign
- Conducts membership drives using sales blitzes, direct mail campaigns and other efforts to create new members in HSMAl.
- Maintains statistics on percent of retention and number of new members.
- Creates an annual membership directory for distribution to all members and to the membership of customer organizations.

Secretary

- Attends all business meetings of the Chapter and of the Board of Directors.
- Maintains meeting minutes of all Board of Directors meetings.

- Distributes meeting minutes to all Board members within one week of the meeting.
- Maintains Chapter bylaws, chairs bylaws committee.
- Notifies officers or chairpersons concerning actions required by Chapter or Board decisions as recorded in the minutes.
- Sends HSMAI headquarters a list of Chapter officers immediately following elections.
- Reports changes in affiliations and addresses of Chapter officers to HSMAI headquarters as soon as such changes occur.
- Collects and organizes all information required for the Chapter of the Year competition.
- Assists Hospitality with registration and collection of funds at each Chapter event.

Treasurer

- Attends all business meetings and Board of Directors' meetings.
- Maintains all finances and financial records for the Chapter.
- Receives all funds and deposits then in accordance with the provisions in the Chapter bylaws.
- Sees that authorized signature(s) are in file with the Chapter's banks.
- Pays by check all properly approved bills submitted by the chairpersons of committees in accordance with the approved budget and in accordance with check signing and issuance procedures.
- Prepares an annual budget in coordination with and through direction of the Board of Directors and presents for approval.
- Creates a monthly financial report for presentation to the Board of Directors and inclusion in the newsletter.
- Prepares a six-month and year-end financial statement for Board approval and submission to HSMAI headquarters, as required. (See Sample Chapter Financial Reports.)
- Maintains accurate membership roster in conjunction with the Vice President-Membership and the membership committee and reconciles with the roster and funds received from HSMAI headquarters.
- Files any necessary tax returns for the Chapter.
- Assists Hospitality with registration and collection of funds at each Chapter event.
- Promptly bills no-shows at Chapter events.

Immediate Past President

- Chairs the Nominating Committee.
- Serves in an advisory capacity to the President and the Board of Directors.
- Assists in identifying and developing new Chapter leadership.
- Assists in the development of educational programs.
- Assists in building the image of the Chapter in the local business community.

Board Member-Communications/Newsletter

- Chairs committee responsible for public relations, communications and the Chapter newsletter.
- Ensures that pertinent news and information from the Chapter, HSM
- AI headquarters and a calendar of upcoming events with dates, location, times and costs is included in the Chapter newsletter.
- Works with the printer/typesetter to ensure a timely, high quality newsletter product.
- Ensures distribution of the newsletter to the Chapter mailing list. The mailing list is suggested to include all HSM
- AI members of the Chapter, general managers, owners and managers of hospitality related businesses, the HSM
- AI Board of Directors, HSM
- AI headquarters staff, the local hotel association and other local organizations such as MPI, ASAE, the convention and visitors bureau, etc.
- Sells advertising space to offset the cost of the newsletter.
- Ensures a minimum of four newsletters and preferably no less than six newsletters are published annually.
- Keeps HSM
- AI Headquarters informed of significant accomplishments by the Chapter or individual Chapter members.
- Develops a positive presence and image for the Chapter within the hospitality community as well as the wider publics within the community.

Board Member-Fundraising

- Chairs the committee responsible for fund raising for the Chapter.
- Responsible for the sale of raffle tickets at each Chapter event to provide an ongoing source of revenue for educational programs, supporting local charitable causes and the HSMAI Foundation.
- Solicits donations of raffle prizes from members and hospitality partners.
- Ensures recognition is provided to those organizations who donated prizes.
- Works closely with the Vice President-Programs and Logistics to develop, market and produce two fund raising events each calendar year. It is suggested that one fundraiser benefit the HSMAI Foundation and the other to provide funds for scholarship programs, educational programs or community donations.
- Works closely with the Board member responsible for International programs to coordinate a fund raising event for the HSMAI Foundation.

Board Member-Hospitality

- Chairs the hospitality committee.
- Organizes phone call program in advance of all Chapter events to obtain RSVP's, provide additional information and reminders of the event.
- Provides an environment at all Chapter events to help make the participants feel welcome and comfortable.
- Staffs the registration desk at all Chapter events. Welcomes new members and guests. Assists the Chapter secretary with registration and the treasurer with collection of funds at all events.
- Maintains Chapter name badges or ensures that all attendees have a name tag upon arrival at a Chapter event.

Board Member-HSMAI International Programs

- Chairs the committee to build knowledge and awareness of HSMAI International programs.
- Maintains a close working relationship with HSMAI Headquarters staff to maintain a thorough knowledge of all International programs available to the Chapter.

- Promotes the CHME program. Schedules study groups and arranges for exams.
- Maintains liaison with the HSMAI Foundation and communicates foundation programs to the Chapter.
- Works with fund raising to hold a Foundation fundraiser annually.
- Collects all information needed to submit the Chapter's entry into the HSMAI Frank W. Berkman Chapter of the Year Award competition and the Best of the Best Award competition.
- Maintains the HSMAI Foundation library.

Board Member-Logistics

- Works with the Vice President-Programs to determine dates of all programs and events.
- Negotiates with meeting and event sites to obtain the best possible price, trade outs, arrangements, etc. It is suggested that a standard pricing format be used for breakfasts, lunches and dinners.
- Approves menus and all other arrangements pertinent to each event.
- Uses creative approaches to provided "Wow" at every HSMAI event.
- Arrives at event site a minimum of one hour in advance to ensure all arrangements are complete.
- Coordinates with Programs to ensure all A/V arrangements are handled.
- Provides guarantees for all events needing guarantees.
- Works closely with the event site throughout the event to ensure service is efficient, so programs can begin and end on time.
- Ensures that all suppliers are recognized during welcoming remarks and again through the newsletter.

Board Member at Large

- Assigned to special projects by the President.

TYPICAL CHAPTER COMMITTEES

Listed below are typical examples of committees in operation at many HSMAI Chapters. You are not limited to these committees, but should give serious consideration to having these units within your program of work. The work they do is consistent with the most classic HSMAI functions and activities.

Nominating Committee: Chaired by the Immediate Past Chapter President or a former Chapter President, the nominating committee develops a slate of candidates to be presented to the membership for Chapter offices. See bylaws for operating criteria and calendar of activities for timing of committee functions.

Newsletter Committee: Should be chaired by the Board Member Communications, assisted by someone with communication skills, graphic arts talent or access to those who can provide it. This committee is responsible for gathering information, writing and producing the newsletter periodically.

CHME Committee: Should be chaired by someone holding a CHME designation, if possible. Responsible for creating awareness of the Certified Hospitality Marketing Executive designation, enlisting candidates, and scheduling an examination with proctors in coordination with HSMAI headquarters.

Finance/Budget Committee: Should be chaired by the Treasurer and is responsible for development of budget and periodic financial reports for presentation to the Board. Should present reports to an Audit Committee for periodic review. See "Sample Chapter Financial Reports".

Membership Committee: Should be chaired by the Vice President-Membership and is responsible for membership growth and retention. Should conduct prospective member functions, membership sales blitzes, direct mail campaigns and other efforts to create awareness of and memberships in HSMAI.

Programs/Education Committee: Should be chaired by the Vice President-Programs/Education and is responsible for evaluating member needs and interests, designing periodic Chapter events that address those needs, securing proper speakers and materials and promoting educational events and special programs to HSMAI members as well as to non-members as a member recruitment tool.

Bylaws Committee: Should be chaired by the Chapter Secretary and is responsible for continuously reviewing Chapter bylaws, to assure that Chapter activities are within the

purview of bylaws and that bylaws reflect contemporary Chapter needs, legal requirements and the HSMAI Charter agreement. This committee also drafts amendments to bylaws at the request of the Chapter leadership, submits such amendments to HSMAI Chapter Relations Office for approval and oversees voting process on amendments to make certain it is within parameters of bylaws.

Frank W. Berkman Chapter of the Year Award and Best of the Best Chapter Award Program: Should be chaired by Board Member-HSMAI International Programs and is responsible for monitoring Chapter Activities, recording and collecting materials relative to Chapter programs and submitting HSMAI Chapter Award entries to the Chapter Relations Office. The committee will present, for the board's approval, which Chapter Award category ('s) it will enter.

Other Chapter Committees: (Add your additional description here.)

CHAPTER PAID STAFF POSITIONS

HSMIAI considers a chapter's paid staff as **extended staff**. There are many titles used to describe this important chapter position; Administrator, Consultant, Executive Director, etc. We encourage chapters to acquire the services of a paid, full or part-time professional. With the new dues structure now funding the chapter at \$90 per member, we are hopeful that a number of chapters will explore and/or act upon this option.

The following pages represent four sample agreements, job descriptions, and actual contracts for your referral. There are currently 20 chapters enjoying the benefits of a paid staff member. The fees and arrangements vary greatly, from \$200 per month, hourly fees, to contracts up to \$1,800 per month.

There are many benefits to be derived from this investment, here is just a short list:

- Continuity of Operation
- Less Stress
- Higher Board & Committee Performance
- More Professional Board Meeting & Financial Reporting
- Better Record Keeping

HSMIAI makes an investment in each chapter paid staff member:

- Complimentary Membership
- International Board Position Representation
- "Orientation Day" in Washington, DC
- Special Session during the Annual Marketing Summit

Please refer to your most recent copy of the Leadership Directory, which is updated four times each year, to contact chapters who are experiencing the benefit of having a paid staff member. Many chapters believe this to be a luxury when in fact it is more of a necessity in today's hectic and pressure packed work environment.

Please call Margie Sheffer, Director of Chapter Relations, for assistance in your pursuit or analysis of acquiring a paid staff member for your chapter.

LETTER OF AGREEMENT

On this _____ day of _____, 200____-_____ Management services has agreed to fulfill the services outlined in the Chapter Executive Directors Job Description to the _____ Chapter of HSMAI for the yearly fee of \$1700.00/year.

This retainer will be paid quarterly on the 30 th day of March, June, September, and December, in the amount of \$425.00/ quarter. Expenses with receipts will be submitted monthly by the Executive Director and paid by the chapter Treasurer monthly.

Incentive: The chapter will pay a new member commission of \$20.00 per new member the Executive Director recruits to the chapter. Proof of new member recruitment must be provided with commission requests.

The Executive Directors job description will be reviewed and updated as necessary on a yearly basis. The Executive Director will be reviewed at the completion of the fiscal year by the elected officials of the chapter.

Either party may terminate this Agreement with thirty (30) days written notice.

Chapter President

Executive Director

Committee Member

Committee Member

Any amendments in responsibilities to the above will be in writing and initialed by the Administrator, Chapter President and Vice President.

#3 Large Chapter – Professional Paid Staff

EMPLOYMENT AGREEMENT

EXECUTIVE DIRECTOR

THIS AGREEMENT, dated _____, 199__, by and between the **HOSPITALITY SALES & MARKETING ASSOCIATION**, _____ **CHAPTER**, hereinafter referred to as “Employer”, and _____, hereinafter referred to as “Employee”.

RECITALS

- A. Employer is a non-profit corporation organized under the law of the State of _____.
- B. Employee is serving as Employer’s Executive Director
- C. Employer and Employee desire to set forth the terms and conditions of their Employee Employer relationship.

NOW, THEREFORE, The Employer and the Employee do hereby mutually agree as follows:

- 1. **EMPLOYMENT:** The Employer hereby employs the Employee and the Employee do hereby accepts employment with the Employer, upon the terms and conditions and for the term hereinafter set forth.
- 2. **TERM:** Subject to the provisions for termination and renewal as hereinafter provided, the term of this Agreement shall commence on _____, 199__ and shall continue until _____, 199__.
- 3. **DUTIES AND AUTHORITY:** The Employee’s basic duties are to implement the various programs, policies and activities determined by the Employer. Employee also shall have those duties and responsibilities as set forth in the position description attached to this Employment Agreement, and by this reference incorporated herein.

In addition, Employee's services may be more specifically defined and either extended or curtailed, from time to time, at the discretion of the Employer.

4. **COMPENSATION:** The Employer shall pay the Employee, for services rendered by the Employee under this Agreement, a monthly fee of \$_____.
5. **EXPENSES/BUYOUTS:** The Employer shall pay or reimburse Employee for such reasonable and necessary expenses incurred by Employee in connection with the Employer's business, such as monthly phone service (including voice messaging system), printing (quotes obtained from all printing jobs), Xerox copies (at .05 each), postage, long distance phone and fax charges, shipping charges, delivery charges, registration and mailing materials (such as name tags, raffle tickets, mailing envelopes, mailing labels, etc.). These additional costs are to be itemized and billed at the end of each month. Employer may, from time to time, approve additional expenses as necessary.
6. **TERMINATION:**
 - a.) Death: In the event of the Employee's death during the term of this Agreement, this Agreement shall thereupon terminate and the Employer shall pay to the Employee's beneficiary or estate, as that term is hereafter defined, the pre-rata portion of the Employee's salary that was earned but unpaid at the date of the
 - b.) Permanent Disability: In the event the Employee should become permanently disabled during the term of this Agreement, then in thirty (30) days (min), this Agreement shall terminate. For the purposes hereof, "permanent disability" shall mean that disability resulting from injury, disease or other cause, whether mental or physical, which incapacitates the Employee from performing the normal duties as Employee, and is permanent in nature, and that contemplates the continuous, necessary and substantially complete loss of all professional activities.
 - c.) Voluntary Withdrawal: The Employee may voluntarily terminate employment hereunder by giving at least ninety (90) days prior written notice to Employer of Employee's intention to withdrawal. Such notice shall specify the end of a calendar month as the termination date.
 - d.) Dismissal:

For Cause: The Employer may terminate the Employee's employment under this Agreement at any time for cause giving written notice to the Employee at the

address as listed on the Employer records specifying the effective date of termination. As used herein, "cause" shall mean death, disability rendering the Employee unable to perform the duties hereunder, dishonesty, fraud, breach of the terms and conditions of this Agreement or failure to perform Employee's duties hereunder to reasonable satisfaction of the Employer. In the event of dismissal, payments for compensation and charges for expenses shall be prorated to date of termination.

Without Cause: The Employer may terminate Employee's employment under this Agreement at any time without cause/or non-renewal of this Agreement. IN the event Employer terminates Employee without cause or non-renewal of (this) contract the Employer shall pay to the Employee the amount of one month's contract fee per each year of service not to exceed six (6) months and an amount equal to unreimbursed expenses due.

7. **RENEWAL AND REVIEW:** This Agreement may be renewed for successive one (1) year periods at the mutual election of the Employer and Employee, commencing _____, 199__ and ending each _____.
8. **AMENDMENT:** This Agreement may only be amended by an agreement in writing signed by the parties hereto.

Signed this date: _____ HSMAl CHAPTER: _____

By: _____
Employer/President

By: _____
Employee

LETTER OF AGREEMENT

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This retainer will be paid quarterly on the 30th day of March, June, September, and
December, in the amount of \$425.00/ quarter. Expenses with receipts will be submitted
monthly by the Executive Director and paid by the chapter Treasurer monthly.

Incentive: The chapter will pay a new member commission of \$20.00 per new member
the Executive Director recruits to the chapter. Proof of new member recruitment must be
provided with commission requests.

The Executive Directors job description will be reviewed and updated as necessary on a
yearly basis. The Executive Director will be reviewed at the completion of the fiscal year
by the elected officials of the chapter.

Either party may terminate this Agreement with thirty (30) days written notice.

Chapter President

Executive Director

Committee Member

Committee Member

Any amendments in responsibilities to the above will be in writing and initialed by the
Administrator, Chapter President and Vice President.

MEMBERSHIP STRUCTURE

UNDERSTANDING HSMAI MEMBERSHIP

Successful sales and marketing professionals know their product and their competition. So it is with your ability to sell and/or market membership in HSMAI.

We are a **professional** (as opposed to trade) association with **individual** (as opposed to corporate) membership. Dues are payable annually on the anniversary date the member initially joined.

HSMAI's 5,000 plus members constitute a broad spectrum of the industries that make up industry. These same 5,000 members represent career positions ranging from student to CEO. Our product mix has expanded over the past few years. The new products are both strategic and necessary. HSMAI is now positioned to effectively provide value and career enhancements to our vast scope of membership.

A "Career Grid" was designed to provide a visual of this product/position mix. It depicts -picture of HSMAI's program of work. The importance of the chapter's role is relevant to their constituency, which easily represents 70% of the total membership. Study the "Grid" and make your leadership role inherent to your chapter's role.

Profiling the diverse membership in HSMAI is accomplished in a number of ways. The most significant is the coding of member types. Every member is coded in one of 29 member types. The list of codes is included in this section for your reference. Your membership roster identifies each of your members by code. Please refer to this list when verifying the accuracy of your roster.

Membership in HSMAI offers the individual the following program of work to develop their professional skills:

- Educational Programs (Chapter and International)
- Recognition & Awards Programs
- Marketplace Events
- Research & Foundation Scholarships
- Publications/Communications
- Strategic Alliances & Partnerships

The value of an individual's membership is directly related to what they do with it! The ROI of one's membership is "relative on involvement". Involvement does not relate just to chapter leadership. It includes participation in events and the study and use of our materials and publications

Membership in HSMAI does not compete with other associations with regard to its purpose, intent and value to the member. It is the **only** association dedicated to the professional development of hospitality sales and marketing professionals. It does however compete with other associations for time and money when the membership is not properly positioned, by the member or the member's company.

Membership in HSMAI is an investment in a person's career. Working toward the Certified Hospitality Marketing Executive (CHME) designation is an integral part of the professional's career.

MEMBERSHIP POLICIES:

- All chapter members are HSMAI members.
- Dues are \$265USD except for students and faculty at \$45USD.
- Chapter funding or rebates are \$90 per membership except for student and faculty members. There is no rebate for student and faculty memberships.
- Membership transfers with a member, if relocated. Although the membership remains with the individual who left, that member's company/organization can appoint an individual to fill his/her membership at *no cost* up to their expiration date. A renewal notice will be mailed to both members upon expiration.
- A membership transfer can be made only once through the duration of the expiration date. (At most, a 12 month period).
- A "new" member is someone who has never been a member before or a previous member whose membership has lapsed for at least one full year.
- HSMAI processes all new member applications and renewal notices.
- Dues payments are made in full to HSMAI and chapter funding (rebates) are mailed monthly to chapters from the headquarters office.

- There are no complimentary memberships awarded by a chapter without a payment of \$175USD to cover the International dues portion.

THE CHAPTER'S ROLE IN MEMBERSHIP

Provide **value** to the member through a thoughtful plan of work that includes:

- Quality Educational Programming
- Networking Opportunities
- Member Award & Recognition Program
- Consistent Communication
- Community Involvement
- Support of HSMAl Programs and Events
- Database Integrity:
 - Knowledge of Membership Processing/Reporting
 - Timely updates of roster changes
 - Timely updates of your chapter board member database

HSMAI MEMBERSHIP CATEGORIES

In order to properly update HSMAI with changes to your membership roster, it is important that you are familiar with the 29 membership categories we track. Each member of your chapter has been coded in one of these categories.

When a member changes positions, we make the change of address, etc., but may not have enough information to correctly change this category. The following code/member type will help you check your roster to make corrections. These codes are listed immediately under the member ID number on your roster.

Sales & Marketing Members

Code Member Type

AI	Airlines
AT	Area Attractions
CA	Casino
CB	CVB/Tourism
CL	Cruise Line or Passenger Ship
H1	Hotel & Conference Centers, DOM & DOS
H2	Hotel & Conference Centers, all Other
H3	Hotel Corporate, Regional or National Sales Offices
HM	Hotel Management Company
SM	Other Sales & Marketing Individuals
RE	Restaurant/Dinner Theater/Catering

Service Members

AD	Advertising
ED	Education/Training
RS	Hotel Representative Firms
OT	Other
CM	Public Relations Agency
PU	Publishing
HH	Recruiters/Head Hunters
SP	Service Providers

Other Member Segments

AS	Association
CP	Complimentary Membership
FA	Faculty
LI	Life Members
MP	Meeting Planning/Event Manager
PR	Press/Publishing & PR Firms
RT	Retired Members
ST	Student Members
TP	Transportation
TT	Tour/Travel Agent/Destination

College	Faculty Member	
Auburn University - Student Members		3
Boston University	James Stamas	
Celogio Universitario Del Este	James Holleran	
Charlotte Mecklenburg Schools	Nancy. M. Cowan	
Chippewa Valley Technical	Barbara C. Hoffman	
College of Charleston	John Crotts, Ph.D.	
Conrad N. Hilton College	Ronald Nykiel, CHA, CHE	
Cornell University	Goh Addison	
Cornell University	Chekitan S. Dev	
Cornell University	Katie Margolis	
Cornell University	Judy Siguaw	
Cornell University - Student Members		32
Del Mar College	James M. Jones, PhD	
East Carolina University	James A. Chandler, PhD., CHA	
Eastern Michigan University	Giri Jogaratnam	
Florida International University	Mona G. Rankin	
Florida University - Student Members		5
Gateway Community-Tech College	Stephen Fries	
George Washington University	Donald E. Hawkins, CHS, CTME	
George Washington University	Ginger Smith, PhD	
Hospitality Services America	Mike Hampton, Ed.D, CH	
James Madison University	Robert Reid	
Johnson & Wales University	Katie Davin	
Johnson & Wales University	Mansour Moussavi	
Johnson & Wales University	Sunil Rangraj	
Johnson & Wales University	Ann-Marie Weldon	
Johnson & Wales University - Student Members		10
Keystone College	Brenda Lidy	
Manchester Community College	Carl Stafford	
Marywood University	Charles Lipinski	
Marywood University - Student Members		1
Metropolitan State College	Cynthia Vannucci, CHME	
Mission College	W. Haze Dennis	

College

Mount Ida College
 NAU-PCC Partnership Program
 NAU-PCC Partnership Program - Student Members
 New York University
 New York University
 New York University
 New York University - Student Members
 Niagara College A.A.&T
 Northern Arizona University
 Northern VA Community College
 Northern VA Community College
 NYC Technical College
 NYC Technical College - Student Members
 Roosevelt University
 San Jose State University
 School of HRM, NAU
 SIU Carbondale
 Sullivan CCC
 Sullivan College
 Sullivan College
 Temple University
 Temple University - Student Members
 Universidad De Las Americas
 University of Delaware HARIM
 University of Guelph
 University of Houston - Conrad Hilton
 University of Massachusetts - Amherst
 University of Nevada - Las Vegas
 University of Nevada - Las Vegas
 University of Nevada - Las Vegas
 University of Nevada - Las Vegas
 University of Nevada - Las Vegas - Student Members
 University of New Hampshire

Faculty Member

James S. Craig
 Paul J. Wiener
 Nancy Loman Scanlon
 Sharr Prohaska
 Lalia Rach
 Damain Goulbourne
 Richard G. McNeill, Ed.D, CHME
 Nora Berkey
 Howard E. Reichbart
 James R. Reid
 Bob Stein
 Kate Sullivan, Ph.D.
 Ken H. Heerding
 T. C. Girard
 John Cameron
 Dawn L. McGiffen, CHA
 Kerry Sommerville, CHA
 Betsy Barbar
 Alfonso R. Rocha
 Paul E. Wise, CHA
 Margaret Shaw
 Kaye S. Chon
 Daniel D. Parker
 James Abbey
 John T. Bowen
 Carol Rogers
 Patti J. Shock
 Emery H. Trowbridge

22

56

16

4

3

College

University of New Orleans
Virginia Polytechnic Institute
Widener University
Widener University
Youngstown State University
Total Student Members Listed

Faculty Member

Jacque Gast
Mahmood A. Khan
Sheryl F. Kline
Emily Richardson
Mark W. McConnell

152

* As of 3/28/00

Only schools with 3 or more Student Members listed. Actual total of student members exceeds 300.

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EDUCATION

HSMAI's Educational Product has grown. It is more diverse, targeted and exhibits a higher quality of programming than at any time in our recent history. Education is the legacy of HSMAI and we are proud to present the menu of courses and sources for your perusal.

We have two major compelling educational opportunities to present as we enter this new millennium.

1. HSMAI's new and energized educational products.
2. Chapter Resource tools are now in place.

Enclosed in this section you will find:

- Summit Post Card
- Summit Schedule from our Web Site
- 2000 University Proposed Dates & Agenda
- UNLV Master's Program from our Web Site
- Educational Resource Guide – A Continuous Work of Progress
- Education Needs Assessment Form
- Speaker/Topic Recommendation Form
- Resource Availability Form

HSMAI Educational Opportunities

Annual Sales & Marketing Summit

July 27-29, 2000, New York City is the date and place for this year's major educational event. Registration forms are available on the HSMAI web site and a sample of the program from the web site is included here.

2000 HSMAI University

A completely revamped and more focused University is unveiled this year. The proposed dates and locations are included in this section for your referral. Information brochures and registration forms will be available in May. The University series will begin in August.

UNLV Masters Program

Our master's program became a reality this year! Information from our web site is enclosed in this section for your referral.

Educational Resource Guide

Our most current edition of the Educational Resource Guide is included in this section. This guide will be in constant motion and change as International and the chapter's identify new and exciting educational programs and speakers.

Educational Needs Assessment Form

A chapter tool to use in surveying your members for topics of interest and programs most desired to be scheduled. Customize this form to your chapter and put it to work for your now.

Speaker/Topic Recommendation Form

This form provides a simple way to share your recommendation for a speaker or topic that worked particularly well for your chapter. We are always looking for a "few good

Resources Availability Request

Another simple form to communicate your educational or event needs.

Web Site Resource Center

HSMAI's web site at www.hsm.ai.org has a member-only resource center that catalogues every article by topic from the *Marketing Review* and every CHME paper written by topic. Using your last name and six-digit membership number you can access this phenomenal resource. Do it today!

Speaker/Topic Recommendation Form

The following speaker/topic was a success for an HSMAl chapter event and should be listed in the **Educational Resource Bank** for other chapters to reference.

Chapter: _____

Event: _____

Speaker's Name: _____

Title of Presentation: _____

Topic of Presentation: _____

Speaker's Company: _____

Speaker's Phone No: _____

Speaker's Address: _____

Speaker's Email Address: _____

Short statement on why you recommend this speaker:

Your Name: _____

**Fax completed form to Jane Nordstrom, HSMAl Director of Education
202-789-1725**

Available Resources Request

As a chapter of HSMAI, you have many resources at your disposal as you develop new educational programming for your members. Fax this form to Jane Nordstrom, HSMAI Director of Education for input on available resources.

Chapter: _____

Chapter Contact: _____

Contact's Phone: _____

Contact's Email: _____

Type of Program: _____

Goal: _____

Assistance Requested (i.e. promotion ideas, event ideas, speakers, topics, chapter successes):

**Fax completed form to Jane Nordstrom, HSMAI Director of Education
202-789-1725**

CHAPTER NEWSLETTERS

A chapter's most important communication tool is the newsletter. Email is certainly becoming the most frequently used form of communication, but it will not immediately replace the purpose and intent of a Chapter Newsletter. We will see email versions of newsletters becoming more prominent in future years.

HSMAl requires, via your Chapter Charter, at least four Chapter Newsletters to be published each year. Some chapters publish twelve times a year, others only four. The frequency is not as important as the quality of the content.

The 1999 *Best of the Best Manual*, Tab 9, will provide a wonderful resource for your Newsletter Committee. Advertisements and sponsorships can even make it a revenue producer.

A simple two-sided Newsletter format will suffice. A template for this type of publication is included in this section. Please call Julie Parent, the Chapter Relations Database Consultant, to help convert this template to a clean and informative piece for your chapter communication.

Chapter program and event communication is not entirely depended upon the chapter newsletter. Most chapters market programs with a separate meeting notice vehicle such as an email broadcast, a fax-broadcast flyer, mailed flyer, post card or call-around. The chapter newsletter is a comprehensive communication vehicle that includes your entire schedule of meetings and events as well as a listing of HSMAl upcoming meetings and events.

Ideally, your chapter newsletter will include membership profiles, listing of new members with a welcome message, as well as a message from the President and lots of photographs of past chapter functions.

Remember, the paycheck for volunteers is "recognition". The more recognition you give members of your chapter, the more you are encouraging them to get or stay involved.

Here is just a "short" list of side benefits to production of a quality chapter newsletter:

- Recruit new membership
- Retain current membership
- Recognize chapter members
- Create pride in membership

- Promote chapter's agenda
- Create interest for future leadership
- Sell chapter programs
- Sell International programs
- Target area power brokers
- Attract advertisers
- Position the chapter in the community
- Promote community involvement

Your chapter newsletter can be a source of cohesiveness. Some members do not feel a strong association with their chapter. Publication of a good chapter newsletter can easily give members a sense of belonging and encourage them to participate in chapter programs.

NEWSLETTER TIPS FROM HSMIAI

- Use the HSMIAI logo properly with your chapter name. Never refer to HSMIAI without including your chapter name in all articles and news stories. The improper use of HSMIAI without the chapter name causes much confusion.
- Once your masthead is designed you may want to purchase shells or "flats" from your printer. Today, with the increased use of desktop publishing, just keeping a disc serves the same purpose. (We have a disc for your use of the enclosed template).
- Your Newsletter can turn your "prospect" list into a "membership" list.
- Impress your area "power brokers" with your Chapter Newsletter. They may actually want to become a part of your exciting Chapter.
- Always caption pictures.
- Get on the mailing list of other chapters with newsletters. Use your current Leadership Directory for contacts.
- The USA Today approach to news is highly accepted. Keep news to the point and use photos, graphs, charts and boxes to highlight information.
- You are encouraged to use any materials published by HSMIAI in its UPDATE for reproduction in your chapter newsletter.
- Sell advertising to offset the cost of newsletter production.

Best of the Best Manual's TAB 9

- The Philadelphia Chapter's program, sample letter to contributors and thank you letter to cub reporters.
- The Big Apple Chapter's advertising rate schedule, revenue report, recap, spreadsheet and committee structure.
- The Greater Phoenix Chapter's program, deadline schedule, article responsibilities, business profile form and advertising rate schedule.
- Sample newsletter from the Northeast Pennsylvania Chapter.

FINANCIAL REPORTING

One of the more tedious responsibilities of chapter leadership may be the financial reporting aspect. However, Chapter's that create a budget and plan are certainly ahead of the game and benefit from the time invested in planning.

HSMAI has tried over the past few years to develop a "model" financial statement for the Chapter's referral. This section includes our first attempt at this important Chapter tool.

Few annual statements were available for the composite needed. However, we are submitting these to you with the anticipation that you will use the blank copies behind the actual "models" and begin using them for your record keeping.

HSMAI requires at least one annual financial accounting from each chapter per year. The end-of-the-year financial statement.

Financial Models

The following financial models are broken into three segments:

- Chapters up to 50 Members
- Chapters from 51 to 100 Members
- Chapters with more than 100 Members

Each model uses the same breakdowns although larger chapters do have a much more expanded chart of accounting.

Each model identifies at the top of the page, the average number of members representing the figures.

The figures represent year-end statements from 1997 and 1998. The dues rebate at that time was \$65 per member. Next year's models will exhibit the impact of the increased chapter funding of \$90 per member.

As expected, the smaller size chapters are more heavily dependent upon dues revenue as a percentage of their Total Revenue. We will refer to the three groups as Small, Medium and Large for the purpose of this analysis.

Please Note: The Membership Dues Rebate figure will never equal the \$65 per member number shown because of student and faculty memberships.

Dues Revenue: Small 26+%
 Med 13+%
 Large 12+%

Other Income: Small 29+%
 Med 49+%
 Large 60+%

The laws of relativity show up clearly here. More members generate more income. The direct correlation should remain constant in future models.

Direct Expenses: Small 83+%
 Med 54+%
 Large 69+%

Profit/Loss: Small 39+%
 Med <1.89%>
 Large <6.43%>

Both the medium and large chapters experienced a loss in the operating year used. Fortunately for them, they each had a considerable reserve to fund the loss.

SUMMARY:

A financial model can be very useful to the chapters. We must receive more year-end statements in order to present a more solid basis for analysis and recommendations. Please use this statement to develop an annual report if you are not doing so at this time.

HSMAI LOGO!

In this section:

The following items are located in this section for your use and reference:

- Description of the new HSMAI Graphic Standards
- Sample design for Letterhead & Business Cards
- One Page Logo Slick

Logo integrity:

In January of 1998, HSMAI implemented new graphic standards. We did however retain the logo design. The actual logo design depicts our association as “fast-paced” and “on-the-move”. This image clearly defines our current status and vision of the future.

The tag line, “GET DIRECTIONS” is an important new tool in our repositioning efforts. Please have this added to all of your printed materials when possible.

This new look, created by the use of new graphic standards, exemplifies a new era for HSMAI. It is part of a concerted effort to present our association as the unique and singular association it is, functioning in a global environment with pro-active leadership dedicated to the well-being of the hospitality and sales and marketing professional.

We still have chapters that use the HSMAI logo without using their Chapter Name following or preceding the logo. This is incorrect use of the logo. It is very important that you only use the HSMAI logo with your Chapter Name. Do not use the HSMAI logo as a “stand alone” logo.

Use it correctly and proudly!

HSMAI GRAPHIC STANDARDS

- The approved usage for the blue stair-step bar is a bleed off the left side of all pieces. This excludes corporate letterhead, business card and envelopes. Approved color for this graphic element is Pantone ® (PMS) 5463.
- When possible, some type of image should appear behind the copy and stair-step bar. An abstract illustration is preferred but not required.
- HSMAI logo always appears reversed out of the bottom of the blue bar, and should be underlined with a 1 pt. rule which bleeds off the left side of the page.
- Tag line “Get Directions” appears beneath the rule of the HSMAI logo. The tag line remains justified with the logo, extending from the beginning of the “H” to the end of the “T”. Approved typeface is Senator Tail.
- There are three different typefaces within the text: Officina Sans, Officina Serif and Officina Serif Bold.
- Headline copy should always appear in Officina Sans.
- Body copy should always appear in Officina Serif.
- Call-to-action copy should always appear in Officina Serif Bold. The type size should always be 2 points larger than the body copy.
- There are three approved colors: PMS 5463 (blue), PMS 113 (yellow) and PMS 5555 (green), or each of their equivalent three 4-color builds.

HSMIAI BYLAWS

ARTICLE I

Name and Purpose

Section 1: **Name:** The name of this organization shall be the Hospitality Sales and Marketing Association International.

Section 2: **Official Language:** The official language shall be English.

Section 3: **Purposes:** The mission of the organization is to maintain and improve sound business practice in order to meet the needs of the traveling public, effectively serve the hospitality industry and to foster a high standard of professional conduct among individuals engaged in hospitality-related sales, public relations, advertising and other marketing disciplines.

To promote the art and science of hospitality marketing and management by promoting opportunity for the exchange of ideas and experiences through discussion, study and publication and to help members to improve their professional performance through educational programming.

To cooperate with organizations that share a common interest with the association in advancing the hospitality industry and to create opportunities for interaction between members of the association and buyers of the products and services produced by those members.

ARTICLE II

Membership

Section 1: **Types of Memberships:** There shall be two (2) types of membership in this organization. One will be that of International membership and, the other, that of student membership.

International membership in the association may be held by those individuals who spend a significant amount of time in one of the marketing disciplines within the hospitality industry. The

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hospitality industry is understood to include practitioners involved in promoting or producing support services and products for the travel, tourism, and convention industries.

Student membership in the association may be held by those individuals who are enrolled in a school offering a recognized hospitality administration program.

ARTICLE III

Privileges of Membership

Section 1: **International Members:** International members shall have all of the privileges of the association, including voting and holding office.

Student Members: Student members shall have those privileges of the association as determined by the Board of Directors with the advice of the Executive Committee and President.

ARTICLE IV

Dues

Section 1: **Manner of Payment:**

International member dues shall be payable annually on the quarter of the year in which a member first joined the association. The association's fiscal year shall be the calendar year, January 1 to December 31.

Student member dues shall be payable annually for a full school year at the time of joining, based on the official start of the school's academic year. Partial payments on a term or semester basis are not accepted.

Section 2: **Amount of Dues:** Dues of International members and student members shall be established by the Board of Directors with the advice of the Executive Committee and President.

Section 3: **International Members Dues:** International members dues shall be charged in accordance with the dues schedule approved by the Board of Directors. Members who change jobs within the industry during a dues year carry their memberships with them at no additional charge for the remainder of that dues year. If the original employer has paid the membership dues, then that employer may replace the member with another eligible staff executive for the remainder of the dues year at no additional charge.

Section 4: **Delinquent Dues:** Any member who is delinquent in dues beyond thirty (30) days shall be notified of such delinquency and, therefore, forfeits all membership benefits.

ARTICLE V
Meetings

Section 1: **Admission to Meetings:** Admission to meetings of the Board of Directors and Executive Committee shall be restricted to members of the Board and/or Executive Committee and open only to non-members who have been invited to attend by the Chairman or President.

Section 2: **Annual Meeting:** The annual meeting of the association shall be held at such time and place as approved by the Board of Directors.

Section 3: **Special Membership Meetings:** The date and place of special membership meetings shall be determined by the Chairman. Notice of the date, location and subject matter to be discussed at the meeting shall be mailed to the International member no less than thirty (30) days prior to the date of the special meeting.

Section 4: **Quorum:** Two hundred fifty (250) International members in attendance shall constitute a quorum empowered to transact business at any annual or special membership meeting.

Section 5: **Referendum:** Any group of not less than two hundred fifty (250) International members may request that a referendum vote be taken on any matter decided by the membership at an annual or special meeting, provided that the request be sent to the President

not more than thirty (30) days after the official publication of such action. Upon receipt of the request, the Chairman shall cause a mail referendum to be held on the matter of controversy. If a majority of the International members shall vote against the matter in controversy, the action taken at the annual or special meeting shall be rescinded.

ARTICLE VI

Voting

Section 1: **Voting Privileges:** Voting privileges shall be confined to International members in good standing and Honorary Life members.

ARTICLE VII

Nomination and Election of Officers

Section 1: **Nominating Committee:** The Nominating Committee shall be chaired by the Immediate Past Chairman. In addition to the Immediate Past Chairman, the Nominating Committee shall consist of at least three (3) but not more than five (5) persons who shall be appointed by the Chairman during the month following the taking of office.

At least sixty (60) days prior to the meeting of the Nominating Committee, the President shall provide the names of the Nominating Committee to the House of Delegates and invite the House of Delegates to suggest candidates for consideration by the Nominating Committee. All such suggestions shall be sent to the Chairman of the Nominating Committee in writing, presenting the candidates' qualifications, background, availability and willingness to serve if elected.

The Nominating Committee shall nominate one or more candidates for the office of Chairman, Vice Chairman, Treasurer, and two Vice Presidents to serve on the Executive Committee and shall name candidates to fill vacancies on the Board of Directors.

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The Nominating Committee shall make every effort to obtain adequate representation from the standpoint of geographical location and business interest of the membership. A majority of candidates for officer and executive committee positions shall be drawn from the incumbent Board of Directors. No candidate may be nominated for more than one office.

Section 2: **Nomination by the Members:** At least ninety (90) days prior to the annual meeting, the Chairman of the Nomination Committee shall notify the International membership of the names of candidates nominated. Any International members may make a nomination, provided that it is seconded in writing by twenty-five (25) additional International members. Such nominations and seconds must be submitted to the President no less than forty-five (45) days prior to the opening day of the annual meeting. Further, all such nominations and evidence of availability and willingness to serve, if elected. No candidate may be nominated for more than one office.

Section 3: **Election Procedures:** At the annual meeting, the House of Delegates shall meet and consider the nomination presented to it by the Nominating Committee and by the membership. The House of Delegates shall vote on the nominations presented to it according to the procedures set forth in Roberts Rules of Order (revised) and a majority of the votes cast shall be required to elect. In the event of a lack of quorum by the House of Delegates, the Board of Directors shall vote on the nominations presented by the Nominating Committee.

ARTICLE VIII

Officers and Officials

Section 1: **Officers:** The elected officers of this association shall be a Chairman, Vice Chairman, a Treasurer, and two Vice Presidents.

Section 2: **Term of Office:** The officers shall begin their terms of office at the close of the annual convention and shall continue until the close of the succeeding annual convention or until their successors have been elected and installed.

- Section 3:** **Executive Committee Members:** In addition to the officers and Immediate Past Chairman, there shall be one (1) additional person, the Chairman of the HSMIAI Foundation, who comprises the Executive Committee. The Executive Committee members must be members in good standing and elected in accordance with Article VII of these bylaws.
- Section 4:** **Board of Directors:** The elected representation of the Board of Directors shall be composed of twenty-six (26) individuals who have been nominated and duly elected in accordance with the procedures set forth in Article VII of these bylaws. All members of the Board of Directors must be members of the association in good standing. Three of these individuals must include:
- 1.) a Past Chairman of the association
 - 2.) two representatives who reside and are employed outside of the United States
- Section 5:** **Directors at Large:** The Chairman with approval of the Executive Committee may appoint no more than five (5) Directors at Large to serve a one (1) year term on the Board of Directors. A Director at Large must be an International member of the association.
- Section 6:** **House of Delegates:** Each Chapter President shall serve as a member of the House of Delegates with full voting rights and privileges. Chapter Presidents must be International members and elected in accordance with established procedures.
- Section 7:** **Qualification:** Each elected officer or director must devote a majority of time to the hospitality industry. If the officer or director shall voluntarily leave the hospitality industry for a period of ninety (90) days, a vacancy in the office shall thereby occur.
- Section 8:** **Compensation:** All elected officers of the association shall serve without compensation.

ARTICLE IX

Executive Committee

- Section 1:** **Composition:** The Executive Committee shall be composed of the Chairman, Vice Chairman, the Treasurer, two Vice Presidents, the

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Immediate Past Chairman, and the Chairman of the Foundation.
The President shall serve as non-voting ex-officio member.

- Section 2:** **Term on Office:** All elected Executive Committee Members, with the exemption of officers, serve a two (2) year term.
- Section 3:** **Authority of the Executive Committee:** The Executive Committee may exercise the powers of the Board of Directors when the Board is not in session. The Executive Committee must report its actions to the Board at the Board's next succeeding meeting and seek ratification for its actions.
- Section 4:** **Meeting of the Executive Committee:** The Executive Committee shall meet at least semi-annually, upon the call of the Chairman or by request in writing sent to the Executive Committee. Notice of meetings of the Executive Committee must be given by the President to the members thirty (30) days in advance of the requested meeting date. The meeting of the Executive Committee shall be closed except to persons invited by the Chairman or the President.
- Section 5:** **Quorum:** Four (4) members of the Executive Committee shall constitute a quorum.
- Section 6:** **Interim Action:** Between meetings of the Executive Committee, the Chairman may submit any matter to a vote of the Executive Committee by mail and a majority vote of the Executive Committee in writing shall be considered as official actions.
- Section 7:** **Reversal of Action:** Any action of the Executive Committee may be revoked or overruled by a majority vote of the Board of Directors. Such action may be taken at a meeting or by mail ballot.
- Section 8:** **Vacancies:** Any vacancy occurring on the Executive Committee between elections shall be filled by the Chairman, with the concurrence of a majority of the Executive Committee. A member of the Executive Committee so appointed to fill a vacancy shall serve only until the next election at which time the House of Delegates shall elect a successor to serve the unexpired term remaining.

ARTICLE X

Board of Directors

- Section 1:** **Composition:** The Board of Directors shall consist of the seven (7) members of the Executive Committee, the twenty-six (26) elected Directors, no more than five (5) Directors at Large and the President who shall serve as an ex-officio, non-voting member.
- Section 2:** **Term of Office:** The term of office for all elected members of the Board of Directors, except officers, shall be two (2) years with staggered terms. Members of the Board of Directors who serve as Chairman shall serve on a one (1) year term basis. No elected Board member may serve more than one (1) additional successive term of office. The term of office shall begin at the close of the annual meeting and continue until the close of the next annual meeting.
- Section 3:** **Authority:** The Board of Directors shall have the supervision, control and direction of the affairs of the association. It shall determine its policies or changes therein within the limits of these bylaws. It shall actively prosecute the association's goals and objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary.
- Section 4:** **Quorum:** A majority of the members of the Board (50% plus one) shall constitute a quorum in any meeting of the Board of Directors. Any less number shall adjourn until a quorum is present.
- Section 5:** **Meetings:** The Board of Directors shall meet at least semi-annually at a meeting called by the Chairman or one-third (1/3) of the members of the Board provided that notice of such meeting be given to the membership at least thirty (30) days prior to the meeting.
- Section 6:** **Proxy Voting:** Proxy voting shall be permitted provided that a member of the Board of Directors notifies the President no less than ten (10) days prior to the Board meeting of the intention to

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deliver a proxy vote to another Board member. Proxy votes may be held only by Board members and no Board member may hold more than one proxy vote.

Section 7: **Vacancies:** Any vacancy occurring on the Board of Directors shall be filled by the Chairman with the concurrence of a majority of the Board present and voting. A member of the Board of Directors so appointed to fill a vacancy shall serve only until the next election at which time the House of Delegates shall elect a successor to serve the unexpired term remaining.

Any vacancy occurring on the Board of Directors as a result of a vacancy occurring on the Executive Committee shall be filled as provided in Article IX, Section 8, of these bylaws.

ARTICLE XI

House of Delegates

Section 1: **Composition:** The House of Delegates shall be composed of Chapter Presidents, duly elected under the provisions of Chapter bylaws.

Section 2: **Term of Office:** The term of office for each member of the House of Delegates is for one (1) year or for the duration of that member's tenure as Chapter President.

Section 3: **Authority:** Members of the House of Delegates shall be asked to suggest candidates for consideration by the Nominating Committee for the offices defined in Article VII, Section 1, of these bylaws. Further, the House of Delegates is empowered as a body to elect a slate of officers, Executive Committee members and Board of Directors members as submitted by the Nominating Committee. Such election shall take place at the Annual Convention in accordance with these bylaws. The House of Delegates shall advise and counsel the Executive Committee and the Board of Directors on issues of association programs and policies.

Section 4: **Meetings of the House of Delegates:** The House of Delegates shall meet at least once a year at the time of the Annual Convention or at the request of the Chairman. Notice of the

meeting must be provided by the President at least thirty (30) days prior to the requested meeting place.

Section 5: **Quorum:** Twenty-five (25) members of the House of Delegates shall constitute a quorum.

Section 6: **Proxy Voting:** Proxy voting shall be permitted by an officer of a Chapter representing the Chapter President at a House of Delegates meeting, provided that written notification has been approved by the President at least ten (10) days prior to the meeting.

ARTICLE XII

Duties of Officers and Officials

Section 1: **Duties of the Chairman:** The Chairman shall be the Chief Executive Officer of the association and shall preside at all meetings of the Executive Committee and the Board of Directors. The Chairman shall appoint all standing and special committees, shall serve as ex-officio member of all committees with the right to vote, with the exception of the Nominating Committee, and shall perform such other duties and functions as are necessarily incident to the office or as may be prescribed by the Board of Directors.

Section 2: **Duties of the Vice Chairman:** The Vice Chairman shall assume the duties of the Chairman at the latter's request and in the Chairman's absence shall perform such other duties as may be delegated by the Chairman and the Executive Committee. In addition, the Vice Chairman shall have one (1) or more specific responsibilities assigned by the Chairman.

Section 3: **Duties of the Vice President:** Each Vice President shall have one (1) or more specific responsibilities assigned by the Chairman.

Section 4: **Duties of the Treasurer:** The Treasurer shall be responsible for the financial management of the association and provide for the control of financial transactions as required. The Treasurer will establish and control operating procedures and shall be responsible for the association's operating budget. The Treasurer shall make recommendations to the Board of Directors as to dues assessments and shall submit to the Board of Directors and the Executive

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Committee such reports as may be requested by the Board, the Executive Committee or the Chairman.

Section 5: **Duties of the Immediate Past Chairman:** The Immediate Past Chairman shall serve as a member of the Executive Committee and Chairman of the Nominating Committee.

Section 6: **Duties of the Directors:** The Directors shall act as liaisons between members of the House of Delegates and International members in their geographic areas. The Board of Directors shall represent the association at industry events at the request of the Chairman, shall attend Board of Directors' meetings to determine association policies, procedures and direction and shall conduct such other activities as requested by the Chairman and/or President.

Section 7: **Duties of the President:** The President shall be responsible to the Board of Directors in the performance of such duties as may be delegated and for the management of the association and its finances. The President shall employ staff members and set their compensation, shall keep all of the records required, rendering such reports as are requested by the Board of Directors, the Chairman or the Treasurer and shall carry out the policies established by the Board of Directors. The President and staff shall be bonded in such amount as may be directed by the Board of Directors, the cost of which shall be paid by the association.

Section 8: **Removals:** The Board of Directors, by two-thirds (2/3) vote, may remove any officer or director for failure to perform or for other sufficient cause.

ARTICLE XIII

Chapters

Section 1: **Formation/Expansion:** It shall be the duty of the Chairman, President and the Board of Directors, to take appropriate action to

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encourage Chapter activities, to promote their growth and to render assistance in the organization of new chapters.

- Section 2:** **Chapter Franchise:** Chapter franchise may be issued upon the approval of the Board of Directors and upon compliance with the established requirements as set forth in the Chapter Manual.
- Section 3:** **Chapter Officers:** The Chapter President, Vice President and Treasurer must be International members of the association and in good standing in order to qualify for the Chapter offices.
- Section 4:** **Chapter Memberships:** All Chapter members shall hold HSMA International membership as provided in Article II, Section 1 of these bylaws.
- Section 5:** **Chapter Dues:** All dues shall be payable to the International association in accordance with the dues schedule and procedures approved by the International Board of Directors.
- Section 6:** **Bylaws:** All Chapters will operate under their own bylaws, provided no article or section thereof is in violation of the provisions of these bylaws which are recognized as part of the franchise granted a Chapter. A copy of the Chapter bylaws in English shall be placed on file with the President of the association. The purposes, objectives, scope and activities of each Chapter shall be consistent with those of the association and shall be reviewed from time-to-time by the International Board of Directors.
- Section 7:** **Revocation of Franchises:** The International Board of Directors, by two-thirds (2/3) vote, shall have the power to revoke the franchise of Chapters for whatever in its judgment it shall deem to be just cause.
- Section 8:** **Liability:** No chapter shall have the authority to incur any liabilities or take any action on behalf of the association without written authorization of the Board of Directors, or in case of fiscal matters incident to association activity, the President. Nor is a Chapter given any authority, beyond the terms of these bylaws, to bind or involve the association in any act or action by the Chapter, its officers or members, except as may be granted in writing by the Board of Directors.

ARTICLE XIV

Amendments

Section 1: **Manner of Submitting:** Proposed amendments to these bylaws shall be submitted in writing to the President, who shall then send copies of the proposed amendments to the members of the Board of Directors no less than thirty (30) days prior to the meeting at which amendments are to be considered.

Section 2: **Adoption:** An amendment may be passed by:

- 1.) A two-third (2/3) vote of the Board of Directors at a meeting
- 2.) A two-third (2/3) vote of the Board of Directors, provided votes are received within thirty (30) days of the original mailing
- 3.) A two-third (2/3) vote of the International membership who can be solicited for vote on amendments by a two-third (2/3) vote of the Board of Directors. The Board shall also specify the manner and timing of the vote on the amendments.

ARTICLE XV

Dissolution

Section 1: **Vote:** A vote to dissolve the association shall require an affirmative majority of all members entitled to vote. Those so entitled may vote by mail or in person, by not by proxy.

Section 2: **Distribution:** In case of dissolution of the association, the Board of Directors shall authorize the payment of all indebtedness of the association including accruals, authorize payment of reasonable separation pay to the association employees and arrange for the transfer of the remaining assets to the education and research foundation or to some other legally established, industry-related group organized for educational purposes. The Board of Directors may at the time of such dissolution determine, provided, however, that in no way shall such distribution inure to the financial benefit of any officer, elected official or member.

ARTICLE XVI

Liability

Section 1:

Liability: Nothing contained in these bylaws shall constitute members of the association, in any classification whatsoever, partners for any purpose. No member, officer, agent or employee of the association shall be liable for the acts or failure to act on any part of any other member, officer, agent or employee of the association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these bylaws expecting only acts or omissions to act out of negligence or misconduct in the performance of duty.

HSMAI Vision * Mission * Program of Work

Vision Statement

To be the leading international organization of sales and marketing professionals representing all segments of the hospitality industry, wherein members access a wide variety of education and tools to enhance their own skills and expertise, enrich their careers, and strive for greater success.

Mission Statement

HSMAI will create business opportunities and provide value to its members through educational programs, networking events with peers and customers as well as identifying and communicating trends in the hospitality industry while operating as a leading voice for both the hospitality and sales and marketing management disciplines.

The needs of our members will always be the driving force behind new initiatives and programs at a local, national, and international level.

PROGRAM OF WORK

Educational Programs:

Annual Sales & Marketing Summit - an annual educational convention designed to provide attendees with programs designed for peer interaction, research results, and showcasing new sales and marketing methods and technology.

HSMAI University - offered in four locations annually, this educational program offers three tracks of courses over a day and half program. The tracks for 2000 are; Sales & Marketing Skills, Management and Professional Growth and Technology Applications.

European Congress - an annual educational conference jointly sponsored by HSMAI's European Division and Euro-CHRIE.

HSMAI ThinkTanks – forums for senior level executives in the industry to discuss and debate key issues impacting the industry.

Recognition & Awards Programs:

Adrian Advertising & Golden Bell Public Relations Competition - an annual competition which recognizes the best in hospitality and travel advertising and public relations.

Awards Dinner - winners of the annual competition are honored at this gala dinner.

Certified Hospitality Marketing Executive (CHME) - a marketing certification for hospitality sales and marketing professionals. CHME candidates must qualify for the certification based upon industry experience, education, community and association service. They must also pass a written examination and write an original research paper.

Certified Hospitality Sales Professional (CHSP) – a sales certification program for sales managers and Directors of Sales administered by the Educational Institute of AH&MA.

International Hall of Fame - recognizes individuals who have made significant contributions to furthering the sales and marketing profession in the hospitality and travel industry.

Albert E. Koehl Award – recognizes individuals who have made significant contributions to the hospitality and travel advertising profession.

Winthrop W. Grice Award - recognizes individuals who have made significant contributions to the hospitality and travel public relations profession.

Al Bard Award - recognizes individuals who have made significant contributions to the development and growth of the HSMAI advertising and public relations awards program.

Frank W. Berkman Chapter of the Year Award - annual award for outstanding achievements by a chapter.

Best of the Best Chapter Awards – recognition given to chapters for ideas and strategies for chapter programs and event.

Marketplace Events:

Affordable Meetings Exposition and Conference – a two-day marketplace event held annually in Washington, DC which provides education for over 2000 meeting planners from all over the United States and a trade show with over 750 exhibitors.

Affordable Meetings West – a two-day marketplace event held annually in San Jose, California which provides education for over 1000 meeting planners from all over the United States and a trade show with over 300 exhibitors

HSMAI Meetings Quest – a one-day marketplace event for meeting planners and travel industry exhibitors offered in seven cities annually.

Foundation & Research:

Publications & Resources - the HSMAI Foundation is the research arm of the association. The Foundation produces a catalog of publications and products it publishes and other vital hospitality industry research, training tools, and reference books.

Scholarships – the HSMAI Foundation also administers a scholarship program for students enrolled in hospitality and travel management colleges and universities around the world.

Publications/Communications:

Marketing Review magazine – the only magazine in the world specifically targeted to the hospitality sales and marketing audience. It is published quarterly and has feature stories and case studies.

Update newsletter – a newsletter published six times per year with association, chapter, and industry news.

HSMAI Insider Report – a monthly fax broadcast with pertinent and timely association news specifically targeted to Board members of all the HSMAI chapters worldwide.

Web site – an interactive web site at www.hsmmai.org designed to introduce non-members to HSMAI membership benefits, programs, and information. It also includes a members only feature with an on line search engine of our worldwide membership.

Fax On Demand – a toll free number that members can call 24 hours per day to access key program information, registration forms, and more whenever they may need it. From the U.S. and Canada, call 1800-66-HSMAI or from anywhere in the world call, 617-960-9267.

Strategic Alliances & Partnerships:

HSMAI enjoys a strong alliance with other industry associations such as the American Hotel & Motel Association, the Educational Institute of AH&MA, the International Hotel & Restaurant Association, CHRIE, the International Association of Convention & Visitors Bureaus, and other associations where we can mutually endorse programs and services that can be a benefit to the members of both organizations.

HSMAI also has created a Partnership program where companies can market their products and services to members and attendees at programs and events. Sustaining Partners for 2000 include American Express, Miller-Freeman, and Cahners Travel Group.

Other HSMAI Products and member benefits:

Other member benefit programs include discount programs with the following preferred suppliers of the industry: Cable & Wireless fax broadcasting, Driving Revenue Market Planner software, and Professional Education Series sales training with Tom McCarthy.