



Bylaws of the Host2Host Organization

Effective December 18, 2017

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Article I - General

Section 1: Name. This organization is incorporated under the laws of the State of Oregon and shall be known as Host2Host.

Section 2: Purpose. Host2Host is organized to promote the general welfare and prosperity of Oregon's short-term rental host community.

Section 3: Objectives. The objectives of the Association are:

1. To unite those engaged in the short term rental hosting profession for the purpose of exerting a beneficial influence upon the profession and related interests.
2. To promote and maintain high standards in the short term rental profession.
3. To provide a unified medium for short term rental hosts and those engaged in the short term rental profession whereby their interests may be safeguarded and advanced.

Section 4: Limitation of Methods. Host2Host shall observe all local, state and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 5: Host2Host's Statement of Diversity, Equity and Inclusion. Host2Host is committed to diversity, equity and inclusion. We are committed to promoting safe, secure and welcoming host experiences for each guest, without regard to their race, ethnic background, country of origin, religious beliefs, abilities, sexual orientation or gender identity. We genuinely strive to welcome all people with care and positive regard.

While we recognize that the members of Host2Host are predominantly white, we stand against all forms of racism. As an organization, we neither condone nor tolerate rhetoric or behavior on any of our social media channels or at our gatherings which harass, demean or bully anyone.

We are committed to listen, learn, and act on this commitment. We also recognize that this is a work in progress. Too often we are blind to our biases, so we commit ourselves to being open and teachable.

Article II - Membership

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

Section 2: Election. Applications for membership shall be submitted by the applicant.

Section 3: Investments. Membership dues shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance.

Section 4: Representation. Any person, association, corporation or partnership, upon becoming a member of Host2Host, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning Host2Host.

Section 5: Termination of Membership. Any member may be terminated for non-payment of dues after 30 days from the due date, unless otherwise extended for good cause. Any member may be terminated by a 3/5 vote of the Board of Directors, at a meeting thereof, for conduct unbecoming a member or prejudicial to the objectives or repute of Host2Host.

Article III - Annual Membership Meetings

Section 1. Meeting. The Association shall hold an annual meeting of the Members prior to the end of each fiscal year.

Section 2. Notice of Meetings. Notice of the date, time, and place of the Annual Membership Meeting shall be given to each Member entitled to participate in said meeting by email and posting on the home page of the Association's website at least fourteen (14) days prior to said meeting. The notice of the call of a special meeting shall set forth a statement of the purpose of said meeting.

Section 3: Quorum. The members present at any meeting that has been given notice in accordance with the bylaws shall constitute a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment.

Section 4: Voting. Each member shall have one vote on each matter submitted to a vote of the members, and for each directorship to be filled at an election. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law. Each Individual Membership shall have 1 vote, each Household Membership shall have up to 2 votes, each Affiliate Membership shall have 1 vote, and each platform affiliate 1 vote.

Section 5: Inspectors of Election. Before any meeting of the membership at which an election shall take place, the Board President, with the approval of the Board, shall appoint one or more members, other than the nominees for office, to act as Inspectors at the meeting or any adjournment of the meeting. The Inspector shall (1) determine the existence of a quorum, (2) determine the right to vote of each person present, (3) receive votes or ballots, (4) count and tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Article IV - Officers and Directors

Section 1. Meeting of the Board. The Board shall designate a regular time and place of meetings or via video conference.

Section 2. Officers. The officers of the Association shall be called the Executive Committee and shall consist of: President, President-Elect, Secretary/Treasurer, Immediate Past-President and Executive Director. Each officer shall be elected, with the exception of the Executive Director, for a term of one (1) year beginning on the 1st day of January of the year next succeeding such election. The Executive

Director shall be selected by, responsible to, and shall serve at the discretion of the Board.

Section 3. Duties and Qualifications of Officers. The duties of the officers shall be such as their titles, by general custom, would indicate and such as may be assigned to them by the Board. The qualifications for officers are as follows:

(a) The President shall be a member who has served as an elected officer of the Association for twenty-four (24) months during a portion of the sixty (60) months immediately preceding his or her term of office.

(b) The President-Elect shall be a member who has served as Director for twenty-four (24) consecutive months during the sixty (60) months immediately preceding his or her term of office. The President-Elect shall assume the duties of the President if the President is absent or unable to perform the duties of the President.

(c) The Secretary/Treasurer shall be a member who has served as Director for twelve (12) consecutive months during the sixty (60) months immediately preceding his or her term of office.

(d) The Executive Director shall be the chief operating and administrative officer of the Association and perform such duties as prescribed by the Board.

The Board may elect to suspend any of these qualifications if deemed necessary in any given year.

Section 4. Board. The governing body of the Association shall be the Board of Directors consisting of the elected officers, Immediate Past President, six (6) at-large members of the Association, the Travel Portland Board representative from Host2Host and one member appointed at the discretion of the current President. All Directors shall be members of the Association.

(a) Terms. The elected Officers of this Association as specified in Section 1 of this Article shall serve as Officers for a term of one (1) year. The President-Elect shall automatically be elected President upon expiration of their one-year term as President-Elect. The immediate Past President and one (1) member appointed by the current President shall also serve as a Director for a one (1) year term. Each Director shall be elected for a term of two (2) years. Three (3) members shall be elected to the Board each year. The Travel Portland Board representative shall be selected by the Host2Host Board of Directors and serve as a voting member for a 3 year term, on the same schedule and concurrent with their term on the Travel Portland Board.

(b) Qualifications. Each Director shall be a member of the Association in good standing.

(c) Attendance. Directors shall attend all regularly scheduled or called meetings of the Board. Absence of a Director from three (3) regularly scheduled or called Board meetings during any calendar year may terminate the Director's term of office. The Board shall elect, by a majority vote, a new Director to serve the unexpired term.

(d) Quorum. For purposes of conducting the business of the Board at a scheduled or duly called meeting, a majority of Directors eligible to vote shall constitute a quorum.

(e) Director Liaison. The President shall appoint, with the advice and consent of the Executive

Committee, members of the Board as liaisons to each standing committee or task force for a given calendar year. Each Director Liaison will attend all meetings of the committee or task force for which such Director serves as liaison and will be prepared at all times to report to and keep the Board informed of activities of such committee or task force.

Section 5. Election of Officers and Directors.

(a) Appointment of the Nominating Committee. At the July meeting of the Executive Committee each year, the Executive Committee shall appoint two (2) Members of the Association to serve on the Nominating Committee for a term of one year, subject to approval by the Board.

(b) Composition of the Nominating Committee. The Nominating Committee shall be composed of the Immediate Past President of the Association as Chair, the President-Elect, one (1) member of the current board and two (2) Members of the Association (who are not officers or members of the Board). The current President and Executive Director shall be ex-officio non-voting Members.

(c) Term Limitation. Other than the Immediate Past President, President and President-Elect, no Member of the Nominating Committee may serve on the Nominating Committee for more than two consecutive terms. In the event a Member of the Nominating Committee is unable to serve, the Executive Committee, with approval of the Board shall appoint a replacement Member in accordance with Section 4(b) above.

(d) Duties. The Nominating Committee shall

1. Implement and comply with the Nominating Committee Guidelines and Responsibilities of the Association.
2. Determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form.
3. Certify that each Candidate satisfies the qualifications set forth in these Bylaws.
4. Interview all eligible Candidates during the month of October each year at times and places designated by the Nominating Committee.
5. Furnish notice to each eligible Candidate of the date, time and place for the interview.
6. Complete all of the interviews of Candidates, no later than one week prior to the October Board of Directors meeting.
7. Present to the Board of Directors at the October meeting of the Board of Directors, a slate of Candidates for officers and for the available seats on the Board of Directors for the next calendar year.
8. Obtain the acceptance of the nomination by each Candidate.
9. Any At-Large Director who is elected as an Officer shall vacate the current position effective at the end of the current year, and the Nominating Committee shall nominate a person to fill any such unexpired term.

(e) Nomination by General Members. Other than for the Office of President, other nominations may be made by any General Member during the call for applications.

(f) Election Procedure - The slate of officers and directors will be presented at the General Membership Meeting for approval by the general membership.

Section 6. Vacancies. Except for the President, vacancies among the Association's Officers and Directorships shall be filled by a majority vote of the Board of Directors until the next annual election. If the office of the President becomes vacant, the President-Elect shall succeed to such office. If the

President-Elect serves as President by succession as provided herein, he or she shall be eligible to serve a full term the following year as President. If the office of President-Elect, or Secretary/Treasurer becomes vacant, the Board will fill the vacancy.

Section 7. Electronic Transaction of Business. To the fullest extent permitted by law, the Board, committees, or membership may conduct business by electronic means.

Section 8. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the actions so taken shall be signed by not less than 75% of the Board. The consent shall be evidenced by one or more emailed or written approvals, each of which sets forth the action taken and bears the email signature or written signature of one or more members of the Board. All the approvals evidencing the consent shall be delivered to the Secretary/Treasurer by the President to be filed in the corporate records. The action taken shall be effective when at least 75% of the Board have approved the consent unless the consent specifies a different effective date.

Section 9. Terms. Each Officer and Director shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death or resignation.

Section 10: Fees and Compensation. Directors and members of committees shall serve without monetary compensation for their services. This shall not preclude any Director from serving Host2Host in any other capacity, as an agent, employee, or otherwise, and receiving compensation for that service.

Article V - Committees

Section 1. Standing Committees. The President shall appoint, with the advice and consent of the Executive Committee from among the General Members, subject to confirmation by the Board, the following standing committees:

Education

Advocacy

Membership

Communications

Nominating

Budget and Finance

Executive Committee

Marketing

The creation of any additional standing committee(s), the sunset of any standing committee(s) or the change in name of any standing committee(s) shall be designated by the President, with the advice and consent of the Executive Committee subject to confirmation by the Board.

Section 2. Other Committees/Task Forces. The President shall appoint, with the advice and consent of the Executive Committee, subject to confirmation by the Board, committees or task forces as deemed necessary from time to time. All standing committees and task forces will conduct their meetings at a designated location or by video conference. Attendance records and minutes of the meetings of all

standing committees and task forces will be maintained.

Section 3. Organization. All committees shall have such duties, functions, and powers as assigned by the President with the advice and consent of the Executive Committee or the Board, except as otherwise provided in these Bylaws.

Section 4. President. The President or any other Officer of the Association appointed by the President with the advice and consent of the Executive Committee shall be an ex-officio Member of all committees (with voting rights) and shall be notified of all committee meetings.

Section 5. Chairpersons. The Chairperson of each committee, except the Executive Committee and the Nominating Committee, shall be designated by the President with the advice and consent of the H2H Executive Committee. A quorum at any committee meeting shall be the committee members present and qualified to vote. The committee chairperson will appoint committee members and may add or replace members.

Section 6. Attendance. A committee Member who fails to attend three (3) of the regular or called meetings may be removed from the committee upon the recommendation of the Chairperson. As needed, a replacement shall be appointed by the Chairperson.

Section 7. Approval of Action. The action of all committees shall be subject to approval of the Board of Directors, except the actions of the Executive Committee.

Section 8. Executive Committee Action. The Executive Committee shall have the authority to take executive action on matters that may arise between the regular meetings of the Board, and with the duty to recommend to the Board appropriate action in regard to policy decisions and general executive decisions that the Board must make from time to time.

Article VIII - Finances

Section 1: Funds. All money paid to Host2Host shall be placed in a general operating fund except that money subscribed or contributed for a special purpose may be placed in a separate account for such purpose.

Section 2: Disbursements. Upon approval of the budget, the Secretary/Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check or other electronic transfer that shall be signed by the Secretary/Treasurer or other officer as assigned. Detailed financial procedures of the Association shall be contained in a separate document approved by the Board.

Section 3: Fiscal Year. The fiscal year of Host2Host shall end December 31.

Section 4: Budget. The Budget and Finance Committee shall be made up of the members of the Executive Committee and shall adopt a budget for the coming fiscal year and submit it to the Board of Directors for approval at its regular meeting prior to the beginning of the next fiscal year. The Secretary/Treasurer shall make a monthly budget report to the Board of Directors.

Section 5: Directors and Officers Insurance: The Executive Committee and such other officers and staff as the Board of Directors may designate shall be insured by Directors and Officers Insurance in the amount set by the Board and paid for by Host2Host.

Section 6: Maintenance and Inspection of Articles, Bylaws and Other Association Records. A copy of Host2Host's Articles or Incorporation and Bylaws, as amended to date, shall be maintained and shall be open to inspection by any member at all reasonable times.

Host2Host's books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in electronic form and be capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon request by any member at any reasonable time, for a purpose reasonably related to the member's interest as a member.

Article IX - Dissolution

Host2Host shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of Host2Host. On dissolution of Host2Host, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c)(6) of the Internal Revenue Code.

Article X - Parliamentary Authority

The current edition of Robert's Rules of Order shall be final authority for all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of Host2Host.

Article XI – Indemnification Clause

No member, officer or Director of this Association shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

Article XII - Amendments

These Bylaws may be amended or altered by three-fifths (3/5) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board or the members in writing at least fourteen (14) days in advance of the meeting at which they are to be acted upon.