

BYLAWS
OF
THE BLUEGRASS HOSPITALITY ASSOCIATION, INC.
(BHA)

ARTICLE I - CORPORATE OFFICES

The registered office of the Bluegrass Hospitality Association (the "Corporation") in the Commonwealth of Kentucky shall be at the address stated in its Articles of Incorporation but such address may be changed from time to time by the Board of Directors.

The Corporation shall have a principal office and such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors may designate or the business of the Corporation may require from time to time. The principal office of the Corporation may, but need not, be the same as its registered office and, until otherwise determined, shall be located at 1481 Leestown Road, Lexington, KY 40511

ARTICLE II - MEMBERS

1. Classes of Members. The Corporation shall have one or more classes of members. If there is only one class, the membership shall be limited to regular members as defined herein. There may also be a provision for additional classes of membership such as, but not limited to, associate members and honorary members. The requirements and qualifications for the members in those additional classes would be determined by the Corporation Board of Directors. In no event shall any member of a non-voting class be entitled to vote with respect to the management of the Corporation. Nor shall the members of such non-voting classes be entitled to serve on the Board of Directors or Executive Committee.

2. Number of Members Per Establishment. Each individual, partnership, firm or corporation upon (1) approval of their application for membership in the Corporation, and (2) payment of dues, shall be entitled to be a member of the Corporation entitled to one (1) vote at all membership meetings.

3. Lodging Members. Any individual, firm or corporation engaged in the operation of public housing establishments licensed by the Kentucky Cabinet for Health Services, and having a minimum of one (1) rentable room or unit, regardless of whether designated as a hotel, motel, court, inn, lodge, bed and breakfast or otherwise, may apply for membership in the Corporation in the name of the housing

establishment with which such applicant is connected. A formal application for membership shall be made in via required process either online or via US Mail and filed with the Corporation.

4. Attraction/Event. Any private sector individual, partnership, firm or corporation engaged in industry related activities (ex.) may apply for membership in the Corporation. A formal application for membership shall be made in via required process either online or via US Mail and filed with the Corporation.

5. Attraction/Event (non profit). Any 501(c)3 organization involved in industry related activities such as parks, museums, public events, or public sector entities (ex. US Equestrian Federation, Aviation Museum of Kentucky, Georgetown Tourist Commission) may apply for membership in the Corporation. A formal application for membership shall be made in via required process either online or via US Mail and filed with the Corporation.

6. Founding Members. The founding membership category is comprised of any individual, partnership, firm or corporation that is eligible for membership in the Corporation that wishes to support the Corporation at an elevated level. A founding member pays a one-time endowment to the Corporation, thereafter paying annual dues.

7. Suppliers/Vendors/Other. Any private sector supplier, vendor, or other organization engaged in industry related activities (ex. printers, audio visual companies, landscapers) may apply for membership in the Corporation. A formal application for membership shall be made in via required process either online or via US Mail and filed with the Corporation.

8. Food and Beverage/Spirit Producing Members. Any restaurant or spirit producing organization in the bluegrass area licensed by the state may apply for membership in the Corporation. A formal application for membership shall be made in via required process either online or via US Mail and filed with the Corporation.

9. Dues Per Member. Dues are to be reviewed annually by the Board of Directors for possible adjustment (increase or decrease) and invoiced in July of each year. The dues charged each member for its membership in the Corporation shall be available on the website of the Association or upon request.

10. Termination of Membership. A member may be suspended or expelled (1) for non-payment of dues, or (2) for cause based on membership requirements after an appropriate hearing. If the

dues of any member are not received within ninety (90) days of the first dues notice, that membership shall automatically terminate.

11. Resignation. Any member may resign by filing a written resignation with the Corporation.

12. Transfer of Membership. Membership in the Corporation is not transferable or assignable, except in cases of changes in ownership.

13. Membership Certificates. No membership certificates of the Corporation shall be required.

ARTICLE III - MEETINGS OF MEMBERS

1. Regular Meetings. Regular meetings of the membership shall be held at such times as the Board of Directors designates. At such time, business shall be conducted as properly comes before the meeting.

2. Annual Meeting. The annual meeting of the membership of the Corporation shall be held in November of each year. Such meeting shall be set by the Board of Directors. At this meeting, the election of directors and officers shall take place and such other business may be conducted as may properly come before the meeting.

3. Special Meetings. Special meetings of the membership may be called by the Board of Directors, by the President, or by the holders of not less than twenty-five percent (25%) of the members entitled to vote at such meeting.

4. Place of Meetings. The Board of Directors, or the President, may designate any place either within or without the Commonwealth of Kentucky, as a place of meeting for any annual, regular or special meeting called by the Board of Directors or by the President. The goal will be to alternate the meetings among the various member properties capable of hosting said meetings.

A waiver of notice signed by all members entitled to vote at the meeting may designate any place, either within or without the Commonwealth of Kentucky, as the place for the holding of such a meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Corporation, except as otherwise provided in Section 5 of this Article.

5. Notice of Meetings. Written notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than three (3) nor more than sixty (60) days before the date of the meeting, either personally, by electronic mail, or by mail, by or at the direction of the President, Secretary, the Corporation's Management

Firm or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the record books of the Corporation, with postage thereon prepaid.

Oral notice given at the regular meetings or by telephone or electronic mail prior to a regular meeting will be sufficient notice of the regular monthly meetings.

6. Meeting of all Members. If all of the members shall meet at any time and place, either within or without the Commonwealth of Kentucky, and consent to the holding of the meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

7. Quorum. 25% of the membership shall constitute a quorum at all meetings of the general membership. Withdrawal of members from any meeting after a quorum has been established shall not cause failure of a duly constituted quorum at that meeting.

8. Proxies. There shall be no provision for voting by proxy, however, an alternative delegate of each member may be selected by a member and in the absence of the primary member representing said member, the alternate delegate shall be entitled to cast that vote for that specific property.

9. Voting of Members. Each member entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the membership except with regard to the election of directors as hereinafter provided.

ARTICLE IV - BOARD OF DIRECTORS

1. Duties. The Board of Directors shall be the official representative of the Corporation, and shall have and exercise such powers as may be given to it by the Articles of Incorporation, the Bylaws, and any official action taken by the membership, in addition to those powers given to members of the Board of Directors by law.

The Board of Directors shall manage the property, business, and affairs of the Corporation including but not limited to:

- i. Overseeing structures and processes so the Corporation is effective and prudent in accomplishing its purpose.

- ii. Setting the time and place of the Corporation annual meeting, Board of Directors meeting(s) and any other Corporation sponsored events.
- iii. Determining the fiscal year for the Corporation.
- iv. Employing a management firm to be responsible for the administrative activities of the Corporation.
- v. Filling Board of Directors vacancies for the length of the unexpired term in accord with standard rules of procedure.
- vi. All meetings of the Corporation's Board of Directors shall generally incorporate the use of Robert's Rules of Order to conduct business, in the reasonable discretion of the President.

2. Composition. The governing body of the Corporation shall consist of a Board of Directors comprised of thirteen (13) members.

3. Officers. The five officers of the Corporation are (i) the President, (ii) the Secretary, (iii) the Treasurer, (iv) the President-Elect, and (v) the Immediate Past President. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

- (i). President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; the President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly described by the Board of Directors or these Bylaws, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such

execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President shall automatically succeed to the office of the Immediate Past President upon expiration of his or her term of office as President, without further election.

(ii). Secretary. The Secretary shall review the minutes of all meetings to ensure accuracy prior to approval. The Secretary will perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

(iii). Treasurer. . The Treasurer shall: (a) have oversight of all funds and securities of the Corporation and (b) perform all the duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors.

(iv). President-Elect. The President-Elect shall assist the President in the discharge of their duties as the President may direct and shall perform such other duties as from time to time may be assigned by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President-Elect may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President-Elect shall automatically succeed to the office of the President upon expiration of his or her term of office as President-Elect, without further election. (v). Immediate Past President. The

Immediate Past President shall not succeed to any other Corporation office, nor shall that position on the Board of Directors be filled, if vacated.

4. Term of Office.

(i). Directors. Each director of the Board, with the exception of the non-voting Bluegrass Tourism and Marketing Association (BTMA) Board member selected by the BHA Board, shall serve for a term commencing on the date of election by the Board and ending on the date that is the close of an annual meeting following three full years of service, or until a successor is elected or until such director's earlier death, resignation, incapacity to serve, or removal. The term of the non-voting BTMA Board member serving on the BHA Board shall coincide with their term on the BTMA Board, or until a successor is elected or until such director's earlier death, resignation, incapacity to serve, or removal. Four new directors shall be elected or re-elected each year. Directors shall serve a maximum of two consecutive terms, and following the initial term of service, all terms, except for the BTMA Board member, shall be for a period of three years ending on the date that is the close of an annual meeting.

(ii). Officers. The term of office for the President, Secretary, Treasurer, President-Elect and Immediate Past President shall be one year. The officer shall hold the position until a successor is elected. The term of office shall commence at the conclusion of the annual meeting at which the officer was elected. An officer may succeed himself/herself in office but may remain in office only so long as he or she is a representative of a Corporation member.

5. Meetings.

(i). Regular Meetings. Regular meetings of the Board of Directors shall be held each month. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Kentucky, for holding of additional regular meetings of the Board without other notice than such resolution.

(ii). Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. The person or

persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

(iii) Notice. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally, via mail, or via electronic mail to each Director at the member's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Such notice will relate the business to be transacted and the purpose of such special meeting.

(iv). Quorum. A majority of the Board of Directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

(v). Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

6. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors; however, a vacancy created in a position held by a director representing the lodging industry shall be filled by another person from that category from which that Director was elected. A director or officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

In the event the President should resign or be unable to complete the term of office, the President-Elect shall succeed the President. A vacancy in the offices of President-Elect, Treasurer or Secretary, created for any reason whatsoever (including succession to another office) may be filled by the President, upon approval of the Board of Directors, from among the other officer or director positions.

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- (i) the death, resignation or removal of any director;
- (ii) the declaration by resolution of the Board of Directors that a director has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable state law;
- (iii) an increase in the authorized number of directors;
- (iv) the failure of the Voting Members at any meeting, to elect the proper number of directors scheduled to be elected at such meeting;
- (v) the failure of any director to attend three (3) consecutive regular meetings of the Board of Directors during a single administrative year (December – November) shall automatically vacate his or her office and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors may excuse any absence by affirmative vote of a majority of its members;
- (vi) the vote of a majority of the Voting Members to remove a director; or
- (vii) the failure of a director's organization to pay annual dues.

7. Resignation. Except as provided in this paragraph, any officer or director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective as provided in these Bylaws.

8. Compensation. Directors shall not receive any compensation for their services.

9. Executive Committee. The five officers of the Corporation, being (i) the President, (ii) the Secretary, (iii) the Treasurer, (iv) the President-Elect and (v) the Immediate Past President, shall constitute the Executive Committee. The Executive Committee shall meet to consider issues and make recommendations to the full Board of Directors. The Executive Committee of the Board of Directors is empowered to transact routine and ordinary business of the Corporation, although the Board of Directors may review its decisions.

ARTICLE V – ELECTIONS

1. Elections of officers and directors of the Board of Directors shall occur at the annual meeting.

2. At least two (2) months before the annual meeting at which elections are to be held, the President, in consultation with the Board, shall appoint a nominating committee of three (3) members. Thirty (30) days before the annual meeting at which elections are to be held, the nominating committee shall nominate one person for each office and for the director positions, including the non-voting BTMA Board member. Upon approval by the membership of the Board of Directors slate, presented at the annual business meeting, those persons nominated shall be considered elected. The term of each newly elected member of the Board of Directors shall begin at the close of the annual meeting in which such person was elected.

ARTICLE VI – COMMITTEES/TASK FORCES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees or task forces as provided in said resolution and not restricted by law which committees or task forces shall have the authority and obligations as delegated within the resolution with the ultimate responsibility of the Board of Directors and the general membership. The make-up, term, and rules of the committees or task forces shall be governed by the resolution adopted by the Board of Directors.

ARTICLE VII - CONTRACTS, LOANS CHECKS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, including the Corporation's Management Firm, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or continued to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

3. Check, Drafts, Etc. All checks, drafts, or other orders nor the payment of money, notes or other evidences of indebtedness issued in the name or the Corporation shall be processed and authorized by the contracted management firm, unless otherwise designated at the time of contracting.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special Corporation.

ARTICLE VIII - BOOKS AND RECORDS

The Corporation may contract at its discretion a management firm to keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and any members having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of July and end on the thirtieth day of June in each year.

ARTICLE X - SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Kentucky Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify each of its Directors and officers who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees'), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in manner the person

reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Except as provided herein below, any such indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum of Directors who were or are not parties to such action, suit, or proceeding, or (b) by the members.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, or proceeding if authorized by the Board of Directors and upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any claim issue or matter therein shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the Director or officer in connection therewith, without any further determination that he has met the applicable standard of conduct set forth above.

ARTICLE XIII - AMENDMENTS

The members may alter, amend or repeal the Bylaws at any annual or special meeting of the membership at which a majority of the members of the Corporation is present by the vote of such majority, provided that the notice of such meeting shall have included notice of such proposed amendment. The Board of Directors shall have the power and authority to alter, amend or repeal Bylaws of the Corporation at any regular or special meeting of the Board of Directors at which a quorum is present by the vote of fifty-one percent (51%) of the entire Board of Directors, subject always to the power of the members under Kentucky law to repeal or change such Bylaws. The foregoing Bylaws were adopted at the Board of Directors' meeting of The Bluegrass Hospitality Association, Inc. on the 26th day of July, 2005.

*Amended: October 1, 2007, November 12, 2010, November 11, 2011, November 9, 2012, March 13, 2015, February 12, 2016, February 10, 2017, **July 16, 2018.***