
SAN ANTONIO APARTMENT ASSOCIATION, INC.

Bylaws

COUNTIES SERVED

Atascosa, Bandera, Bexar, Comal, Dimmitt, Edwards, Frio, Gonzales, Guadalupe, Karnes, Kendall, Kerr, Kinney, LaSalle, Maverick, McMullen, Medina, Real, Uvalde, Wilson, Zavala

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ARTICLE I. ORGANIZATION & OBJECTIVES

Section 1. Organization.

These bylaws are for the governance of the San Antonio Apartment Association, Inc. (hereinafter referred to as the "Association)," and its members, to promote and aid the carrying out of its purposes set forth in the Articles of Incorporation as amended from time to time, to meet the Mission Statement of the Association and to achieve the objectives set forth herein. The Association shall operate within the following counties assigned by the Texas Apartment Association, Inc. ("TAA"): Atascosa, Bandera, Bexar, Comal, Dimmitt, Edwards, Frio, Gonzales, Guadalupe, Karnes, Kendall, Kerr, Kinney, LaSalle, Maverick, McMullen, Medina, Real, Uvalde, Wilson and Zavala.

Section 2. Objectives.

- A. To advance the general welfare of the multifamily and rental housing industry;
- B. To provide opportunities for the people in the multifamily and rental housing industry to relate and exchange ideas through meetings and educational programs;
- C. To promote and assist in the enactment of laws pertaining to the multifamily and rental housing industry;
- D. To develop and maintain within the industry a high appreciation of the objectives and responsibilities of serving the community;
- E. To inform members by providing legislative, educational, and other useful information;
- and
- F. To function as an affiliated association of TAA and the National Apartment Association.

ARTICLE II. EMBLEM

The Board of Directors (hereinafter, the "Board") shall adopt an official emblem to be used on stationery, letters, publications and advertisements of the Association.

ARTICLE III. THE FISCAL YEAR

The fiscal year of the Association shall be from January 1st of each year through December 31st of the same year.

ARTICLE IV. OFFICES

The principal office of the Association shall be located at such place as the Board may select. The registered office as prescribed by the Texas Business Organizations Code need not be the same as the principal office of the Association.

ARTICLE V. MEMBERSHIP

Section 1. Categories of Membership.

Membership in the Association shall be open to any sole proprietor, partnership, corporation or other form of entity (hereinafter referred to as "Business Entity") and to any individual, which shall agree to abide by the bylaws and meet the qualifying factors set forth below:

- A. **OWNER MEMBER CLASS:** A Business Entity or individual that owns, manages, or controls multifamily units or other rental housing units in the counties served by the Association.
- B. **ASSOCIATE MEMBER CLASS:** A Business Entity or individual that supplies products or services to the multifamily and rental housing industry.
- C. **AFFILIATE MEMBER CLASS:** A Business Entity or individual who is not eligible for membership in any of the other membership classes, but has a personal interest in advancing the general welfare of the multifamily and rental housing industry. Such members shall not be entitled to vote or hold elected office.
- D. **HONORARY LIFE BOARD MEMBER CLASS:** The Board, by a two-thirds (2/3) affirmative vote of the entire Board, may bestow the special designation of Honorary Life Board Member upon those individuals who have distinguished themselves in the Association and the multifamily and rental housing industry, such designation entitling the individual to lifetime free membership in the Association and nonvoting directorship on the Board.

Section 1.1. Transfer of Ownership.

Upon the transfer of the ownership interest of any Associate or Affiliate Member by sale, assignment, bequest or otherwise, such membership terminates unless the Member reapplies for membership and is approved by the Board pursuant to Article V, Section 2. No application or transfer fee for such re-application may be assessed.

Section 2. Application for Membership.

An applicant for membership shall submit a signed Membership Application, wherein the applicant agrees to abide by these by-laws, as they now exist or might later be amended, together with payment of the appropriate dues, fees and assessments. No membership shall be considered by the Board unless the foregoing requirements are met. An affirmative vote of a majority of the directors present and voting shall be required for approval of membership; provided however, upon submittal of a signed Membership Application and payment of the appropriate membership fees, a member shall become a provisional member of the Association and be entitled to all benefits of membership until the board meeting at which the application is considered (if consideration of the Membership Application has been tabled at a board meeting, the member shall be allowed provisional membership with benefits of membership until the board meeting following the meeting at which the consideration of the application was tabled).

Section 3. Suspension, Expulsion or Resignation.

After notice to the member and opportunity to be heard, the Board, by an affirmative majority vote of all of the members of the Board, may suspend or expel a member for cause, after appropriate hearing and may, by a an affirmative majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall default in the payment of dues.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 3.1 Reinstatement

Former Members may be reinstated in accordance to the Policies set forth by the Board.

Section 3.2 Transfer of Membership

Membership in this Association is neither transferable nor assignable.

Section 4. Dues and Reporting Requirements.

Dues, fees and assessments shall be set from time to time by the Board. An Owner Member shall report and pay dues, fees and assessments for all units owned, fee managed or controlled in the counties served by the Association. The Board, by a majority vote of the entire Board, may, when special circumstances beyond the Owner Member's control exist, suspend the requirement of payment of dues, fees and assessments for certain units.

Section 5. Benefits of Membership.

Members in good standing shall be entitled to the membership benefits established by the Board; the Board may establish the criteria for good standing. These benefits may include, but are not limited to, the use of Association and TAA forms.

Section 6. Good Standing.

The term "good standing" will be defined by the Policies adopted by the Board.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meetings.

An annual meeting of the members shall be held on the date, time and place as set by the Board for the purpose of electing officers and directors and for such other business as may come before the meeting.

Section 2. Special Meetings.

Special Meetings of the members may be called by: (i) the President on order of the Executive Committee; or (ii) the Board; or (iii) as a result of a petition requesting a Special Meeting signed by ten percent (10%) of the members in good standing and submitted to the President.

Section 3. Notice of Meeting of Members.

Notice of the meeting of the members shall be delivered at least five (5) days in advance of the meeting to each member at the address of the member in the records of the Association. Such notice may be delivered by electronic means. The notice shall include the time, place and general purpose of the meeting. Notice of the meeting printed in an official publication of the association is sufficient provided the five (5) day advance notice requirement is met.

Section 4. Quorum.

The members present at any annual or Special Meeting shall constitute a quorum. A majority vote of the qualified voting members present at any regular or Special Meeting is required to adopt any proposed measure or to elect officers or directors.

ARTICLE VII. OFFICERS

Section 1. Number of Officers.

The officers of the Association shall be the President, President-Elect, Vice President, Treasurer, and Secretary.

Section 2. Election & Removal of Officers.

Officers shall be elected at the annual meeting of members with their term of office commencing January 1st of the year following their election. On January 1st, the President-Elect who has been serving in such capacity during the immediately preceding year shall become President, and the other newly elected officers shall automatically begin serving in the capacity elected. An officer, being duly nominated and re-elected by the membership may succeed

himself or herself for one (1) additional term. An officer may be removed from office for cause, after a hearing and by a three-fourths (3/4s) vote of the entire Board.

Section 3. Qualifications.

All officers must be Owner Members except for the Vice President who may be an Associate Member. The member represented by the Officer must be in good standing at the time of the Officer's nomination and throughout their term of office. If, during an Officer's term of office, the member represented by the Officer is no longer in good standing, or the Officer is not employed by a member in good standing, the Officer will be automatically terminated from such office unless, within ninety (90) days, such Officer becomes a member or is employed by a member of the same membership classification held by the member represented by the Officer at the time the Officer was elected.

Section 4. Duties of Office.

The duties of the officers shall be determined by Board Policy, and as provided by law.

Section 5. Vacancy in Office.

All officers, except those removed from office according to the relevant provisions of these bylaws, shall serve until their successors have been duly qualified, elected and assume office. Should a vacancy occur in the office of the President, the President-Elect shall immediately become President. cShould a vacancy in another officer position occur (by death, resignation, or removal), a majority of the Executive Committee shall recommend to the Board a replacement whose appointment is to be ratified by a majority vote of the Board. Should a vacancy occur in the office of President-Elect an election, pursuant to Article X, shall be held to elect a President-Elect to fulfill the remaining term of office. Such election shall occur at the earliest of an Annual Meeting or Special Meeting. A Special Meeting may be called for the sole purpose of filling such vacancy.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Number.

The governing body of the Association shall be the Board which shall be composed of no less than seventeen (17) nor more than twenty-one (21) members as follows: the five (5) officers, no less than five (5) or more than nine (9) directors employed by Owner Members, two (2) most recent Past Presidents willing and able to serve and who are employed by an Owner Member, and four (4) directors who are Associate Members, and the President of the Product Service Council. In addition to the regular members of the Board, all Honorary Life Board Members shall sit as non-voting members of the Board.

Section 2. Term.

Elected directors shall serve a term of two (2) years, unless earlier terminated as provided herein, and shall be eligible to succeed themselves, if duly nominated and elected, for two (2) additional successive terms.

Section 3. Election.

Directors shall be elected pursuant to Art. X, Sec. 1 at the Annual Meeting of members with their term of office automatically commencing on January 1 of the year following their election. The Board shall set rules so that, as nearly as possible, one half of the Board shall be elected each year.

Section 4. Qualifications.

The member represented by the Director must be in good standing at the time of the Director's nomination and throughout their term of office. If during a Director's term of office, the member represented by the Director is no longer in good standing, or the Director is not employed by a member in good standing, the Director will be automatically terminated from such directorship unless, within ninety (90) days, such Director becomes a member or is

employed by a member of the same membership classification held by the member represented by the Director at the time the director was elected.

Section 5. Removal

Any director may be removed from office after a hearing for cause, by an affirmative three-fourths (3/4) vote of the entire membership of the Board. *(Revised October 16, 2008)*

Section 6. Meetings of the Board.

The President shall serve as presiding officer of all the meetings of the Board. The Board shall determine the schedule for regular meetings each fiscal year at such places and times as designated by the Board. No more than one regular meeting shall occur during a calendar month unless called by the President. Special Meetings of the Board may be called by the President or upon the executed petition of five (5) of the members of the Board. Directors may participate in meetings by electronic means which allows all persons in the meeting to hear one another. Participation in such a meeting electronically shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction on the ground that the meeting is not lawfully called or convened.

Section 7. Action Taken Without a Meeting of the Board of Directors.

Any action required or permitted to be taken at a meeting of the Board may be taken without meeting if consent, setting forth the action so taken, is approved and executed in writing by a unanimous vote of every member of the Board entitled to vote. Consent may be executed concurrently in one or more counterparts, including execution of a facsimile, telecopy or email versions having the signature of the member thereon, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State.

Section 8. Quorum.

The presence of a majority of members of the Board shall constitute a quorum for the transaction of business at any Board Meeting. The act of a majority of the Directors present at any meeting at which a quorum is present shall be an act of the Board, except as otherwise specified herein.

Section 9. Absences.

Should a member of the Board have three (3) consecutive absences from regularly scheduled meetings of the Board, his or her directorship shall automatically terminate.

Section 10. Vacancy.

A vacancy on the Board (by death, resignation, removal, or under Article VIII, Section 5) may be filled by the President appointing a successor whose appointment is ratified by a majority vote of the members of the Board. A Director appointed to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

Section 11. Duties of the Board of Directors.

The Board, being the governing body of the Association, shall supervise the activities and business affairs of the Association, provided such general powers shall be executed to further the declared objective and purpose of the Association.

- A. The Board shall employ an Association Executive whose terms and conditions of employment shall be specified by the Board. The Executive Committee shall have sole authority regarding the ongoing compensation and other financial arrangements for the Executive Director after employment by the Board; provided, however, that the Executive Committee shall report to the Board the percentage of any change in the Executive Director's salary.
- B. The Board shall have the power to collect such dues, fees and assessments as are established by the Board.

- C. The Board shall have the power to censure, suspend or expel any member who, after having full and fair opportunity for a hearing with due process before the Board, the Board determines has violated these bylaws.

ARTICLE IX. COMMITTEES

Section 1. Executive Committee.

The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, President of the Product Service Council and the two (2) most recent Past Presidents that are willing and able to serve and must be employed by an Owner Member. The President shall serve as Chairman of the Executive Committee. The Executive Committee shall be the Steering Committee of the Association, subject to final authorization and approval by the Board.

Section 2. Nominating Committee.

The Nominating Committee shall consist of the following members: the current President, the current President-Elect, two (2) most recent Past Presidents selected by the President and able to serve and a past or the current President of the Product Service Council selected by the President. In the President's sole discretion, one additional person may be appointed to serve on the Nominating Committee at large. The chairperson of the Committee shall be an owner member of the Committee appointed by the President. The Nominating Committee may on its own motion agree to deliberate in closed session. The Nominating Committee shall be appointed at least sixty (60) days prior to the annual meeting of members. The Nominating Committee shall prepare a report of their slate of officers and directors and submit the report to the President.

Section 3. Committees.

Except as provided for herein, the President-elect shall appoint, by a date set by the Board, a chairperson for the committees whose appointments become effective on January 1st of the

following year. In the event of a vacancy in the chair of a committee, the President shall have the authority to appoint a new chair. The President shall appoint such other committees, task forces, and chairpersons as the President may deem necessary.

Section 4. San Antonio Supplier Council.

The Associate Members of the Association shall be members of the San Antonio Supplier Council.

ARTICLE X. ELECTION

Section 1. Directors and Officers of the Association.

The election of directors and officers of the Association shall take place at the annual meeting of members each year, or at a Special Meeting, according to the following procedure:

- i. The Nominating Committee shall present its report to the President and the report/nominations shall be announced to the membership at least fifteen (15) business days prior to the annual meeting or Special Meeting. The President shall accept the report/nominations of the Nominating Committee.
- ii. Recommendations for Officers and Directors may be made by any SAAA Owner member in writing to the Nominating Committee by submitting the name of the person to be considered to the Nominating Committee Chair or Executive Director a minimum of sixty (60) days prior to the Election of Officers.
- iii. Additional nominations shall be accepted if a petition signed by at least twelve (12) voting members is submitted in writing to the President a minimum of ten (10) business days prior to the annual meeting or a Special Meeting held for the purpose of electing directors and officers of the Association; provided that a nomination compliant with this subparagraph is timely submitted to the President, the nomination shall be deemed accepted and the nominee shall stand for election.
- iv. If no additional nominations are received in accordance with subsection (C) above, the slate submitted by the Nominating Committee shall be elected by a majority vote of the eligible voting members in attendance at the annual meeting or Special Meeting.

- v. If additional nominations are made in accordance with subsection (C) above, a separate vote for each officer position shall be taken by the eligible voters at the annual meeting or Special Meeting and the nominee receiving the majority of the votes for that position shall be elected. If additional nominations for directors are made in accordance with subsection (C) above, cumulative voting for directors shall be taken by the eligible voters at the annual meeting or Special Meeting and the nominees receiving the majority of the votes for the positions available will be deemed elected. Cumulative voting for directors shall proceed in the following manner: Each member possessing a vote shall be entitled to a total number of votes equivalent to the number of directors to be elected; all director nominees shall be listed on a single ballot and each eligible member may only cast one vote per open position. The nominees receiving the most votes shall be elected. In the event two nominees are tied for the final position or positions on the ballot, a run-off election between the nominees shall occur for the final position or positions.
- vi. Voting for directors and/or officers by written proxy shall not be allowed.
- vii. The President shall appoint three (3) Owner Members to be election judges to supervise the election procedure, canvas the voting and report the results to the President.
- viii. Only Owner Members and Associate Members are eligible to vote in the election of directors of the Association.
- ix. Only Owner Members are eligible to vote in the election of officers of the Association.

Section 2. Officers of the San Antonio Supplier Council.

Officers shall include President, President-Elect, Vice President, Secretary, and Past President.

ARTICLE XI. RULES OF ORDER

The most recent edition of Robert's Rules of Order shall be the authority for the proceedings of the Association when not in conflict with these bylaws, the Articles of Incorporation of the Association, or Texas or Federal laws.

ARTICLE XII. AMENDMENTS

The Bylaws of the Association may be amended by a two-thirds (2/3) vote of the Owner Members present at a regular or Special Meeting of the membership provided the following prerequisites are fulfilled:

- A. The proposed Amendment was submitted to and approved by a two thirds (2/3) vote of the members of the Board present; and
- B. Notice that proposed amendments would be voted on at the meeting and the complete text of the proposed amendments was delivered to each Owner Member at least ten (10) days prior to the meeting of the members.

ARTICLE XIII. INDEMNIFICATION

Section 1. Liability Limitation.

A director is not liable to the Association or its members for monetary damages for an act or omission in his or her capacity as a director, except for, a breach of the director's duty of loyalty to the Association or its members, an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which the director received an improper benefit whether or not the benefit resulted from an action taken within the scope of the director's office, or an act or omission for which liability of the director is expressly provided for by statute.

Section 2. Indemnification.

Every officer, director and employee of the Association shall be indemnified by the Association against all expenses and liabilities including, but not limited to, attorneys' fees and expenses reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been in such position, or any settlement thereof whether the person is in such position at the time such expenses are incurred. Such indemnification shall apply except in cases wherein the officer, director or employee commits a breach of duty of loyalty to Association or its members, an act

or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which the officer, director or employee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office or position, an act or omission for which liability is expressly provided for by statute, or an act related to unlawful payment of a dividend, or is finally adjudged liable, by due legal process, of willful malfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such position may be entitled.

ARTICLE XIV. FINANCIAL RECORDS AND REPORTS

Section 1. Financial Records.

The Association shall maintain current, true and accurate financial records with full and complete entries with respect to all financial transactions of the Association, including all income and expenditures in accordance with generally accepted accounting practices.

Section 2. Financial Reports.

Based on the Financial Records, the Board shall annually prepare and approve the report of the financial activity of the Association for the preceding year, which report shall conform to Generally Accepted Accounting Principles, including a statement of support, revenue and expenses, and exchanges in fund balances, a statement of functional expenses and balance sheets for all assets and liabilities.

Section 3. Inspection of Books.

The records, books and annual reports of the financial activity of the Association shall be kept at the principal office of the Association for at least three (3) years after the closing of each fiscal year and shall be available to members for inspection and copying thereof, during normal business hours. The Association may charge for reasonable expenses of preparing copies of such records or reports.

SAN ANTONIO APARTMENT ASSOCIATION

San Antonio Supplier Council Policy

1. NAME:

The name of the council shall be San Antonio Apartment Association San Antonio Supplier Council, shall also be referred to as the "SASC" or the "SAAA SASC."

2. AUTHORIZATION:

Organization of the SASC has been authorized by the Board of Directors of the San Antonio Apartment Association, Inc. (hereinafter sometimes referred to as "SAAA").

3. PURPOSE:

The policies and guidelines stated herein shall be for the guidance of the SASC and its inter-relationship with the SAAA membership and the various councils and committees functioning by authority of the Board of Directors of SAAA and Bylaws of the SAAA.

4. OBJECTIVES:

The objectives of the SASC shall be:

- A. To advance the general welfare of the multifamily and rental housing industry.
- B. To develop a strong relationship within the multi-family and rental housing industry between the companies which supply goods and/or services and owner/management professionals of the multifamily and rental housing industry.
- C. To function cooperatively with the SAAA as Associate Members in the development of the multifamily and rental housing industry.
- D. To advocate and encourage the constant improvement of the quality and quantity of products and services to better implement and facilitate the operation of the multifamily and rental housing industry.
- E. To exchange information and experiences with other local affiliated apartment associations, SASC councils and/or committees and life committees and/or councils associated with the Texas Apartment Association and the National Apartment Association.
- F. To disseminate useful information to all members of SAAA and the Council for education in practical aspects of apartment operations and the provision of goods and services.

- G. To promote and subscribe to high professional standards and sound business practices for the best interest of the apartment industry and the general public.
- H. To promote the development of new members in SAAA.

5. MEMBERSHIP:

The membership of SASC shall be comprised of all Associate members of SAAA.

6. OFFICERS:

- A. The SASC shall be governed by the SASC Officers. The SASC Officers shall be given general supervision of the activities and business affairs of the SASC, provided such general power shall be subordinate to and at the direction of the Board of Directors of SAAA.
- B. The SASC Officers shall consist of a President, President-Elect, Vice President, Secretary, and the most recent Past President willing and able to serve. Each Officer must be employed by an Associate Member of SAAA and in good standing with SAAA.
- C. To promote fair representation among members, no more than one individual from any SAAA Associate Member company may serve as an Officer of the SASC at any given time. If a change in company, merger, or other event results in two (2) persons being employed by the same Associate Member company, both person may complete their then current term on the SASC Board.
- D. There shall be a minimum of four (4) regular meetings of the SASC Officers during any fiscal year. Should any Officer of the SASC fail to attend two (2) consecutive meetings or a total of two (2) meetings during the year, such member shall be automatically removed as an SASC Officer and replaced pursuant to 6-I.
- E. Special meetings of the SASC may be called by the SASC President.
- F. The minimum number of SASC Officers required to transact any business will be three (3). A majority of the SASC Officers shall constitute a quorum for the transaction of business at any SASC Meeting. The act of a majority of the Officers present and voting at any meeting at which a quorum is present shall be an act of the SASC.
- G. During its annual business meeting, the SASC shall elect a Secretary by a majority vote (one vote per SAAA Associate member firm) of the SASC present pursuant to Section 11 Election of Officers. Each Officer of the SASC must be employed by a member of SAAA in good standing.
- H. The Secretary of the SASC shall be elected for a five (5) year term. The Secretary will

automatically advance in the following order: Secretary, Vice President, President-Elect, President, then immediate Past President. The term of each Officer shall coincide with the terms of SAAA Officers.

- I. Should a vacancy occur in the office of the President, Vice President, or Secretary, a special meeting may be held for the purpose of filling the vacant position. The SAAA President is an ex-officio member of any special meeting that is called. If a special meeting is not called, the remaining officers will fulfill the duties of the vacated position as outlined in section 7. If a special meeting is called for this purpose, the person elected will only serve the remainder of the term they were elected for during the special meeting. Should a vacancy occur in the office of President-Elect, a special meeting must be called within 30-days or at the Annual Meeting whichever occurs first, to fill the position.
- J. Any Officer who, during the term of office, is no longer a Member or employed by an Associate Member of SAAA in good standing will be automatically terminated from such office unless, within ninety (90) days, such Officer becomes employed by a member with the same membership classification held by such Officer or Officer's employer at the time the Officer was elected.

7. DUTIES OF OFFICERS:

- A. The SASC President shall preside at all meetings of the SASC and the annual meeting of the Council and shall perform all duties pertaining to the office.
- B. The President of the SASC shall be the official representative of the SASC and shall give a report monthly (or as requested) to the Board of Directors of SAAA.
- C. The President-Elect shall perform all duties of the President in case of absence or inability of the President to serve. The President-Elect shall serve on the SASC and shall perform all duties assigned to that office or as directed by the President.
- D. The Vice President shall serve on the SASC and shall perform all the duties of the President-Elect in case of absence or inability of the President-Elect to serve.
- E. The Secretary of the SASC shall keep records for all the regular and special meetings of the SASC and perform such other duties as are customary to the office.

8. BUDGET:

The SASC shall operate and adhere to budgetary items authorized by the Board of Directors of SAAA.

9. MEETINGS:

SASC shall meet at least one (1) time each year at the SASC's Annual Business Meeting.

The SASC's Annual Business Meeting shall be held in conjunction with the SAAA Election of Officers and SAAA's Meeting of Members. The Associate Members present at any Annual or Special Meeting shall constitute a quorum of the SASC. The majority vote of the members present at any such meeting shall control any action taken. Special Meetings of the SASC may be called by the President or upon the executed petition of a majority of the SASC Officers. The President shall provide reasonable notice of any called Special Meeting.

10. NOMINATING COMMITTEE:

The SASC Nominating Committee shall consist of the following members: the current SASC President, the current SASC President-Elect, two (2) Past SASC Presidents and President-Elect of the SAAA. The Nominating Committee shall be appointed at least sixty (60) days prior to the SASC Annual Business Meeting and shall present a slate of Officers for election at the SASC Annual Business Meeting. Additional nominations shall be accepted if a petition signed by at least twelve (12) voting members is submitted in writing to the SASC President a minimum of ten (10) business days prior to the annual meeting or a Special Meeting held for the purpose of electing Officer(s) of the SASC; provided that a nomination compliant with this subparagraph is timely submitted to the SASC President, the nomination shall be deemed accepted and the nominee shall stand for election.

11. ELECTION OF OFFICERS:

The election of SASC Officers slated by the nominating committee shall take place at the SASC Annual Meeting to be held in conjunction with the SAAA Election of Officers and SAAA Annual Meeting.

12. AMENDMENTS:

The policies and guidelines as herein set forth may be amended by majority vote of the SASC Officers subject to approval of the Board of Directors of the SAAA.