

BYLAWS

Bed & Breakfast Association of Alaska INNside Passage Chapter

ARTICLE I MEMBERSHIP

Section 1. Requirements for Membership.

Regular (Type A) Membership can only be held by a Bed & Breakfast Homestay or Bed & Breakfast Inn of 25 rooms or less doing business in Southeast Alaska. Members must meet all current local and state regulations and licensing requirements, operate in a business like, professional manner and maintain standards set by the Association.

Aspiring (Type B) Membership can only be held by those anticipating becoming innkeepers in Southeast Alaska within two years of joining the Association at which time membership will be transferred to either Regular (Type A) or Associate (Type C) membership.

Associate (Type C) Membership is available to those businesses or organizations that are supportive of the Bed & Breakfast industry but are not licensed as a Bed & Breakfast Homestay or Bed & Breakfast Inn within Southeast Alaska.

Honorary (Type D) Membership is awarded by the Board of Directors to individuals or organizations for outstanding contributions to the Association. Only one honorary membership may be awarded each year.

Southeast Alaska is defined as the Alaska Panhandle, between Dixon Entrance and Cape St. Elias.

Definitions:

Bed & Breakfast Homestay - A private residential dwelling in which guestrooms are provided for compensation as overnight accommodations for transient guests and in which a continental or full breakfast is prepared and served or a self-cook & serve breakfast is made available by the host to registered guests and included in the room charge.

Bed & Breakfast with Guesthouse - A private residential dwelling with satellite housing in which guestrooms are provided for compensation as overnight accommodations for transient guests and in which a continental or full breakfast is prepared and served or a self-cook & serve breakfast is made available by the host to registered guests and included in the room charge.

Bed & Breakfast Inn - A non-franchise owned building which is used primarily for overnight accommodations for transient guests, whether or not the non-franchise owner lives on the premises. A continental or full breakfast is prepared and served or a self-cook & serve breakfast is made available by the host to registered guests and included in the room charge.

Application for membership shall be in writing and shall be accompanied by dues for one year. Membership acceptance is subject to approval by the Board of Directors.

Section 2. Membership Classes and Dues.

There shall be four classes of members, Regular Members (Type A), Aspiring (Type B), Associate (Type C), and Honorary Members (Type D). Membership dues are payable for a term of twelve months corresponding to the Association fiscal year, January 1 through December 31. Dues are not pro-rated. A one-time Initiation Fee of \$35.00 is charged for processing membership applications.

The Board of Directors can review and change the dues structure with a 2/3 vote of the Board of Directors and, as a regional chapter of Bed & Breakfast Association of Alaska (BBAA), our Association dues will include the annual dues payable to BBAA. {Section 2 revised October 25, 1998, and September 5, 2000}

Regular Members have all the privileges of membership, including the rights to vote and serve on the Board of Directors.

Aspiring and Associate Members shall have all the rights of membership excluding the rights to vote or serve on the Board of Directors of the Association.

Honorary Members have all privileges of membership, excluding the rights to vote or serve on the Board of Directors. To serve as a Director of the Association the honorary member must have met the conditions of a Regular Member.

Section 3. Standards

The Association shall maintain a set of standards. The Board of Directors having the authority to make changes to the quality assurance checklist as items pertaining to health, safety, and security are brought to the Board's attention. Members must certify that they uphold and adhere to these standards and will participate in the Association's Peer Review Process. {Section 3 revised October 25, 1998, and September 5, 2000}

Section 4. Suspension and Expulsion of Members

A member not exempt from paying dues shall be automatically dropped for failure to pay dues by January 31. Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws, non-compliance with Association Standards, or any lawful rule of practice duly adopted by the Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire Board of Directors, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the Member. This notice must include the time and place of the meeting and must be mailed at least 30 days before the final action is to be taken thereon. The statement must make the charges clear and shall state that the Member will have the opportunity to appear in person to present any defense to such charges before action is taken. ***The Grievance Committee shall***

make every effort to resolve all complaints under investigation with the member as outlined in the Grievance Procedure prior to submitting the member to the Board of Directors for action. The Peer Review Committee shall make every effort to resolve all issues of non-compliance of standards with the member prior to submitting the member to the Board of Directors for action. {Section 4 revised September 5, 2000}

ARTICLE II MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the members shall be each year as selected by the Board of Directors and shall be rotated throughout the various locations that make up Southeast Alaska. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meetings. Failure to hold the annual meeting at the designated time shall not result in a forfeiture or dissolution of the Association. However, an annual meeting ***should*** be held within 14 months of the previous meeting. Robert=s Rules of Order shall govern at all meetings of the members. ***{Section 1 revised October 4, 2001}***

Section 2. Special Meetings

Special meetings of the members may be called by resolution of the Board of Directors, or upon a written request signed by any three Directors, or by ten percent (10%) or more of all the members. It shall thereupon be the duty of the Secretary to cause notice of such meeting to be given in the manner prescribed in these Bylaws.

Section 3. Notice of Member Meetings

The Secretary shall deliver notice of all meetings of the members not less than twenty five (25) days nor more than forty-five (45) days before the date of the meetings. Notice shall include the place, date, hour and purpose of the meeting. Notice may be delivered by telephone, facsimile, electronic notice or mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Association. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. Quorum

At any meeting of the members, fifteen (15) members in attendance shall constitute a quorum for conducting a meeting. ***Members unable to attend can issue a written proxy allowing a Regular (Type A) Member in good standing to represent them at the meeting and cast their vote accordingly. A copy of the signed proxy or carbon copy of the email must be delivered to the secretary prior to the vote for verification. {Section 4 revised October 4, 2001}***

Section 5. Voting

Each Regular (Type A) Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by an affirmative vote of a majority of the members voting thereon in person, by proxy, by mail, ***electronic mail***, or by tele-conference

(including voting at Special Meetings) in accordance with procedures set by the Board of Directors.
{Section 5 revised September 5, 2000}

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Association shall be managed by a Board of Directors of eleven persons which shall serve the membership and carry out the responsibilities of the Board of Directors. ***The immediate past-chair shall serve on the Board of Directors as an advisor and have the power to cast the tie-breaking vote. Regular (Type A) members may be appointed at the discretion of the Board of Directors to serve as advisors on the Board of Directors for a term of one year provided the appointment is approved by a majority vote of the Board of Directors. {Section 1 revised September 5, 2000}***

Section 2. Election

The Board of Directors shall be elected by ballot per Article II, Section 5, by the members, at the annual meeting of the members. Directors shall be elected by a majority vote of the members casting votes. The newly constituted Board of Directors shall commence duties at the end of the annual meeting.

Section 3. Terms

Beginning with the first annual meeting held during April/May 1997, the six Directors receiving the highest number of votes shall be elected to a two year term. The five Directors receiving the next highest number of votes shall be elected to a one year term. Thereafter, each Director shall be elected for a term of two years and until his/her successor shall have been elected. Directors may not serve for more than three (3) consecutive terms. Ideally, and as is practicable, it is recommended that the Board of Directors geographically represent various areas within Southeast Alaska.

Section 4. Qualifications

Only Regular (Type A) Members ***upon submitting a biographical sketch, agreeing to the terms and conditions outlined in the Duties and Responsibilities of a Director, and approval of the Board of Directors*** are eligible to serve on the of the Board of Directors. **{Section 4 revised September 5, 2000, and October 4, 2001}**

Section 5. Nominations

It shall be the duty of the Board of Directors to appoint a Nominations Committee consisting of the immediate past Chairperson, acting as Chair of the committee, and two additional member, ***and/or a volunteer chairperson***. The committee shall attempt to achieve the broadest possible representation from among regional innkeepers. The Nomination Committee shall prepare a list of

nominees and declared candidates in alphabetical order. Additional nominations may be accepted from the floor during the annual meeting. **{Section 5 revised October 4, 2001}**

Section 6. Removal of a Director

Any Director ***is subject to removal*** from the Board of Directors following two (2) unexcused absences from Board of Directors meetings or for breach of fiduciary responsibility. **{Section 6 revised October 4, 2001}**

Section 7. Vacancies

Any vacancy occurring on the Board of Directors shall be filled by a Regular (Type A) Member with the affirmative vote of a majority of the remaining members of the Board of Directors for the unexpired portion of the term.

Section 8. Compensation

Directors shall not receive any compensation for their services as a member of the Board of Directors. If authorized by the Board of Directors, Directors may be reimbursed for expenses actually and necessarily incurred in carrying out Association business. No Directors shall receive compensation for serving the Association in any other capacity, nor shall any immediate family member of a Director receive compensation for serving the Association, unless the payment and amount of compensation shall be specifically authorized by a vote of the members.

Section 9. Indemnification

This Non-profit Association shall have the right to indemnify any Director or former Director of the Association against expenses, costs and attorneys= fees actually and reasonably incurred by said Director in connection with the defense or any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director shall not be indemnified if found guilty of negligence or misconduct in the performance of said duties as a Director.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings

The Board of Directors shall hold regular meetings at least quarterly. Special meetings of the Board of Directors may be called by the Chairperson or by any three Directors. The Chairperson or Directors calling the special meeting shall fix the time and place for holding the meeting. When necessary, Directors may participate by tele-conference ***or via the internet (i.e. electronic mail, chatrooms, or PC to PC connections)***. Roberts=s Rules of Order shall govern at all meetings of the Board of Directors. **{Section 1 revised September 5, 2000}**

Section 2. Notice of Board of Directors Meetings

The Secretary shall deliver notice of all meetings of the Board of Directors not less than seven (7) days before the date of the meeting. Notice shall include the place, date, hour, purpose and draft agenda of the meeting. Notice may be delivered by telephone, facsimile, mail or **electronic mail**. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, addressed to the member at his address as it appears on the records of the Association. The failure of any member to receive notice of a meeting of the Board of Directors shall not invalidate any action which may be taken by the Board of Directors at any such meeting. **{Section 2 revised September 5, 2000}**

Section 3. Quorum

At any meeting of the Board of Directors, a simple majority of the total number of Directors shall constitute a quorum for conducting a meeting.

ARTICLE V DIRECTORS

Section 1. Number

The officers of the Association shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Educator and Legislative Liaison and shall be elected by a majority vote of the Directors within 30 days of the annual meeting. The Directors term shall conclude at adjournment of the next Annual Meeting.

Section 2. Duties

The officers= duties shall include but not be limited to:

Chairperson - The Chairperson shall be the chief Director of the Association and shall preside at its meetings and those of the Board of Directors. The Chairperson shall be the primary spokesperson of the Association in matters of public and Association policy. Subject to the direction of the membership and the Board of Directors, the Chairperson shall see that the resolutions and directives of the membership and the Board of Directors are carried into effect; and, in general, shall discharge all duties incident to the office of the Chairperson and as prescribed by the membership and the Board of Directors.

Vice-Chairperson - The Vice-Chairperson shall, in the absence of the Chairperson, perform all the duties of the Chairperson, and when so acting shall have all the rights of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall serve as the Historian of the Association.

Secretary - The Secretary shall be responsible for recording, maintaining and dissemination of all records of the official proceedings of the Association and its Board of Directors and maintain membership lists.

Treasurer - The Treasurer shall be responsible to the Association for safeguarding and accounting of all assets of the Association.

Educator - The Educator shall be a proactive consultant to aspiring and current member innkeepers. The Educator shall gather and oversee the dissemination of information regarding industry trends, standards, improvements and related matters that would assist the membership in improving, enhancing and conducting their business. The Educator shall also be actively involved in the arrangement of educational classes, retreats and seminars.

Legislative Liaison - The Legislative Liaison shall be the Association oversight person regarding all legislative action that may affect the innkeeping industry. The Legislative Liaison shall report pertinent information and proposed action to the Board of Directors and when necessary, carry any formal Association comments to the applicable governmental body. This is a proactive position which would benefit from strong communication and lobbying skills.

ARTICLE VI COMMITTEES

Section 1. Establishment

Committees shall be established to accomplish the work and wishes of the Association. The duties of each committee shall be to study, promote interest in, and work toward the betterment of the Association. Any question of conflicting jurisdiction of committees shall be resolved by the Chairperson.

ARTICLE VII FINANCIAL TRANSACTIONS

Section 1. Fiscal Year

The Association shall maintain its books and records on a calendar year basis ending on December 31 each year.

Section 2. Financial Transactions

The chairperson, the treasurer, and one other board member shall be named as authorized signers on the Association's bank account(s). All checks exceeding \$500.00 shall be signed by at least two authorized signers. {Section 2 revised September 5, 2000}

Section 3. Reimbursements

Any member who incurs debt on behalf of the Association and expects to be reimbursed shall obtain prior approval from the board before incurring such indebtedness. The Board shall not be responsible to reimburse a member for any amount exceeding \$75.00 if prior approval was not obtained from the Board of Directors. {Section 3 revised September 5, 2000}

Section 4. Properties

The Association may acquire real and personal property, including equipment, literature, and other materials for use by and on behalf of the membership. Directors are responsible for transferring materials to persons who replace them. ***All records should be complete and properly***

organized with written instructions for the new director or chairperson. {Section 4 revised September 5, 2000}

ARTICLE VIII AMENDMENT

Section 1. Amendments

These Bylaws may be amended or repealed by the members at any regular or special meeting of the members or by ballots sent direct to members by a 2/3 majority of ballots cast by the Association membership by mail, ***electronic mail***, and in person, provided that notice of the proposed amendment, repeal or revision(s) has been mailed to the membership at least four weeks prior to the ***date of the meeting or deadline for counting the ballots. {Section 1 revised September 5, 2000}***