

# **Bed & Breakfast Association of Alaska**

## **Bylaws**

### **Article I – Name, Purpose and Restrictions**

#### Section 1 Name

The name of the corporation shall be the Bed & Breakfast Association of Alaska, (BBAA).

#### Section 2 Purpose

- A. To provide a forum for B&B hosts to network and communicate on all aspects of the Bed and Breakfast industry.
- B. To support and promote both the individual members, local B&B associations and BBAA in general.
- C. To advance B&B industry professionalism through educational opportunities.
- D. To serve as a liaison between local B&B associations, other state associations, national and international organizations.
- E. To maintain and encourage high standards of safety, quality assurance and service.
- F. To broaden public awareness, understanding and appreciation of the Bed and Breakfast industry in Alaska.
- G. To cooperate with other groups who advance the interests of the B&B industry.
- H. To foster Alaskan hospitality and stimulate Alaskan tourism.
- I. To represent the Bed and Breakfast Industry where a unified voice is needed and appropriate.
- J. To undertake such other functions, consistent with these bylaws, which advance the interest of the B&B industry.

#### Section 3 Restrictions on Activities

- A. This corporation is organized, exclusively for trade association and educational purposes within the meaning of section 501 c) (6) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
  - 1) By a corporation exempt from Federal income tax under 501 (c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or
  - 2) By a corporation in which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).
- B. No part of the net earning of the corporation shall inure to the benefit of or be distributed to its members, board, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in the furtherance of the purposes set forth above.
- C. Except as limited elsewhere in these Articles or by-laws of the Corporation, the internal affairs of the corporation shall be regulated by the Board of Directors as elected in Accordance with the corporation's bylaws, subject to such terms, conditions, restrictions and duties as set forth by the corporation's bylaws.

## **Article II – Definitions**

Section 1 Member B&B's or Inns shall be referred to in this document as "Properties".

### Section 2 Bed & Breakfast

- A. A bed and breakfast is a property in which up to five (5) guest rooms are provided as overnight accommodations for transient guests.
- B. A continental or cook and serve breakfast is customarily provided to registered guests and included in the charge for the room.
- C. A bed and breakfast shall be located in a single-family dwelling or unit of a multi-family dwelling occupied by the owner or manager of the property.

### Section 3 Unhosted Bed & Breakfast

- A. An unhosted bed and breakfast is a property in which guest accommodations are provided for transient guests. They may be fully equipped houses, guesthouses, carriage houses, apartments, condominiums, cottages and cabins.

- B. A complimentary self serve or a prepared breakfast is customarily provided to registered guests and included in the charge.
- C. The primary residence of the owner/manager-of-the-enterprise is located on the property or on an adjacent property.

#### Section 4 Bed & Breakfast Inn

- A. A bed and breakfast inn is a property in which five (5) or more guest rooms are provided as overnight accommodations for transient guests.
- B. A continental or cook and serve breakfast is customarily provided to registered guests and included in the charge for the room.
- C. The primary residence of the owner/manager-of-the-enterprise is located on the property or on an adjacent property.

### **Article III – Membership and Privileges**

#### Section 1 Membership

- A. Any local B&B Association throughout the state may apply to the BBAA for qualification as a BBAA Registered Local B&B Association, heretofore referred to as “Registered Association”.
- B. Membership Classes: There shall be four classes of membership: regular members, members at large, associate members, and honorary members.
  - 1) Regular membership is restricted to those B&B/Inns properties that are current members of an established B&B Registered Association and have met all BBAA requirements. A property that is a member in good standing of a Registered Association may apply to become a Regular Member of the BBAA.
  - 2) Members At Large are those properties that are not members of a local B&B association registered with BBAA, but who have completed an application for membership as a Member At Large and complied with all other requirements for At Large Membership in the BBAA.
  - 3) Members At Large will have the full benefits as Regular Members. Associate membership may be extended to organizations, businesses or individuals not qualified for regular membership who are involved in a tourism related industry other than the operation of a B&B/Inn. The Board of Directors may establish associated membership criteria and member benefits. Associate members will have no vote in BBAA.

- 4) Honorary membership is offered by the BBAA as special recognition. The Board of Directors may establish honorary membership criteria and member benefits. Honorary members will have no vote in the BBAA and will not pay dues.
- C. Board of Directors will direct the application process for BBAA membership.
- D. No applicant shall be denied membership or otherwise discriminated against in any way because of his or her race, religion, sex, marital status, sexual preference, age, national origin or handicap.

## **Article IV – Dues and Assessments**

### Section 1 Dues

- 1) The membership shall pay annual dues.
- 2) The dues of the BBAA may only be changed by a vote of the membership. A quorum of 15% of the total membership must respond to the vote and two-thirds (2/3) of those responding must vote in the affirmative in order for the dues to be changed.
- 3) Registered Associations may collect and disburse to the BBAA the Regular Membership dues for each of their qualifying members on an annual basis.
- 4) Should a Member fail to pay the membership dues on time, the Board of Director's designee shall contact the Member twice for payment. If Payments are not made by the dues grace period deadline, the member's name shall be removed from the roster of members in good standing, and the BBAA website. Once a nonpaying member is removed from the BBAA web site there may be an additional fee imposed to reestablish their web listing.

### Section 2 Assessments

- A. At the Board of Director's recommendation, and an affirmative vote of the membership, the BBAA shall have the authority to impose special assessments as deemed necessary.
- 1) In this case, an affirmative vote shall be 15% of the total membership responding and two thirds (2/3) of those responding in the affirmative.

- 2) The Treasurer will notify the members of the special assessment by mail and/or electronic mail and the special assessment will be due within two (2) months of receipt of the written notification of the assessment.
- 3) Unpaid special assessments will be treated in the same manner as unpaid dues.

### Section 3 Termination of Membership

- A. Complaints from any source regarding a BBAA member shall be communicated to the Board of Directors designee and to the member for their comments. The policies and procedures established by the Standards & Ethics Committee shall govern the actions regarding complaint investigation.
- B. A complaint that seriously violates health and safety or ethical standards shall be promptly made available to the Board of Directors for immediate review and recommendation.
- C. Two or more complaints against a member, received from any source, in a twelve-month period concerning standards covered by Association membership shall serve as cause for review by the Board of Directors for possible action.
- D. In the event that a member no longer meets the standards for membership or otherwise is felt by a majority of the Board of Directors to be detrimental to or at odds with the purpose of the BBAA, such member may be removed from the roster of members in good standing. If removed:
  - )1 A portion of the annual dues will be returned, pro-rated to the date of the Board's decision.
  - )2 Members who have unresolved complaints against them may be denied the privilege of rejoining BBAA.
  - )3 Properties that have been removed or denied renewal may reapply for membership once all complaints have been resolved.
- E. A complainant or member may initiate a grievance procedure.

## **Article V - Code of Ethics**

- A. Members shall endeavor at all times to promote the Bed & Breakfast industry in general. They shall not engage in business practices or personal acts which can be deemed as willfully inflicting harm or hardship upon fellow members or the industry in general.
- B. Members shall hold a valid State of Alaska business license and any permit required by the municipality/city/area wherein they operate their B&B/Inn, and meet the BBAA ethics and standards criteria.
- C. Members shall be in good financial standing in BBAA.
- D. Members agree to abide by the bylaws, policies and procedures, application requirements, rules and regulations set forth by the BBAA.

## **Article VI – Membership Meetings**

### Section 1 Schedule

- A. The Annual General Membership Meetings shall be held on a date and location determined by the membership. The location shall be rotated throughout the State.
- B. An announcement of the date, time and place of each general membership meeting shall be made available to the membership no later than 60 days prior to the meeting.

### Section 2 Quorum

A quorum shall be considered to be 15% of the voting membership.

### Section 3 Special Meetings

Special meetings may be called by the Board of Directors. These meetings may be called by members who secure the agreement of two thirds (2/3) of the Board of Directors and indicate the purpose of the meeting. Special Meetings require three (3) days notice to the membership. If deemed by the Board of Directors to be an emergency situation, 24 hours notice must be given.

### Section 4 Openness of Meetings

All BBAA meetings shall be open to all members and the members shall be notified 30 days prior to all meetings with the exception of Special and Emergency Meetings.

## **Article VII – Parliamentary and Voting Procedures**

### Section 1 Parliamentary Procedures

The rules contained in the current edition of *Robert Rules of Order-Newly Revised* shall govern all procedures to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

### Section 2 Voting Procedures

- A. Ballots shall be made available to members thirty (30) days prior to the stated deadline and will indicate proper voting procedure. All return ballots will indicate a date by which time ballots must be postmarked or electronically sent to insure being counted. All ballots must include the name of the member property casting the vote. Voting instructions must be followed, otherwise the ballot shall be considered null and void. The Board will establish and oversee Voting Policy which will insure anonymity of vote and accuracy of counting. The Association Administrator secretary shall retain all ballots for forty-five (45) days following the election.
- B. Only Regular Members and Members At Large may vote and are entitled to one vote per membership regardless of number of owners or size of operation. They are referred to as “Voting Members”.
- C. A quorum shall be considered to be 15% of the voting membership.

## **Article VIII – Board of Directors**

### Section 1 Responsibilities

- A. The affairs of the association shall be managed by, or under the direction of, a Board of Directors. The Board will be responsible for day-to-day operations of the Association and contract, hire, fire and evaluate any employees or contractors.
- B. The Board of Directors shall:

- 1) Operate within the budget and policies adopted by the membership.
- 2) Act with the authority vested to the Board of Directors except for those areas in these bylaws that designate authority to the Executive Committee or membership as a whole.

## Section 2 Classifications and Terms of Office

A. The Board of Directors will consist of five classes with equal voting rights.

- 1) Officers: President, Vice President, Secretary and Treasurer shall be elected for a two (2) year term and may be elected to one succeeding term. Officers must have held a voting membership in the Association for a minimum of one year prior to taking office. No more than two officers may serve from the same local association at one time.
  - a. The general membership will vote on the slate of Officers. Office of President and Treasurer will be elected in one year; Secretary and Vice President will be elected in the alternate year to stagger terms of office.
  - b. The Board of Directors will establish and direct procedures for the nomination and election of officers.
2. Registered Association representatives: One Representative from each Registered Association of the state shall serve for a two (2) year term. The Representative must be a member in good standing of both the BBAA and the Registered Association. They may serve one succeeding term.
  - a. With prior notice to an executive member of the Board of Directors, an Association Representative unable to attend any meeting may send a member from that Association as an alternate. The alternate can vote on all business matters conducted at that meeting.
3. Member at Large representative: One representative appointed by the President will represent the Members at Large throughout the State. With prior notice, if the Member at Large representative is unable to attend a meeting, the President or the Member At Large representative may select a temporary alternate. The alternate must be a BBAA member in good standing. The Alternate can vote on all business matters conducted at that meeting.
4. Ex-Officio: The immediate Past President shall serve on the Board of directors as an ex-officio director for a one (1) year term

5. Standing Committee Chairpersons (see Article IX – Committees, Section 1) shall serve on the Board of Directors.
6. Each person serving on the Board of Directors shall have only one vote.

### Section 3 Duties

A The President shall:

- 1) Preside at all BBAA meetings of the Board of Directors and at the Annual Meeting.
- 2) Establish the agenda, and serve as chief executive of the Association with the support and collaboration of the other officers and board members.
- 3) Serve as an ex-officio member of all standing committees and represent the Association to the public at large.
- 4) In the event an elected officer is unable to fulfill his/her term, appoint an officer to serve the remainder of the term.

B The Vice President shall:

In the absence of the president, have all the powers normally vested in the president and such duties as the Board of Directors may from time to time assign.

C The Secretary shall:

- 1) Be the custodian of all records and documents of the BBAA.

- 2) Keep and record minutes of all BBAA meetings, have meeting minutes posted on the Association web site and provide them to members upon request.
- 3) Keep a list of all current BBAA members
- 4) Distribute standing committee reports and other informational items to Board Members.
- 5) The secretary will coordinate the report of the General Membership Meeting.

D. The Treasurer shall:

- 1) Be accountable for the receipts and the disbursement of money and property of the corporation.
- 2) Provide financial reports to the Board of Directors at all called meetings.
- 3) Be the Chairperson of the Budget and Finance Committee, which will be responsible for developing, presenting and monitoring the annual budget.
- 4) Be responsible for and file all required tax statements.

E. Registered Association Representatives

- 1) Shall act as a liaison between the State Association and their ~~Regional~~ Association.
- 2) Shall be actively involved in Board meetings and willing to serve on committees.

F. The immediate Past President shall:

- 1) Serve on the Board of Directors as an ex-officio director for a one year term
- 2) Chair the Nominating Committee.

## Section 5: Board of Directors Meetings

- A. Board of Directors shall meet at least two (2) times a year.
  - 1) The location of the meetings will be determined by the Board of Directors and announced to all the members.
  - 2) The meetings will be open and members may address the Board during a specified time as arranged with the president.
  - 3) Special Meetings may be called by any member of the BBAA by securing the agreement of two thirds (2/3) of the Board of Directors. The request must indicate the purpose of the meeting. Special Meetings require three (3) days notice to the membership.
- B. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.
- C. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a physical meeting. A memorandum of record of the action thereof shall be made in writing and approved by two third (2/3) of Directors. Such memorandum of record shall have the same effect as a meeting of the Board of Directors and shall be filed with the Secretary of the Board and made a part of the BBAA records.
- D. A simple majority two thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business of the Board of Directors.

## Section 7 Resignation

- A A director may resign at any time.
  - 1) Such resignation shall be made in writing and shall take effect at the time specified therein.

- 2) If no time is specified, the resignation shall take effect on the date of its receipt by the Secretary who shall record the resignation, and date.
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- B The acceptance of a resignation shall not be necessary to make it effective.
  - C The procedure for replacing an officer who is unable to complete a term is through appointment by the President for the remainder of the term.
  - D An Association Representative who is unable to complete a term may be replaced by their Association. The Association shall notify a member of the Executive Board of Directors of the replacement.

#### Section 8 Removal of Directors

At any regular or special meeting of the membership duly called, any one or more of the directors may be removed by an affirmative vote of the membership. An affirmative vote of the membership, in this case, shall be 15% of the total membership responding and two thirds (2/3) of those responding voting in the affirmative.

### **Article IX – Committees**

#### Section 1 Standing Committees.

- A. Executive
- B. Standards and Ethics
- C. Budget and Finance
- D. Membership
- E. Marketing and Publicity
- F. Member Benefits
- G. Political

#### Section 2 Other Committees

- A. Ad Hoc
- B. Nominating

#### Section 3. Appointment of chairpersons

Chairpersons of committees shall be recommended by the President and approved by a majority of the Board of Directors.

#### Section 4 Structure

- A. The Board of Directors will define and oversee committee responsibilities. Additional duties may be assigned by the Board.
- B. Each committee shall consist of at least two voting members in good standing. The Board of Directors will define and oversee all committee assignments and responsibilities. Additional duties may be assigned by the Board.
- C. Committee members may serve a one (1) year term with unlimited consecutive terms unless removed for cause by a 2/3 vote of the Board of Directors.
- D. Ad-hoc committees may be established by Board of Directors as needed.

#### Section 5 Nomination Committee

To nominate officer candidates for the Board of Directors, the nominating committee shall be chaired by the immediate Past President and shall consist of not less than three BBAA members confirmed by the Board of Directors

#### Section 6 Executive Committee

- A. The Executive Committee will consist of the four officers of the Board of Directors and the immediate Past President as voting members.
- B. The Executive Committee shall:
  - 1) Exercise all the powers of the Board, which may lawfully be delegated in the management of the business and affairs of the Association in the intervals between meetings of the Board of Directors and take action in emergency situations.
  - 2) Meet at the call of the President.
- C. The Secretary of the Association, or a secretary pro-tempore, chosen by the Executive Committee, shall keep a true record of all its proceedings. Such records of these meetings shall always be received and approved by the Board of Directors.

D. Three members of the Executive Committee shall constitute a quorum.

### **Article X – Indemnification**

Section 1 Any person (and their heirs, executors and the administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, agent or employee of the corporation shall be indemnified by the corporation to the extent permitted by law.

- 1) Such indemnification shall not apply to matters which it shall be adjudged by the court that such director, officer, agent, or employee is liable for negligence or misconduct in the performance of his or her duties.
- 2) Such right of indemnification shall not be deemed exclusive of other rights to which such director, officer, agent or employee may be entitled apart from this article.

### **Article XI – Dissolution**

Upon the dissolution of the corporation and after the payment or the provision for payment of all liabilities of the corporation, the Board of Directors shall dispose of all the assets of the corporation exclusively for the purpose of the corporation, or to organizations that are then qualified as tax exempt organizations under Section 501 c) (6) of the Internal Revenue Code of 1986 (as it may be amended). Any assets not so disposed of shall be divided among the Registered B & B Associations based on their number of current members of the BBAA.

### **Article XII – Amendment of the Bylaws**

- A. The bylaws may be amended by a quorum (See Art. VII, section 2,C.) with 2/3 responding in the affirmative. Amendments and ballots shall be made available to all voting members at least 30 days prior to the stated deadline. Ballots will indicate proper voting procedure.
- B. All returned mail ballot envelopes must include the name of the member property casting the vote.
- C. Voting instructions must be followed, otherwise the ballot will be considered null and void.
- D. The Board of Director's designee shall retain all ballots for forty-five (45) days following the election.