Bylaws

Revised and Membership Approved
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WASHINGTON BED AND BREAKFAST GUILD
BYLAWS

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WASHINGTON BED AND BREAKFAST GUILD Bylaws

Article I – Purpose

The Washington Bed and Breakfast Guild is a voluntary association of licensed bed and breakfast owners representing inns in the State of Washington. Through cooperative effort, these innkeepers shall work closely with all state and local governmental agencies to promote tourism and to assure high standards of safety and service within the bed and breakfast accommodation industry. The Guild shall act as a public resource for state and local regulatory agencies as they govern the growing B&B industry. The Guild will further act as a professional regulatory body for all members of the Guild.

Article II – Membership

Section 1: Members

Any person(s) who meets the standards for membership established by the Guild and/or the Board of Directors, who follows the procedures for applying as established by the Guild and/or the Board of Directors, and who pays the appropriate dues shall be eligible for membership in the Guild. Said Standards and Procedures will be found in the Guild's Operations Manual. No applicant shall be denied membership or be otherwise discriminated against in any way because of his or her race, religion, sex, marital status, sexual preference, age, national origin, or handicap. The Guild shall comply in full with Chapter 49.60 of the Revised Code of Washington, "Discrimination – Human Rights Commission," and all corresponding federal statutes.

Section 2: Classes of Membership

A. Inn Membership: Those inns residing in Washington State that meet all of the requirements for membership, have completed all paperwork, and have currently paid dues. These members shall have voting rights (one per inn); shall be listed in the WBBG Directory of approved B&Bs; shall be entitled to use the Guild logo; and shall receive newsletters, discounted conference fees, and other benefits provided by the Guild. Full membership shall be held in the name of the bed and breakfast inn, hereafter referred to as "inn" or “B&B.”

B. Associate Membership: A company offering a product or service related to the B&B industry. These members will pay an annual fee as set by the Board of Directors. Associate members have no voting rights, and use of the WBBG Associate Member logo does not signify the Guild’s endorsement of an associate member’s product or service. Associate Membership requires majority approval of the Board of Directors.

C. Affiliate Membership: Those persons who are out-of-state B&B owners, individual employees of inns or B&Bs, or anyone who shares the Guild’s interest in promoting the

industry. These members will pay an annual fee as set by the Board of Directors. Affiliate memberships are available to individuals only rather than to businesses. Affiliate members shall receive newsletters, discounted conference, educational and networking event fees, and other benefits as designated by the Guild. Affiliate members have no voting rights, and may not use any WBBG logo in association with any business, product, service or marketing.

D. Aspiring Innkeeper Membership: Those persons who do not currently own or are engaged in the process of determining whether they wish to construct, purchase, or manage an inn or B&B. These members shall not have voting rights but shall be entitled to membership benefits as outlined in the Standing Rules. These members will pay an annual fee as set by the Board of Directors. This membership shall be terminated when aspiring innkeepers are eligible for inn membership.

Section 3: Membership Meetings

A. The Annual Meeting of the membership shall be held within the period October 1 to November 15 of each year to discuss general Guild business, review annual reports, elect directors and officers for the ensuing year, approve bylaw revisions, and approve the proposed budget and dues for the coming year. Notice of the Annual Meeting date shall be delivered to the membership in a timely manner prior to the meeting. Each member inn is entitled to one vote or ballot at membership meetings regardless of the number of owners that inn has in attendance. Any member may require that a particular topic be placed on an agenda for a regularly scheduled Annual Meeting. Upon 14 days' notice, the presiding officer will place the topic on the agenda for the next regularly scheduled meeting. One Guild member will be allowed 10 minutes to present the topic and discussion will be allowed within the time constraints set by the presiding officer.

B. Special meetings of the membership may be called, should the need arise, by the President or the Board of Directors. The Secretary also may call a special meeting upon the written request of no fewer than 25 members. At the direction of the person(s) calling the meeting, written notice of a special meeting shall be delivered to the membership no fewer than 30 days prior to the meeting.

C. Mail-in, email, or online ballots may be used to resolve issues at the discretion of the President, the Board of Directors, or the Secretary (the latter upon the written request of no fewer than 25 members). Ballots must be accompanied by a thorough representation of the issue, causes and effects, specifics of the resulting actions to be taken, and the effective date(s). The voting period for mail-in, email, or online votes shall be 14 business days from the date of the initial vote call. If a quorum is not reached after 14 business days, no change will be made regarding the issue being voted on.

D. Quorums and Majorities. The quorum for all actions of the general membership shall be 51 percent of member inns, with the exception of the Annual Meeting, at which a quorum shall be the number of member inns present. The majority for all actions of the members shall be 51 percent of those members present and voting (one vote per member inn). A

quorum for special meetings of the membership shall be 25 percent of all Guild member inns at the time of the meeting.

Section 4: Dues

To provide funding for Guild activities throughout the year, the membership shall pay annual dues as recommended by the Board of Directors. The proposed dues structure for the next fiscal year will be approved by the membership at the Annual Meeting. Dues statements for the following year will be billed by the Treasurer. The dates of the membership year will be set by the Board of Directors and approved by the membership at the Annual Meeting.

Section 5: Complaints Against Members

Two or more signed written complaints against a member in a 12-month period concerning standards covered by Guild membership or actions derogatory to the Guild's image or reputation shall be handled according the procedures outlined in the Standing Rules and then reviewed by the Board of Directors for possible action.

Section 6: Termination of Membership

In the event that a member no longer meets the standards for membership, does not meet its financial obligations to the Guild, or otherwise is felt by 60 percent or more of the Board of Directors to be detrimental to or at odds with the purpose of the Guild, such member may be removed from the roster of members in good standing. Memberships may also be terminated by written resignation of the member at any time. Any dues paid will not be refunded. A terminated member no longer has the right to use or display the certificates of membership or WBBG logos.

Section 7: Multiple Inn Ownership

In the event that more than one inn located in the State of Washington is owned by the same party or parties, each and every such inn must qualify individually to become a member inn of the Guild and to realize member benefits.

Article III – Board of Directors

Section 1: Board Composition

The Board of Directors of the Guild shall consist of five offices (President, Treasurer, Secretary, VP of Membership, and VP of Marketing) and five to twelve Regional Representatives, all of whom shall be elected at the Annual Meeting and shall be Inn members in good standing of the Guild. Any office can be filled by one or two candidates.

The board also may include up to four positions that will be voting or non-voting depending on whether they are elected volunteer positions or paid contract appointments. Those positions are Technology Advisor, Government Relations Advisor, Quality Assurance Advisor, and Administrative Officer.

Section 2: Nominations

The Membership Committee, approved by the Board of Directors, shall nominate a slate of candidates for all open offices, and may also nominate regional representatives, at least 30 days prior to the Annual Meeting. The Membership Committee shall consider geographical representation, population density, time for and interest in the governance of the Guild, and needed skills in choosing candidates for the slate. Nominations may also be made in writing to the Membership Committee with the written agreement of the nominee, qualifications for nomination and accompanied by signatures of three members of the Guild, at least 30 days prior to the Annual Meeting.

Section 3: Elections

The membership shall elect a candidate or pair of candidates for each open office. The offices are President, Vice President for Membership, Vice President of Marketing, Secretary, and Treasurer. The membership shall also elect one Regional Representative for each position each year. Any director, either elected or appointed, may be removed from office by a two-thirds vote of the membership at the Annual Meeting or special meeting called for this purpose. The outgoing President will be an *ex officio* member of the Board of Directors for one year after leaving office. In these Bylaws, any reference to an office includes the potential that the office is held by one or two members.

Section 4: Term of Office

Each elected director shall serve a term of two years. The President, Secretary, and Vice President for Membership shall be elected at the annual membership meeting of the odd numbered calendar year, to serve commencing January 1 of the following year. The Treasurer and Vice President of Marketing shall be elected at the annual membership meeting of the even numbered calendar year, to serve commencing January 1 of the following calendar year. All Regional Representatives shall be elected each year. Any director may be reelected for an additional term or terms, but officers may not serve more than two consecutive terms in any one position. Non-elected advisors shall be appointed and serve at the pleasure of the Board of Directors for indefinite terms.

In the event that an officer position becomes vacant, a Guild member, preferably an existing or previous director, shall be elected by the Board of Directors at the next scheduled meeting to fill the unexpired term. Filling an unexpired term shall not count in the term limits placed on officers. A vacancy for an unexpired term or unfilled position as a Regional Representative or Alternate Representative may be filled by the Board of Directors. Such an appointment is optional as long as there are no fewer than five current Regional Representatives.

Section 5: Meetings

Meetings of the Board of Directors shall be held at least four times per year (approximately quarterly) for the purpose of conducting business where a vote of the general membership is not

required. A quorum for a Board meeting shall be a majority of the current number of directors. A schedule of the quarterly meetings shall be made available to the general membership in the Guild newsletter at least once each year. No further notice is necessary unless the meeting schedule changes. Any member may attend a board meeting but may not vote. Any member may require that a particular topic be placed on an agenda for a regularly scheduled Board Meeting. Upon 14 days' notice, the presiding officer will put the topic on the agenda for the next regularly scheduled meeting. One Guild member will be allowed 10 minutes to present the topic and discussion will be allowed within the time constraints set by the presiding officer.

Section 6: Voting

Each elected Director shall have one vote. In each case in which two members are elected to fill a single office, they have only one vote collectively in board decisions, and they can vote only if they agree on the vote. In essence, the two acts as one "office" and the board operate as if each office is a single entity. In the event of tie votes, the President shall vote or abstain from voting as needed to break the tie. When Co-Presidents preside, they will break any tie only by consensus of the two. Absent their agreement, the tie results in no change passing. Unelected and/or paid advisors shall not have a vote.

Section 7: Reimbursement of Expenses

The Guild may pay for or reimburse the necessary and reasonable costs of holding office, as further set forth in the Operations Manual.

Article IV – Duties of Officers and Board of Directors

Section 1: President

The President shall preside over all meetings of the Guild, shall have general and active management of the affairs of the Guild, and shall see that the provisions of the annual budget and resolutions voted by the membership or Board of Directors are carried out. When Co-Presidents preside, they will create and communicate to the Board any division of labor among the two or otherwise collaborate to ensure efficient and effective management of Guild affairs. The Vice President most senior in tenure will assume the duties of the President at any time the President is absent.

Section 2: Vice President for Membership

The Vice President for Membership chairs the Membership Committee, acts as team leader for the Regional Representatives, and oversees membership recruitment and retention.

Section 3: Vice President of Marketing

The Vice President of Marketing chairs the Marketing Committee and shall be responsible for all marketing efforts of the Guild.

Section 4: Secretary

The Secretary shall attend all meetings of the membership and Board of Directors and shall record all true minutes of each meeting, keeping them in good order. Minutes of meetings shall be available for review by Guild members with reasonable notice given for their perusal. The Secretary shall chair the Bylaws Committee and maintain the Operations Manual in good order. The secretary shall maintain a file of all active contracts and all completed contracts for 5 years after the completion of the contract.

Section 5: Treasurer

The Treasurer shall have custody of all Guild funds; keep complete and accurate receipts and disbursement records; and chair the Financial Programs Committee. The Treasurer shall report the financial status of the Guild to the Board of Directors and to the membership as directed by the Operations Manual.

Section 6: Regional Representatives

Each Regional Representative shall provide local liaison between the Guild's management and the members in his/her assigned regions, and shall faithfully represent regional issues and concerns before the Board. Regional Representatives function as directors of the Guild, entitled to one vote each on all matters before the Board. Regional Representatives will also serve as mentors and advisors to their members. Other duties may include liaison with the Quality Assurance Program, recommendations for member recognition for service to the Guild or the industry, and recruitment and retention of members. Regional Representatives serve on the Membership Committee.

A duly designated Alternate Regional Representative may assist in these duties within the region, but may exercise the director's role only in the absence of the Regional Representative.

Section 7: Advisors to the Board

A. Technology Advisor

The Technology Advisor shall act as a project manager for the Guild website and chair the Website Committee; aid members in utilizing the Guild website; and evaluate and recommend to the Board technology-based purchases and a continuous program of seeking cost effectiveness through technological improvements.

B. Government Relations Advisor

The Government Relations (GR) Advisor shall help the Guild achieve its mission to become the recognized voice of Bed and Breakfasts in Washington State by becoming knowledgeable about the regulatory environment for all Guild members and potential members, and by striving for recognition by governmental agencies as a good source of vital information about streamlining and improving the myriad regulations that control our industry. The GR Advisor shall chair the Government Relations Committee.

C. Quality Assurance Advisor

The Quality Assurance (QA) Advisor shall administer WBBG's Independent Inspection Program and the Quality Assurance activities. The position will fall under the general direction of the President with support from the VP of Membership. From time to time, the Board of Directors and the QA Advisor may negotiate performance of other duties in support of the QA Program and the Guild in general within parameters outlined in the Operations Manual.

D. Administrative Officer

If not a volunteer, elected position, the Administrative Officer shall be an independent contractor (hereafter termed Administrator), reporting to the Guild President and providing staff support to the Board of Directors. The Administrator would have direct responsibility for carrying out the administrative and daily activities of the Guild. The Administrator would be an ex officio member of the Board of Directors whose term ceases with dissolution of the contractual relationship to the Guild.

Article V – Committees

Section 1: Executive Committee

The Executive Committee will consist of the five officers of the Board of Directors (President, VP of Marketing, VP of Membership, Treasurer, and Secretary). The immediate Past President, Technology Advisor, Government Relations Advisor, Quality Assurance Advisor, and the Administrator may be invited to attend in a non-voting advisory capacity as determined by their elected status. The Executive Committee shall be empowered to act on behalf of the board in intervals between regular meetings. The Board as a whole must ratify all non-administrative actions of the Executive Committee at the next regularly scheduled meeting of the Board of Directors. It shall meet at the call of the President and four voting members of the Executive committee shall constitute a quorum. The Secretary of the Guild, or in his/her absence, a secretary *pro tempore* chosen by the Executive Committee, shall keep a true record of all its proceedings. Such records shall be open for review by any director at all reasonable times and at each meeting of the Board of Directors.

Section 2: Financial Review Committee

The Financial Review Committee shall consist of three Directors other than the Treasurer, chosen by the President. The committee shall review Guild financial accounts once a year to ensure proper fiscal management.

Section 3: Bylaws Committee

The Bylaws Committee, chaired by the Secretary, shall be responsible for recommending to the Board any proposed changes in the Guild Bylaws prior to the third quarter Board Meeting. Upon Board approval, any revisions will be submitted to the general membership at the Annual Meeting or by a mail-in ballot at times other than the Annual Meeting. The general membership shall be advised of their right to submit proposed Bylaws changes to the committee through the Guild newsletter. The Bylaws Committee will also be responsible for seeing that all approved changes of the Guild's Bylaws are made available to inn members of the Guild.

Section 4: Marketing Committee

The Marketing Committee, chaired by the Vice President of Marketing, will oversee all externally focused marketing for the Guild. The Marketing Committee shall be selected by the Vice President of Marketing, subject to Board approval.

Section 5: Membership Committee

The Membership Committee, chaired by the Vice President for Membership, will oversee membership recruitment and retention; prepare a nominating roster for the annual elections; and provide recognition activities and awards. The Membership Committee shall include the Regional Representatives; other members shall be selected by the Vice President of Membership subject to Board approval.

Section 6: Financial Programs Committee

The Financial Programs Committee, chaired by the Treasurer, will oversee the Guild's credit card processing, gift certificates, and other programs related to financial matters. The Financial Programs Committee shall be selected by the Treasurer, subject to Board approval.

Section 7: Website Committee

The Committee develops and manages the WBBG website. The committee is chaired by the Technology Advisor and shall include the Vice President for Marketing. The committee shall prepare an annual website plan; initiate online activities such as search engine optimization; initiate and evaluate RFPs and bid proposals; and continually review systems design.

Section 8: Government Relations Committee

The Government Relations Advisor chairs this committee, which shall work with Board members to: identify member specific issues needing WBBG assistance to resolve at the local and state government levels; identify macro issues of statutory and/or political impact on Guild members; identify meeting opportunities and participate with Board approval and support in meetings of government and industry representatives; and provide newsletter updates routinely so members can be informed about current governmental issues.

Section 9: Task Groups

Other tasks necessary for the effective running of the organization may be assigned to task groups by the President at the recommendation of the Board. These tasks must be accomplished within a specific time and with only the specific agenda requested. One board member shall chair each task group.

Article VI – Reports and Fiscal Year

Section 1: Fiscal Year

The fiscal year shall begin on the first day of October and end on the thirtieth day of September.

Section 2: Financial Review & Report

A. A financial review will be conducted by the Financial Review Committee prior to the Annual Meeting. The President will present results of the review to the membership at the Annual Meeting.

B. The Treasurer shall present at the Annual Meeting an annual report that will list income and expenses for the past, current, and next fiscal years.

C. A professional audit shall be performed every five years or as prudent.

Section 3: President's Annual Report

The President shall present an annual oral and/or written report to the membership reviewing the year ended and making such a forecast for the coming year as may seem reasonable.

Section 4: Budget

At a meeting prior to the Annual Meeting, the Treasurer shall submit a proposed annual budget to the Board of Directors for their approval. That budget and dues structure shall be recommended to the general membership for approval at the Annual Meeting.

Section 5: Slate of Nominees

At the regularly scheduled Board meeting prior to the Annual Meeting, the Vice President for Membership shall present a proposed slate of officers and directors for the coming year. The approved slate of nominees shall be submitted to and voted upon by the membership at the Annual Meeting.

Article VII – Execution of Instruments

Section 1: Signature Authority

All drafts, checks, and orders for payment of monies of the Guild for items expressly included as a line item in the approved Guild Budget shall be signed by the Treasurer or the President (or one Co-President) on behalf of the Guild. Instruments for amounts less than $1,000 that are not specifically identified in the current Guild budget as a line item may be approved by the Treasurer independently. Instruments for amounts of $1,000 or more not specifically described as a line item in the current budget must be approved by the Board in advance of payment.

Section 2: Contract Authority

The President (or one Co-President) may execute any contract, conveyance or other instrument on behalf of the Guild with the prior approval of the Board of Directors. Such approval may be in the form of an approved budget item, a resolution approved at a membership meeting, or other authority that lies within the provisions of these Bylaws.

Section 3: Loans and Obligations

No officer or agent of the Guild shall have the authority to obligate the Guild for more than $1,000 without prior approval of the Board of Directors. No loans shall be made using Guild funds and no evidences of indebtedness shall be issued in its name unless authorized by a vote of the membership.

Article VIII – Amendments of Bylaws

Section 1: Procedure

Revisions proposed by the Bylaws Committee and approved by the Board will be submitted to the general membership at the Annual Meeting or by a ballot at times other than the Annual Meeting. The general membership shall be advised of their right to submit proposed Bylaws changes to the committee through the Guild newsletter.

These Bylaws may be amended or other Bylaws adopted by the approval of 51 percent of the members present (one vote per member inn) and eligible to vote at the Annual Meeting, or at a special meeting called by the Board; or on a ballot (one vote per member inn). Notice of any proposed changes or amendments shall be given to the members at least 14 days prior to the Annual Meeting.

Section 2: Responsibility

The Secretary, prior to the Annual Meeting, will receive requests for bylaw revisions. The Bylaws Committee will then consider proposed revisions to be presented to the Board of Directors for their approval and to the general membership at the Annual Meeting.

Article IX – Distribution of Assets on Dissolution

No member, director or officer of the Guild, nor any private individual, shall be entitled to share in the distribution of any of the assets of the Guild upon dissolution of the Guild. Upon dissolution, all the remaining assets of the Guild shall be distributed by the Board of Directors for identical uses and purposes to any other organization which would then qualify as a similar non-profit hospitality association. Any such assets not so disposed of shall be dispersed by the Superior Court of the county in which the principal office of the Guild is then located to any such organization which is operated as a non-profit hospitality association.

Article X – Indemnification of Directors and Officers

Each director or officer now or hereafter serving the Guild and each person who at the request of or on behalf of the Guild is now serving or hereafter serves as trustee, director or officer of any other association, whether for-profit or not-for-profit, shall be indemnified by the Guild against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer.

Article XI – Standing Rules

Section 1: Procedure

The Board of Directors and/or the general membership may enact such standing rules as may be necessary from time to time, in order to ensure the continued operation of the Guild in an orderly and timely manner. Such standing rules may be amended or nullified by a majority vote of either the Board or the general membership at any regularly scheduled meeting.

Section 2: Scope

Standing Rules shall include, but not be limited to, the Guild's Standards of Membership; Dues & Fees; Responsibilities of the Board, its Officers, Standing Committees; and Operational Procedures.

Article XII – Operation Under *Robert's Rules of Order*

The rules contained in the latest edition of *Robert's Rules of Order, Most Recently Revised* shall govern the Guild in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws and/or the special rules of order of the Guild.