

# Bed and Breakfast Inns of Missouri (BBIM)

## BYLAWS

*As amended November 10, 2011*

**I. NAME:** The name of the Corporation shall be “Bed & Breakfast Inns of Missouri”. The Corporation may also utilize the name and be known as “BBIM.” The address of the Corporation shall be 204 E. High Street, Jefferson City, MO 65101-3207. The address of the Corporation may be changed by the Board without a vote of the membership. The Corporation may also maintain offices for the transaction of business at such other locations as may be determined by the Board of Directors from time to time. The Corporation shall conduct business using a fiscal year beginning August 1 and ending on July 31.

### II. OBJECTIVES AND PURPOSES:

**A.** To promote, advance and maintain the common interests of the Bed and Breakfast and Innkeeping establishments located within the state of Missouri;

**B.** To develop, maintain and encourage high standards of hospitality, service and guest experience among members and provide quality reviews of member establishments and professional development programs;

**C.** To broaden public understanding and appreciation of Bed & Breakfast Inns as preferred accommodation sources within the hospitality industry.

### III. CLASSIFICATION OF MEMBERSHIP:

**A. Regular members** of the Corporation shall be divided into the following two classifications:

Small Bed & Breakfast Inns, having one and not more than four permanent guest bedrooms, and

Large Bed & Breakfast Inns, having not less than five and not more than 24 permanent guest bedrooms.

#### *1. Requirements for regular members.*

**a.** Inn must have a completed membership application on file and paid a non-refundable application fee with timely and full payment of annual dues to the current Treasurer. The annual dues, with an additional per-room fee, shall be proposed by the Board and presented to the membership at the annual meeting. Membership statements shall be issued on July 1st, to be paid by July 31st, and shall be considered delinquent if not paid by August 15th.

**b.** Successful completion of a review, with approval of a majority of the entire Board of Directors, to determine compliance with Corporation requirements, with a re-review every two years.

**c.** Inn must have been in commercial operation for not less than one month, beginning from the Inn’s first completed guest stay.

**d.** If ownership of an Inn changes, the former owner’s membership is terminated. While membership is not transferable, the new owner shall be granted a conditional membership for 90 days. The new owner must re-apply for membership, including payment of any additional dues or fees, within three months after assuming operation of the Inn. The term of conditional membership may be extended by the Membership Chair during the re-application process.

**e.** The reviewer will make written recommendation to the Quality Control Chair and to the officers of the Corporation for approval or rejection of each applicant. The Board of Directors shall review the recommendation and approve or reject the application. An affirmative vote of six directors shall be required to approve an application.

**B. Associate Members:** Persons or businesses who share an interest in the objectives of the Corporation. Residence in the state of Missouri shall not be a requirement.

#### *1. Limitations of Associate members:*

**a.** Associate members may not vote or hold office, participate in promotional publications or use the BBIM logo in advertising.

**b.** Associate membership shall be open to persons or legal entities who share an interest in the objectives and purposes of the Corporation and who are dedicated to the success and promotion of the Bed & Breakfast industry, subject to acceptance of applications as hereafter provided. No person or entity shall be rejected for associate membership solely on the basis of non-residency in the state of Missouri.

**IV. BOARD OF DIRECTORS:** The management and administration of the affairs of the Corporation shall be under the direction and control of the Board of Directors.

**A.** The Board of Directors shall consist of eleven directors. Each director shall hold office for a term of three years. Each director shall be and remain a member in good standing. At each annual meeting, the members shall elect directors whose terms are scheduled to expire. In case of a vacancy, the President shall appoint a successor to fill the position within 30 days, his/her action to be ratified by a majority vote of the Board of Directors. Any director thus appointed shall serve until the term expires.

**B.** The annual meeting of the Board of Directors shall be held at the same place as the annual meeting of the members, immediately following such meeting. Special meetings of the Board may be held at any time upon call of the President, Vice-President or any two directors. Notice of any special meeting shall be given in writing at least five days prior and be delivered personally or mailed to each director. Notice given by mail shall be deemed delivered when deposited in the U.S. mail in a sealed envelope so addressed with postage prepaid, or when sent electronically to each director. Notice of any meeting need not state the business to be transacted nor the purpose thereof.

**C.** Directors shall not receive any compensation for their services, but may be allowed reimbursement for reasonable expenses actually incurred in the performance of their duties as provided for in the budget of the fiscal year in which the expenses were incurred.

**D.** As provided by Missouri law, if all of the directors severally consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held, and may be stated as such in documents filed pursuant to law.

**E.** Any member of the Board of Directors who fails to perform the duties of his/her office or whose conduct is deemed prejudicial to the organization may be removed from his/her position by a 2/3 vote of the members of the Corporation. Prior to such removal, a director shall be given the opportunity to produce, before the membership, evidence to refute the charges.

**F.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board, and the act of the majority of such quorum present at any such meeting shall be the act of the Board of Directors.

**G.** Meetings of the Board of Directors and the minutes thereof shall be open to regular members of the corporation except when matters involving specific members are discussed. Members may participate in Board discussions only under conditions approved by the Board.

**H.** Nothing in these bylaws shall preclude the Board of Directors from conducting business using electronic methods. A record of motions and discussions will be preserved.

**V. OFFICERS OF THE CORPORATION:** The officers of the Corporation shall consist of President, Vice-President, Secretary and Treasurer. Officers shall have and perform the following duties:

**A. The President** shall preside at all meetings of the membership and the Board of Directors and shall establish the agenda of these meetings, appoint members of committees (except for the officers listed in the preceding paragraph), and shall represent BBIM in contacts with the public. The President shall be an ex-officio member of all committees, except the nominating committee. The committees are responsible to the President.

**B. The Vice-President** shall preside over meetings and perform other duties of the President during the absence of or vacancy in the office of the President, shall be responsible for audit procedures as adopted by the Board of Directors and shall conduct or direct special projects/activities on behalf of the board. The Vice President shall be an ex-officio member of all committees, except the nominating committee.

**C. The Secretary** shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; shall conduct all correspondence and preserve all records, documents and communications of the Corporation; shall keep on file all committee reports and official membership roster, and shall make minutes and records available on request.

**D. The Treasurer** shall have custody of and be responsible for the safety and accounting of all funds received, managed and disbursed by the Corporation; deposit such moneys in the name of the Corporation in such banks or other financial institutions as approved by the Board of Directors; render to the board of Directors and the members at their respective annual meeting, and at other times upon request of the Board, an account of all financial transactions and the financial condition of the Corporation; and serve as an ex-officio member of the budget and finance committee; and shall be responsible for establishing the fiscal budget. The Treasurer shall sign all checks authorized by the board (excluding those issued to member inns as reimbursement for BBIM gift certificates) provided, however, that checks in the amount of \$500 or more shall also require the signature of the President or one other officer designated by the Board of Directors. The Treasurer shall oversee administration of the gift certificate program.

**E. Removal:** Any officer who fails to perform the duties of his/her office may be removed from his/her office with a 2/3 vote of the board of Directors. No officer shall be so removed until he/she has been served with a written notice of the charges against him/her and shall have been given an opportunity to produce before the Board of Directors evidence to refute such charges.

**F.** No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive years in the same office.

**G.** In addition to the stated offices, the Board of Directors may authorize the retention of parties to provide needed support services. Reasonable fees, approved from time to time by the Board of Directors, may be paid for such services.

**VI. MEETINGS:** Parliamentary procedures shall be followed at all meetings as set forth in the Revised Robert's rules of Order. Nothing in these By-laws shall preclude using electronic means to conduct business.

**A.** The annual meeting of the members shall be held at a time and location determined by the Board of Directors.

**B.** Special meetings of the membership may be called at any time by the President or by the Secretary upon receipt of a written request signed by at least one third of all members in good standing, by giving written notice thereof as provided herein.

**C.** Notice given by mail shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed with first class postage prepaid. Notice to a member may be waived by executing a written waiver or by attendance at any meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice or waiver of notice of any meeting need not state the business to be transacted nor the purpose thereof.

**D.** The location of the meetings of the members and directors shall, to the maximum extent practical, rotate throughout those portions of the state of Missouri represented by member Inns.

**E.** At any duly called meeting of the membership, a quorum shall consist of 20% of all members in good standing.

**F.** Meetings are open to regular members only and not to the public in general.

**G.** The determination of major issues shall be, to the extent practical under circumstances, submitted to the

membership at the first available meeting thereof or by written ballot.

## **VII. VOTING:**

**A.** Each member Inn shall have one vote.

**B.** In all elections for directors, each member shall have one vote multiplied by the number of directors to be elected and such member may not cast more than one vote for one candidate.

**C.** All such directors shall be elected by the general membership. On or before September 1<sup>st</sup> of each year, the nominating committee shall announce that applications for self-nominations are available applications for self-nominations to the general membership. These applications must be submitted to the nominating committee by September 30th. After reviewing the applications, the nominating committee must then provide written and/or electronic ballots to the general membership by October 10th. Voting may be conducted electronically. All ballots must be received by the nominating committee by October 21st. The results will be announced by November 1st.

**D.** An owner may authorize the manager of the member inn to attend meetings and to vote on general business matters by means of the execution of a written proxy in the manner provided by law.

## **VIII. COMMITTEES AND APPOINTED POSITIONS**

**A.** The President shall appoint such committees as needed to plan, propose and implement the policies, procedures and activities of the corporation. Only voting members may be committee chairs.

**B.** Standing committees are as follows: Conference Planning; Advertising/Marketing and Public Relations; Finance; Membership; Nominating; Bylaws; Standards; Legislative; Quality Control, and Audit.

**C.** The President may appoint a Legislative Advocate, subject to the approval of the Board of Directors. The Legislative Advocate shall maintain an awareness of all pending or proposed legislation which affects the bed & Breakfast industry and the interests of the Corporation's members; shall keep the Board of Directors and officers of the Corporation fully informed at all times of the status of any such legislation; and shall make recommendations for appropriate response thereto by or on behalf of the Corporation. The Board of Directors may appropriate an annual budget for the services of the Legislative Advocate.

**D.** The Membership Chairperson shall be responsible for promotion of the association to and recruitment of new

members, shall maintain membership records and shall administer the collection of dues and other membership fees.

E. The Quality Control Chairperson shall administer the corporation's review program, shall recruit and train reviewers, shall oversee the administration of the comment card program and shall serve as chair of the Quality Control Board.

F. The Marketing/Promotion Chairperson shall be responsible for corporation advertising and promotion, shall coordinate Cooperative Marketing submissions, shall oversee the administration of the corporation's web site, and shall be responsible for maintenance of member marketing data.

G. The Audit Committee shall annually audit the functions of all officers, committees or positions which receive or expend corporate funds. Audit reports shall be made available to the membership. No member will participate in the audit of a function for which he/she is responsible.

**IX. QUALITY CONTROL:** A Quality Control Board composed of the President, Vice-President, Membership Chairperson, Quality Control Chairperson and immediate past President shall act to review complaints against member Inns.

**X. INDEMNIFICATION;** This Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgements, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

This Corporation may indemnify any person who was or is a party or is threatened to be made a party to any

threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that, despite the adjudication of liability and in view of all of the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the preceding paragraphs of this Article X or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the action, suit or proceeding. The indemnification authorized in the preceding paragraphs of this Article X shall be made, from time to time, in the manner and upon the conditions referred to in Section 351.355, RSMo 1986, and as said section may subsequently be amended, on approval of the requisite majority of the board of Directors or members of the corporation, as the case may be. The indemnification provided herein shall be made under the authority of said Section 351.355, but shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws or any other agreement or vote of shareholders or disinterested directors or otherwise which may be applicable.

**XI. AMENDMENT:** These Bylaws may be amended by a 2/3 majority of the members voting on the amendment, provided that at least 50% of the voting members in good standing vote in favor of the amendment after submission by the Board of Directors. In the event of submission of the amendment to the membership, written notice of the proposed amendment shall be provided to each member 30 days in advance of the meeting at which the proposition is to be considered. Written notice shall contain the reason the amendment was proposed and offer the opportunity for statements in opposition to the amendment. Members may vote on the proposed amendment either in person at the meeting or by written or electronic ballot to be received five days prior to the meeting.

**XII. DISSOLUTION:** In the event of the dissolution of the Corporation, none of the assets shall accrue or inure to the benefit of any individual or member, but shall be distributed to another organization having similar purposes and qualified for exemption from federal income tax pursuant to the provisions of Section 501(c)(6) of the Internal Revenue Code.