

BY-LAWS
BED AND BREAKFAST ASSOCIATION OF KENTUCKY

Revised November 2003

ARTICLE I
NAME

The name of this organization shall be the Bed and Breakfast Association of Kentucky.

ARTICLE II
PURPOSE

The purpose of this organization shall be:

1. To promote and market bed and breakfasts in Kentucky.
2. To establish a working relationship with the Kentucky Tourism Cabinet and other appropriate agencies and business operations.
3. To encourage high standards of cleanliness, safety, and business professionalism among the members through education and networking.
4. To collect and provide reference materials that are useful to the members.
5. To establish a speaker's bureau to represent the organization.

ARTICLE III
MEMBERSHIP

Section 1. Active: A bed and breakfast home or inn shall become a voting member upon approved application and payment of annual dues and any assessments. Each active member shall have one vote. Only active members are eligible to become officers.

Criteria: A. Bed and breakfast homes may have up to seven rooms to rent. The owners or hosts make the traveler feel more like a guest of the family than a customer. Breakfast is included in the price of the room.

B. Bed and breakfast inns may contain 8 to 20 rentable rooms. Many are restored buildings often with historical significance. The owners may or may not be the hosts. Breakfast is served with overnight accommodations.

C. Historic hotels are at least 50 years old and associated with events and/or persons of significance in contribution to the broad patterns of history. All include breakfast with the overnight accommodations.

Section 2. Affiliate: Any for-profit, commercial enterprises doing business with the bed and breakfast industry may become a non voting member upon approved application and payment of annual dues.

Section 3. Associate: Any individual or non-profit organization and/or agency having an interest in the industry may become a non-voting member upon approved application and payment of annual dues.

Section 4. A bed and breakfast home, inn or historical hotel shall meet the following minimal requirements: A room with a single bed and with access to a full bath set in a clean and orderly manner and licensed by their local Board of Health or Commonwealth of Kentucky. Overnight accommodations shall include breakfast. Each shall be inspected on a biennial basis and must meet the inspection standards established by the BBAK to remain members in good standing. Any member failing to maintain inspection standards will become eligible for membership revocation by a vote of the Executive Board.

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ARTICLE IV
DUES

Section 1. Annual dues shall be for a calendar year and shall be determined by a majority vote of the membership.

Section 2. Special assessments may be levied by a majority vote of the membership.

Section 3: The procedure and timetable for collection of dues and assessments shall be determined by the Executive Board. Any member failing to comply with this procedure may have their membership revoked by the Executive Board.

ARTICLE V
OFFICERS, EXECUTIVE BOARD AND REGIONAL REPRESENTATIVES

Section 1. The Executive Board of the organization shall consist of the elected Officers, and the chairmen of the standing committees and the representative from each region. The Officers of this organization shall be: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and the immediate Past President for a period of one (1) year.

Section 2. The President shall: 1) Conduct all business meetings using correct parliamentary procedure. 2) Appoint committees with the approval of the Executive Board. 3) Conduct Executive Board meetings. 4) Conduct necessary business meetings throughout the year. 5) Plan an annual meeting each year. Additional meetings may be called as needed. 6) Serve as Chairman of the Executive Board. 7) At the end of term, shall serve as advisory to the new President and on the Executive Board for a period of one (1) year.

Section 3. The Vice President shall: 1) Preside over the business meeting in the absence of the President. 2) Serve as program Chairman for the general meetings. 3) Serve on the Executive Board. 4) Assist the President as needed. 5) Serve as Chairman of the membership committee.

Section 4. The Recording Secretary shall: 1) Keep accurate minutes of the meetings. 2) Keep and up-to-date list of the members of the organization. 3) Serve on the Executive Board. 4) Provide minutes to the Corresponding Secretary for distribution.

Section 5. The Corresponding Secretary shall: 1) Handle the necessary correspondence of the organization. 2) Serve as editor of the newsletter which should be published at least quarterly. 3) Serve on the Executive Board. 4) Chair the newsletter committee.

Section 6. The Treasurer shall: 1) Keep and report the financial records of the organization. 2) Collect dues. 3) Pay all authorized bills. 4) Present the financial records for an annual audit. 5) Maintain an accurate membership list. 6) File any necessary State and Federal corporation forms. 7) Serve on the Executive Board.

Section 7. The regions shall be determined by distribution of active membership business location.

Section 8. Each Regional Representative shall: 1) Serve as liaison between their region and the Executive Board. 2) Convene and conduct quarterly meetings of their regional membership. 3) Be elected by the active membership of their respective regions. 4) Serve on the Executive Board. 5) Accept written proxy votes for presentation at membership meetings.

Section 9. Terms of office: 1) Only active members may hold elective office. 2) Each Officer and Regional Representative shall be elected for a two (2) year term. No Officer or Regional Representative may hold the office for more than two (2) consecutive terms. 3) Beginning in 1995 the Regional Representatives shall be elected in the odd numbered calendar years and the State Officers shall be elected on the even numbered calendar years.

Section 10. Removal and Resignation: 1) Any Officer may be removed by the Executive Board, with cause, at any time by the affirmative vote of the majority of the Executive Board. 2) Any Officer may resign from their office by a letter to the president or the Executive Board stating the effective date of the resignation. 3) Any office vacated by removal or resignation shall be filled by the Executive Board. 4) The appointee shall serve for the remainder of the term of the office. 5) This partial remainder of the term shall not be included in the calculations of Section 9, Terms of Office of Article V.

Section 11. All Officers shall serve without salary. Officers may be bonded. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 12. Officers shall be elected and assume their duties at the conclusion of annual meeting.

Section 13. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision on any future United States Internal Review Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI MEETINGS

Section 1. The organization shall have at least one general meeting of the membership per year. The annual meeting shall be held on the date determined from time to time by the Executive Board. Meetings of the Executive Board shall be conducted on a call basis one or more times per year.

Section 2. Quorum. Twenty-five percent of the active membership shall constitute a quorum for a general meeting. Fifty percent of the Executive Board shall constitute a quorum of the Executive Board.

ARTICLE VII COMMITTEES

Section 1. The nominating committee shall consist of the Regional Representatives and others as determined by the Executive Board. They shall contact the nominees and prepare the slate. Nominations shall be accepted from the floor. Voting will take place at the annual meeting and written proxy votes will be accepted.

Section 2. The auditing committee shall audit the books annually and file a report of the audit with the Recording Secretary of the organization. The committee shall be appointed by the Executive Board.

Section 3. The membership committee shall screen all applications for membership and shall enforce the high standard of maintenance put forth by the organization. The committee shall be appointed by the Executive Board.

Section 4. The newsletter committee shall be chaired by the Corresponding Secretary and shall carry out the communication role of the association as determined under Article II.

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ARTICLE VIII
COMPLAINTS

Section 1. The complaint committees shall each consist of three (3) members to be appointed by the President. The Chairperson shall be one of the other state officers (Vice President, Recording Secretary, Corresponding Secretary, and Treasurer). The other two (2) members shall be Regional Representatives but not the Representative from the same region as the member Bed and Breakfast involved.

Section 2. All complaints must be in writing and signed. All complaints must be directed to the President. If the complaint is of a serious nature to warrant an investigation, the President shall refer the complaint to a complaint committee. The committee shall review the complaint and make recommendation to the President on action to be taken.

Section 3. All actions by the President and the committee shall be conducted in the strictest of confidence. The complaint committee shall review the complaint and confer with the member Bed and Breakfast involved. The committee will report their findings and their recommendations to the President. The President shall take whatever action the President deems appropriate.

Section 4. Because the findings of fact may vary drastically the committee may make any recommendation they desire from no action to removing the offending member from the Bed and Breakfast Association of Kentucky.

Section 5. If offense is of a serious nature, the President may offer the complainant a one or two night's stay at any other Bed and Breakfast in the Association, courtesy of the Association.

ARTICLE IX
RULES OF ORDER

Section 1. *Roberts Rules of Order*, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the By-Laws of the organization.

ARTICLE X
AMENDMENTS

Section 1. These By-Laws may be amended at any meeting of the membership by the affirmative vote of two-thirds (2/3) of the active members present and voting, and with written proxy votes provided that a quorum (1/4 of the total active members including proxy votes) is present and provided that written notice of the proposed amendments shall first have been sent to each member of the organization at least one month in advance of the meeting. All proxy votes should be sent to the Regional Representative.

ARTICLE XI
DISSOLUTION

Section 1. Upon dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as a exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.