

Kenai Peninsula Bed & Breakfast By-laws

Article I Offices

The office of the association shall be located within the Kenai Peninsula Borough or at such other place within the State of Alaska as designated in the Articles of Incorporation.

Article II Members

Section 1 Membership and Annual Meetings

The Directors shall, from time to time, establish by Resolution the qualifications of the members of the Association and such qualifications shall not discriminate against any member or class of members otherwise qualified to join. Further, no activity of the Association shall intentionally advance the competitive interests of one member as against any other member, except as an unavoidable secondary effect of a project duly authorized by the membership.

A. Eligibility of Membership and Benefits of Membership

1. Any B&B, Inn, Lodge or similar establishment that provides breakfast at no additional charge to guests and has an owner or manager on the premises is eligible for regular membership in the Association so long as the establishment meets the standards established by the association.

2. Any person desiring to become an affiliate of this Association may become an affiliate upon application to the Board of Directors. Affiliates shall not be entitled to vote or become a member of the Board of Directors.

3. Any Honorary Member shall be any person so elected by the Board of Directors. Such members will exempt from dues and will not be entitled to become a member of the Board of Directors or vote.

B. Voting Members

A voting member shall be any regular member of the Association in good standing, but there is only one vote for each bed and breakfast. Each voting member shall have one vote, to be exercised in person or by proxy, at each regular or special meeting of the Association membership.

C. Duration of Membership

1. Duration of membership shall be dependent upon the continued fulfillment of all the requirements which qualified the member for original membership. Membership in the Association shall terminate automatically upon failure to meet the established requirements.

2. Duration of Honorary Membership shall be for one year following his or her appointment by the Board of Directors, and the renewal of such a Membership shall require the same action as for an original selection.

The Board of Directors may for extraordinary reasons elect a person to Honorary Membership for life.

3. Any member may be expelled from membership for committing one or more actions that damage or jeopardize the Association: such expulsion shall require a seventy-five percent (75%) vote of the Board members present in person at a regular or special meeting of the Board of Directors.

D. Membership Dues

The association dues shall be as established from time to time by the Board of Directors, as shall be the time and required method of payment. Any member who fails to pay dues within thirty (30) days from the date due will automatically be dropped from membership. No dues shall be required of Honorary Members. Dues for regular or affiliate members shall be set by the membership committee for the period January 1 through December 31 for any calendar year.

E. Meeting of Members

An annual meeting of the membership shall be held in the fall by December 31 each year at a place and time designated by the President.

Section 2 Meetings

A. Each regular member is encouraged to attend at least one regular meeting each calendar year or the annual meeting.

B. Special meetings of the membership may be called by the President, by three members of the Board of Directors or by ten (10) percent of the total members; notice of any such meeting shall be sent to all members. The notice shall set the place, date, time and purpose of the meeting.

C. A minimum of 3 regularly scheduled meetings plus the annual meeting shall be held each year.

Section 3 Place of Meetings

All meetings of members shall be held at such place as shall be designated in the notice of such meetings. At all meetings Robert's Rules of Order shall govern.

Section 4 Notice of Meetings

Notice of each meeting, stating the date, time and place of such meeting, shall be sent to members not less than ten or more than thirty days before the meeting. Notice of annual meeting shall include nominees for the Board of Directors and any other business anticipated at said meeting. Notice of a special meeting shall state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting.

Section 5 Quorum

At any membership meeting, a quorum shall consist of the presence (in person or by Proxy) of fifteen percent (15%) or more of the voting members in good standing and, the affirmative vote of a majority of the members present or represented by proxy shall be necessary for any action, resolution or election.

Section 6 Voting

A. The membership shall, at the annual meeting, elect the Directors by majority vote. The directors shall be responsible for the conduct of the Association throughout the year. The directors may, however, bring any matter which they deem desirable before the membership for a vote at a regular or special meeting and the vote of the membership shall be binding.

B. Proxies: Members who are out of town or otherwise unable to attend the meeting of the Association, may vote by proxy. All proxies shall be in writing. In the event of emergency situations requiring prompt action by the Association, telephonic proxies or telephonic proxies are sufficient, provided that an appropriate entry is made in the minutes of the Association. In such an event if the full membership has not been notified and given an opportunity to vote any action taken on an emergency basis must be ratified by a vote at a special meeting within thirty (30) days

Article III Board of Directors and Officers

Section 1 Directors: Number, Election and Term of Office:

A. The Powers, business and the property of the Association shall be exercised, conducted and controlled by a Board of Directors of nine (9) members. This Board of Directors shall consist of the five Officers, the immediate past President and four(4) Directors elected from the general membership.

B. Each Director elected from the general membership shall serve for two years from the annual meeting where he/she was elected, and until his/her successor is elected and qualified, or until his/her prior death, resignation or removal. However for the initial Board of Directors the three (3) members receiving the greatest number of votes shall serve for two (2) years and the next two (2) members will serve for a period of one year.

Section 2 Directors: Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Association, and may exercise all powers, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the members.

Section 3 DIRECTORS: Annual and Regular Meetings; Notice:

A. A regular annual meeting of the Board of Directors shall be held prior to the annual meeting.

B. The Board of Directors, from time to time, may provide by resolutions for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof. Normally such meetings will be held quarterly and will be open to all members. Members other than those on the Board of Directors shall not participate in such meetings unless invited to by the Board.

C. Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting. However, in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have to be present at the meeting at which such action was taken within the time limit, and in the manner set forth in paragraph (b) of Section 4 of Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (C) of such **Section 4**.

Section 4 DIRECTORS: Special Meetings; Notice:

A. Special Meeting of the Board of Directors shall be held whenever called by the President or by direction of no less than three of the Directors, at such time and place as may be specified on the respective notices or waivers of notice thereof.

B. Notice of special meetings shall be mailed by first class mail directly to each Director, at least forty-eight (48) hours before the date and time of which the meeting is to be held, and shall be sent to him/her at such place by telegram, radio or cable or shall be delivered to him/her personally or orally, not later than the day before the day on which the meeting is to be held. The notice shall be in writing and shall state the time, the place, and the purpose of the meeting.

C. Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without xxxxxxxing prior thereto or at its commencement, the lack of notice to xxx, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 DIRECTORS: President:

The President shall be deemed to be the Chairman of the Board of Directors. At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or he shall be absent, then the Vice-President shall preside, and in his absence, the Second Vice- President shall preside. The President with the concurrence of the Board of Directors may establish appropriate committees.

Section 6 DIRECTORS: Quorum and Adjournments:

A. At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, t as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

B. A majority of the Directors present at the time and place of any regular or special meeting, although less than a majority, may adjourn the same from time to time without notice, until a majority shall be present.

Section 7 DIRECTORS: Manner of Action:

A. At any annual or special meeting of the Board of Directors, each Director present shall have one vote.

B. Voting shall be in person or by fax or other written document but no proxies shall be permitted.

C. Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8 DIRECTORS: Vacancies:

In the event that a Director resigns, dies or otherwise becomes ineligible or unable to serve on the Board of Directors, the vacancy thereby created shall be filled by the vote of the Board of Directors until there is a vote of the members at an annual or special membership meeting.

Section 9 DIRECTORS: Resignation:

Any director or officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 DIRECTORS: Salary:

No compensation shall be paid to Directors for serving on the Board. However reimbursement for expenses may be authorized by the membership at annual or special meeting.

Section 11 OFFICERS:

Principal Officers:

The officers of the Association shall be a President, Vice-President, Second Vice-president, Secretary, and the Treasurer. The offices of Secretary and Treasurer may be held by one person. Only persons who are voting members of the Association in good standing shall be eligible to be an Officer.

Duties of Officers:

Officers of the Association shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors.

A. President. The President shall be the Chief Executive Officer of the Association and of the Board of Directors of the Association and shall in general supervise and control all business and affairs of the Association subject to the control of the Board. He shall preside at meetings of the members. He shall have general charge of the business of the Association, subject to the advice and control of the Board of Directors. He may execute, with the Secretary or other proper member of the Board of Directors any bonds, contracts, or other instruments which the Board has authorized to be executed; except in cases where the Board or these By-Laws delegate such power to some other officer or agent of the Association.

B. Vice-President/Second Vice-President. In the absence of the President or in case of his death, inability, or refusal to xxxxx, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions assigned to the President. He or she shall perform such other duties as may be assigned to him or her by the President or the Board.

C. Secretary. The Secretary shall keep the minutes of all proceedings of the members and the Board of Directors in books provided for that purpose; see that all notices are duly given in accordance with the By-Laws; keep a register of the address of each member which shall be furnished to the Secretary by such member; and shall have duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

D. Treasurer. The Treasurer shall maintain general responsibility for the payment of all expenditures authorized by the Board of Directors. The Treasurer shall also be responsible for the receipt and deposit of all funds of the Association in a financial institution selected by the Board of Directors. He/she shall also account for all receipts, disbursements and balances on hand. The Treasurer shall further perform such duties connected with the operation of the Association as directed by the President or the Board of Directors. All checks drawn on the Association account must be signed by two (2) members of the Board of Directors.

ARTICLE IV LOANS PROHIBITED

The Association may not make loans to its directors or officers. A director or officer who assents to or participates in the making of such a loan shall be liable to the Association for the amount of the loan until its repayment.

ARTICLE V FISCAL YEAR

The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VI AMENDMENTS

These By-Laws may be made, adopted, altered, amended, repealed or restated, from time to time, by a majority vote of the members present in person or by proxy at the annual membership meeting or at any special meeting called for that purpose.

The undersigned certify the foregoing By-Laws have been adopted as the first By-Laws of the Association, in accordance with the requirements of law.

DATED: _____

DATED: _____

DATED: _____