

THE BYLAWS OF THE

BED AND BREAKFAST INNKEEPERS OF COLORADO ASSOCIATION

ARTICLE I: NAME OF ORGANIZATION

1) The name of the association shall be known as "Bed and Breakfast Innkeepers of Colorado, the Colorado Bed and Breakfast Association". This association may also utilize the name and be known as "BBIC".

ARTICLE II: PRINCIPAL OFFICE

1) The principal office for the transaction of business shall normally be the location of the current President. The Board may change the principal location as deemed necessary.

ARTICLE III: OBJECTIVE AND PURPOSES

- 1) To set and maintain high standards of quality, guest safety, and professionalism in the association; to promote a quality lodging experience for guests staying in BBIC member inns.
- 2) To provide educational resources to increase member knowledge of the industry; to share ideas and actively communicate with other BBIC members in relation to the bed and breakfast industry; to broaden public knowledge and appreciation of the bed and breakfast industry.
- 3) To support the membership through collective action with state and local regulatory agencies; to educate these agencies in relation to the bed and breakfast industry.
- 4) To promote and exchange marketing and promotional ideas among members; to encourage an active interest and participation to promote public interest, understanding, and goodwill toward bed and breakfast inns; to provide a widespread, concise means of cooperative/referral advertising to promote BBIC members.
- 5) To participate in other functions, consistent with these bylaws, which advance the interests of the organization and Colorado's bed and breakfast industry.

ARTICLE IV: MEMBERSHIP

SECTION I: MEMBERSHIP CLASSES

The Association shall have various classes of Members, one voting and two non-voting. Only voting Members shall have all rights and privileges of members of the Association. Non-voting Members shall have such rights and privileges as set forth in these Bylaws, but in no event shall Non-voting Members have the right to vote. The following are the classes of members:

1) FULL MEMBERS

Traditional bed and breakfast establishments are eligible for full membership. Properties such as hotels, motels and other such businesses, although they may offer bed and breakfast accommodations, are not eligible for membership. Traditional bed and breakfast establishments are residential in nature or reflective of residential character. The following are requirements for full membership:

- A) The inn must have a resident innkeeper who is personally involved in the guest care. The resident innkeeper must live in the inn or in quarters within sight of the inn. If the residence is "within sight of the inn", it must also be: 1) on the same property as the inn, or; 2) on property adjacent to the inn, or; 3) across the street or across the alley from the inn.
- B) Short term, overnight lodging in which breakfast and refreshments are included in the room rate.
- C) Each member will carry adequate and current Bed and Breakfast liability insurance. They will

release from liability the association and all members thereof.

D) Each member will assume full responsibility for meeting all applicable Bed and Breakfast business requirements (i.e. sales tax, business licenses, health regulation, zoning, etc.) to be enforced by state and local authorities. Members will operate in a professional business-like manner. Incumbent upon all members is the duty to engage in bed and breakfast business activities and BBIC activities in a spirit of goodwill and cooperation with all member inns and the BBIC, its Members, Associate Members, Board of Directors and Officers.

E) Each member shall meet standards set by the association and contained in the Handbook of Standards. Failure to comply with the bylaws may result in terminating membership. The Board of Directors shall issue a notice of intended termination to a member in failing to comply with the bylaws after which the offending inn may within 30 days write an appeal and the Board of Directors shall make a final decision within 30 days after receiving the appeal.

F) Each inn is responsible for paying current dues, submitting a yearly signed unmodified agreement form, and application update. Each inn is required to pass a walk through reinspection at least every second (2nd) year.

G) Membership is transferable when an inn changes resident innkeeper or ownership. A transfer fee will be submitted and re-reviews conducted within a 3 month time period.

H) When the membership of an inn is terminated for any reason and that inn desires to rejoin the organization at a later date, it must follow "application procedures for potential new members".

I) There will be a meeting of the membership each year to conduct such business as shall be brought before it. The time and place of the annual General Membership Meeting shall be as the Board of Directors shall direct. Notice of the annual General Membership Meeting shall be given to the members at least 90 days in advance, in writing.

2) Affiliate Members

Affiliate membership is available to any aspiring innkeeper, business, or organization that is associated with the bed and breakfast industry with the exception of lodging establishments. Affiliate members will not have voting privileges. They may not serve on the Board of Directors, but may serve in an advisory position.

3) HONORARY MEMBER

Honorary Memberships shall be approved by the Board of Directors as special recognition and share the same privileges and restrictions as affiliate memberships. Honorary members shall have no voting privileges and are not required to pay dues.

ARTICLE V: OFFICERS/COMMITTEES/VACANCIES/ELECTIONS/REMOVAL FROM OFFICE / MEETINGS/COMPENSATION

THE BOARD OF DIRECTORS

The powers of the association shall be vested in the Board of Directors, which is elected at the annual General Membership Meeting as stated in Article V, Section IV. The elected Directors shall take office on January 1st of the year immediately following the Annual General Membership Meeting in which they were elected. For the year 2000 only, any directors including remaining board members will have terms extended to January 1, 2001. The Board shall have general supervision of the affairs and property of the association and shall set and enforce the matters of association policy. The Board of Directors shall have final determination of membership status. The Board shall meet at least 3 times per year in addition to the annual General Membership Meeting.

SECTION I: OFFICERS/DUTIES AND EXECUTIVE COMMITTEE

1) PRESIDENT

The President shall preside at all meetings, at the meetings of the Board of Directors and the Executive Committee and shall serve ex-officio on all additional committees. The President shall also be responsible for the overall coordination of the organization and shall approve all expenditures by an officer or chairperson that exceeds a board pre-approved, one item expenditure amount. The President shall serve as a representative of the Colorado bed and breakfast industry to any state or national association whenever such a position occurs. The President shall serve ex-officio on all committees, but in the event of his/her absence he/she may appoint a member of the Board of Directors to serve in his/her place.

2) VICE PRESIDENT

The Vice President is the chairperson of the conference committee which is responsible for the coordination of the annual General Membership Meeting. In the event the President leaves office before the end of his or her term the Vice President shall assume that office until the next regular annual General Membership Meeting. The Executive Committee shall appoint a new Vice President in accordance with Section III: VACANCIES.

3) SECRETARY

The Secretary shall record and maintain the minutes of the meetings of the membership, the Board of Directors and the Executive Committee. The secretary shall maintain the latest issues of the bylaws. The Secretary shall maintain all approved minutes of all committees. The Secretary shall distribute such other reports and material as directed by the Board of Directors or Executive Committee.

4) TREASURER

The Treasurer shall dispense and collect all association funds, balance the monthly bank statement, make such financial reports as requested by the Executive Committee, make quarterly financial statements to the Board of Directors, prepare a financial report and budget to be presented at the annual General Membership Meeting, and maintain financial records.

5) PAST PRESIDENT

The officer succeeded by the current President is the Past President. The Past President is a non voting member of the Board of Directors and advises on the general operation of the Association. The service of the Past President on the Board of Directors shall be limited to the first year out of office.

6) THE EXECUTIVE COMMITTEE

Shall consist of the President, Vice President, Secretary, Treasurer and the Past President. The Executive Committee shall confer as needed in order to conduct official business. The Executive Committee shall be responsible for monitoring the established budget and determining that the organization is in compliance with the bylaws. The additional business of the Executive Committee is to appoint persons to fill vacancies in the Board of Directors, rule on emergency nominations (see Article V Section IV, 4) and advise the President.

SECTION II: COMMITTEES

1) REGULAR COMMITTEES

A) The Membership Committee

Shall consist of the Membership Chairperson, four members representing the four regions of the state, and any additional members as needed to conduct the business of approving new member applications,

coordinating new applications and inspections, conducting membership drives, and contacting potential new members, as well as, developing and maintaining an affiliate member program. The Membership Committee shall record and maintain the membership list of the association.

B) The Publications Committee

Shall consist of the Publications Chairperson, and at least three other members who shall, in a timely manner, solicit information for the state guide, produce and distribute the state guide, in accordance with the annual budget for publications.

C) The Marketing Committee

Shall consist of the Marketing Chairperson, and at least three other members, who shall be responsible for the preparation, implementation and communication of the association marketing plan including association advertising, coordinating the association advertising, coordinating special events and trade shows, writing and distributing press releases, and coordinating co-op ads.

D) The Public Relations Committee

Shall consist of the Public Relations Chairperson, and at least two other members. The primary duties of the committee are the timely production and distribution of the association newsletter. The Chairperson will act upon grievances where indicated, directing the comment card system and handling other public relations issues as deemed necessary by the Board of Directors.

E) The Legislation/Education Committee

Shall consist of the Legislation/Education Chairperson and, at least two other members, who shall maintain close watch over legislative affairs that affect bed and breakfasts in the nation and the state. The committee shall also serve as an educational arm of the association, assisting the publication relations committee in disseminating information to the annual General Membership Meeting, and assisting the Vice President in securing educational speakers for the annual General Membership Meeting.

F) The Grievance Committee

The Board of Directors shall act to consider grievance matters and therefore the Grievance Committee is in effect the Board of Directors following the Grievance Procedure. See Article VII: GRIEVANCE PROCEDURES, SECTION I: GRIEVANCE COMMITTEE.

2) STANDING COMMITTEES

A) Nominating Committee

The Nominating Committee shall select nominees for the Board of Directors elected at the annual General Membership Meeting. The President will direct the Nominating Committee to find one or more candidates for each board position from remaining board members and nominees.

B) Bylaws Committee

The Bylaws Committee shall review and recommend bylaw changes to the Board of Directors and possible action by the membership at the annual General Membership Meeting.

C) Standards Committee

The Standards Committee shall review and recommend standards changes to the Board of Directors and possible action by the membership at the annual General Membership Meeting.

3) ADDITIONAL COMMITTEES

May be appointed by the Board of Directors, to represent the organization at any meeting or assembly as may be necessary. They shall have no authority to bind or obligate the organization to any expense, or to concur in any action contrary to the expressed policy of the organization.

SECTION III: VACANCIES

The Executive Committee shall appoint a member to fill a board vacancy until the election at the next annual General Membership Meeting. The line of succession to the Presidency and Vice Presidency shall be determined by the Board of Directors should both offices become vacant simultaneously.

SECTION IV: ELECTIONS

1) All Board of Directors members will be elected for a two (2) year term at the annual General Membership Meeting. Five (5) Board of Directors will be elected the first year for a two (2) year term and four (4) Directors will be elected the next year for a two (2) year term. For the very special first year 4 of the Directors members will be elected for one year terms and 5 Board of Director members shall be elected for 2 year terms. Thereafter, Directors to be elected will be elected for 2 year terms at the annual General Membership Meeting. Unexpired terms which are filled by the executive committee until the next election (as stated in Article V, Section III) shall be filled by election at the annual General Membership Meeting.

2) Board of Director members will be limited to four consecutive (4) years of elected service. The time a Director serves in an appointment by the Executive Committee to fill an unexpired term is not counted as part of their four (4) years of consecutive elected service. In addition, the one year required time a Past President serves as a non-voting member of the Board of Directors is not counted as elected service. An eligible candidate that has served four consecutive (4) years of elected service may be reelected for additional service provided he or she has been off the Board for at least one year. A Past President who has completed a fifth year as a non-voting Board member must also retire from the Board for one year before being eligible for reelection to the Board of Directors. The Executive Committee must not appoint any person to the Board of Directors who is in this one year retirement status.

3) Eligible candidates are active innkeepers of member inns. An office may be jointly held by innkeepers from the same inn. The innkeeper office holder(s) shall cast only one vote at elections during the course of business of the Board of Directors or Executive Committee. Should an officer cease being an innkeeper of a BBIC inn, his or her term of office shall cease.

4) Nominations shall be submitted to the President 60 days before the election and the membership must receive 30 days advance notice of these nominations. Innkeepers of member inns may nominate themselves or be nominated by other innkeepers of member inns provided the potential candidate has accepted the nomination. Emergency nominations (such as a last minute candidate drop out which precludes mail notification to the members) shall be approved by the Executive Committee. Nominations may be made from the floor at the annual General Membership Meeting. No member inn shall hold more than one office on the Board of Directors.

5) Each member inn in attendance at the General Membership Meeting will be allowed one (1) vote in the election and voting process. Robert's Rules of Order shall be followed. Member inns may vote on the Board of Directors by absentee ballot. The ballots shall be mailed to the Secretary and must be postmarked 10 days or more before the annual General Membership Meeting. The Secretary will carry the ballots to the annual General Membership Meeting to be counted in the total vote.

6) ELECTION OF OFFICERS

The newly elected Board of Directors shall elect from their own membership the following officers with duties as stated in Article V, Section I: President, Vice President, Secretary and Treasurer

7) APPOINTMENT OF REGULAR COMMITTEES

The newly elected Board of Directors shall appoint from their own membership the following regular

committee chairpersons with duties as stated in Article V, Section II: Membership, Publications, Marketing, Public Relations and Legislative/Education. The committee chairpersons for each committee shall appoint member of their own committee from the membership and provide a committee list at the first regular meeting of the Board of Directors.

8) APPOINTMENT OF STANDING COMMITTEES

The newly elected Board of Directors shall appoint from the general membership the following standing committee chairpersons with duties as stated in Art. V, Sec. II: Standards, Nominating and Bylaws.

9) ANNOUNCEMENT OF ELECTIONS AND APPOINTMENTS

The newly elected Board of Directors shall elect officers and appoint regular committee chairpersons at a special meeting held immediately following the General Membership Meeting. The list of officer and regular committee chairpersons shall be sent by mail to all the members within 30 days, in writing.

SECTION V: REMOVAL FROM OFFICE

A petition signed by a minimum of 20% of the current full membership may request the removal of a Board of Director member, Standing Committee chairperson or Additional Committee chairperson. Upon receipt of said petition by certified mail, the President will, within one week, inform the membership of said petition and schedule a vote to be cast six weeks from the date of receipt. A two-thirds majority of the entire membership will be required to pass the removal petition. Ballots will be sent directly to the Membership Chairperson, whose committee will tally the results. If the Membership Chairperson is the subject of the petition the ballots will be sent to another committee chairperson designated by the President. If the President is the subject of the petition this process will be administered by the Vice President.

SECTION VI: MEETINGS/COMPENSATION

1) QUORUM FOR BOARD OF DIRECTORS

A quorum shall consist of a simple majority of the voting members of the Board of Directors, Except as otherwise provided under the Articles of Incorporation, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

2) CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President of the association. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Unless otherwise determined, all meetings of the Board of Directors shall be open to all full members of the association. Any association member may ask to be scheduled on the agenda at any board meeting.

3) COMPENSATION

Directors shall serve without compensation except that they shall be allowed advancement or reimbursement of all approved expenses incurred in the performance of their duties. Expenses shall be limited to the following: IRS reimbursable mileage rate for BBIC business, BBIC business related phone calls, BBIC supplies, BBIC copy and production expenses, BBIC postage expenses and the transportation, food (no alcohol) lodging and registration expenses related to representing BBIC at professional conferences, BBIC Board meetings, and other BOD approved meetings (excluding the BBIC annual General Membership Meeting). Expenses are to be supported by receipts or written statements.

4) CONFLICT OF INTEREST

Incumbent upon any Director or Officer is the duty to reveal to the Board of Directors any and all conflicts or potential conflicts of interest which have or may arise with the goal of avoiding any impropriety, or even the appearance of impropriety. Conflicts or potential conflicts of interest should be submitted by each Director and Officer to the Board of Directors in writing, and will be considered by the Board of Directors by its next meeting. A decision by the Board of Directors that a conflict or potential conflict of interest exists, shall mandate that the Director or Officer be excused from any decision or action which may be influenced by the conflict or potential conflict of interest. A conflict of interest which cannot be resolved through being periodically excused may mandate removal from the Board for that Director or Officer.

ARTICLE VI: APPLICATION/INSPECTIONS/DUES/BUDGET

SECTION I: POTENTIAL NEW MEMBERS

- 1) Application is sent to potential new inn by the Membership Chairperson.
- 2) Potential New Members: MUST SUBMIT: A completed application, signed agreement, exterior photographs, 4 brochures, non refundable application fee (to cover processing costs), complimentary night stay and proof of business liability insurance to the Membership Chairperson.
- 3) Application is reviewed and eligibility is determined by the Membership Committee. An inspection of the inn will be performed by an independent inspector. A detailed inspection report will be made by the inspector. Should it be necessary to further examine an inn's eligibility, a second independent inspector may also be assigned to review a prospective member inn.
- 4) Inspection reports will be returned to the Membership Chairperson. The potential members' notice of application will then be submitted to the general membership in writing within 30 days of receipt of application. All substantiated positive or negative comments may be made at this time from all member inns regarding the potential new member. All comments must be received by the Membership Chairperson in writing within one month of the notification of application.
- 5) All information is collected and submitted to the President. The recommendation of the Membership Committee will be recommended unless it is demonstrated that the organization can be affected adversely from a legal standpoint or that the integrity of the organization will be adversely affected. If an applicant inn is denied, the inspection criteria and discrepancies will be discussed with the potential new member by the Membership Chairperson. They may be allowed to correct the discrepancies and reapply after 6 months, depending on the nature of the problem.
- 6) An inn becomes a member at the moment the Membership Committee Chair person notifies the inn of its membership. At that moment the inn holds all the privileges and responsibilities of BBIC membership.

SECTION II: DUES/BUDGET

- 1) Membership dues and other fees collected by the association shall be used to pay for activities and projects that the membership agrees are to its benefit, and for any legal fees and other operating expenses incurred by the association.
- 2) Association dues shall be proposed by the Board of Directors to the general membership at the annual General Membership Meeting and the proposal will pass or fail by majority of the full members present with amendments as deemed appropriate by the members. The basis for dues and fees shall be the financial needs for the association, and the size of the establishment.
- 3) At the General Membership Meeting an annual budget shall be approved by a majority of the full

members present and shall be the financial guideline of the Board of Directors for the following year. The Board of Directors may transfer budgeted line item expenses as long as transfers do not cause the total budget to exceed the total expenses that was approved by the General Membership. In addition, if additional funds are generated in excess of the proposed budget the Board of Directors may allocate not in excess of 75% of the excess funds generated. There shall be a status report from each officer to the membership on a quarterly basis.

ARTICLE VII: GRIEVANCE PROCEDURES

SECTION I: GRIEVANCE COMMITTEE

- 1) The Grievance Committee shall consist of the Board of Directors. The Public Relations Chairperson shall act as chairperson of this committee.
- 2) Should a Grievance Committee member inn be under investigation, a substitute inn may be temporarily appointed to serve in their place on the Grievance Committee.

SECTION II: GRIEVANCE DIRECTED TO BBIC

- 1) The Public Relations Chairperson shall initiate a letter to the complainer explaining the matter is under investigation. The Public Relations Chairperson shall discuss the complaint with the Member Inn in question and inform the Grievance Committee of the results. The BBIC Grievance Committee shall confidentially review all complaints.
- 2) The Public Relations Chairperson shall write a follow up letter to the complainer explaining corrective action if required. The Member Inn in question will write a response to the complainer regarding corrective action, if required, and shall provide the committee with a copy of the response within 30 days.
- 3) The Public Relations Chairperson retains a confidential file of written complaints and associated correspondence. Three or more valid complaints regarding a failure to follow Standards or Bylaws within a six month time period will result in a re-inspection, possibly overnight, of the inn in question. The Grievance Committee shall review the re-inspection results and make a decision regarding terminating membership.
- 4) If the BBIC Grievance Committee finds that a member inn has been involved in any serious misconduct, they may vote for the immediate termination of the member inn. "Serious misconduct", as used in this paragraph shall mean any misconduct, which in the opinion of the Grievance Committee, could lead to significant legal liability on the part of the BBIC, or could cause serious damage to the reputation of the BBIC or one of its member inns. This vote would require at least 6 members of the 9 member Grievance Committee voting for termination. A vote for termination shall be considered to be an action of the Board of Directors for purposes of triggering the appeal process.

SECTION III: GRIEVANCE DIRECTED TO ANOTHER BBIC INN

- 1) The innkeeper receiving the complaint should try to negate and pacify the complainer. The innkeeper shall advise the complainer to write the Member Inn in question and the BBIC Public Relations Chairperson. If a written complaint is received about a member inn by another BBIC member inn, that inn shall forward a copy to the Public Relations Chairperson. The grievance procedures stated in Article VII, Section II will then be followed.
- 2) The Public Relations Chairperson retains a confidential file of written complaints and associated correspondence. All complaints on any particular inn shall be referred to the Grievance Committee.

SECTION IV: GRIEVANCE BETWEEN TWO OR MORE MEMBER INNS

- 1) The BBIC wishes to promote good working relationships among member inns. To this end the BBIC

has adopted a grievance procedure for member inns who are involved in a disagreement with each other over a BBIC matter and desire a third party opinion regarding the dispute. While this Grievance Procedure is available to any member inn, the BBIC encourages all members who have a dispute with another member to attempt reconciliation without BBIC involvement.

2) Any member inn wishing to involve the BBIC in a dispute with another member inn shall submit in writing a complaint and complete explanation of the dispute to the chairperson of the Public Relations Committee. The Public Relations Committee shall notify the other member inn(s) involved in the complaint within 30 days of receipt. Any involved member inn is entitled to see the complaint. No member inn subject to this grievance procedure and these paragraphs may: submit any written material prepared by an attorney for purposes of this grievance procedure or have an attorney present at the hearing.

3) A hearing before the Public Relations Committee will be held at a mutually agreeable time for all involved but not later than 90 days from the Committee chairperson's receipt of the complaint. At the hearing, the Public Relations Committee will initially determine if the BBIC has jurisdiction over the complaint (a matter of standards or bylaws). If the Committee has no jurisdiction over the complaint (if it is not a matter of standards or bylaws) the Committee will dismiss the complaint without further decision. If the Committee determines the dispute is a matter of standards or bylaws, it will allow all sides to present arguments, not to exceed 15 minutes per side. Deliberations by the Public Relations Committee, in an effort to arrive at a decision, may be held in private. The Committee may render its decision immediately or adjourn and notify the disputing member inns of its decision by mail.

4) Any party to the dispute who disagrees with the decision of the Public Relations Committee may appeal the decision to the Board of Directors. The appeal must be in writing and should present all information the appealing member inn wishes the Board of Directors to consider. The Board of Directors will notify the other parties of the appeal within 30 days of receipt. A hearing will be held before the Board of Directors at which the involved member inns may present their arguments, not to exceed 15 minutes per side as determined by the Board of Directors. The hearing before the Board of Directors will be held at a mutually agreeable time for all involved but not later than 90 days from the Committee's receipt of the appeal. The President shall be the presiding official. The Public Relations Chairperson may be present at the arguments and may offer advice and explanation to the Board of Directors. However, the Public Relations Chairperson will not be permitted to deliberate or vote on a decision by the Board of Directors. Deliberations by the Board of Directors, in an effort to arrive at a decision, may be held in private. The decision may be rendered immediately or the Board of Directors may adjourn and notify the disputing member inns of its decision by mail. The decision of the Board of Directors is final.

ARTICLE VIII: MAINTENANCE OF CORPORATE RECORDS

1) All approved minutes of all open meetings and all approved Treasurer's reports are open to the general membership, maintained for a period of 7 years, and shall be made available for review upon written request.

2) In accordance with Robert's Rules of Order (Revised), minutes shall be properly recorded from open meetings. Copies of the approved minutes of these meetings will be sent to the BBIC Secretary in a timely fashion.

ARTICLE IX: BYLAWS

SECTION I: ADOPTION OF BYLAWS

1) These bylaws shall be adopted by a majority vote of the active members voting at the time of its proposal to the members for ratification.

SECTION II: CHANGES/AMENDMENTS TO BYLAWS

1) The Bylaws Committee shall review the Bylaws annually and shall propose changes or amendments, as necessary for the proper operation of the association, to be accepted or rejected by the members at the annual General Membership Meeting. The Chairperson of the Bylaws Committee shall submit all proposed Bylaws changes or amendments to the President at least 45 days in advance of the annual General Membership Meeting. The President shall inform the membership of the proposed changes or amendments at least 30 days in advance of the annual General Membership Meeting. At the annual General Membership Meeting motions to accept the proposed changes or amendments will pass or fail by majority vote of the members in session, amended as deemed appropriate. If a member inn wishes to change or amend these bylaws, that inn shall submit in writing the proposed change or amendment to the Chairperson of the Bylaws Committee at least 75 days in advance of the annual General Membership Meeting. The Bylaws Committee will review the proposal, make appropriate remarks, suggestions and recommendations about it and submit it with the other Bylaws changes or amendments generated by the committee.

2) Any member inn wishing to submit a proposed bylaws change or amendment less than 75 days before the annual General Membership Meeting, may request an emergency session of the Bylaws Committee. If the Bylaws Committee determines that an emergency situation exists, whereby the proposed amendment or change could not have been timely presented, the Bylaws Committee will convene and hear the proposal. The Bylaws Committee will then present the proposal to the membership at the earliest possible date, but no later than the General Membership Meeting. Motions to accept the proposal will pass or fail by majority vote amended as deemed appropriate.

3) The amended or changed Bylaws shall go into effect at the end of the annual General Membership Meeting in which they were enacted.

4) The Bylaws Chair shall send each member of the association a copy of these Restated by-laws within 30 days after adoption. The Membership Chair shall send each new member inn applicant a copy of these Restated Bylaws.