



Bylaws

Revised and Membership Approved
November 6, 2018

WASHINGTON INDEPENDENT INNS NETWORK BYLAWS

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WASHINGTON INDEPENDENT INNS NETWORK

Bylaws

Article I – Purpose

The Washington Independent Inns Network is a voluntary association of licensed independent lodging properties in the State of Washington. Through cooperative effort, the owners/managers of these properties shall work closely with all state and local governmental agencies to promote tourism and to assure high standards of safety and service within the lodging industry. The association shall act as a public resource for state and local regulatory agencies as they govern the growing lodging industry. The association will further act as a professional regulatory body for all members of the association. Our mission statement is: Member success through education, advocacy and connection.

Article II – Membership

Section 1: Members

Any independent lodging property which meets the standards for membership established by the association and/or the Board of Directors, and which follows the procedures for applying as established by the association and/or the Board of Directors, and which pays the appropriate dues shall be eligible for membership in the association. Said Standards and Procedures will be found in the association'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 association 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. Independent Lodging Property:** Those independent lodging properties 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 property); shall be listed in the association Directory of approved properties; shall be entitled to use the association logo; and shall receive newsletters, discounted conference fees, and other benefits provided by the association. Full membership shall be held in the name of the Independent Lodging Property

- B. Associate Business:** A company offering a product or service related to the independent lodging property industry. These members will pay an annual fee as set by the Board of Directors. Associate business members have no voting rights, rights, and use of the Associate Business Member logo does not signify the association's endorsement of an Associate Business member's product or service. Associate Business Membership requires majority approval of the Board of Directors.

- C. Affiliate Membership:** Those persons who are out-of-state independent lodging property owners, individual employees of inns or B&Bs independent lodging properties, or anyone who shares the association'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 fees, educational and networking event fees, and other benefits as designated by the association. Affiliate members have no voting rights and may not use any association logo in association with any business, product, service or marketing.
- D. Aspiring Membership:** Those persons who do not currently own a property or are engaged in the process of determining whether they wish to construct, purchase, or manage an independent lodging property. 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. The Aspiring Membership shall be terminated when their property is eligible for Independent Lodging Property 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 association 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 independent lodging property is entitled to one vote or ballot at membership meetings regardless of the number of owners that property 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 association 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 independent lodging property members, with the exception of the Annual Meeting, at which a quorum shall be the number of independent lodging property members present. The majority for all actions of the members shall be 51 percent of those members present and voting (one vote per property). A quorum for special meetings of the membership shall be 25 percent of all independent property members at the time of the meeting.

Section 4: Dues

To provide funding for association 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 association membership or actions derogatory to the association'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 association, 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 association, 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 association logos.

Section 7: Multiple Independent Property Ownership

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

Article III – Board of Directors

Section 1: Board Composition

The Board of Directors of the association shall consist of seven officers (President, Vice President of Member Connection (Membership), Vice President of Guest Connection

(Marketing), Vice President of Advocacy, Vice President of Education, Secretary and Treasurer); the Director of Technology; and four to eight Regional Directors, all of whom shall be elected at the Annual Meeting and shall be Independent Lodging Property members in good standing of the association. Any office can be filled by one or two candidates.

The board also may include additional positions that will be voting or non-voting depending on whether they are elected volunteer positions or paid contract appointments. For example, this might include an Administrative Consultant.

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 Directors, 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 association, 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 association, 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 of Member Connection (Membership), Vice President of Guest Connection (Marketing), Vice President of Advocacy, Vice President of Education, Secretary, and Treasurer. The membership shall also elect a Director of Technology, and four to eight Regional Directors 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

Members of the Executive Committee shall serve a term of two years. The President, Vice President of Member Connection (Membership), Vice President of Advocacy and Secretary shall be elected at the annual membership meeting of the odd numbered calendar year, to serve commencing January 1 of the following year. The Vice President of Guest Connection (Marketing), Vice President of Education and Treasurer shall be elected at the annual membership meeting of the even numbered calendar year, to serve commencing January 1 of the following calendar year. The Director of Technology and all Regional Directors 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, an association 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 Director or Alternate may be filled by the Board of Directors. Such an appointment is optional as long as there are no fewer than four current Regional Directors.

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 association 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 association 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 act as one "office" and the board operates as if each office is a single entity. In the event of a tie vote, 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 association 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 association, shall have general and active management of the affairs of the association, 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 association

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 of Member Connection (Membership)

The Vice President of Member Connection (Membership) chairs the Membership Committee, acts as team leader for the Regional Directors, oversees membership recruitment and retention, and manages the quality assurance program.

Section 3: Vice President of Guest Connection (Marketing)

The Vice President of Guest Connection (Marketing) chairs the Marketing Committee and is responsible for all marketing efforts of the association.

Section 4: Vice President of Advocacy

The Vice President of Advocacy helps the association be the recognized voice of independent lodging properties in Washington State by being knowledgeable about the regulatory environment for all association members and potential members, and be a source of vital information about streamlining and improving the myriad regulations that control our industry. The Vice President of Advocacy chairs the Advocacy Committee.

Section 5: Vice President of Education

The Vice President of Education assesses member needs and provides for member education through a variety of platforms; chairs the Annual Meeting Committee; and chairs the Education Committee, working with the Vice President of Member Connection (Membership) on educational content for recruitment and retention activities.

Section 6: 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 association 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 7: Treasurer

The Treasurer shall have custody of all association funds; keep complete and accurate receipts and disbursement records; and chair the Financial Programs Committee.

The Financial Programs Committee oversees 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.

The Treasurer shall report the financial status of the association to the Board of Directors and to the membership as directed by the Operations Manual.

Section 8: Director of Technology

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

Section 9: Regional Directors

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

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

Section 10: Advisors to the Board

Advisor positions may be created and defined as necessary at the Board's discretion. For example, this might include an Administrative Consultant.

Article V – Committees

Section 1: Executive Committee

The Executive Committee will consist of the seven officers of the Board of Directors (President, Vice President of Member Connection (Membership), Vice President of Guest Connection (Marketing), Vice President of Advocacy, Vice President of Education, Secretary and Treasurer). Others may be invited to attend in a non-voting advisory capacity. 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 association, 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 association 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 association 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 association newsletter. The Bylaws Committee will also be responsible for seeing that all approved changes of the association's Bylaws are made available to members of the association.

Section 4: Marketing Committee

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

Section 5: Membership Committee

The Membership Committee, chaired by the Vice President of Member Connection (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 Directors. Other members shall be selected by the Vice President of Member Connection (Membership) subject to Board approval.

Section 6: Website Committee

The Website Committee develops and manages the association website. The committee is chaired by the Director of Technology and shall include the Vice President of Guest Connection (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 7: Advocacy Committee

The Vice President of Advocacy chairs this committee, which shall work with Board members to: identify member specific issues needing association assistance to resolve at the local and state government levels; identify macro issues of statutory and/or political impact on association 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 8: Education Committee

The Education Committee, chaired by the Vice President of Education and working with the Vice President of Member Connection (Membership), assesses member needs and provides for member education through a variety of platforms to enhance recruitment and retention activities.

Section 9: Annual Meeting Committee

The Annual Meeting Committee is chaired by the Vice President of Education. With the support and input from other Board members this committee plans, executes and evaluates the association's Annual Meeting and Conference.

Section 10: 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 of Member Connection (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 association for items expressly included as a line item in the approved association Budget shall be signed by the Treasurer or the President (or one Co-President) on behalf of the association. Instruments for amounts less than \$2,000 that are not specifically identified in the current association budget as a line item may be approved by the Treasurer independently. Instruments for amounts of \$2,000 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 association 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 association shall have the authority to obligate the association for more than \$1,000 without prior approval of the Board of Directors. No loans shall be made using association 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 association newsletter.

These Bylaws may be amended or other Bylaws adopted by the approval of 51 percent of the members present (one vote per independent lodging property) and eligible to vote at the Annual Meeting, or at a special meeting called by the Board; or on a ballot (one vote per independent lodging property). 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 association, nor any private individual, shall be entitled to share in the distribution of any of the assets of the association upon dissolution of the association. Upon dissolution, all the remaining assets of the association 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 association 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 association and each person who at the request of or on behalf of the association 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 association 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 association 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 association'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 association 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 association.