

BED & BREAKFAST ASSOCIATION OF TENNESSEE

BYLAWS

Adopted September 10, 2017

ARTICLE I - NAME

The name of this organization shall be the Bed and Breakfast Association of Tennessee (BnBTN), hereinafter referred to as the Association.

ARTICLE II - PURPOSE

The purpose of the association shall be to serve the bed and breakfast community in and surrounding the State of Tennessee and to foster professionalism in the inn keeping industry by studying and providing research information, continuing education, networking opportunities, discounts, industry public relations, legislation oversight, and advocacy.

ARTICLE III - OBJECTIVES

1. To broaden, advance and enhance the public perception of and appreciation for bed and breakfasts as an important segment of Tennessee's hospitality industry.
2. To develop, encourage and maintain high standards of hospitality, service and guest experiences among members by applicant review, continuing inn review and programs for innkeeper improvement and development.
3. To provide a forum for innkeepers to communicate on all aspects of inn keeping.
4. To encourage and develop a sound, beneficial relationship with similar associations and other organizations aligned with the association's objectives.
5. To support and promote both member inns and the association in general.
6. To lead and support member inns through collective action with state and local regulatory and promotional agencies.
7. To perform such other functions, consistent with these Bylaws, which promote and advance the interests of the association, its members, and the bed and breakfast industry.

ARTICLE IV -PRINCIPLE OFFICE

The principle office of the association shall be in a location designated by the Board of Directors, hereinafter referred to as the Board. Official minutes and financial reports of the association will be kept at this location, and will be available to any member inn upon seven (7) days written notice.

ARTICLE V - MEMBERSHIP

1. Regular (Inn) Members - Requirements and Process
 1. Regular (Inn) Members must be located in Tennessee or, at the discretion of the Board, be located within 25 miles of a Tennessee border.
 2. Applicants may submit a membership application with payment of required membership fees.
 3. To be accepted, applicants must satisfactorily meet all qualifications, criteria and requirements as set forth by the association's Quality Assurance Standards.
 4. Until successful completion of the association's Quality Assurance Standards, new memberships will be considered conditional. Full member benefits may apply, although the Board reserves the right to limit some marketing benefits and also require that the conditional status be noted in any use of the new member's membership status.
 5. Applicants not meeting membership requirements shall be notified in writing of the reasons. Reapplication will be accepted when those issues have been corrected.
 6. Member Inns shall be reviewed every five (5) years under the Quality Assurance program and must be maintained in full accordance with all current requirements of the association's Quality Assurance Standards, as adopted by the board.
 7. Payment of annual membership dues shall be required at the beginning of the association's fiscal year. Failure to pay within 60 days shall be considered as not meeting membership requirements.
2. Associate Members - Requirements and Process
 1. Associate membership may be granted to prospective innkeepers, persons in related industries such as tourism or travel agencies, or others who provide equipment, supplies and services to bed and breakfast inns.
 2. Associate Members will pay an annual dues amount set by the Board. Dues shall be collected at the beginning of the association's fiscal year.

3. Application shall be made in a manner similar to that for inn members. Upon acceptance, an appropriate list of benefits as determined by the Board shall be conferred.
4. Should complaints be lodged against an associate member, they shall be resolved by following proceedings as outlined in Article XII: Grievance Procedures.
5. The Board reserves the right to deny membership for any reason.

ARTICLE VI - BOARD OF DIRECTORS AND ELECTIVE PROCEDURE

1. The affairs of the association shall be directed by its board. The Board shall have the right and power to, but not be limited to, elect board members for replacement of vacant terms, establish the association dues structure, obligate funds, and have direction and oversight of an executive officer appointed by the Board. Further, the board shall have the power to make and adopt such policies, rules and regulations not inconsistent with law or these Bylaws, as it may deem advisable for the management of the affairs of the association.
2. At the discretion of the Board, the number of board members may vary between six (6) and nine (9) each year. Board members are elected for a three (3) year term.
3. The officers of the board shall minimally consist of a president, vice president, treasurer (each of whom must be an association member), and a recording secretary. Officers are elected annually.
4. Past presidents of the association will be Life Members of the Board, provided they have continuously met other requirements of the association membership criteria.
5. A list of prospective board members and officers prepared by a Nominating Committee will be provided to members 21 days prior to the Annual Meeting. Additional nominations may be received at the meeting, and voting will be conducted. Election shall be approved by a majority of the members present. All board members and officers elected will assume office at the conclusion of the Annual Business Meeting, providing all of their dues and obligations to the association are current.
6. Associate Members will be eligible to serve on the Board and may only fill the office of Secretary. However, no more than two Associate Members shall serve on the Board at any time.
7. The Board shall meet as agreed by its members, but no less than four times per year. A minimum of seven (7) days notice shall be provided to the Board prior to each meeting. Fifty percent of the board members will constitute a quorum.

8. Special meetings of the Board may be called at any time and for any purpose or proposes by the president or upon the written request of fifty percent of the board members. The president must provide seven (7) days prior notice to each board member, given personally or by mail, including the time, location and purpose(s) of the meeting.
9. Vacancies on the board shall be filled through appointment by the President and with the majority approval of the Board members at the meeting. The appointee shall serve for the duration of the term of the vacancy.
10. Board members missing two (2) consecutive Board meetings may be removed from their position by a vote of the Board.
11. During term of office, the president or president's appointed representative, when required to travel to any event as the association representative, may have travel expenses paid with approval of the Board.

ARTICLE VII - DUTIES OF OFFICERS OF THE BOARD

1. **PRESIDENT:** Preside at board and membership meetings and be responsible for establishing the agendas for these meetings. The president will present a report for distribution to members at the Annual Meeting on the activities and the state of the association, appoint and coordinate committees, and serve as an ex-officio member of committees that may be established.
2. **VICE PRESIDENT:** Preside over meetings in the absence of the president; and generally assist the president. If the president is unable to perform the duties of the office, the vice president will assume these duties for the remainder of the president's term.
3. **TREASURER:** Maintain the books of the association in an approved manner; advise the board of the association's financial status at its meetings; prepare financial reports for distribution at membership meetings and those as required by law; prepare the association's annual budget; and, in general, supervise all financial activities of the association.
4. **SECRETARY:** Record and maintain the minutes of Board and Membership meetings.

ARTICLE VIII - EXECUTIVE OFFICER/OFFICERS

The association may enter into contract relationships with any individuals, groups, partnerships, corporations, associations or other entities as the association deems appropriate to manage the daily affairs of the association.

ARTICLE IX - FISCAL YEAR

The fiscal year of the association will end June 30.

ARTICLE X - COMMITTEES

Committees will be formed and dissolved by recommendation of the president and approval by the Board as needed to propose, plan and develop policies, procedures, and activities, as deemed necessary for the association.

ARTICLE XI - MEMBERSHIP MEETINGS

1. Meetings of the general membership will be held on an annual basis each September or more often as determined by the board by majority vote.
2. Membership must receive 21 days notice of any membership Meeting.
3. Any member has the right to request a meeting be scheduled by contacting the Board in writing and including the signature of 10% of the membership.
4. Meetings are open to all members or their authorized representatives. Pre-registered guests may attend by prior approval of the Board and upon payment of any required fee.
5. Each Regular and Associate Member in good standing shall have one vote. The representative of the member will be the owner or the association's primary listed contact. In the absence of such a representative, an alternate voting attendee may be registered in writing with the secretary. Their authorization to vote on behalf of the business must be signed by the owner or primary listed contact.
6. Business matters require a simple majority vote.
7. The members present shall constitute a quorum.
8. If these Bylaws are silent as to any procedural aspect of any membership or board meeting of the association, the procedure will be determined in accordance with the provisions of Robert's Rules of Order, Newly Revised.

ARTICLE XII - ETHICS POLICY

All members of the association shall support other members and the bed and breakfast concept in general, and shall not engage in practices that are detrimental or unfair to any other members. Should a disagreement arise between members and brought to the Board, the same procedure will be followed as in Article XIII Grievance Procedure.

ARTICLE XIII - GRIEVANCE PROCEDURES

1. All complaints must be made in writing to the association office or the Quality Assurance Review chairperson. Complaints received by the association about a member will be communicated to that member for their comments and response. The Quality Assurance Review chairperson and the executive officer of the association or their representative shall document complaints and member responses, and shall maintain all correspondence regarding such complaints for no less than three (3) years.
2. If after appropriate investigation and communication with the inn owner(s) and/or innkeeper(s), a complaint is deemed serious; the Quality Assurance Review chairperson may bring the situation before the Board. In cases where member is viewed as a detriment to the objectives of the association or to the bed and breakfast industry in general, the Board may choose to terminate the member's membership. Upon this decision, a portion of the annual dues will be returned, prorated to the date of the Board's decision. All such proceedings will be completed within 45 days and may be conducted through telephone or other technical device discussions. The Quality Assurance Review chair and the executive officer or their representative will maintain detailed records of all communications relative to the matter.

ARTICLE XIV - AMENDMENT

These bylaws may be amended at any general membership meeting by a two-thirds vote of members present and proxies received. Prior notice of the proposed amendment, its reason, and the intention to call for a vote will be mailed to each association member not less than three weeks (21 calendar days) in advance of the meeting. Upon revision, each member of the association shall receive a copy of the restated bylaws.

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