

**NEW HAMPSHIRE BED & BREAKFAST ASSOCIATION
BYLAWS**

ARTICLE 1. NAME. The name of the NHBBA shall be **NEW HAMPSHIRE BED & BREAKFAST ASSOCIATION** and it is sometimes referred to in these bylaws as the **NHBBA**.

ARTICLE 2. PURPOSES

A. The purposes for which the NHBBA is formed are those set forth in the Articles of Agreement, as they may be amended from time to time, which are to:

1. exercise, promote, and protect the privileges and interests of owners and operators of New Hampshire (NH) bed and breakfasts (B&Bs) and regional B&B associations;
2. foster a healthy interest in the NH tourism industry;
3. acquaint and inform the public by providing relevant information regarding NH B&Bs.

B. The NHBBA is not formed for pecuniary or financial gain and no part of the assets, income, or profit of the NHBBA is distributable to or inures to the benefit of its directors or officers except to the extent permitted under the laws of the State of New Hampshire. Reasonable compensation may be paid to any member, trustee, officer of the NHBBA, or any private individual for services rendered to or for the NHBBA affecting one or more of its purposes.

C. No substantial part of the activities of the NHBBA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NHBBA shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

D. The purposes of the NHBBA are promoted through communication and cooperation with organizations and governmental agencies that deal with issues confronting the members of the NHBBA.

ARTICLE 3. BASIC POLICIES: The following are the basic policies of the NHBBA:

A. The NHBBA shall be noncommercial, nonsectarian, and nonpartisan.

B. The name of the NHBBA or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the NHBBA.

C. The NHBBA shall cooperate with governmental agencies and other non-profit organizations and businesses to support the development of the bed and breakfast business in New Hampshire but persons representing the NHBBA in such matters shall make no commitments that bind the NHBBA.

D. The NHBBA and all members and directors are prohibited from selling or distributing the membership list of the NHBBA to any individual or organization without prior board approval.

E. The fiscal year will run from January 1 through December 31. Terms of appointments and elected

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offices shall correspond to the same.

ARTICLE 4. MEMBERSHIP AND FEES

A. Owners and operators of bed and breakfast businesses in New Hampshire are entitled to become members in the NHBBA (see ARTICLE 11.A.: Definitions). Membership fees shall be payable on admission and thereafter on January 1 for the coming year. The NHBBA may establish a scale of membership fees.

B. Any other person or entity that is interested in the purposes of the NHBBA may become a marketing partner of the NHBBA by paying to the Treasurer the annual marketing partner fee, which shall be determined by the Board of Directors. (see ARTICLE 11.B.: Definitions).

C. Membership in the NHBBA shall be available without regard to race, color, creed, national origin, sexual orientation, or disability.

D. The NHBBA may conduct an annual enrollment of members but new members may be admitted to membership at any time

E. Only members in good standing of the NHBBA shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

F. A member of the NHBBA may be removed for cause. "Cause" shall include, without limitation, failure to pay membership fees or act in such a way as to injure the NHBBA's reputation or hamper its work. Any member may file written charges against any other member, specifying the grounds for removal from membership. The Board of Directors shall hold a hearing about the charges.

ARTICLE 5. BOARD OF DIRECTORS

A. The Board of Directors of the NHBBA shall consist of no fewer than three (3) and no more than seven (7) members who will serve terms of three (3) years each, except that the initial Board of Directors shall serve staggered terms. In the interest of encouraging diversity of discussion, connection with the public, and public confidence, the Board of Directors of the NHBBA shall have at least a majority of voting members who are not of the same immediate family or related by blood or marriage. No employee of the NHBBA shall hold the position of President.

B. The members of the Board of Directors shall be elected by ballot at the annual meeting of the NHBBA. The members of the Board of Directors shall serve until the election and qualification of their successors.

C. The duties of the Board of Directors shall be

1. To transact necessary business in the intervals between meetings of the NHBBA and such other business as may be referred to it by the NHBBA;
2. To create standing committees;

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3. To approve the plans of work of the standing committees;
4. To present a report at the regular meetings of the NHBBA;
5. To appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts;
6. To prepare and submit to the NHBBA for approval a budget for the fiscal year; and
7. To approve routine bills within the limits of the budget.

D. Regular meetings of the Board of Directors shall be held as necessary. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

ARTICLE 6. OFFICERS AND THEIR ELECTION

A. The officers of the NHBBA shall be a President, Vice President, Secretary, and Treasurer.

B. Officers shall be elected by ballot at the annual meeting of the NHBBA. If there is only one nominee for any office, the Secretary may cast the elective ballot of the NHBBA for that nominee.

C. Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of one year and until the election and qualification of their successors. A person shall not be eligible to serve more than two consecutive three-year terms in the same officer position.

D. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

E. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election have been given to such remaining members prior to their meeting. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

F. An elected or appointed member of the Board of Directors may be removed from office for cause. "Cause" shall include, without limitation, failure to perform the duties of their office, failure without excuse to attend board meetings or act in such a way as to injure the NHBBA's reputation or hamper its work. Any member of the Board of Directors may file written charges against any elected or appointed member of the Board of Directors, specifying the grounds for removal from office. The Board of Directors shall hold a hearing about the charges.

ARTICLE 7. DUTIES OF OFFICERS

A. The President shall preside at all meetings of the NHBBA and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to the President by the NHBBA or by the Board of Directors, and shall coordinate the work of the officers and committees of the NHBBA in order that the purposes may be promoted.

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B. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of the President to act. The Vice President shall be the second signatory for the NHBBA's financial accounts. The Vice-President will have the capability to review the financial accounts on paper and/or on-line.

C. The Secretary shall record the minutes of all meetings of the NHBBA and of the Board of Directors and shall perform such other duties as may be delegated to the Secretary.

D. The Treasurer shall have custody of all the funds of the NHBBA; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the NHBBA, the Board of Directors, or a special committee.

1. The Treasurer shall present a financial statement at every meeting of the NHBBA and at other times when requested by the Board of Directors and shall make a full report at the annual meeting.

2. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

3. The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

E. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time. All officers shall deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE 8. MEETINGS

A. The annual meeting of the NHBBA shall be held in the fall of the fiscal year.

B. General membership meetings shall be held at least twice a year. Members shall be given 30 days notice of the meeting and the proposed agenda for the meeting. Members unable to attend may issue their proxy to secretary of the NHBBA.

C. The members present shall constitute a quorum for the transaction of business in any meeting of the NHBBA.

D. Special meetings may be called by the Board of Directors upon five days' notice.

ARTICLE 9. STANDING AND SPECIAL COMMITTEES

A. The Board of Directors may create such standing committees, as it may deem necessary to promote the purposes and carry on the work of the NHBBA. The term of each chairperson shall be one year and until the election and qualification of a successor.

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B. The chairperson of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

C. The power to form special committees and appoint their members rests with the NHBBA.

D. The President shall be a member ex officio of all committees.

ARTICLE 10. AMENDMENTS: These bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors or of the NHBBA. The Board of Directors shall be responsible for a biennial review of the bylaws.

ARTICLE 11. DEFINITIONS:

A. Membership: Membership in the NHBBA is limited to owners and operators of bed & breakfasts. Members must be a licensed business that meets applicable local, county, state and federal regulations. Two or more guestrooms must be available for the exclusive use of the business. No more than three rooms sharing one bathroom. The member B&B will have an area of dining capable of accommodating the number of registered guests and be housed in the primary residence of the owners or operators and whose posted room rates shall include breakfast. A primary residence will include any accessory apartment, carriage house, etc. on the same or contiguous lot. Properties with other than Class E food service licenses may be eligible for membership, by exception. The property may not be part of a chain lodging organization -- in most cases, renovated motel properties are not eligible. *Updated: 7 September 2011*

B. Marketing Partner: Marketing partners may include: dining facilities, cultural, historical, musical and shopping venues, recreational and tourist attractions, and tourist service providers. The Board of Directors shall determine the eligibility of any prospective marketing partner. NHBBA members are committed to informing guests about the services provided by the marketing partners and the marketing partners will reciprocate.

C. The following definitions come from: RSA 175:1, (<http://gencourt.state.nh.us/rsa/html/XIII/175/175-1.htm>), RSA 178:21, and He-P 2300 SANITARY PRODUCTION AND DISTRIBUTION OF FOOD

VI. "Bed and breakfast" means a building or buildings regularly used and kept open as such in a bona fide manner for the feeding and lodging of transient guests. A bed and breakfast shall have at least 4 rentable rooms and an area of dining capable of accommodating the number of registered guests and is housed in the primary residence of the owners or operators and whose posted room rates shall include breakfast.

XXXIII. "Full service restaurant" means a room or rooms capable of seating, at tables with chairs or at booths, at least 20 guests at one time. The dining room and kitchen shall be sufficiently staffed. Meals shall be readily available, promoted and served to the table. The menu shall contain a variety of full course meals and a sandwich menu may be substituted at the noon meal.

XXXVII. "Hotel" means a facility regularly used, maintained and kept open for the feeding and lodging of transient guests. A hotel shall have at least 12 rentable rooms of which at least 8 shall

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have private baths.

LIX. "Restaurant" means a space, in a suitable or permanent building, kept, used, maintained, advertised and held out to the public to be a place where meals are regularly served. It shall be provided with an adequate and sanitary kitchen, and seating for 20 patrons.

Note: RSA 175:1 does not presently define an "inn."

RSA 178:21. II. (c). **Bed and Breakfasts**. The commission may issue a license to any bed and breakfast which has 4 rentable rooms and full service dining area capable of seating the total number of registered guests and shall entitle the licensee to:

- (1) Sell liquor and beverages to guests with meals in the dining room or in the rooms of guests.
- (2) Sell liquor and beverages by the bottle which shall be delivered to the rooms of registered guests, provided that the charge for such liquor and beverages is not below cost.

He-P 2301.01 Definitions: (b) "Bed and breakfast" means a transient lodging facility, which is the owner's, or innkeeper's personal residence, is occupied by the owner or innkeeper, at the time of rental to a patron, and in which the only meal served to in-house guests is breakfast. (RSA 143-A)

ARTICLE 12. STANDARDS: NHBBA members are committed to high standards of service, cleanliness, hospitality and ethical business practices.

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