

BYLAWS  
Yellowstone County Lodging Association



ARTICLE I

Name

The name of this organization shall be the “Yellowstone County Lodging Association” (YCLA). In these Bylaws the term “association” shall mean the Yellowstone County Lodging Association.

ARTICLE II

Mission & Vision Statements

The Mission of this Association is:

**To serve the Lodging Industry through education, public relations, communications, governmental affairs and value-added services.**

The Vision of this Association is:

**The YCLA is a vital, known and respected association on the forefront of the lodging industry, with active members completing goals and objectives with passion and energy.**

ARTICLE III

Membership

**Section 1      General**

Membership in this association shall be open to those whose business or professional affiliation is to provide lodging facilities and/or eating and entertainment facilities and services to the tourism industry, directly or indirectly, and other ancillary services and to those whose activities and interests are reasonably related to any of these services.

## **Section 2      Classes of Membership/Voting rights**

- A.    *Regular* – Any hotel, motel, bed and breakfast or overnight campground which is being operated in the Billings Yellowstone County area can be a voting member of the association. Each voting member in good standing or a designated representative shall have the right to vote at all regular and special meetings of the association.
  
- B.    *Allied* – An allied membership may be extended to an individual, business or association who expresses an interest in the associations mission (Article II) and who is then approved and accepted by a majority vote of the regular members Board of Directors. Allied members shall have no voting rights except for those votes pertaining directly to allied members.
  
- C.    *Honorary Member* – The President of the Billings Chamber of Commerce/CVB Visit Billings shall be an honorary, non-dues paying and non voting member of the association.

## **Section 3      Conditions of Membership**

All members are expected to comply with the objectives and goals of the association and shall not engage in any practice contrary to those objectives and goals. Additionally, members are encouraged to take no action which promotes or fosters an atmosphere or an attitude which could be considered opposed to the tourism industry. All members must pay the annual dues required by these Bylaws.

## **Section 4      Membership Discipline**

The approval and/or expulsion of any member are subject to review and determination by a majority vote of the regular voting members.

## **Section 5      Membership Roster**

The association shall maintain a membership roster of all members; Regular, Allied and Honorary, and shall update the roster on a regular basis as necessary. The membership roster will be maintained by the Secretary and updated in conjunction with the Treasurer. The roster will be available to all Regular, Allied and Honorary members in good standing at all times. It will be the responsibility of the member to inform the secretary of any changes to their listing.

# **ARTICLE IV** **Dues**

## **Section 1      Fiscal Year**

The fiscal year of the association shall be the first day of July and end on the last day of the following June (July 1-June 30).

## **Section 2      Assessment**

The Board of Directors of the association shall recommend the annual dues rate for all memberships, which shall be subject to the approval of the Regular members by a majority vote at any time during the year. Initially, Regular members shall pay annual dues in the amount of \$2.00 per lodging unit with a dues minimum of \$100.00 and a maximum of \$500.00 Allied members shall pay annual dues in the amount of \$150.00 There will be a one-time Technology Fee of \$50.00 for Regular members. There shall be no dues or technology fees assessed to Honorary members.

## **Section 3      Special Assessment**

The Board of Directors may present a Special Assessment at any time during the year, which shall be subject to the approval of the Regular members by a majority vote.

## **Section 4      Failure to Pay**

The treasurer shall identify any member whose dues are more than ninety (90) days in arrears to the Board of Directors. Any such member shall be removed from the membership and all rights and benefits thereof suspended. The member's name will be removed from the membership roster and an updated roster distributed to the membership. The membership will be notified of all suspended members at the next regular meeting.

# **ARTICLE V** **Meetings**

## **Section 1      Regular Meetings**

Regular meetings shall be held monthly on the third (3<sup>rd</sup>) Wednesday of each month. Meetings shall convene at a place designated by the membership. While every effort will be made to remain consistent with the 3<sup>rd</sup> Wednesday of each month, the President can reschedule the meeting in special circumstances.

## **Section 2      Special Meetings**

Special meetings may be called at the discretion of the association President and also upon the request of any five (5) voting members.

## **Section 3      Notice of Meetings**

Notice of regular meetings on the third (3<sup>rd</sup>) Wednesday of each month may be given in writing, telephone, e-mail and/or fax. The secretary will be given written notice no later than seventy-two (72) hours prior to any Special Meeting. Any notice of a Special Meeting shall set forth the purpose for the meeting and the agenda to be discussed.

#### **Section 4      Voting**

Ten (10) Regular voting members in good standing will constitute a quorum at any Regular or Special meeting of the association. No official business may be conducted unless a quorum is present. If a Regular voting member in good standing cannot be present but would like to proxy their vote they may do so by signing a proxy statement that must be presented to the association President or Secretary prior to the Regular or Special meeting. Upon the condition of extenuating circumstances which may be deemed by the Association President, a call for an email vote may be permitted with at least 15 voting members in good standing representing a quorum.

#### **Section 5      Conduct of Business**

The order of business at all Regular meetings of the Association shall may be as follows:

- 1) Call to Order
- 2) Roll call of members
- 3) Approval of minutes
- 4) Treasurers report
- 5) Reports of standing and special committees
- 6) Unfinished business
- 7) New business
- 8) Next meeting location and date
- 9) Motion to adjourn.

### **ARTICLE VI** **Board of Directors**

#### **Section 1      Board of Directors**

The Board of Directors shall be composed of six (6) members. The Board of Directors shall be made up of the President, Vice President, Secretary, Treasurer, immediate Past President and Allied Member-at-Large. The immediate Past President will have no voting rights on the Board of Directors, however shall retain voting rights as a Regular member in good standing. The Allied Member-at-Large will have voting rights on the Board of Directors. However as an Allied member, they will not retain voting rights at Regular or Special meetings except in those situations pertaining directly to Allied Members.

#### **Section 2      Election of Board of Directors**

Directors shall serve a one (1) year two (2) year term. Each Director shall be elected by a vote of the Regular voting members in good standing at the Regular meeting in June.

Directors will be elected in alternating years. One year the President and Secretary shall be elected to a 2-year term. The next year the Treasurer and Vice-President and Allied Member-at-Large shall be elected to a 2-year term. This is in order to ensure a smooth transition.

### **Section 3      Qualifications for a Director**

Only persons enrolled as an active Regular voting member in good standing of the association shall be eligible to serve as a Director of the association.

One person enrolled as an active Allied member in good standing of the association shall be eligible to serve as the Allied Member-at-Large.

### **Section 4      Nominations for Director**

The current Association President will appoint a minimum of two (2) Regular voting members to serve as the Nominations Committee. This committee will ensure any persons submitted for nomination meet the requirements and are willing to serve. All Regular members or their designated representative will have one vote. The election will be a written ballot election. A member of the Board of Directors, a Regular voting member and an Allied member will count the ballots. A majority of votes will determine each individual director position. Elected directors will assume their board role beginning July 1, the first day of the new fiscal year.

### **Section 5      Vacancies**

A vacancy in the office of the President will be assumed by the current Vice President until the next association election. Any other director vacancies will be filled by a vote of the remaining Board of Directors. In the absence of a majority agreement amount the board members, the vacancy shall be filled by an appointment of the President.

### **Section 6      Resignation and Removal of Director**

A director may resign at any time by delivering written notice to the Board of Directors. A director's resignation is effective upon delivery of the notice of resignation unless the Board of Directors authorizes otherwise. A member of the Board of Directors may be removed by a majority vote of the Regular membership. The removal of the Allied Member-at-Large would be by a vote of the Allied membership.

### **Section 7      Duties**

The duties of the directors will be as follows:

A. President

The President is the chief elected officer of the association and as such he/she shall enforce all provisions and purposes thereof. The President shall perform the following duties:

- Preside at all meetings of the association. (He/She) The President shall direct and administer the activities of the association in accordance with the Bylaws of the association.
- Make a report verbally or in writing with his/her activities with any recommendations if necessary at each meeting of the association.
- The President shall sign checks supported by statements for expenditures authorized to be paid by the Board of Directors Treasurer.
- Should a position(s) become open on a standing committee, the President shall appoint additional member(s) to fill vacant positions as necessary.

B. Vice President

The Vice-President shall perform the following duties:

- In the absence of the President shall perform the duties of that office.
- Shall oversee all standing committees, appoint committee chairs, and ensure vacancies on committees are filled and that the committees are on task to complete projects.
- He/she The Vice President shall also perform other duties as may be imposed or required by the President of Directors of the association.
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C. Secretary

The secretary shall perform the following duties:

- Record and maintain minutes of each Regular and Special meeting and distribute to the membership prior to the next meeting of the association.
- Send notices of time and place for each association meeting to the membership.
- Shall have charge of and conduct correspondence of the association in conjunction with the President.
- Shall keep records and perform such other duties as may be required by the President and/or Board of Directors of the association.
- Shall be responsible to secure each meeting's location.
- He/she The Secretary shall also perform other duties as may be imposed or required by the President of Directors of the association.
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D. Treasurer

The Treasurer shall perform the following duties.

- Keep an accurate account of all earnings, savings, reserves, escrow, receipts and disbursements and at each Regular meeting submit a current written report in detail and an itemized statement of all financial transactions to the association membership.
- Deposit within seven (7) days in the name of the Yellowstone County Lodging Association all funds paid or donated to the association. The deposit shall be made in a bank which is a member of and whose deposits are insured by the FDIC or Federal Savings and Loan Insurance Corp, or a credit union which is federally insured. All accounts of the association shall require the signatures of two (2) directors of the association for any disbursements.
- Balance and maintain records and statements on a monthly basis of all association accounts.
- Make available to any member in good standing, all reports pertaining to the finances of the association. A current report shall be forwarded to the keeper of the association newsletter for the permanent files.
- Disburse monies that are supported by itemized statements, which have been signed by the President.
- Maintain a current paid membership roster of all Regular and Allied members. This information shall be forwarded to the associations' Secretary so he/she in order to keep the entire association's membership current on the roster.
- Issue annual association dues notices within 30 days of the beginning of the fiscal year. He/she The Treasurer will also issue any special assessments or pro rated dues notices as deemed necessary by the Regular voting membership.
- He/she The Treasurer shall also perform other duties as may be imposed or required by the President of Directors of the association.

E. Immediate Past President

The immediate Past President shall perform the following duties:

- Act as an advisor to the Board of Directors.
- Shall have no voting rights on the Board of Directors. However, will retain voting rights as a Regular member in good standing.

F. Allied Member at Large

The Allied Member at Large shall perform the following duties:

- Serve as representative of the Allied Members.
- Shall have voting rights on the Board, however will not retain voting rights as an Allied member at Regular meetings.

**ARTICLE VII**  
**Committees**

**Section 1 Standing Committees**

The following committees shall exist and report to the membership monthly:

- **Membership-Mentorship**
- **Marketing**
- **Internet/website**
- **By-laws**
- **Allied/Trade show**
- **Education/Training**

**Section 1 Standing ad hoc Committees**

The President shall create ad hoc committees as needed. Membership in any committee shall be open to any Regular, Allied or Honorary member. The President Vice-President shall appoint all committee chairpersons.

**ARTICLE VIII**  
**Order of Business**

“Roberts Rules of Order” shall govern all meetings of this association, in so far as they are not in conflict with any other provisions herein contained.

**ARTICLE IX**  
**Amendments**

**Section 1 Power to Amend**

The Association By-Laws may be amended by a majority vote of Regular members present.

**Section 2 Procedure**

Any Regular member of this association in good standing may submit proposed amendments to these Bylaws. The proposed amendment(s) shall be submitted in writing to the association President or Secretary by May 15. The Board of Directors shall review all proposed amendments that have been submitted and may propose additional amendments as considered necessary. The Board of Directors shall email all proposed amendments to the membership with its recommendations no less than 15 days prior to the next scheduled Regular meeting, with notice that the changes will be voted on at the next scheduled Regular meeting.



**Section 3      Effective Date**

All amendments shall become effective on July 1 the first of the month following the date of the vote unless otherwise specified at the time of adoption. After the association amends its Bylaws, copies will be made and distributed to all members emailed to all members and an updated copy will be posted on the YCLA website.

*Revised May, 2015*