



ARTICLE I. NAME AND LOCATION

Section 1. Name

This Corporation shall be known as the NEW HAMPSHIRE LODGING & RESTAURANT ASSOCIATION (NHLRA) representing the State's Hospitality Industry.

Section 2. Location

The Offices of the association shall be located in the capital city of New Hampshire, Concord, or wherever the officers may otherwise determine for any period of time.

ARTICLE II. NATURE

Section 1.

The Association, a not-for-profit, non-stock, New Hampshire Corporation and membership organization, shall be non-partisan. It shall not be sued for the dissemination of partisan principles, or for the promotion of the candidacy of any person seeking public office or preferment.

ARTICLE III. PURPOSE

Section 1.

The purpose of this association shall be to build an Association totally and completely dedicated to the interests of hospitality and tourism in the State of NH.

ARTICLE IV. OBJECTIVES

Section 1.

The objectives of the Association shall be to pursue the following general areas:

- (a) Legislative affairs
- (b) Educational affairs
- (c) Promotion of hospitality and tourism
- (d) Foster and channel unified efforts in the interests of the Association.

- (e) To serve member establishments in any and all ways that are legally and properly within the scope of a representative trade association.
- (f) To advance and promote fair and practical cooperation with local, state and national governmental officers and agencies on behalf of the Association members.
- (g) To advance and promote the fair exchange of ideas and factual information necessary in the public interest, or for the protection and welfare of the Association, and to advance and promote judicious, discreet, and practical public relations in the interest of the Association industries generally.
- (h) To promote lawful conduct and trade practices necessary for the public interest as well as that of the Association members.
- (i) To promote harmonious relations with allied industries and to encourage participation of those in the Association industries in community and civic activities.
- (j) To encourage and uphold always a spirit of friendly cooperation among members of the Association.

ARTICLE V. MEMBERSHIP

Section 1.

The Membership of the Association shall consist of those persons or establishments in good standing as defined in Section 6 herein and who may from time to time be admitted to membership in such manner and under such requirement as may be prescribed in the By-Laws.

Section 2.

Membership in the Association shall be open to all approved persons, who are interested in the aims and purposes of the Association, who are willing to subscribe to the By-Laws and who are otherwise qualified under the provisions set forth in the By-Laws.

Section 3.

Only members in good standing as defined in the By-Laws shall be entitled to vote, to hold

office or otherwise to enjoy the privileges of the Association.

Section 4.

The Association shall have the power to exclude, suspend or expel a member in such manner as may be prescribed in the By-Laws.

Section 5.

Types of active membership: There shall be the following definitions of lodging, and restaurant/foodservice:

- (a) **Lodging:** Any individual or organization owning, operating or managing establishments engaging in lodging within the State of New Hampshire.
- (b) **Restaurant/Food Service:** Any individual or organization owning, operating, or managing establishments engaging in food service (and/or liquor) to the public, or to any institutions, or to their own employees.

Section 6.

Classifications: There shall be the following classifications for membership: Active, Associate, Allied, Travel Industry, and Honorary Life Membership.

- (a) **Active:** Any business that provides accommodations or food service and is located in the State of New Hampshire may be eligible for Active Membership in the Association.
- (b) **Associate:** Any staff person may be designated as Associate member by an Active Member who shall pay dues to the Association in addition to the Active Membership Dues. Any person may be eligible for Associate Membership who, upon approval of the Board, has a demonstrated interest in the industry. All Associate Membership is non-voting.
- (c) **Allied:** Any person or organization that provides goods or services to the Hospitality Industry. Allied members shall not vote on any matter which may be considered a direct financial conflict of interest as determined by

either the Allied Member or Executive Committee.

- (d) **Travel Industry:** Any individual or organization, owning, operating or managing establishments engaged in travel and tourism, entertainment, and travel transportation; not engaged in food/liquor service or lodging activities.
- (e) **Honorary Life:** Any person who has rendered some distinguished service to the Association, is upon proposal by an Active Members, eligible for Honorary Life Membership, and may be elected such upon the recommendation by a majority vote of the Board of Directors, present at a meeting of such board. Such member may be relieved from payment of all dues and may receive services of the Association on accordance with such rules and procedures as shall be established by the Board of Directors. Honorary Life Members shall not be entitled to vote or hold office.

Section 7.

Applications for Membership: All applications for membership shall be made in writing on application blanks furnished for that purpose. Such applications will be submitted to the Chairman for consideration and recommendation to the Board of Directors for their ratification. Admission of all applicants shall be by majority vote of those present and voting at any meeting of the Board of Directors. Rejected applicants will receive notice and a statement of the reasons for rejection; opportunity will be given applicant to answer these reasons and for a hearing thereon with a right to appeal to the membership at the Annual Meeting.

Section 8.

Members in Good Standing: All members duly accepted by the Board of Directors who maintain their membership by payment of dues as required under the By-Laws and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

Section 9.

Resignation: Any member may resign at any time. Such resignation shall not become effective until accepted by the Board and shall not relieve the resigning member from payment of dues for the unexpired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro-rata or other share of the assets of the Association nor shall such resignation or withdrawal be deemed to waive liability for the payment of other amounts owing the Association. All resignations shall be made in writing to the Board of Directors.

ARTICLE VI. PRINCIPAL FUNDS

Section 1.

A reserve fund shall be established and maintained by the Association for the purpose of providing through the income therefrom funds which may be utilized to insure continuous extension and development in general furtherance of the purpose of the Association. The principal of this reserve fund shall be accumulated: (1) through dues as provided in the By-Laws, and (2) through any other source of income or funds as specifically noted by the Board of Directors.

Section 2.

No appropriation shall be made from the principal of the reserve fund except by affirmative vote of the Board of Directors or Executive Committee. Annual income from reserve fund money may be expended or appropriated at any time by action of the Board of Directors for purposes consistent with the best interests of the members.

Section 3.

The Board of Directors shall have the power to establish and maintain principal funds other than the reserve fund for specified purposes consistent with the objectives of the Association, such purposes to be stated by the Board when and if such funds are established. The Board of Directors shall also have the power to make provision for any necessary and appropriate standards and procedures relating to the investment and utilization of such principal funds.

Section 4

In the case of dissolution of the Association and liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be distributed for such charitable or educational purposes, qualified as such pursuant to the provisions of the Internal Revenue Code, as the Board of Directors may determine or direct, and in every case the decision and the determination of the Board shall be final and conclusive upon all persons in any way interested.

ARTICLES VII. OFFICERS

Section 1.

The officers of this Association shall be: Chairman, Vice Chairman for Lodging, Vice Chairman of Foodservice, Vice Chair of the Allied Membership, and the Secretary/Treasurer. They shall be elected from the membership at the annual meeting of the Association, to serve a one year term, or until their successors may be duly elected.

Section 2.

The business of the Association shall be the direct responsibility of the Board of Directors. The Board of Directors will consist of the Chairman, the Respective Vice Chairmen, Secretary/Treasurer and no more than thirty directors elected from the Active and Allied Membership at the Annual Meeting. There shall always be at least one member representing each type of Active membership and Allied Membership on the Board of Directors.

Section 3.

The Executive Committee shall be the officers of the Association and the Immediate Past Chairman.

Section 4.

Duties of Executive Committee. The Executive Committee shall exercise all powers as designated by the Board and shall report all actions to the Board for approval.

Section 5.

A vacancy occurring among the officers or directors of the Association between annual meetings shall be filled by a majority vote of the Board of Directors. Such appointee shall serve until the next annual meeting.

Section 6.

The Board of Directors may select a person to serve as President of this Association, shall fix his/her compensation and establish his/her duties.

Section 7.

Should an emergency arise, the Executive Committee shall exercise all powers as designated by the Board, requiring a 2/3 vote of the committee, and shall report all actions to the Board.

ARTICLE VIII. MEETINGS

Section 1.

The annual meeting of the Association shall be held each year at a time and place selected by the Board of Directors. Such meeting shall take place in the State of New Hampshire.

Section 2.

Special meetings of the Association may be called by the Chairman or acting Chairman, when authorized by the Executive Committee or when requested in writing by any ten (10) members. At least ten (10) days prior to such meeting notice shall have been sent to each active member stating the time, purpose and the place for such meeting.

Section 3.

The Board of Directors shall meet at the call of the Chairman or acting Chairman whenever there is business to come before the Board. There shall be a minimum of six (6) such (Board) Meetings annually. Directors missing two consecutive meetings or a total of four (4) meetings without proper approval of absence and early notification of such absence may be replaced by alternates in their order, by majority vote of the Board.

Section 4.

Quorum for Association Meetings. There shall be fifteen (15) members or two-thirds of the membership, whichever is least, to constitute a quorum for the transaction of business at any meeting of the Association.

Section 5.

Quorum for Board Meetings. There shall be ten (10) or two-thirds of board members present, whichever is least, to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.

E-Mail voting is permitted when conditions are such that the Board must take action on an issue and one of the following conditions prevents the Board from following the usual meeting protocol:

1. The Board must take action on a time sensitive issue that cannot wait until the next scheduled meeting and there is not sufficient time to convene an emergency meeting.
2. The Board must take action on a time sensitive issue but is unable to hold a regularly scheduled meeting for some unforeseen occurrence.

If either of the above conditions is met then the Chairman may call for a vote via e-mail.

Section 7

The purpose of absentee voting is to allow Directors who are unable to attend a meeting for an unavoidable reason to vote on critical issues. Absentee voting may be permitted in cases where the issue before the Board is deemed critically important, and the reason for the Director's absence is unavoidable. When these conditions have been met, the Chairman may permit a Director to cast an absentee ballot with the President & CEO in advance of the meeting and the ballot will remain confidential until the Board votes on the issue. Permission will be granted on a case by case basis, and any Director wishing to vote by

absentee ballot must submit a written request to the Chairman at least 5 business days prior to the scheduled Board vote. The Chairman will approve or deny the request in writing and in a timely fashion to allow for the absentee ballot to be cast. At no time can an absentee ballot be considered when constituting a quorum.

ARTICLE IX. AMENDMENTS

Section 1.

Any section of this constitution may be amended by a vote of three-fourths (3/4) of the Association Members present in a general meeting. A verbatim statement of such proposed amendment or amendments shall be mailed or electronically transmitted to the membership at least thirty (30) days prior to the meeting at which the same shall be acted upon.



BY-LAWS

ARTICLE I. RULES OF ORDER

Section 1.

The conduct of this Association, including the rules, motions, debates and resolutions shall be governed by the Roberts Rules of Order, as long as they do not conflict with the laws and purposes of this Association.

ARTICLE II. HEADQUARTERS OF THE ASSOCIATION

Section 1.

The official headquarters/office shall be determined by the Executive Committee, pursuant to the limitations of the constitution.

ARTICLE III. DUTIES OF THE OFFICERS

Section 1. The Chairman

The Chairman shall be the executive head of the association and, when present, shall preside at all meetings of the association membership, Board of Directors and of the Executive Committee. The Chairman shall serve as ex-officio member of all committees, with right to vote, except the nominating committee. He/She shall make all required appointments of standing and special committees with approval of the Board of Directors.

He/She shall appoint a nominating committee at least ninety (90) days prior to the call of the annual meeting. He/She shall appoint at least one member from each classification of Active Membership. The Past Chairman shall act as Chairman of such committee.

The Chairman shall exercise a general supervision of the affairs of the Association and shall see to the enforcement of the Constitution and By-Laws and to the carrying out of all orders and resolutions of the Board of Directors and of the Executive Committee.

He/she shall make an annual report on behalf of the Board of Directors to the members of the Association.

The Chairman shall call all meetings of the Board of Directors and Executive Committee, pursuant to the By-Laws, naming the time, place and subject matter of such meeting.

Section 2. Vice Chairman

The Vice Chairmen shall represent their respective classification of membership on the Executive Committee and shall be designated as the spokesman for their membership in any correspondence or activity with a national organization of that classification of membership.

Each Vice Chairman will be responsible for such duties as shall be assigned by the Chairman, with the advice of the Executive Committee. The Board shall appoint delegates from the membership to properly represent the Association at meetings of national organizations. Should other national affiliations of the Association ensue the same representation as may be called for shall apply. He/she also shall appoint a Lodging member to represent the Lodging membership of the Association, with the advice and consent of the Board Members representing the Lodging Membership, as a director to the American Hotel & Lodging Association. In the case of a vacancy occurring in this office, the Vice Chairman of Lodging shall appoint a Lodging member to serve until the next regular meeting of the Association.

The Vice Chairman representing the Allied or Tourism Membership shall abide by the voting stipulations for that classification as set forth in **ARTICLE V., Section 6.** of the **CONSTITUTION.** The Vice Chairman representing the Allied membership shall be ineligible for nomination and election to the office of Chairman. In case of a vacancy occurring in this office, the Chairman shall appoint an Allied member to serve until the next regular meeting of the Association.

No person shall serve as a Vice Chairman for more than three successive terms of one year

each unless the full board votes to keep this Vice Chairman for additional terms.

Section 3. The Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the Association, Board of Directors and Executive Committee, or be so represented by another Board member at such meetings. He/she shall keep correct minutes of those meetings and preserve them in the Association books and records.

In the absence of the Chairman, it will be the responsibility of the Secretary/Treasurer to keep an up-to-date list of all active members and to notify them of such meetings of the Association that should come to their attention. He/She shall regularly report to the Board of Directors elective members that become delinquent in the payment of dues and assessments.

In the event of death, resignation or removal from office of the Chairman, it shall be the duty of the Secretary/Treasurer to call a special meeting of the Executive Committee, within ten days of such happening, for the purpose of designating an acting Chairman until the next regularly called meeting of the Board of Directors. At such time the Board will select a new Chairman pursuant to **Article VII, Section 5 of the Constitution.**

The Secretary/Treasurer shall supervise the receipt of all monies of the Association, to be kept on deposit in one or more banks as directed by the Board of Directors; shall supervise payment of financial condition of the Association at all of its meetings or whenever required by the Chairman of the Board of Directors, and submit a written report in full of all matters pertaining to the office at the annual meeting.

In the absence of the Chairman it will be the duty of the Secretary/Treasurer to see to the billing of all members for the dues and assessments that have been duly established by the Board of Directors, and record in the minutes any members who may be delinquent in payment of such dues and assessments.

Section 4. The President

The President shall carry out the duties of his/her office as directed by the Board of Directors. Such duties shall include, but not be limited to, a job description of all day to day running of the Association, billing and events. Such job description may be revised/amended as desired by the Board of Directors and thus constitute the duties of the office of the President.

ARTICLE IV. THE BOARD OF DIRECTORS

Section 1.

The governing body of this Association shall be the Board of Directors. They shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursements of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2.

The Board shall establish procedure for membership application and conditions required for members to remain in good standing; approve individual applications for membership for all classifications as contained in the Constitution; establish dues for all classifications of membership, all in accordance with Article V, Section 7 of the Constitution. The Board of Directors shall also be empowered to invoke special assessments, for a particular purpose, by the $\frac{3}{4}$ vote of the entire Board at any meeting called for that purpose.

Section 3.

The Board, at any meeting, by a $\frac{2}{3}$ vote of those present, may approve the recommendation of the Executive Committee to terminate the membership of any member who in its judgment has violated the By-Laws, or who has been guilty of conduct detrimental to the best interests of the Association. Such action by the Board shall be final and shall conceal all rights, interest, and privileges of

such members in the services and resources of the Association. For any cause other than nonpayment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him/her and has been given reasonable opportunity to reply and such member, if removed, may appeal from the decision of the Board to the next annual meeting of the Association; provided that notice of intent to appeal is provided to the Chairman of the Board at least twenty (20) days in advance of the Annual Meeting.

Section 4.

The Board of Directors may select a President of the Association, fix his/her term in office, compensation and duties, with-in the limits of the Constitution and By-Laws.

Section 5.

All past Chairmen shall be members of the Board, ex-officio, and have all the privileges of membership. In the event of any property serving concurrently, only one vote per property shall be voting.

Section 6.

No director or officer of the Association shall be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director, an officer or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Association; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; and (3) any transaction from which the director, officer or both derived an improper personal benefit.

Indemnification of Directors and Officers.

To the extent not otherwise restricted by the Articles of Agreement, the Association shall, to the fullest extent permitted by New Hampshire law, as the same may be amended and supplemented, indemnify all present and future directors and officers of the Association from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, the applicable indemnification provisions of New

Hampshire corporate law, and may to the extent permitted by New Hampshire law advance reasonable expenses in advance of the final disposition of any proceeding. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, any agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity, and shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of the foregoing provision by the directors or members of the Association shall not adversely affect any right or protection of any director or officer of the Association existing or accrued at the time of such repeal or modification.

Section 7.

No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The Chairman of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

ARTICLE V. THE EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall have the power to suspend a member by a majority vote of those present voting at any meeting of the Executive Committee and shall make its recommendation for termination to the Board of Directors.

Section 2.

The Executive Committee shall recommend/ propose the name of a President, to the Board of Directors, and recommend compensation, duties of such office, all in compliance with the Constitution and By-Laws.

Section 3.

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail or at the next Board meeting.

Section 4.

The Executive Committee may when deemed necessary by the Board of Directors, engage legal counsel.

Section 5.

The Executive Committee shall carry on such other duties and responsibilities as called for in these By-Laws.

Section 6.

In the case of absence of the Chairman, or disability, the Executive Committee shall designate one of the Vice Chairmen to perform his duties, until the next regularly called Board Meeting.

ARTICLE VI. MEMBERSHIP

Section 1.

There shall be two (2) types of Active Membership as established in the Constitution

Lodging membership in this Association shall be in the name of the hotel, motel, Inn, Bed & Breakfast, or Lodging establishment operating in the State of New Hampshire for the accommodation of permanent or transient guests.

Restaurant/foodservice membership in this Association shall be in the name of the restaurant establishment operating in the State of New Hampshire.

Section 2.

Application for Active Membership shall be submitted to the Board of Directors for approval pursuant to Article 5, Section 7 of the Constitution. Such applications must be submitted with recommendation of the Chairman or a Board Member.

Section 3.

All active members in good standing shall be represented and shall be entitled to vote at all regular and special meetings of the membership. They shall be permitted to attend, without vote, any duly called meeting of the Board of Directors.

Section 4.

All delinquent members shall have their membership reviewed regularly and no less than annually by the Board of Directors, pursuant to these By-Laws, and may be deemed no longer eligible for membership. **(Article 4, Section 3 of these By-Laws).**

Section 5.

All Active members shall receive a copy of the constitution and By-Laws of this Association at the time of acceptance of their application for membership.

Section 6.

Other classifications of non-active membership shall be as established by the constitution, Article 5, Section 6, covering Allied, Associate, Travel Industry and Honorary Membership.

ARTICLE VII. ELECTIONS

Section 1.

The election of officers and board members will be at the annual meeting each year.

Section 2.

The Nominating Committee, duly appointed by the Chairman, shall announce to the membership their selected slate to fill all current vacancies among the officers or Board of Directors. Such announcement shall be made to the general membership by written notice at least thirty (30) days prior to such meeting.

Section 3.

Nominations may be made by the membership from the floor. All such nominations must be made and duly seconded by members in good standing.

Section 4.

All nominees must meet the requirements of the Constitution and By-Laws.

Section 5.

Offices to be filled: All officers shall be nominated and elected at the annual meeting from the Board of Directors and the Chairman shall be nominated from the Board of Directors of officers then serving. Officers may succeed themselves for one additional term.

There shall be elected at each annual meeting up to thirty (30) directors for a term of one year. No Director may succeed himself/herself after a total of six (6) years of service composed of 3 years of service, one year sabbatical and an additional 3 years of service.

The positions on the Board are held by the individual as long as the individual meets the conditions in Article V. if the constitution.

Section 6

All elections will be held at the Annual Meeting and submitted by the Secretary/Treasurer.

Section 7

The Board of Directors may instruct the Nominating Committee to recommend candidates for Directors at Large. Directors at large will serve one of two roles for the Board – either in an advisory capacity on complex issues or to lead specific project initiatives. Directors at large will serve until the Board no longer feels it needs the expertise that each Director at Large provides. Directors at Large will be elected annually at the Annual Meeting of the Membership but will not be subject to term limits. Directors at Large must meet all criteria to be eligible for election to the Board and must be an Allied Member in good standing.

ARTICLE VIII. MISCELLANEOUS

Section 1.

Non-members, when introduced by a member in good standing, may attend all meetings of the Association with the concurrence of the Board of Directors.

Section 2.

Standing Committees of the Association shall be:

- (a) Government Affairs
- (b) Educational
- (c) Membership/Marketing
- (d) Budget and Finance
- (e) Events

Section 3.

A compilation of the Association financial records shall be made following the close of the fiscal year by such firm as may be designated by the Board of Directors. The Executive Committee may elect to have a full audit every year, if so desired.

Section 4.

The fiscal year of the Association shall end at the close of business December 31st of each year.

Section 5.

The Board of Directors may adopt a common seal for the Association to be in such form or to be used in such manner as the Board shall direct.

ARTICLE IX. AMENDMENTS

These By-Laws may be amended by a 2/3 vote of those active members present at any regular or special meeting of this Association, provided that such proposed changes be submitted to the membership in writing at least thirty (30) days prior to such meeting.

Such an amendment may be presented by the Board of Directors for any ten active members in good standing.

Such proposed changes in the By-Laws may be amended on the floor by a majority vote of those present prior to final vote on the proposed change.

ARTICLE X. ANNUAL MEETING ORDER OF BUSINESS

- (a) Call the meeting to order
- (b) Recognition of new members
- (c) Minutes of last meeting
- (d) Chairman’s annual report
- (e) Report of Secretary/Treasurer
- (f) Report of Committees
- (g) Report of Communications

- (h) General Business
- (i) Report of the Nominating Committee
- (j) Election of Officers and Directors
- (k) Installation of Officers
- (l) New Business
- (m) Announcements pertaining to present meeting, entertainment or future meetings.

ARTICLE X. WHISTLE BLOWER POLICY

Pursuant to The Whistleblowers' Protection Act- RSA § 275-E:1 *et. seq.* (2005) and State Employee Freedom of Expression- RSA § 98-E:1 *et. seq.* the President will ensure that notification is given to and acknowledged by all employees. In addition, the President will ensure that whistleblower protection notification is posted in the workplace(s) as required by state law.