

CORPORATION BYLAWS

**BYLAWS OF THE
SEATTLE HOTEL CONCIERGE ASSOCIATION**

(As adopted 7/12/13)

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INTRODUCTORY NOTE: These Bylaws govern the Operation of the Seattle Hotel Concierge Association as well as the Operation of Meetings of the Board of Directors and Membership Meetings called for purposes of Voting. A separate document that was historically entitled “By-laws” that is found in the Members Section of the Association’s website was intended to govern Member responsibilities and not the day-to-day operation of the Association nor its Directors meetings. Therefore the historically entitled by-laws are hereby renamed “Membership Protocol”. In case of any conflict, the By-laws appearing below take precedence over the Membership Protocol.

SECTION I

Offices

1.1 Registered Office and Registered Agent. The Seattle Hotel Concierge Association, a non-profit corporation, (“the Corporation”), shall comply with the requirements of Washington statutory law governing corporations and charitable organizations and maintain a registered office in Washington, and a registered agent whose office is identical to such registered office. The registered office may be, but need not be, identical to the Corporation’s principal office in Washington. The registered agent shall be a resident of the State of Washington. The Board of Directors may change the registered office and the registered agent, but must provide notice to the Secretary of State for Washington, and such other entities or organizations as necessary.

1.2 Other Offices. The corporation may have other offices within or outside the State of Washington at such places as the Board of Directors may from time to time determine.

SECTION II

Mission Statement

The Seattle Hotel Concierge Association is an association of professional hotel concierges representing the Seattle area. We are dedicated to the service of our guests and to the visitors in our city. Through the association it is our mission and goal to promote high professional and ethical standards, to expand the training and improve the technical skills of our members and to foster the development of the hotel industry and tourism in general.

The Corporation is specifically governed by Washington law and the Internal Revenue Code, Section 501(c)(6), and shall, at all times, comply with the strictures of 501(c)(6) in maintaining its tax exempt status and performing such purposes as may qualify for an exemption under 501(c)(6), and where subchapter (c)(6) does not cover the substance or issue before the Corporation, the Corporation shall look to 501(c)(3) of the IRC, particularly in case of dissolution to be applied to the furtherance of charitable, religious, education and scientific purposes as set forth in the Corporation’s Articles of Incorporation.

SECTION III

Members

The Corporation has voting and non-voting Members.

Voting Members must be full-time or part-time Seattle Hotel Concierges who are in good standing (as determined by the Membership Protocol which is incorporated by reference into and adopted by these by-laws as the charter governing Member responsibilities). Voting Members are entitled to Vote to elect any Director (except to fill an expired term prior to a new election being held) and Voting Members are required to approve any change to the Articles of Incorporation, changes to Voting Member Dues and any material changes to the Member Protocol.

All other matters are reserved to and to be voted upon solely by the Board of Directors.

Non-voting Members are any members who pay the requisite dues (set by the Board of Directors) but do not qualify as regular Voting Members. Non-voting members may be excluded from matters of the Voting Membership which require a vote, as well as meetings of the Board of Directors.

Organizations are not entitled to vote but may pay the membership fee of its individual Members.

SECTION IV

Board of Directors

4.1 Number and Powers. The management of all the affairs, property, and interest of the corporation shall be vested in a Board of Directors consisting of at least four (4) persons not exceeding seven (7) as set forth by the Board of Directors from time to time and as established by Resolution. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such power of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation.

4.2 Change of Number. The number of directors may at any time be increased or decreased by Resolution of the Board, but no decrease shall have the effect of shortening the term of any incumbent director.

4.3 Election of Directors. Directors shall be elected by a majority vote of the Members (with the Membership List being fixed and certified 14 days prior to the Vote to be had), except that unexpired terms may be filled by a majority vote of the existing Directors until such time as an Election may be had – with said election occurring annually (for at least some Board Members) at the Annual Membership Meeting (see 4.3 below).

4.4 Terms and Vacancies. The initial unexpired term of a Director shall be two (2) years until a new Member election is had to elect a replacement or renewing Director's term. There is no limit to the number of successive terms a Director may serve. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the remaining board of directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified. The terms may be changed by a majority of the Board at any annual meeting. However, the term of any incumbent Director shall not be shortened without the approval of such Directors except upon a vote of three-fifths (3/5) of the directors where a quorum is present.

4.5 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the state of Washington, as the Board of Directors may from time to time designate. An annual meeting of the Membership should be held once per year, preferably between September 1 and December 31.

4.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon the written (including email) request of any two directors.

4.7 Notice. Where required, notice of all meetings of the Board of Directors shall be given to each director by at least three (3) days' prior service of the same by telegram, by letter, by email, by telephone or personally. Such notice need not specify the business or the purpose of the meeting.

4.8 Quorum. Forty percent of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business (except, as applied to the Executive Committee and other Committees as set forth in these Bylaws).

4.9 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to a transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.10 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.11 Executive and Other Committees. The Board of Directors may appoint an Executive Committee consisting of at least three (3) Directors, including one officer. The term shall be fixed by a majority of the Board. The Board of Directors may also appoint, from time to time, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Director in reference to amending, altering or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

4.12 Remuneration. No stated salary shall be paid directors, as such, for their service, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. However, Directors may be reimbursed for actual or commensurate costs incurred on behalf of the corporation, such as the cost of travel, lodging, and incidental expenses in accordance with State and Federal law, in particular, that portion of the Internal Revenue Code setting forth the requirements for reimbursing Directors of the non-profit organization. The term reimbursement also includes advance payment by the organization to third parties for room and board on behalf of Directors to secure attendance at specially organized board meetings, such as the annual retreat.

4.13 Loans. No loans shall be made by the corporation to any director.

4.14 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of three-fifths (3/5) of the votes cast by the directors at a meeting of directors at which a quorum is present.

4.15 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent (written consent may be email) setting forth the actions so to be taken, signed or agreed to by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

4.16 General Duties of the Board. The Board shall develop, or cause to be developed and annually reviewed, a business plan including a budget and fund development plan. Included in Board duties will be the employment of staff or contract services (as needed) and the setting policies and standards for operations and program development, implementation, evaluation. An annual report shall be prepared summarizing the corporations' financial standing and accomplishments.

4.17 Attendance. After three unexcused absences from Board meetings a member may be automatically terminated without a vote of the Board (this provision trumps any other provision in these Bylaws to the contrary). A Director may, however, be reinstated by a majority vote of the Board.

4.18 Voting; Conflict of Interest. Whenever a Director is aware of a conflict of interest or potential conflict of interest with regard to any particular vote, the Director shall bring the same to the attention of the meeting and shall abstain from the vote, unless the Board determines that no conflict of interest exists. Any Director may bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other Director, in which case the Board shall determine whether a true conflict of interest exists before any vote shall be taken regarding that particular matter. The Director as to whom a question of interest has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. The Board shall also adopt and adhere to a conflicts of interest policy which shall be in accord with this paragraph 4.18 while expanding on the duties of the Directors with respect to conflicts.

SECTION V

Officers

5.1 Designations. The officers of the corporation shall be a President, Vice-President, Secretary and a Treasurer. All officers shall be elected for terms of two (2) years by the Board of Directors (the Board of Directors, in its sole discretion, may choose to allow the Members to directly elect officers of the organization (who must also be the newly elected directors). The elected officers shall hold office until their successors are elected and qualify (i.e. the two year term plus additional time to the new election). Any two or more offices may be held by the same person, except the offices of President and Vice-President and President and Secretary.

5.2 The President. The president shall preside over and have a vote at Board meetings; supervise the executive director (if any); cancel a board meeting for lack of agenda or emergency upon 24 hours notice to the Board; set special or emergency meetings; appoint standing or temporary committees. In addition the President shall have the authority to sign (along with the Secretary of the Board, or the Executive Director) any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has approved, unless the execution of said document has been expressly delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a specific provision of these Bylaws, or by other statute. In general, the President shall perform all duties incident to the office and such other duties as shall be prescribed from time to time by the Board of Directors.

5.3 Vice-President. During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.4 Secretary and Assistant Secretaries. The Secretary shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

5.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands of the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. (By resolution, the Board may permit the Executive Director to pay debts of the corporation).

5.6 Executive Director. The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the corporation, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

5.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

5.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.10 Loans. No loan shall be made by the corporation to any officer.

5.11 Term – Removal. The officers of the corporation shall hold office for two (2) year terms until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole of the Board of Directors.

5.12 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective officers, and to comply with such other conditions as may from time to time be required by the Board of Directors.

SECTION VI

Financial Administration

6.1 The monies of the Corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

6.2 The Corporation may employ an accountant to perform the Corporation's financial and accounting requirements.

6.3 The Corporation's fiscal year shall be the calendar year. A budget for the next fiscal year shall be submitted to, and approved by, the Board of Directors. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed as shall be provided by resolution of the Board. Any expenditure of \$250 or more shall require approval of the Board. The Corporation may accept any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, so long as the acceptance of such gift, bequest of devise complies with the Internal Revenue Code, Section 501(c)(6). All purchases made and contracts executed by the Corporation shall be made in accordance with Washington law and in compliance with 501(c)(6) of the Internal Revenue Code. Any uncommitted funds of the Corporation at the end of the fiscal year shall be considered a part of the Fund Balance of the Corporation. The undesignated Fund Balance may be committed for any legal purpose. This may include the establishment of a Permanent Reserve Fund, which shall be accumulated for the purpose of using the interest earnings of such fund to finance the operation of the Corporation. By resolution, the Board may delegate to the Executive Director the ability to write checks from the Corporations' business account.

6.4 Should any charitable contribution be received by the Corporation and be earmarked for a particular purpose, so long as the Corporation can and is willing to honor and achieve that purpose (and that purpose is within the guidelines of these by-laws, the Internal Revenue Code, Section 501(c)(6), and the laws of the State of Washington and of the United States of America, the Corporation shall apply the particular earmarked funds to that purpose or else return these monies to the donor.

6.5 The Corporation shall also be permitted to gift its own monies to a recognized 501(c)(3) organization that furthers the purposes of the Corporation's Mission.

SECTION VII

Notices

Except as may otherwise be required by law, any notice to or from any member or director may be delivered personally, by mail or by email. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. If emailed, the notice shall be deemed delivered when it is sent to the last known email address of the person to be emailed, and the sending party does not receive a failed delivery message in return.

SECTION VIII

Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

SECTION IX

Indemnification of Officers, Directors, Employees, and Agents

So long as, and to the extent to which, permissible under the I.R.C. and Washington state law, the corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as

an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION X

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

SECTION XI

Authorization

The Corporation shall carry out its purposes and duties subject to the Articles of Incorporation, these Bylaws, the Internal Revenue Code (specifically 501(c)(6)), statutes governing Corporations and Non-Profits, and such resolutions as the Board may from time to time authorize. And, the Corporation shall take no action which is not in accord, or otherwise not permitted by I.R.C. 501(c)(6).

SECTION XII

Amendments

The Board of Directors, by majority vote, shall have power to make, alter, amend and repeal the Bylaws of this corporation. The adopted bylaws shall take immediate effect.

CERTIFICATE

Lest it be known to all, that the foregoing nine (7) pages (including this signature page), represents a true and correct copy of the Bylaws of the Corporation, as adopted by the Board of Directors of the Seattle Hotel Concierge Association on the date set forth below:

This set of By-laws has been adopted by the Board of Directors on the 12th day of July 2013, and serve to replace any and all by-laws heretofore adopted by this organization.

ATTEST:

Bernadette Lai, President