

Pikes Peak Lodging Association
Bylaws
Revised and Approved June 2008

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ARTICLE 1
Name of the Organization

“The name of the organization shall be “PIKES PEAK LODGING ASSOCIATION INCOPORATED” (“Association”).

ARTICLE 2
Objects of the Organization

- (a) The mission and objectives of the Association are to bring those engaged in the lodging industry in the Pikes Peak Region, in the State of Colorado, into a closer relationship; to promote the general welfare of its members; to inculcate morality and ethical operation of individual business comprising the lodging industry; to participate actively in Legislative matter, discouraging legislation that would be detrimental to the general welfare to the lodging industry; to assist constructively in civic affairs and to promote the tourist industry in the Pikes Peak Region and the State of Colorado.

- (b) The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the Board of Directors or by the Officers of the Association, or to the extent permitted by the Act by the registered agent of the Association, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the Association are identical.

ARTICLE 3
Section 1 – Property Membership

Any motel, hotel or bed and breakfast, operator or assignee, will be eligible for membership in the Association, providing the property is located in the Pikes Peak region (El Paso, Fremont and Teller Counties in the State of Colorado) subject to the acceptance of the Board of Directors. Whenever the word “hotel” or “hotels” is used in the Bylaws, it shall include hotels, motels, bed and breakfast, dude ranches, inns, motor lodges and other similar establishments and condominiums, which furnish hotel-type services and rent part or all of their sleeping facilities to the traveling public. Properties noted above are subject to Colorado Springs Lodging and Rental Tax.

The voting power shall be limited to one (1) vote for each member property.

Section 2 – Associate Membership

- (a) Associate Members may be accepted for membership in this Association upon approval by a majority of the Board of Directors. An Associate Member may not be extended the privilege of voting or holding office in this Association.
- (b) A permanent Associate Member shall be the President/CEO of the Colorado Springs Convention and Visitors Bureau, known as Experience Colorado Springs. He/she may vote and hold office in this Association.

Section 3 – Membership Dues

- (a) The Board of Directors shall establish annual membership dues for Property Memberships and Associate Memberships.
- (b) Dues shall be assessed annually on the anniversary date of the member.
- (c) If dues are not paid within sixty (60) days of the membership invoice date, membership will be considered non-current.
- (d) Only current members may participate and vote in meetings and activities.

ARTICLE 4

Section 1 – Officers

The Officers of this ASSOCIATION shall consist of a President, Vice-President, Secretary/Treasurer, the permanent Associate Member from the Convention and Visitors Bureau and the immediate past president. These five (5) Officers shall constitute the Executive Committee.

Section 2 – Board of Directors

The Board of Directors shall consist of up to nine (9) members plus the permanent Associate Member from the Convention and Visitors Bureau.

- (a) Duties and Powers. The Board of Directors shall have the management of the business of the Association, and in addition to the powers and authorities by these Bylaws expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association, but subject nevertheless, to the applicable provisions of the statutes of the State of Colorado and of these Bylaws, and to any regulations from time to time made by the Active members, provided that no regulations so made shall invalidate retroactively and prior act of the Directors or of the Association, which would have been valid if such regulations had not been made.

- (b) All Board of Directors members must be current members of the Association.

Section 3 – Executive Director

The Board of Directors may engage an Executive Director to manage the day-to-day operations of the Association. The Executive Director shall (i) attend and participate in all meetings of the Association without voting rights; (ii) see that all resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties and as from time to time may be assigned to such office by the President and/or the Board of Directors. The President shall supervise the Executive Director.

ARTICLE 5

Section 1 – Nominations & Elections

- (a) The Directors shall be elected at the annual meeting, by ballot, of this Association and shall serve for up to two (2) three-year terms or until their successors have been duly elected and qualified. One-third (1/3) of the Directors shall be up for election or reelection each year.

Note: For 2008, there will be nine (9) Directors elected: three (3) with one-year terms, three (3) with two-year terms and three (3) with three-year terms. The three (3) Directors with the highest votes will serve the three-year terms and so on.

- (b) The newly elected Officers and Directors will assume their respective duties at the close of the annual meeting.
- (c) The Directors shall elect the Officers each year at the close of the annual meeting. Officers are elected for one-year terms and may be re-elected for up to three (3) terms.
- (d) A vacancy occurring on the Board at any time during the year shall be filled by appointment of the Board of Directors to serve until the next annual meeting.
- (e) Removal. Any one or more of the Directors may be removed either with or without cause, at any time, by resolution of the members of the Association duly adopted at any regular or special meeting. Whenever an elected member of the Board fails to attend in person a total of three (3) consecutive regular meetings of the Board during the Association year (September 1 through August 31), the Chairman of the Board may direct that a written notice be given to such member calling his/her attention to his/her failure to attend compliance with the provision of the Bylaws, and the Board shall vote at the next succeeding meeting at which there is a quorum of not less than a majority of Directors to remove such Director for cause and declare his/her office vacant unless he/she shall submit reasons for such absence satisfactory to the Board.

Section 2 – Nominating Committee

The Nominating Committee shall be appointed by the Executive Committee by July 1 of each year and shall be comprised of Directors whose terms are not expiring.

ARTICLE 6

Duties of Officers

Section 1 – President

The President shall be the Chief Executive Officer of the Association and shall have general control and management of its business affairs, subject to the approval of the Board of Directors. He/She shall preside at all meetings of this Association, regular, special and Board of Directors. He/She shall appoint all duties incident to his/her office. He/She shall cast the decisive vote in the case of a tie. He/She shall represent the Association on the Convention & Visitors Bureau Board of Directors as a voting director.

Section 2 – Vice-President

The Vice-President shall assume the duties of President in absence of the President and shall perform such other duties as may be requested.

Section 3 – Secretary/Treasurer

- (a) The Secretary/Treasurer shall record in a permanent record book, the proceedings of all meetings of this Association, the Board of Directors and the Executive Committee Meetings.
- (b) The Secretary/Treasurer shall assume the role of custodian of all records and equipments, except that assigned to others and keep an inventory of all records and equipment.
- (c) The Secretary/Treasurer shall keep a copy of the Bylaws and standing rules available at all meetings of the Association, the Board of Directors and the Executive Committee.
- (d) The Secretary/Treasurer shall make a financial report at all regular meetings of the Association.
- (e) The Secretary/Treasurer shall mail membership invoices annually.
- (f) The Secretary/Treasurer shall receive and dispurse funds of the Association and keep accurate record thereof.

ARTICLE 7
Section 1 – Meetings

Regular meetings of this Association shall be held at least quarterly. One meeting shall be held in September and shall be known as the annual meeting with the purpose of electing Board of Directors members, receiving reports of Officers and transacting any other business. It is intended to hold meetings quarterly on the third Wednesday of the month.

Section 2 – Special Meetings

A special meeting may be called by the President or by the six (6) members of the Board of Directors for the purpose of transacting emergency business.

Section 3 – Notice

All current members shall receive written notice either by mail, fax or email at least seven (7) days prior to any regular or special meeting of the membership and Board of Directors.

Section 4 – Quorum

Except as otherwise required by the Act or the articles of incorporation, for any issue brought before the members for a vote, fifty-one percent (51%) of the members attending and entitled to vote on a matter shall constitute a quorum of the members with respect to such matter.

ARTICLE 8
Committees

The Board of Directors shall, from time to time, appoint one or more committees for any appropriate purposes and may dissolve any such committee. Each committee shall consist of three (3) or more members.

ARTICLE 9
Order of Business

The order of business at all regular meetings shall be as follows:

1. Call to Order
2. Roll Call/Establish Quorum
3. Presentation & Approval of the Agenda

4. Presentation & Approval of the Minutes
5. Presentation & Approval of the Financial Report
6. Report of Officers
7. Report of Committees
8. Communications
9. Old Business
10. New Business
11. Announcements
12. Adjournments

ARTICLE 10

Parliamentary Authority

Robert's Rules of Order Revised shall govern the proceedings of this Association in all cases not provided for in these Bylaws.

ARTICLE 11

Amendments

Amendment of Bylaws by Board of Directors. Subject to the specific requirements for amendment of certain bylaws as may be set forth herein, the Board of Directors may vote to amend the Bylaws at any time to add, change, or delete a provision. Such amendments shall be passed only by a two-third (2/3) vote of the entire Board of Directors. Amendments to the Bylaws require at least thirty (30) calendar days advance notice to Board members with specific time and place where the amendments will be discussed.

ARTICLE 12

Resignation/Removal/Vacancies

- (a) Any Director may resign at any time by giving written notice to the President or Executive Director of the Association. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (b) Any member may be removed, suspended or expelled, for cause, such as violation of any Bylaws or resolutions of the Association or conduct inappropriate or prejudicial to the best interest of the Association. Reasonable notice and the opportunity to present a defense shall be given to any member against whom any such action shall be proposed, and the Board of Directors shall act as a hearing panel. Such suspension or expulsion shall be two-thirds (2/3) vote of the Board of Directors.

- (c) Vacancies hereby created shall be filled by the Board of Directors until the next election at the following annual meeting.

ARTICLE 13

Fiscal Year

The fiscal year shall commence on the 1st day of September and shall end on the 31st day of August each year.

ARTICLE 14

Indemnification / Saving Clause

- (a) **Scope of Indemnification.** The Association shall indemnify each Director, Officer and Executive Director of the Association for acts taken in good faith on behalf of the Association to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The Association shall have the right, but shall not be obligated, to indemnify any agent of the Association not otherwise covered by this section to the fullest extent permissible under the laws of the State of Colorado.
- (b) **Savings Clause; Limitation.** If any provision of the Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Association shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Association shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Association as an organization described in section 501(c)(6) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

ARTICLE 15

Miscellaneous

Section 1 – Designated Contributions

The Association may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Association's general tax-exempt

purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Association shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Association shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Association's tax-exempt purposes.

Section 2 – Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 3 – Dissolution

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.