

BONAIRE HOTEL & TOURISM ASSOCIATION (BONHATA)

BYLAWS

Amended and Approved December 13th 2006

ARTICLE 1

NAME, OFFICE, PURPOSE

A. NAME

The name of this organisation is Bonaire Hotel & Tourism Association (BONHATA).

B. PRINCIPAL OFFICE

The principal office of BONHATA shall be located on the island of Bonaire. The Board of Directors (Board) may change the physical location of the principal office at any time as long as it remains on Bonaire.

C. PURPOSES

BONHATA is an association whose members are unified to achieve its common goals and objectives. These are to provide:

- 1) A sustainable quality tourism product at a high price/value relationship;
- 2) A liaison with the government and a lobbying voice and guidance in the arena of tourism;
and
- 3) Effective co-ordination of human and financial resources to promote the destination of Bonaire in a way that benefits the members

ARTICLE 2

MEMBERSHIP

A. TYPES OF MEMBERSHIP

BONHATA has three kinds of membership, which apply to a business entity and not to an individual, except in the case of honorary membership, which is applicable to an individual.

- 1) Associate Membership
- 2) Allied Membership
- 3) Honorary Membership

B. MEMBERSHIP FEES & DUES

The Board will determine the membership fees, dues, and/or subscription structures for Associate and Allied Memberships, who are also known as "voting members". Honorary Memberships are free of membership fees and dues and are considered non-voting members. All membership fees, dues, and/or subscriptions shall be payable at such times and in the manner the Board determines.

All members whose accounts are delinquent for sixty (60) calendar days from receipt of invoice or over shall be excluded from all activities, including voting, of BONHATA, until such time as their accounts are settled and up to date. Such delinquent accounts may be referred to the bailiff for collection.

C. MEMBERSHIP TERMS

Associate and Allied Memberships are annual, fiscal year memberships, while Honorary Memberships are lifetime memberships.

D. Associate.

Requirements for Associate Membership

- 1) Members must be a Bonaire hotel enterprise and/or any overnight accommodation, which has been accepted as such by the full Board with a two-thirds majority vote.
- 2) Members must meet the financial and legal obligations of membership as determined by the Board.
- 3) Members must maintain a high and consistent standard of quality and service. BONHATA reserves the right to investigate any complaint presented to the BONHATA office in person or in writing and reserves the right to revoke membership in accordance with Article 3.
- 4) Members may not sell or promote non-association members during the course of a BONHATA sponsored marketing activity unless otherwise approved by the Board of Directors. If a member is found to be promoting a non-association entity without Board of Directors approval, membership in the association shall be suspended.
- 5) Associate Members must also be a member of the Caribbean Hotel Association (CHA) and abide by their membership regulations in addition to those of BONHATA. If payment has not been received by CHA or a payment plan alternative such as "room nights for dues" has been approved by CHA, BONHATA will pay the members dues as invoiced by CHA. Said member will then receive an invoice from BONHATA for dues paid on their behalf along with the supporting invoice from CHA.
- 6) Members may not hold membership in any other Hotel and Tourism Association other than CHA or CTO unless otherwise approved by the Board of Directors.
- 7) In the event ownership of a member property changes, membership in the association is thereby terminated and the member property must re-apply for membership in the association.

E. ALLIED MEMBERSHIP

Requirements for Allied Membership

- 1) Members must be enterprises involved in the Bonaire tourism industry who are not hotel enterprises and/or overnight accommodations which have been accepted as Allied Members by the full Board with a two-thirds majority vote.
- 2) Members must maintain a high and consistent standard of quality and service. BONHATA reserves the right to investigate any complaint presented to the BONHATA office in person or in writing and reserves the right to revoke membership in accordance with Article 3.
- 3) Members may not sell or promote non-association members during the course of a BONHATA sponsored marketing activity unless otherwise approved by the Board of Directors. If a member is found to be promoting a non-association entity without Board of Directors approval, membership in the association shall be suspended.
- 4) Members may not hold membership in any other Hotel and Tourism Association other than CHA or CTO unless otherwise approved by the Board of Directors.
- 5) In the event ownership of a member property changes, membership in the association is thereby terminated and the member property must re-apply for membership in the association.

F. HONORARY MEMBERS

Honorary Members are those who have rendered meritorious services to BONHATA and/or the welfare of the Bonaire tourism industry in particular. They are appointed by the General Assembly upon recommendation of the Board.

G. APPLICATION FOR MEMBERSHIP

Application for membership of BONHATA, except for the Honorary Membership, shall be submitted to the Board, and shall be accompanied by the initial fees and dues, which will be refunded if the application is rejected. The application for membership must include written agreement by the applicant to abide by and uphold these Bylaws of BONHATA and related policies referenced herein.

Within fourteen (14) calendar days after receipt of such an application, the Board shall take a decision on such application and will communicate this decision in writing to the applicant. In the event that admission is denied, an explanation of the appeal procedures will be communicated.

H. MEMBERSHIP REFUSAL

The Board reserves the right to refuse an application but must state to the applicant the reasons for doing so. In case an application is refused, the applicant may appeal to the General Assembly within fourteen (14) calendar days after receipt of the Board's notice of refusal. In the event of an appeal, the majority vote of the General Assembly shall be the deciding factor.

I. MEMBERSHIP APPEALS

Appeal shall occur in writing to the President of the Board, who within fourteen (14) calendar days after receipt of it shall convene a General Assembly to decide thereon. In the event that the Board shall fail to convene such a meeting in the stipulated time, then any two members, except Honorary, may call such a meeting.

J. MEMBERSHIP ACCEPTANCE

If an application for membership is accepted, the membership will become effective immediately provided dues are fully paid.

K. MEMBER OBLIGATION TO FOLLOW BONHATA RULES

Each member of Bonhata agrees to be bound by these Bylaws and in the amendments thereto, and by the lawful actions of the Board or voting members of BONHATA.

L. RESIGNATION

A member may withdraw or resign from BONHATA by giving fourteen (14) calendar days written notice by registered mail thereof to the Board at its offices. The effective date of the resignation shall be at the end of the fourteen (14) notice period; however the member shall remain liable to BONHATA for any accrued and unpaid fees, dues and/or subscriptions outstanding up through the effective date of the resignation

ARTICLE 3

EXPULSION AND SUSPENSION

A. CAUSE

A member may be suspended or expelled if, in the opinion of the Board such a member or one of its representatives shall:

- 1) Be guilty of conduct which is calculated or likely to bring BONHATA, its members, the Bonaire tourism industry into disrepute;
- 2) Fully and persistently refuse to comply with the Articles or Bylaws of BONHATA and/or;
- 3) Be in arrears for more than ninety (90) calendar days with its fees, dues, and/or subscriptions and fails to pay such within fourteen (14) calendar days after being given notice in writing by registered mail requesting payment. The notice may be served on the member by a representative of BONHATA or by registered mail addressed to the last address of the member shown on BONHATA records.
- 4) Utilize BONHATA sponsored marketing activities to promote/sell businesses that are not members of the association.

B. NOTIFICATION, SUSPENSION, AND EXPULSION VOTING PROCEDURES

If good cause for suspension or expulsion of a member is deemed to exist by the Board, the matter shall be dealt with at the next meeting of the Board. The member in question must be given not less than seven calendar days notice in writing of such meeting, mentioning particulars of the matter complained of, and said member must be afforded the opportunity to attend said meeting in order to answer the charges being made against the member. If said member chooses not to attend said meeting, then the Board is free to proceed without said member present.

A quorum of the Board members must be present at such a meeting especially convened for the purpose of considering the suspension or expulsion of a member. If the Board, after hearing the member in question out, determines by majority vote that suspension or expulsion is desirable, the member concerned shall be suspended for such a period as the Board may decide, taking into consideration the Bylaws of BONHATA, or be expelled as the case may be.

C. SUSPENSION OR EXPULSION APPEALS

The member suspended or expelled by such Board decision shall be entitled to appeal to the General Assembly. Such appeals shall be directed to the Board in writing and shall include the petition to convene a General Assembly within seven calendar days after the Board's decision has been rendered in order to hear the case. In the event that the board shall fail to convene such a meeting in the stipulated time then any two Active or Allied members may call such a meeting.

At such General Assembly the suspended or expelled member shall be entitled to be present, or be represented by counsel if so desired, to contest the charges that led the Board to suspend or expel the member. After the suspended or expelled member's and the Board's presentations, the General Assembly shall decide by at least a two-third majority of votes validly cast, to void the Board's decision.

In the event that the suspended or expelled member does not exercise his/her right to appeal to the General Assembly within the seven calendar days stipulated above after the Boards decision has been rendered, the suspension or expulsion shall become effective as of the eighth day.

D. EXPELLED OR SUSPENDED MEMBER OBLIGATIONS

A suspended member shall at all times remain liable for his accrued and unpaid dues, assessments, and/or subscriptions and any other financial obligations towards BONHATA preceding, during and following the period of the suspension. Suspended members shall not have the right to vote until reinstated.

An expelled member remains liable to BONHATA for any accrued and unpaid dues and/or subscriptions outstanding up through the effective date of the expulsion. Furthermore, any fees, dues and/or subscriptions already paid by the expelled member are non-refundable.

ARTICLE 4
MEMBERSHIP MEETINGS

A. ANNUAL GENERAL MEETING

Annual meetings of members shall be held at a time and place designated by the Board. The A.G.M. will be held in September of each year for the purpose of approving the next year's budget, which will have been approved by the Board in the previous month. Every other year the election of the new Board of Directors will also take place.

B. EXTRA ORDINARY MEETINGS

The Board may call an Extra Ordinary meeting of members at any time or alternatively, upon written request of twenty percent of the members to the Bonhata office. The President, or in his absence, any one of the other two Executive Officers, shall call the meeting within fourteen (14) days of the receipt of the request. The notice of Extra Ordinary meeting shall state the business to be transacted at the meeting and no other business may be conducted at the meeting.

C. NOTICE

The Board shall give members reasonable notice of all Membership meetings. Notice must include a description of the business to be discussed and must be given at least seven (7) calendar days before the meeting.

D. VOTING

The presence of at least twenty percent of the voting members in good standing shall constitute a quorum. Where a quorum is present, a majority of those present may take action. Proxy voting is permitted.

If at the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned. After a brief recess, the meeting may be re-opened and the members present shall be deemed to be a quorum and may do all business on the agenda, which a quorum may have done.

Each Allied Member has one vote, while each Associate member has one vote plus one additional vote for every twenty (20) units in operation, with a maximum of six (6) votes. For the determination of votes parts of twenty (20) units are not taken into consideration. The number of units registered with BONHATA must be in operation by the first day of the month in which the meeting is taking place.

E. DEFINITION OF UNITS

Units are defined as the maximum number of physical accommodations that may not be sold as individual accommodations. For example...if you have a 2 or 3 bedroom unit and the units only have one exterior door and each bedroom can not be sold as an individual room, then this would count as 1 unit regardless of the number of bedrooms. If you have 2 bedrooms that may be sold together as one with an adjoining door or may be isolated from each other and sold separately, then this would count as 2 units.

F. PROXY

Every BONHATA Member may from time to time, appoint a representative (hereinafter called a "Proxy") to attend and vote on behalf of the Member at meetings of BONHATA. Any Proxy may represent more than one Member and shall have the right to cast the votes for each BONHATA Member he or she represents. A Proxy must be a Member of BONHATA. A proxy is accepted upon receipt of written and signed notification of the member giving the proxy name and must be brought to the meeting in order for the proxy to be effective.

G. WRITTEN BALLOT

Any action that may be taken at any meeting of members may be taken without a meeting by written ballot, with such ballot to be mailed or sent by facsimile to all members, applying the same terms of Notice as required for a regular meeting.

ARTICLE 5

ELECTION OF DIRECTORS

A. MEMBERSHIP COMMITTEE

The Board shall appoint a Membership Committee, which will consist of three members. Two of these members are directly appointed by the Board, with the stipulation that one member will be an Associate Member and the other an Allied Member. These two members will in turn appoint the third Membership Committee member, who must be a Member of the Association in good standing.

The Membership Committee shall nominate at least one candidate for each Board position up for election and shall notify the membership, in writing, of all nominees' not less than fourteen (14) calendar days before the Annual General Meeting.

Each member seeking election must sign a letter of commitment, whereby if elected they commit to attending at least 70% of any meetings and also to being elected to an executive position within the Board – Associate Members to hold the Presidency or Vice Presidency and Allied Members to the Secretary/Treasurer position.

B. ADDITIONAL NOMINATIONS

Qualifying individuals who were not nominated for a Board position by the Membership Committee may submit a nomination for themselves. Such additional nominations should preferably be provided to the Membership Committee no less than seven calendar days before the Annual General Meeting but may also be accepted at the beginning of the meeting.

C. BALLOT

The Membership Committee shall prepare a ballot for use at the Annual General Meeting, which shall indicate all eligible nominees, including those it had proposed, as well as any properly qualified Additional Nominations submitted to the Membership Committee. The ballot will in turn be provided to all attendees at the Annual General Meeting.

In the event that the nominations do not exceed the number of director positions to be filled, the Secretary-Treasurer shall cast a unanimous ballot for the candidates.

D. ELECTION RESULTS

The results of the election shall be tallied and announced at the Annual General Meeting.

ARTICLE 6
BOARD OF DIRECTORS

A. AUTHORITY

The Board is the governing body of BONHATA.

B. COMPOSITION

The Board shall have not less than five (5) and no more than nine (9) directors. The exact number of directors may be changed from time to time, within the limits specified, by a three-fourths vote of the Board.

At least a simple majority of the Board will consist solely of Associate Members, with the remaining Board consisting of Associate and/or Allied Members. Board policies will determine how such a balance is to be maintained as part of regular elections for the Board of Directors.

C. QUALIFICATIONS

Members of the Board shall be limited to individual representatives of either Associate or Allied members of BONHATA in good standing. In the event that a Director is not employed by a member for a period of fourteen (14) calendar days, the Director shall no longer be eligible to serve as director and the Board shall declare the position vacant. No Member shall have more than one representative on the Board at any time. A Board Member must be a legal resident of Bonaire.

D. TERM

Each director shall be elected for a term not to exceed two years, according to the policies established by the Board.

E. VACANCIES

The Board may declare vacant the office of a director for the following reasons:

- 1) Resignation of a director previously holding office.
- 2) Failure of a director to attend three (3) consecutive meetings of the Board during his/her current term of office without reasonable cause and prior notice to any director or officer.
- 3) Change in employment of a director, which invalidates the director's qualifications to serve on the board.
- 4) The resignation or expulsion from BONHATA of the Member whom the director represents.

F. FILLING VACANCIES

If a vacancy occurs in any office or position, the Board may fill the vacancy for the un-expired term of the office pursuant to the policies set by the Board for such action.

G. BOARD MEETINGS

Any Officer of BONHATA or any two directors may call the meetings of the Board. Regular Board meetings may be held without notice if the time and place of the meetings are fixed by the Bylaws or the Board. Extra Ordinary meetings of the Board shall be held upon four (4) business day's notice by registered mail or forty-eight (48) hours notice delivered personally or by telephone, telegraph, electronic mail or facsimile. Any Bonhata member may bring forth a topic for discussion to any Board meeting and at the Boards discretion, be invited to attend the meeting for the duration of the topic in question.

H. CONFERENCE CALL AND ELECTRONIC MAIL

Members of the Board may participate in the meeting through use of conference telephone, electronic mail exchange or other communications equipment, so long as all members participating in such meeting can communicate with one another.

I. QUORUM

A simple majority of the sitting directors constitutes a quorum of the Board for the transaction of business.

J. EXECUTIVE DIRECTOR

The Board may appoint an Executive Director who shall report directly to the Board. The Executive Director shall perform such duties as are assigned by the Board and shall receive such compensation, as the Board shall determine.

K. STANDING COMMITTEES

Chairpersonship of the following standing committees shall be appointed from the elected Board Members and membership of each committee shall be appointed by each committee Chairperson.

Membership/Finance Committee
Marketing/Sales/IT Committee
Trade/Consumer Show Marketing Committee
Government Relations/Local PR Committee

Committee Chairperson shall provide a report of the actions taken by their committee and or proposals to the Board by their committee prior to each full Board of Directors meeting.

L. AD HOC COMMITTEES

The President may at his/her discretion, appoint Ad Hoc Committees specific to a particular point of interest of the Board or Membership, i.e. Airlift, Crime, etc...

M. REPRESENTATIVE POSITIONS

BONHATA has standing seats on the following organizations Board of Directors. The BONHATA Board of Directors shall appoint persons from the membership to represent BONHATA in these organizations.

STINAPA Bonaire
Tourism Corporation Bonaire
Centrum Klein Bedrijf
Social-Economic Platform

Members appointed to these seats shall provide a report of the actions taken by the organization of which they are representing BONHATA for and or proposals to the Board by the organization prior to each full Board of Directors meeting.

ARTICLE 7

OFFICERS

A. OFFICERS

The officers of BONHATA are President, Vice-President and Secretary-Treasurer, each of whom shall be elected by the Board, from their number, at the first Board meeting of each newly elected Board. Such officers shall serve until their successors take office.

B. QUALIFICATIONS

Any member of the Board shall be eligible for nomination and election as an officer with the exception of the President's position which shall be filled by an Associate Member only.

C. TERM

Each elected officer shall serve a term of two years or until his or her successor is duly elected and qualified. The term will begin in the January following the elections in September of the

previous year. During the interim months, any newly elected Board member may attend any of the meetings called, for the purpose of updating themselves on the current business in hand but on a no voice/no vote basis

D. DUTIES

The duties of the President, Vice-President and Secretary-Treasurer shall be such as their titles by general usage indicate, or as may be specified by the Board from time to time, and as may be required by law. Without a limitation foregoing the powers of the officers, the following duties are conferred upon the officers.

1. PRESIDENT

The President shall preside at all meetings of BONHATA and the Board. With the approval of the Board, the President shall appoint and be an ex-officio member of all committees. The President shall be an Associate Member

2. VICE-PRESIDENT

The Vice-President shall preside and act as President in the event of the absence or disability of the President and assist the President when requested to do so. The Vice President shall be an Associate Member

3. SECRETARY-TREASURER

The Secretary-Treasurer shall cause to be kept all personnel files and all minutes of meetings of BONHATA and the Board and shall provide notice of all meetings in accordance with the provisions of the Bylaws or the direction of the Board. The Secretary-Treasurer shall make available to the members through the BONHATA office all of the minutes of all meetings. The Secretary/Treasurer may be either an Associate or an Allied Member

The Secretary-Treasurer shall further have joint responsibility, together with another member of the executive committee, of all moneys, inventory and assets of BONHATA and shall cause to be kept a proper account (in conjunction with the accounting firm that has been approved by the Board) of all receipts and make a detailed report at each Board meeting.

E. VACANCY

If a vacancy occurs in any office or position, the Board may fill the vacancy for the un-expired term of the office.

ARTICLE 8
EXECUTIVE COMMITTEE

A. COMPOSITION

There shall be an Executive Committee of the Board consisting of the three elected officers. The President shall chair the Executive Committee.

B. AUTHORITY

The Executive Committee may act for the Board pursuant to delegation of authority to the Executive Committee by the Board.

C. PROCEDURE

The Executive Committee shall follow the same rules of procedure as specified for the Board. However, any member of Executive Committee shall have authority to call a meeting of the Executive Committee.

ARTICLE 9
FINANCES

A. FISCAL YEAR

The fiscal year shall begin on January 1st and end on December 31st of each year.

B. BUDGET

At the General Assembly in September the budget for the next fiscal year of the association, as proposed by the Board, shall be considered and approved. The proposed budget must be sent to the members' fourteen (14) days prior to this General Assembly. The Board is not authorised to make any expenses in excess of the approved budget without prior approval of the General Assembly. (Budget timetable – draft made by end of July, approved by Board in August and sent to Membership, ratified at AGM in September).

C. INVESTMENT POLICY

Surplus funds at the end of any fiscal year may be invested at the best available rates obtainable and all interest will be credited to the fund.

D. AUDIT

The Board shall cause an audit of the accounts of BONHATA to be made annually by the Board appointed accounting firm within ninety (90) calendar days following the close of the fiscal year.

E. DISSOLUTION

Upon dissolution of BONHATA, any assets remaining after the organisation has met all of its outstanding debt and financial commitments shall be distributed to an education or charitable organisation as may be designated by the Board.

ARTICLE 10
AMENDMENT OF BYLAWS

A. PROPOSED AMENDMENTS

The Board may, on its own initiative or upon petition of a Member, propose amendments to the Bylaws. The Board shall present all proposed amendments to the membership with or without recommendation.

The Bylaws may be amended by vote of the Members at a Meeting.

B. DISTRIBUTION

After each amendment to the Bylaws, each member shall have available a copy of the amended Bylaws, at the BONHATA office. All amendments will be registered with the appropriate authority.

ARTICLE 11
PROCEDURES

A. ROBERT'S RULES OF ORDER

In the event no clear procedure exists in these Bylaws or has been established by the Board for a proceeding, then Robert's Rules of Order shall be consulted for guidance.