

Gatlinburg Hospitality Association, Inc.

By-laws

Article 1 – Name

Section 1 - The name of this organization shall be the Gatlinburg Hospitality Association, Inc.

Article 2 – Offices

Section 1 – The organization may have such offices as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Article 3 – Mission and Profile

Mission Statement

Section 1 – The mission of the Gatlinburg Hospitality Association, Inc., is to represent the common interest of our members in the hospitality industry including political action, education, industry advancements and to exercise philanthropy in an ethical and professional manner.

Profile

- To foster a cooperative, ethical spirit among the lodging, restaurant and hospitality members within the Gatlinburg and Great Smoky Mountain area.
- To promote good policy and sound business principles.
- To further the education opportunities for those interested in pursuing a career in the lodging, restaurant and hospitality industry.
- Supply a united voice for state, federal, and local legislation, which may affect the lodging, restaurant and hospitality industry.
- To supply information, relating to the lodging, restaurant and hospitality industry, to the members and build a strong resource network.
- To assist and advise in the promotion of tourism in the Gatlinburg and Great Smoky Mountain area.

Article 4 – Membership

Section 1 – Qualification of members: The organization shall have an unlimited number of members and the Board of Directors shall set the qualifications for membership, which may be changed at the discretion of the Board. Membership in this organization shall be classified as either voting, honorary, or student, and shall be granted upon meeting the following qualifications:

- Good reputation in the community or area for high moral standards.
- High ethical standards and integrity of management.
- Cooperation with other members of the Association for the exchange of business and the exchange of ideas and information for the betterment of the industry and the solution of common problems.
- Possession of a City of Gatlinburg business license, or an established operating relationship with an entity that holds a City of Gatlinburg business license.

Section 2 –Membership: Any individual, firm, corporation, lodging entity, restaurant or food service provider that meets the criteria as outlined in Article 4, Section 1, “Qualification of Members,” and is approved by the Board of Directors may apply for active voting membership in this organization of which the applicant is associated. Membership is by property, not by person, and is open to owners, managers, assistant managers and department heads. At all meetings of the Association, members may designate some other person actively connected with the affiliated establishment. Proxies will be permitted by consent of the voting member and the Board of Directors.

Section 3 – Honorary Membership: Honorary membership shall be conferred on those whom the Board of Directors and the membership shall see proper to so elect.

Section 4 – Student Membership: Students in a duly authorized and recognized institution of higher learning working towards a career in the hospitality industry shall be granted a membership status upon written application and payment of dues, such dues to be

established by the Board of Directors. Such membership shall have floor rights, and the rights to attend conventions, but shall have no vote.

Section 5 – Application for Membership: A written or online application for membership to join the Association may be filed with the President of the Association. All such applications must be accompanied by the payment of dues equal to at least one-quarter year membership fee. All applications shall be approved or not approved by the Board of Directors.

Section 6 – Voting Rights: Thirty-five percent (35%) of the voting members of this Association shall constitute a quorum at any regular or special meeting. Each member property shall be entitled to one (1) vote on each matter submitted to a vote of the members, but only one (1) representative of the entity holding active membership in the Association is entitled to vote. The Board of Directors shall have a current list of members at each meeting so that a quorum may be determined for the purpose of voting on any given matter.

Section 7 – Termination of Membership: The Board of Directors, by affirmative votes of two-thirds (66.67%) of all of the members of the Board, may suspend or expel a member in default in the payment of dues for a three (3) month period after an appropriate hearing. Or, the members, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a three month period.

Section 8 – Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges heretofore accrued and unpaid.

Section 9 – Transfer of membership: Membership in this Association is not transferable or assignable.

Article 5 – Membership Meetings

Section 1 – Regular Meetings: The regular meeting of the members shall be held monthly at a time and place designated by the President.

Section 2 – Special Meetings: The President, the Board of Directors or not less than one-tenth of the members having voting rights may call special meetings. When a special meeting is required, either as a result of action of the Board of Directors or the membership as hereinabove provided, such request shall include the purpose for which said meeting is called. Action at a special meeting so called will be restricted to the matter set out in the notice.

Section 3 – Notice of Special Meetings: Each member shall be given notice in person, telephone, mail, fax, or electronic mail (e-mail) at least five (5) days prior to said meeting. At any meeting of the members, thirty-five percent (35%) of all the outstanding membership must be represented in person or by proxy to constitute a quorum for all purposes.

Article 6 – Dues

Section 1 – Dues: The elected Board of Directors may determine from time to time the amount of initiation fee, dues and meals, if any. The Treasurer shall bill each member for dues on a schedule to be determined by the Board of Directors.

Article 7 – Board of Directors

Section 1 – General Powers: Its Board of Directors, which shall be elected by vote at the designated meeting, selecting officers for the upcoming year shall manage the business and affairs of the Association.

Section 2 – Number, Tenure and Qualifications: The Board of Directors shall consist of the President, President-Elect/Vice President, Past President, Treasurer, and Secretary or appointed Executive Secretary, and not less than four (4) members to be elected from the general membership of the Association. The tenure of the board members elected from the membership shall be a three-year term.

The President shall appoint representatives from the community as deemed necessary and beneficial to the organization to serve a one-year term annually from January through December. These members should consist of community leaders from all segments of the hospitality industry.

Section 3 – Succession and Vacancies: No officer of the Board of Directors shall be eligible to succeed himself/herself in the same office for more than one (1) consecutive term. At the end of one (1) consecutive term an officer shall not become eligible for re-election to the same position until after a lapse of one (1) year, unless the Board recommends and the Membership votes to waive the

1 year hiatus requirement. The normal succession of officers is Secretary, Treasurer, President Elect/Vice President, President and Past President (but this line of succession is not required). In the event of a vacancy on the Board of Directors through death, resignation, disqualification; the remaining members of the Board, by majority vote, shall elect a Director to fill the unexpired term. Should any officer or member of the Board of Directors miss two (2) consecutive meetings of the Board during a calendar year without a reason acceptable to the majority of the Board, that position/office may be declared vacant. Severance of connection from an organization holding a voting membership by an elected Director shall automatically cause his/her seat to become vacant and all rights shall thereupon immediately cease subject to action of the Board of Directors.

Section 4 – Removal of Directors: The members of any regular or special meeting shall be in power to remove any or all members of the Board of Directors with cause, and shall be in power to elect a successor to such member or members as may be removed from the Board of Directors with the full support and affirmative votes of two-thirds (66.67%) of the active voting membership.

Section 5 – Quorum: Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum for the meeting of the Board.

Section 6 – Meetings: The Board of Directors shall meet at such time and place as may be designated by the President. Notice shall be given to each Director in person, telephone, fax, or e-mail at least twenty-four (24) hours prior to the meeting. Special meetings of the Board of Directors may be called at any time by the President or by a majority vote of the Board by notice in person, by mail, telephone, fax, or e-mail.

Section 7 – Duties: The Board of Directors shall direct, manage, control, and have general supervision of the affairs of this organization

Article 8 – Officers

Section 1 – Number, Tenure, and Qualifications: Only one (1) representative of any given lodging, restaurant or hospitality establishment holding membership in the Association is entitled to hold an office in the organization. The officers of this Association shall be a President, President Elect/Vice President, Treasurer, Secretary, Immediate Past President and such other officers as the membership may from time to time select. The offices of President and President Elect/Vice President must be filled by a representative from a lodging or restaurant establishment. The offices of Treasurer and Secretary are open to any representative from a member organization. The officers shall be elected annually at the October meeting designated by the President of the Association and shall be nominated as herein provided. The terms of the office shall begin on January 1st each year, and shall be limited to one (1) year.

Section 2 – Selection of Officers: The presiding Board of Directors shall submit to the membership, by the October meeting, a list of nominations for each open position on the Board of Directors, including officers. Additional nominations from the floor may be made, and voted on by the general membership at the October meeting. No name shall be placed in nomination for the Board of Directors or for any office without the permission of the proposed nominee.

Section 3 – Vacancies: Severance of connection from a lodging, restaurant or hospitality establishment member by an elected officer or Director shall automatically cause her/his seat as an officer or Director to become vacant and all rights of said officer or Director shall thereupon immediately cease. In the event the office of President becomes vacant through death, resignation or disqualification; The President Elect shall serve out the unexpired term. In the event of a vacancy in any office the membership shall immediately elect a successor for the remainder of the unexpired term.

Section 4 – Officers Duties:

- A. Presidential Duties:** The President shall preside at all meetings of the Board of Directors and the organization, and shall have authority to call meetings of the Board of Directors whenever she/he sees fit, or when requested to do so in writing by three (3) members of the Board of Directors. She/He must give at least twenty-four (24) hours' notice to the members of the Board when calling special Board meetings. The president must give at least twenty- four (24) hours' notice to the general membership when calling special meetings of the Association. With the consent of the Board of Directors, the President shall appoint all committees that may be required to handle the various duties arising at any regular or special meeting and shall name the various standing committees necessary to carry on the business of the organization. Any matters of urgency requiring immediate attention may be referred by mail, telephone, fax, or e-mail by the President to the members of the Board in which case the Board of Directors may vote by mail, telephone, fax, or e-mail provided that at least five (5) members of the Board participate in said vote. The President shall chair at least one committee. President should be a current member of TN Hospitality & Tourism Association in good standing as he/she serves on the state board, and the TnHTA bylaws mandate he/she be a member of TnHTA.
- B. President-Elect/Vice Presidential Duties:** The President-Elect/Vice President shall assist the President in carrying out his/her duties and perform the duties of the President in her/his absence or inability to act. The President-Elect shall also have such other and further powers and shall perform such other and further duties as may be designated to her/him by the Board of Directors. The President-Elect/Vice President shall chair at least one committee.

- C. **Treasurer Duties:** The Treasurer shall be responsible for the finances of this Association. An accurate record shall be kept of the accounts of each member and the collection and disbursement of the funds of the Association. The Treasurer shall keep an accurate and detailed account of all expenditures and make a proper accounting at any time upon request of the Board of Directors showing the financial condition of the Association. The Treasurer shall (annually) produce an independent audit of the Association's finances by an auditor who is approved by a Board vote. The Treasurer shall Co-Chair or Chair at least one committee and shall assist the President-Elect/Vice President in his/her duties to any extent possible.
- D. **Secretary Duties:** The Secretary shall be responsible for minutes of all of the meetings of the Board of Directors and general membership. The Secretary shall keep the minute's book reports and original papers of this Association together with all records pertaining to the office burned to disk and placed in safety deposit box. Any member shall have liberty of examining said books and records at any reasonable time. The Secretary shall Co-Chair or Chair at least one committee and shall assist the Treasurer in his/her duties so that he/she is capable of performing Treasurer duties the following year.

Section 5 – Association Expenditures and Debts: No officer or employee of this organization shall contract any debts except such as the Board shall specifically order.

Section 6 – Checking Account: All checks drawn on the bank account of the Association is to be signed by the Treasurer with the counter-signature of the President. The President-Elect and/or the Secretary shall sign in the absence of either or both the President and Treasurer. Nothing in this paragraph is to prevent the payment of bills incurred within the framework of the approved budget.

Article 9 – Committees

Section 1 – Committees: No committees or individual member thereof shall represent the Association in advocacy of or in opposition to any movement or project without the specific authorization of the Board of Directors, or such authorization as may be clearly planted under the general powers delegated to that committee.

Membership –

- Responsible for managing the membership database of GHA including adding/deleting members as needed, and ensuring that all member contact information is up-to-date
- Make sure that GHA Board, Program Committee, and Internet/Marketing Committee has current membership database when updated
- Recruit new members as well as maintain relationship with current members
- Oversee annual membership drives that includes a direct mail within the first quarter of every year, and email follow ups in subsequent quarters

Program(s) –

- Solicit and confirm monthly meeting locations and speakers
- Provide meeting details to committee person that sends out meeting RSVP
- Send out reminders each month prior to meeting – to speakers and host location, Board members and GHA membership database
- Ensure that needed equipment (US Flag, audio-visual, registration table, etc...) is available at monthly meetings

Education –

- Work closely with local schools to determine where GHA can make the greatest impact
- Collect monies for Kid's Closet at monthly meetings (September – May)
- Handle scholarships given by GHA including ensuring schools have the most current version of the application for students, collecting completed applications, forming a committee to review the scholarships and choose the recipients, notify the students and local school(s) of the winners, and arrange time to award scholarships to students and get their picture. Handle the press release stating scholarship winners.
- Help determine the budget allocations for education

Internet/Marketing –

- Maintain GHA website, Facebook and Twitter accounts throughout the month. Solicit updates/new members from Board at monthly meetings and post to one or all soon thereafter.
- Maintain PayPal account
- Disseminate (email) inquiries from GHA website to appropriate individual

Special Events

- Solicit committee members to help with specified special events and fundraisers

- Arrange date/time for special events with partnering organizations, secure pricing, donations, and volunteers and sign any contracts (such as insurance policies) required by partnering organizations on behalf of the Gatlinburg Hospitality Association. Solicit sponsorships on all levels from membership as needed.
- Make announcements at monthly luncheons; advertise with other local associations as well as within the community.
- Keep track of and confirm all sponsors, donations, and event details.
- Coordinate the purchase/trade of all signage including brochures, banners, hole signs, and any other needed advertisements as needed for individual events.
- Schedule volunteers and manage event on event date
- Participate/volunteer with other local association special events as time allows.

Article 10 – Amendments

Section 1 – Amendments: The By-laws or Charter of the organization may be altered or amended at any annual or special meeting of the Board of Directors of this organization, provided notice of the proposed amendment is included in the call of such meeting or special meeting of the Board of Directors. A two-thirds (66.67%) vote of the Board shall be necessary to adopt any amendment. Any amendment to the By-laws or the Charter of this organization adopted by the Board of Directors must be submitted to the membership at any regularly scheduled meeting or duly called special meeting for approval. A two-thirds (66.67%) vote of all of the members present or by proxy and qualified to vote at said meeting shall be necessary for the approval and adoption of any amendment to the By-laws or Charter of this organization.

Article 11 – Parliamentary rules

Section 1 – Parliamentary Rules: Unless otherwise provided, Roberts’ Rules of Order shall govern all proceedings of the organization in regular or special meetings.

Revised 12/19/2014