



PFHA, INC.

BY-LAWS

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PFHA, INC.

BY-LAWS

ARTICLE I

NAME

Section 1 – The name of this organization shall be PFHA, INC., (Pigeon Forge Hospitality Association, Incorporated) as recorded on the organization Charter. The PFHA, Inc., will have as d/b/a PFHTA, INC., (Pigeon Forge Hospitality and Tourism Association, Incorporated). The organization may have other additional d/b/a names as industry trends may dictate.

ARTICLE II

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. The organization, however, will maintain a Post Office Box for correspondence and other delivery needs.

ARTICLE III

PURPOSE

Section 1 – The purpose of the Association is as follows:

- A. To foster a cooperative spirit between all Hospitality and Tourism Associations of Sevier County and the State of Tennessee.**
- B. To remove by concerted action such bad practices and customs as may seem contrary to good policy and sound business principles in the hospitality and tourism industry.**
- C. To secure by every proper and legitimate means the enactment of uniform Federal, State and local legislation in so far as the same may affect the purposes of this Association and to prevent so far as possible unwise legislation that might tend to unjustly burden the hospitality and tourism industry.**
- D. To accumulate and disseminate information relating to the hospitality and tourism industry with the membership of this Association that will be of value and benefit to them.**
- E. To generally advance the interest of hospitality and tourism in the City of Pigeon Forge and Sevier County, and to develop friendly and ethical cooperation and coordination of the membership as well as others in the hospitality and tourism profession within the State of Tennessee.**
- F. To engage in any other activity consistent with the laws of the United States and/or the State of Tennessee, the City of Pigeon Forge and this Charter.**

ARTICLE IV

MEMBERSHIP

Section 1 – Qualification of Active Members. The Association shall have an unlimited number of members and the Board of Directors shall set the qualifications for the members, which may be changed at the discretion of the Board. Any individual, firm or corporation engaged in the lodging, restaurant, retail, theater, or attraction/amusement industry utilizing a City Business License granted by the City of Pigeon Forge and approved by the Board of Directors, may apply for active voting membership in this Association in the name of the establishment with which said applicant is connected.

Section 2 – Voting Rights. Each active 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 establishment holding active membership in the Association is entitled to vote. One (1) representative shall be limited to one (1) vote per property location membership. Proxies will be permitted by consent of the member property owner and the Board of Directors.

Twenty percent (20%) of the active members of this Association shall constitute a quorum at any regular or special meeting and must be present in order to vote.

Section 3 – Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member for cause 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 (3) month period.

Section 4 – 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 5 – Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6 – Transfer of Membership. Membership in this Association cannot be transferred or assigned.

Section 7 – Associate Membership. Associate membership shall be granted to the representative of such business interests as interact with the hospitality and tourism members during the course of a normal operating relationship. Application for associate membership shall be made in writing by the applicant and passed by the Board of Directors, who shall likewise be vested with authority to limit the number of accepted associate members and the assessment thereof. Associate members are entitled to attend all meetings, and may have permission from the presiding officer to speak on any question. Associate members, however, do not have voting privileges.

Section 8 – Members in Good Standing. In order for any class of the Association to be considered a member in good standing and receive benefits, membership dues must be paid in full by March 31, of the membership year, active in Association by attending meetings, and participating in activities. New businesses in the city, or establishments who were not members in good standing the previous year, can join at any time. Any business establishment who does not meet the two (2) criteria stated above and joins after March 31, will enjoy all benefits of the Association, with the exception of voting rights, for the remainder of that calendar year.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1 – Regular Meeting. The regular meeting of the members shall be held on the second (2nd) Thursday of each month, when practical, or at a time and place as designated by the President.

Section 2 – Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. When a special meeting is required, either as a result of action of the Board of Directors or of the membership as hereinabove provided, such request shall include the purpose or purposes 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, by mail, telephone, fax or e-mail, at least twenty-four (24) hours prior to said meeting. At any meeting of the members, twenty percent (20%) of all the outstanding memberships must be represented in person to constitute a quorum for all purposes.

ARTICLE VI

DUES

Section 1 – Membership Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and dues which will be paid on an annual basis, according to the membership type. Membership amounts are described in the Rules and Regulations of the Association.

ARTICLE VII

BOARD OF DIRECTORS

Section 1 – General Responsibility and Qualifications. The affairs of the Association shall be managed by its Board of Directors. The Board shall consist of up to twenty-five (25) active members, distinguished as follows:

- Seventeen (17) active members with voting privileges
- Up to five (5) associate members with voting privileges (in board meetings only)
- Three (3) advisory members without voting privileges

The active Directors must represent:

- A. **Lodging** - Firms that their primary source of revenue is generated from lodging (a motel, hotel, overnight rental establishment, or campground).
- B. **Restaurant** – Firms that their primary source of revenue is generated from preparing and serving food products to the public.
- C. **Retail** – Firms that their primary source of revenue is generated from the sale of retail merchandise to the public.
- D. **Entertainment** – Firms that their primary source of revenue is generated from an attraction, amusement or theater.

Active board members must be a member in good standing, be employed by a lodging, restaurant, retail or entertainment business that is operating under a City Business License granted by the City of Pigeon Forge and said establishment must be located within the city limits of Pigeon Forge, Tennessee.

The advisory board members will consist of one (1) Member – At – Large employed by a business located outside the City of Pigeon Forge, and two (2) local government officials all of whom are recommended by the President and approved by a majority vote of the Board of Directors. Advisory board members do not have voting privileges. The President can appoint other advisory members to represent the State Association and from the Sevier County Alliance, all without voting privileges.

The associate board members will be recommended by the President and approved by the Board of Directors. The associate board members must be businesses that closely interact with the hospitality and tourism industry on a regular basis and who wish to serve on the board. Associate board members will have voting privileges in board meetings only.

All board members will be required to sign an Ethics and Confidentiality Agreement prior to the first board meeting scheduled in January of each year. All board members are expected to attend and support all activities.

Section 2 – Number, and Tenure. The officers of the Board of Directors shall consist of the President, Vice President/President elect, Secretary, Treasurer, three (3) past Presidents in good standing, five (5) Area Directors (one (1) from each industry of lodging, restaurants, retail, attractions/amusements and theaters), five (5) members at large, plus two (2) members at large from the City of Pigeon Forge, and one (1) member at large from outside the City of Pigeon Forge. **Nine (9) of the Board of Directors shall be comprised of lodging members.**

The tenure of the offices of the Board of Directors is as follows:

- 1 President - One (1) year term
- 1 Vice President - One (1) year term (will automatically move in to the President's role the following year)
- 1 Treasurer - Two (2) year term
- 1 Secretary - Two (2) year term
- 3 Past Presidents in good standing, with the immediate past president to act as Chairman of the Board, and two (2) to be elected by the Board of Directors from a slate of Past Presidents – One (1) year term
(The rule under Article VIII, Section 1: Qualifications, limiting the number of representatives from a hospitality establishment holding office does not apply to Past Presidents. The remaining portion of that section does apply.)
- 5 Area Directors – One (1) year term
- 3 Members – At – Large – Two (2) year term
- 2 Members – At – Large – One (1) year term
- 2 Members – At – Large from the City of Pigeon Forge
- 1 Member – At – Large from outside the City of Pigeon Forge

Each elected officer shall serve a term as listed above and cannot be re-elected more than two (2) consecutive terms to the same office. A member of the Board of Directors who has served two (2) consecutive terms shall not be eligible for re-election to the same office until at least one (1) year has passed.

The term of duty shall be for the year following the annual meeting or until the installation of the succeeding Board.

The Treasurer, Secretary and two (2) Members – At – Large with two (2) year terms, will be elected on alternate years of the election of the Secretary so that terms do not run concurrently.

Section 3 – Succession and Vacancies. A member of the Board of Directors shall not be eligible to succeed himself or herself in the same office after serving a second term until the expiration of one (1) year, except in the case of a newly-elected officer filling an unexpired term. In the event of a vacancy on the Board of Directors through death, resignation or disqualification, the remaining members of the Board by majority vote shall elect a Director to fill the unexpired term. Should any member of the Board of Directors miss three (3) consecutive meetings of the Board without reason acceptable to the majority of the Board, his or her office shall be declared vacant.

Severance of connections from the hospitality and tourism property holding active membership by an elective Director shall automatically cause his or her seat to become vacant and all rights shall thereupon immediately cease subject to action of the Board of Directors. If an elected Director moves to a property with an active membership in good standing, that Director shall remain in office for the remainder of their term subject to the approval of the Board of Directors.

Section 4 – Removal of Directors. The members of any regular or special meeting, shall be in power to remove all or any 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 (2/3) of the active membership.

Section 5 – Quorum. Nine (9) voting members of the Board of Directors shall constitute a quorum for the meeting of the Board.

ARTICLE VIII

OFFICERS

Section 1 – Qualifications. Only one (1) representative of a hospitality and tourism establishment, holding active membership in the Association, is entitled to hold an office in the Association. At no time may a corporate entity have more than three (3) voting members serving on the Board at one time. *Exception:* A Director who moves from one property to another property in good standing even though that property already has an elected Director (ARTICLE VII, Section 3, Succession and Vacancies) may finish the remainder of their term in office subject to the approval of the Board of Directors. The officers of this Association are listed in ARTICLE VII, Section 2 of the By-Laws. Those offices open to elections will be voted on at the general meeting on the second (2nd) Thursday of October at the Association meeting and shall be nominated as herein provided. The term of office shall begin on the second (2nd) Thursday in January and shall be limited to the term listed in ARTICLE VII, Section 2.

An officer may complete two (2) consecutive terms, but not become eligible for re-election to the same office until after a lapse of one (1) year.

Section 2 – Nomination and Selection of Officers. The Board shall present an approved slate of officers recommended by the nominating sub-committee to the members. At least one (1) active member must be nominated for each open office. Any active member may be nominated by the general active membership of the Association from the floor, and added to the slate of officers for final vote by the active membership of the Association. In case of more than one (1) nominee, the representative with the most votes will win the election. In case of a tie, those nominees who tied will participate in a run-off election until one (1) representative emerges as the winner. Nominations and elections for those offices vacated will take place on the second (2nd) Thursday of October, and those officers nominated and elected will take office on the second (2nd) Thursday of each January.

Section 3 - Vacancies. Severance of connection from a hospitality and tourism profession holding active membership by an elected officer or director, shall automatically cause his or her 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 the President becomes vacant through death, resignation or disqualification, the Chairman of the Board shall serve out the unexpired term. In the event of a vacancy in any office, the President will recommend a successor for approval by the Board of Directors to fill the vacancy for the unexpired term.

Section 4 - Duties. All officers shall conduct the affairs of the Association in accordance with the By-Laws and the Rules and Regulations of the Association and insure that all members also comply. Officers' duties are as follows:

A. Chairman of the Board. The Chairman of the Board shall be the immediate past President and shall provide guidance and counseling to the newly elected President. The Chairman shall perform the duties of the President in his or her absence or during his or her inability to act.

B. President's Duties. The President shall preside at all meetings of the Board of Directors and the Association and he or she shall have the authority to call meetings of the Board of Directors whenever he or she sees fit, or when requested to do so in writing by six (6) members of the Board of Directors. He or she must give at least a twenty-four (24) hour notice to the members of the Board for called meetings of the Board of Directors.

He or she shall call special meetings of the Association whenever requested by a majority of the members of the Board of Directors, or when requested in writing by twenty percent (20%) of the members of the Association. Any matter of urgency, requiring immediate attention, may be referred by mail, telephone, fax or e-mail by the President to the members of the Board of Directors in which case the Board of Directors may vote by mail, fax or e-mail provided that at least nine (9) members of the Board participate in said vote.

The President shall recommend Rules and Regulations to the Board of Directors for adoption.

The President shall be responsible for approving disbursements and be available to counter-sign with any of the other officers on all checks drawn on the bank accounts of the Association. The President shall also have the authority to approve disbursements of up to \$500.00 without approval of the board.

The President shall make recommendations to the Board of Directors for approval on any vacancies that may arise on the Board. The President is also authorized to appoint advisory board members per Article VII.

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 Association.

C. Vice President/President Elect Duties. The Vice President shall Champion the Government Relations Committee and serve on at least one (1) other. He or she must attend all meetings and present reports of officers that are unable to attend. The Vice-President/President Elect will review his/her report to the Board. If the information is vital for the benefit of the members, he/she will report to the scheduled membership meeting. There will be instances when a current report is not available; if that is the case, the Vice-President/President Elect will not be required to address the membership.

The Vice President shall have such other and further duties as may be designated or assigned by the President or Board of Directors.

D. Area Directors Duties. The Area Directors will be the spokespersons and representatives for their respective Industry and shall bring to the Board issues of importance to that Industry.

The Area Directors will be responsible to give reports on their respective Industry to the active membership at scheduled meetings. The Area Directors will review their reports to the Board prior to the scheduled membership meeting. There will be instances when a current report is not available; if that is the case, the Area Director will not be required to address the membership.

The Area Directors shall serve on at least (1) committee. They shall have such other and further duties as may be designated or assigned by the President or Board of Directors.

E. Secretary's Duties. The Secretary shall be responsible for recording and maintaining minutes of all meetings of the Board of Directors and of the membership meetings. Copies of all minutes are to be given to the Association Coordinator for safekeeping.

The Secretary shall be responsible for maintaining and updating the Association's Rules and Regulations. Copies of all minutes are to be given to the Association Coordinator for safekeeping. Any member shall have liberty of examining said books and records at any reasonable time.

The Secretary shall have such other and further duties as may be designated or assigned by the President or Board of Directors.

F. Treasurer's Duties. The Treasurer shall be responsible for the financial records of the Association. An accurate record shall be kept by the Association Coordinator of the accounts of each member, and the collection and disbursement of funds of the Association. The Treasurer shall review the records as recorded by the Association Coordinator. He/she will report all activities of the finances including deposits, expenditures, debt, etc., to the Board of Directors at all scheduled meetings.

Any member shall have liberty of examining said books and records at any reasonable time.

All checks drawn on the bank account of the Association requires two (2) signatures. The Chairman of the Board, Vice-President/President Elect, Secretary or Treasurer will be authorized signers, updating the bank accounts' signature cards annually. Nothing in this paragraph is to prevent the payment of bills incurred within the framework of the approved budget.

The Treasurer shall have such other and further duties as may be designated or assigned by the President or Board of Directors.

Section 5. Debt Obligation. An officer or employee of this Association shall not contract any debts except as directed by the Board of Directors or as provided in the Rules and Regulations of the Association.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees. The standing committees will consist of the following:

- A. Executive
 - Nominating
 - Budget and Finance
 - By-Laws/Rules and Regulations
 - Government Relations
- B. Membership
- C. Events
 - Joint Assns. Breakfast/Luncheons
 - Golf Tournament
 - Bowling Tournament
 - Housekeeping Tournament
 - Annual Frontline Christmas Party
- D. Education
- E. Monthly Membership Meetings
- F. Housing Bureau

Each committee shall consist of a Champion with at least four (4) members, but no more than seven (7) members, that will enhance the purpose and business of the Association. Each Champion will be allowed to recruit their members, insuring each candidate are members in good standing with the Association.

Each committee Champion will be responsible for calling meetings and presenting recommendations to the Executive Board for recommendations to the Board of Directors for final approval at scheduled meetings, or as required.

EXCEPTION: GOLF COMMITTEE DOES NOT HAVE TO GET APPROVAL FROM EXECUTIVE COMMITTEE ON ANY DECISIONS DUE TO TIME CONSTRAINTS. AN EXCEPTION WOULD BE FUNDS THAT NEED TO BE SPENT OUT OF THE ORDINARY. ALL BOARD MEMBERS ARE PART OF THE GOLF COMMITTEE AND WOULD BE AT MEETINGS TO APPROVE OUT OF THE ORDINARY DECISIONS.

Section 2. Representation of Association. A committee or individual member thereof shall not represent the Association in advocacy of or in opposition to any movement or project without specific authorization of the Board of Directors, or such authorization as may be clearly planted under the general powers delegated to that committee in the Rules and Regulations of the Association.

The President may establish additional committees as industry trends may dictate, and Appoint a Champion for those committees.

ARTICLE X

AMENDMENTS

Section 1. Altering By-Laws. The By-Laws or Charter of the Association may be altered or amended at any annual or special meeting of the Board of Directors of this Association, provided notice of the proposed amendment is included in the call of such meeting of the Board of Directors. A two-thirds (2/3) vote of the Board shall be necessary to adopt any amendment. Any amendment to the By-Laws or the Charter of this Association 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 (2/3) vote of all members present 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 Association.

ARTICLE XI

PARLIAMENTARY RULES

Section 1. Roberts' Rules of Order. Unless otherwise provided, all proceedings of this Association in regular or special meetings shall be governed by Roberts' Rules of Order.

