

# THE SALES PROMOTION CLUB, INCORPORATED

## BY-LAWS

### **ARTICLE I**

Section 1. Name of Club. The name of the club shall be The Sales Promotion Association, Inc., of Baltimore.

Section 2. Headquarters. The office, principal place of business and permanent headquarters of the Club shall be at Baltimore, Maryland.

Section 3. Objects of the Club. The principal objects of the Club shall be to institute and maintain a method of exchanging and interchanging business information among its members; to create, foster, and encourage a spirit of cooperation, business efficiency, and ethical business and professional practices among its members.

### **ARTICLE II**

Section 1. Membership Defined. The membership shall be composed of salesmen, sales managers and trade solicitors in general and members of the several professions, each representing a different trade, business or professional classification. No member shall hold more than one classification.

Section 2. Eligibility for Membership. Any person whose main business or profession is not in competition with the main business or professional of a member is eligible for membership in the Club. An application for membership shall not be denied by reason of any conflict between the main business of such applicant and an incidental business of a member. Club membership shall be considered the possession of the applicant as long as the member does not change classification. Should a member change classification, a new membership application must be submitted. This application shall be automatically accepted unless an objection is raised by an existing member.

Section 3. Procedure for Application for Membership. An applicant, after attending by invitation one regular Club meeting and briefly explaining his proposed classification, may be proposed for membership by submitting a completed membership application to the Chairperson of the Admissions Committee. The applicant's name and classification will then be included in the next weekly communication. Objections of conflicting business interests shall be submitted to the membership committee chairperson for consideration, and then, if not resolved, to the membership for a vote. If no objections are raised, the applicant will be voted on for membership at the next regular weekly meeting. Upon a majority ruling, the applicant is now a member, and must willfully sign an agreement to abide by these by-laws. An initial assessment fee will be charged to cover expenses of processing the new membership application. However, only applications approved will be charged this fee established by the Board of Directors and approved by the membership, and will be sent with the application.

Section 4. Limitation of Member's Classifications. No member of the Club shall apply for, or be entitled to, more than one classification.

Section 5. Retired Members Category. A member of the Club may apply for Retired Member status upon retirement from the occupation under which his/her membership was classified. A Retired Member may attend any and all meetings and social functions on a “per function” basis, the fee for which is to be determined by the Treasurer. The fee shall not be in excess of the fee charged any other member or guest, whichever is higher, for that particular function.

### **ARTICLE III**

Section 1. Quarterly Dues. On the first day of each quarter there shall become due and payable by each member such fees as shall be designated by the Board of Directors and approved by the membership, which fees shall be for luncheon expenses of members and all other general expenses of the Club.

Section 2. Expense of Guests. A member shall pay for expenses of all his guests except in the case of a prospective member.

Section 3. A prospective member may be invited to any meeting of the Club. A member may not invite as his guest a competitor of any present member without obtaining permission of that member.

### **ARTICLE IV**

Section 1. Observance by Members of By-Laws and Regulations. It shall be obligatory upon the part of the members to fulfill, and perform all requirements herein contained and to conform to all rules and regulations, whether expressed in the By-Laws or otherwise, which have been or may be from time to time adopted by the Club or its Board of Directors.

Section 2. (a) A member shall attend each regular meeting of the Club or send his/her designated alternate. Absence from four (4) consecutive Club meetings shall result in the member's suspension. This suspension will be noted in the next weekly newsletter. A suspended member's classification may be taken by an applicant without recourse to the usual membership process by the suspended member.

(b) A member may file the name of an acceptable alternate with the Secretary. This alternate must attend the regular meeting in his stead.

(c) A member, for reason of illness, business obligations, or personal reasons, may apply for a temporary waiver of the provisions for attendance set forth in Section 2 (a). Such an appeal must be made in writing and submitted to the executive Board for approval prior to the suspension of the membership. The Executive Board has the option to reject any such appeal if it deems a rejection to be in the best interest of the Club.

Section 3. Each member shall make available to all other members any business information that may be of assistance to them in their own business.

Section 4. Members shall recommend to friends and business associates the merits and abilities of the various members of the Club.

Section 5. Members shall act promptly on all business leads received and notify the informant of the result. This shall not apply to any of the professions where the ethical standards of such professions consider such course of action a violation of its professional ethics.

Section 6. Members shall handle all referred business in such a manner as to reflect credit upon the informant and the Club.

Section 7. Other things being equal, members shall always give the fellow member the preference in business transactions.

Section 8. Members shall familiarize themselves with the various businesses represented in the Club for the purpose of making as many recommendations of business to fellow members as circumstances permit.

Section 9. A professional member shall not incur any obligations as member which could conflict with the established principles or standards of the profession to which he belongs; nor shall any other member incur obligations to such professional member which would be in conflict with the established principles or standards of such profession.

## **ARTICLE V**

Section 1. Management of the Club. The management of the Club shall be vested in a Board of Directors. However, any resolution adopted by two-thirds of the entire membership shall be mandatory.

Section 2. Number of Directors. The Board of Directors of the Club shall be composed of officers (President, Vice-President, Secretary, Treasurer), the immediate past President and three other members appointed for a one year term. All officers serve a one year term in their respective offices.

Section 3. Meetings of the Directors. The Board of Directors shall hold a regular meeting on the first -Friday of each month at such time and place as the President may designate. By giving at least twenty-four- hours' prior notice thereof, the President may change the date of said meeting.

Section 4. Special Meetings of Directors. The President shall call a special meeting of the Board of Directors upon the request of any two (2) of its members.

Section 5. Quorum. Five (5) members of the Board of Directors shall constitute a quorum.

Section 6. Vacancies. Any vacancy on the Board of Directors existing after the annual meeting shall be filled by the remaining members of the Board until the next annual meeting.

Section 7. Report of Proceedings of the Directors. Accurate minutes of the proceedings of any and all meetings of the Board of Directors shall be submitted to the Club at the discretion of the Directors. Upon approval by the membership, these minutes are to be maintained by the Secretary.

## ARTICLE VI

Section 1. Officers. The Officers of the Club shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election of Officers. The Officers shall be elected by ballot of the membership at the annual meeting each year. They shall rank in that order and shall hold office until their successors are duly elected and qualified. The President shall not succeed himself.

Section 3. Absent Officer. In the absence of any Officer all the duties and powers herein specified as belonging to him shall be performed by the Officer of the next lower rank.

Section 4. Duties of President. The President shall preside at all meetings of the membership and of the Board of Directors. The President shall appoint and may remove all committees, unless herein set forth to the contrary. He, or his designate, shall be an ex-officio member of all committees. He shall have the power to change the date of any regular meeting and he may call special meetings of the membership by giving seventy-two (72) hours-notice thereof to the entire membership. He shall make an annual report to the Club showing the condition of affairs of the Club.

Section 5. Duties of the Secretary. The duties of the Secretary shall be to preserve the records, correspondence and property of the Club and to render such reports as may be required. He shall render monthly delinquency attendance reports to the Board of Directors.

Section 6. Duties of the Treasurer. The duties of the Treasurer shall be to receive and disburse all monies belonging to the Club. All funds of the Club shall be deposited in the name of the Club in the Bank designated by the Board of Directors. The Treasurer shall make financial and dues delinquency reports semi-annually and at such other times as may be required by the Board of Directors.

Section 7. Checks. All checks on the funds of the Club shall be signed by the President or the Treasurer.

## ARTICLE VII

Section 1. Delinquent Members. A member shall be delinquent if:

- a. He/she be ninety (90) days in arrears in the payment of dues or assessments;
- b. He/she fails to uphold the attendance requirements as outlined in Article 4 Section 2 (a); or
- c. He/she be considered, by a majority of the Board of Directors, to be in violation of the ethics of the Club, his business or profession.

Section 2. Change of Classification. Any member who changes his business or profession and thereby conflicts with another member's classification automatically ceases to be a member of the Club. Any member making any changes in his business or profession shall immediately notify the Club through the Secretary.

Section 3. Expulsion. The Board of Directors shall have the power to expel a delinquent member by a vote of a majority of the Board. However, at least forty-eight (48) hours prior written notice of such meeting, together with a statement of the nature of the delinquency, shall be sent to the delinquent member, thereby according him the privilege of appearing at the meeting and submitting any relevant evidence desired.

Section 4. Status of Delinquent Members. Notification of delinquency shall automatically constitute temporary suspension from membership and rights pertaining thereto.

Section 5. Appeal to Membership. An expelled member may, by written notice delivered to the President within two (2) weeks from notification of expulsion, appeal to the Club. Such appeal shall be heard at the first regular meeting thereafter, at which time the evidence previously submitted and the action of the Board of Directors may be reviewed. A majority vote, which shall be by ballot, of the members then present shall decide such appeal.

## **ARTICLE VIII**

Section 1. Weekly Luncheons. Weekly luncheon meetings will be held every Friday at 12:00 p.m. at a place designated by the Board of Directors. Due notice of any change shall be given to the Club.

Section 2. Annual Meeting. The membership shall hold an annual meeting on the second Friday in the month of January of each year. Annual election and installation of new Officers and Directors shall be held at this meeting.

Section 3. Special Meetings. Special meetings of the membership may be called by the President or by a majority of the Board of Directors by mailing or delivering to every member, at least seventy-two (72) hours prior thereto, a notice including therein the purpose of such meeting, and no business shall be transacted at such meeting except that relevant to the purpose of such meeting as set forth in the notice.

Section 4. Quorum. One-third (1/3) of the membership of the Club shall constitute a quorum.

## **ARTICLE IX**

Section 1. Resignation from Membership. Resignation from membership shall be made in writing to the Board of Directors but shall not relieve any member from liability for any unpaid account at the time such resignation is filed. If a resignation from membership is filed after the first of the month, the member shall also be liable for that month's dues.

Section 2. Members' Indebtedness Not Discharged by Expulsion or Termination of Membership. A member shall not be relieved from liability for any unpaid account by virtue of such member's expulsion from membership or by termination of membership.

Section 3. Members' Indebtedness Not Discharged by Suspension from Membership. A member whose suspension from membership shall be terminated without expulsion from membership shall be liable for all dues accumulating during the period of suspension.

## **ARTICLE X**

Section 1. Standing Committees. There shall be the following Standing Committees: Admissions Committee, Nominating Committee and Budget and Finance Committee. Additionally the current President at the beginning of his term, may create and appoint any committees that he/she considers useful, upon approval of the majority of the Board of Directors.

Section 2. Admissions Committee. This Committee shall be composed of five (5) members, at least one (1) of whom shall be a director and shall serve as Chairman. This Committee, in regard to all matters which it may deem of importance to the Club, shall investigate and question all applicants for membership and shall act in conformity with these By-Laws. This Committee shall have the power to extend to members permission to invite guest eligible for membership to any regular or special meeting of the Club, at the expense of the Club.

Section 3. Nominating Committee. This Committee shall consist of three (3) members selected by the Board of Directors not later than the first meeting in October of each year. The outgoing President shall serve as an ex-officio member of this Committee. He shall act in an advisory capacity and shall have no vote in the final list of nominees. It shall be the duty of this Committee to select candidates for all offices and/or directorship, the terms of which expire on the date of the annual meeting. This Committee shall present its selection of candidates to the membership at the first regular meeting in the month of December, annually. Additional nominations for such offices and directorships may be made by any member from the floor at said meeting, and such nominations need not be seconded. Further nominations may also be made for such offices and directorships by any (7) members who, in writing, shall submit a list of their nominee or nominees to the President at the second regular meeting in December. Thereafter, nominations shall be closed.

Section 4. Budget and Finance Committee. This Committee shall be composed of the Treasurer of the Club, who shall act as Chairman, and two other members of the Club as appointed by the President. The purpose of this committee is to jointly determine and outline a budget for the Club for that year. Once this has been accomplished, it is presented to the Board of Directors for approval no later than the first Friday of March. No expenditures shall be made by this Committee. Additionally this Committee is to meet at least on one occasion in the latter half of the year to review and discuss Club finances.

## **ARTICLE XI**

Section 1. Continuing Tenure of Office. Notwithstanding anything to the contrary herein set forth, the tenure of office of all Officers, Directors and Committeemen (unless they have been removed or disqualified) shall continue until their successors are duly elected or appointed and qualified.

Section 2. Rules and Regulations. All meetings shall be governed by these By-Laws, and any points not covered shall be covered by "Roberts Rules of Order".

## **ARTICLE XII**

Section 1. Suspension of By-Laws. These By-Laws, or any part of thereof, may be temporarily suspended for a specific purpose at any regular meeting of the Club by a vote of at least seventy-five percent (75%) of the entire membership of the Club.

Section 2. Amendments to By-Laws. These By-Laws may be amended at any regular or special meeting of the Club by a vote of two-thirds (2/3) of the membership, provided that the entire membership shall have received notice of such proposed amendment and copy thereof is delivered or mailed to the last known address of all members at least one (1) week prior to the time of meeting.

APPROVED AND ADOPTED OCTOBER 12, 1945