

CONSTITUTION AND BYLAWS OF THE
SALES MANAGER'S CLUB OF SAN FRANCISCO, INC.

Complete with Amendments as adopted during 1995 & 2004

ARTICLE I

Name

This organization shall be known as the Sales Manager's Club of San Francisco, Inc.

ARTICLE II

Membership

1. It is the intent that all members shall be executives responsible for sales and/or trade development. Said executives shall be in charge of managers of/or direct sales representatives, sales, trade development and/or sales & marketing managers (brokers). The product's manufacturers or marketers represent shall be offered for sale through recognized food trade channels.
2. The membership of this Club shall have three (3) categories of membership.
 - a. Active Membership. A regular member who is active in his or her firm in capacity outlined in Article II, Paragraph 1.
 - b. Active Honorary Membership. A member who has changed responsibilities within his or her firm which are outside the intent of Article II, Paragraph 9b.
 - c. Inactive Honorary Membership. A retired Past President or a retired member who qualifies under Article II, Paragraph 9c.
3. The membership of this Club shall not be limited to any number of firms.
4. Not more than four (4) individuals from a firm with one operating division may be admitted to membership.

- a. If a company has more than one operating division, with separate and distinct identities, then up to three (3) individuals from each division are eligible for membership, with a total maximum membership of five (5) per company.
 - b. If a company moves from multiple operating divisions to one group, without separate and distinct identity, existing members may remain in the Club, but as they may resign or leave the Club for any reason, their replacement is not eligible for membership.
 - c. Food Broker Affiliation. Members who have contributed meritorious service, as determined by the Board of Directors and approved by the Membership, who then separate employment from the company they represent as a result of a merger, resignation or other similar action and then enter into a food brokerage firm selling products as defined in Article II, Paragraph 1 are eligible to sustain their membership. This member's successor in the brokerage firm shall not be eligible for membership. Such member shall not be eligible to hold elected office.
5. In the event of a merger of two firms, each of which having representatives in the Club, the individuals involved must decide which four (4) members will represent their new company in the Club despite Paragraph 4 above, provided each individual meets the membership requirements and is a member in good standing.
6. All memberships are carried in the names of the individuals, as the representative of an eligible firm, except as outlined in Article II, Paragraph 9.
7. When a member of this club changes business affiliation or responsibilities except as described in Article II, Paragraph 9, they shall tender their resignation to the secretary within thirty (30) days. If a resignation is not received within sixty (60) days, the secretary will cause the membership to be terminated. The Secretary shall present all resignations and terminations at the next regularly scheduled Board of Directors meeting for future action. The Board of Directors shall authorize the reading of all letters of resignation or notice of termination to the membership at the next regularly scheduled business meeting.
 - a. If a member in good standing were to lose his or her business affiliation (unemployed), through a merger, acquisition, downsizing, going out of business, or for any reason other than an illegal act, said member may decide not to tender a resignation. Instead, said member must still notify the Secretary in writing within 30 days of their separation from their previous employer. Instead of resigning from the Club, they may request "transitional status". If allowed by unanimous vote of the Board of

Directors, said members will be allowed to continue for a period of no longer than six (6) months as a regular member. If said member re-establishes his or her business affiliation in Northern California, they may file a new application for membership. All bylaws surrounding new membership qualifications will apply. If, after six (6) months, said member has not successfully reapplied, termination regrettably becomes automatic.

8. Meeting requirements for candidate for membership. No application for membership may be presented to the Club for approval until the candidate has been presented to and passed by the Board of Directors as to qualifications. Qualifications include compliance with the membership provisions included in these bylaws and attendance at two (2) meetings as a guest. Following an affirmative vote by the Board of Directors, the President shall present the candidate for membership to the club membership for their approval, by an affirmative vote, at the next regular meeting. The candidate for membership must be present to be approved by the club membership.
9. Any Board member, Officer or Past President, who remains active in his firm regardless of his position or responsibilities, shall be included in the compliment of four (4) members per firm where applicable.
 - a. Past Presidents, upon retirement from their business, shall be accorded Inactive Honorary status.
 - b. Active Honorary status may be granted to a member who has changed responsibilities within his or her firm that is outside the intent of Article II, Paragraph 1. This status shall not count in the compliment of four (4) members per firm.
 - (1) Active Honorary status may be applied for by a member for meritorious service with a minimum of eight (8) years continuous service. Upon receipt of this application, meritorious service shall be determined by the Board of Directors. Upon a unanimous affirmative decision of the Board of Directors, said individual must then be approved by the majority of the members present at a regularly scheduled business meeting.
 - (2) Past Presidents may apply for Active Honorary Membership following their final year on the Board of Directors. No change in job status is needed and the purpose of this article is to provide recognition for long-term active service to the Club.
 - (3) Active Honorary members shall pay dues and attend a minimum of six (6) events each calendar year. Active Honorary members shall retain voting rights. Active Honorary members

cannot hold office.

- (4) Meritorious service is defined by the following elements.
Members qualify by having served on the Board of Directors, or achieved an officer's position, chaired many trade luncheons, and served on numerous committees supporting the Club.
- c. Inactive Honorary status. A member who is no longer active in the food retailing business may apply for meritorious service consideration; provided said member must have a minimum of ten (10) years continuous membership. Approval by the Board of Directors and Membership must be made in the same manner as Paragraph b (1) above. Inactive Honorary members shall be accorded an invitation to the Annual Hi-Jinks as guests of the club.

ARTICLE III

Officers and Directors

1. The Officers of this Club shall be the President, Vice President, Secretary, and Treasurer. In addition to these Four (4) Officers, there shall be Six (6) Directors and the Historian comprising the Board members. No more than two individuals from companies with more than one operating division can hold the position of Officers and Directors at any one time.
2. The Officers shall be elected for a period of one (1) year or until successors have been
duly elected.
3. The Board of Directors shall be composed of the Four (4) officers, Six (6) Directors and the Historian. The Six (6) Directors and Historian shall be elected or appointed in the following manner.
 - a. The Immediate Past President shall be one Director.
 - b. One Director shall be appointed at the sole discretion of the President.
 - c. Four Directors shall be elected from the membership at large.
 - d. Historian, preferably an active Past President, shall be elected to a two (2) year term on the Board of Directors. Following completion of the initial two (2) year term he or she may be reelected for additional terms on an annual basis. The Historian shall serve in a non-voting capacity as a member of the Board.

4. All Officers, Directors and Committeepersons elected or appointed shall serve without compensation.
5. The President shall designate the Membership Chairperson and Sergeant-At-Arms from the Four (4) elected and One (1) appointed directors. The Sergeant-At-Arms shall have the responsibility for proper decorum at all functions, including the presence of an American flag and the clubs banner.
6. Upon the resignation of a Director during his or her term of office, the successor shall be appointed by the President to fill the unexpired term.

ARTICLE IV

Duties of Officers and Directors

1. The President shall preside at all meetings of the Board of Directors and membership. He shall appoint all standing and special committees, as provided in Article V. The President shall call all special membership meetings and committee meetings as necessary. The President shall appoint a nominating committee per Article V, Paragraph 1A, to fill vacancies among the officers until the following election.
2. The Vice President shall be chairperson of the Hi Jinks and Program Committees.
3. The Secretary shall be responsible for all correspondence, keep accurate records of the meetings of the Club, issue all authorized notices and perform all duties assigned by the President.
4. The Treasurer shall keep all accounts, receive and collect all monies, pay all bills approved by the Club, keep vouchers and perform such other duties as may be given. Financial records shall be available for the Board of Directors at their request and for annual audit by the Auditing Committee. The Treasurer is directly responsible to the membership to account for all Club funds handled by the office.
5. The Historian shall be elected as a non-voting member of the Board of Directors and appointed as a non-voting member of the Nominating Committee.

Responsibilities include maintaining of the Club records, to guide the Board of Directors on Bylaws, eligibility of members or chairpersons and to assist the Nominating Committee on qualifications.

6. In the absence of the President, the Vice President will assume the duties of the President.
7. In the absence of the President and Vice President, the Secretary will assume the duties of the President.
8. The Directors shall act as an Executive Committee on all matters not specifically outlined herein.
9. The Board of Directors shall have the responsibility to recommend to the membership the termination of any member who does not contribute to the well-being of the Club through such action as repeated avoidable poor attendance or an obvious indifference toward Club functions. By majority vote, the membership may effect this termination.
10. Expiration of Terms. The officers, when their terms expire, shall deliver to their successor's all records, monies and other Club property.

ARTICLE V

Committees

1. The President shall appoint the following as Standing Committees to serve for a period of one (1) year (Hall of Fame, four (4) years), or until successors have been appointed.
 - a. **Nominating Committee.** At the September business meeting, a Nominating Committee shall be appointed consisting of Three (3) past presidents (one of which shall be the immediate past president who will preside as chairperson), Two (2) members-at-large as elected by the Board of Directors, and the historian as a non-voting member. The nominating committee will present their recommended slate of candidates at the October business meeting.
 - b. **Program Committee.** The Program Committee shall consist of three or more members and it shall be their duty to arrange suitable programs for

the education and entertainment of the Club. The Vice President shall act as the Chairperson of this Committee.

- c. **Auditing Committee.** The Auditing Committee shall consist of three members appointed by the President from the membership at the beginning of each Club year. Their duties shall be to audit and verify all records of the Club for the preceding year and at such time as requested by the Board of Directors of the membership.
 - d. **Attendance Committee.** The Attendance Committee shall consist of three or more members. The Attendance Committee Chairperson shall keep attendance records of all members and report at each meeting of the Board of Directors, and shall also be responsible for determining the number who will attend all meetings and advise the appropriate restaurant or meeting facility.
 - e. **Membership Committee.** The Membership Committee shall be chaired by a Director. The Membership Committee will maintain the member roster and inventory of current member name badges. The Committee will solicit and **Scholarship Committee.** The Scholarship Committee shall consist of three or develop new members to maintain an active and vibrant organization.
 - f. The Scholarship Committee shall consist of three or more members, one of whom shall be a director. It shall be their duty to cause Scholarship Applications to be distributed to the trade and SMSF member companies and to administer the qualifying of candidates and selection of scholarship recipients. It is preferred, but not required, that the Chairman of the Scholarship Committee be a Director.
 - g. **Hi Jinks.** The Hi Jinks Committee shall be a committee of the whole membership. The Vice President shall be Chairperson and appoint all sub committee chairpersons.
 - h. **Hall of Fame.** The Hall of Fame Committee shall have a minimum of ten (10) members serving a four (4) year term. Five (5) members shall be added every other year. The committee will organize and present the Bi-Annual Hall of Fame event.
2. The President shall appoint such other Committees as are necessary for the well-being of the Club.
 3. The Vice President shall appoint the following Special Committee Chairpersons, no later than October 1st prior to his year in office:
 - a. Past Presidents Event
 - b. Sweethearts Ball
 - c. Golf Invitational
 - d. Appreciation Day

- e. Hi Jinks Sub-Committee Chairpersons

ARTICLE VI

Initiation and Dues

1. The initiation fee into the Sales Managers Club shall be set by the membership. The initiation fee plus one year's dues for that calendar year, which shall accompany all applications.
2. Annual dues thereafter shall be set by the membership and payable in advance. The initial dues of **NEW MEMBERS** voted into the Club after May 30th of a calendar year shall be one-half of the annual rate.
3. Any member shall be automatically suspended if their dues have not been received by the Treasurer no later than March 1st of each year. A suspended member may reapply for reinstatement in writing upon payment of dues and approval of the Board of Directors. He or she shall not attend meetings once notified of suspension by the Club.

ARTICLE VII

Meetings

1. **Business Meetings.** A minimum of one meeting will be held each month at a central location selected by the Board of Directors. Business meetings are open to guests who are prospective new members. A guest in attendance not seeking membership must be excused during the business portion of our meeting.
2. **Special Events.** All members are expected to attend all mandatory and regular special events.
3. Trade meetings with special guest speakers from the trade shall be held as often as possible, preferably monthly, but not less than six (6) times per year.
4. Guests and associates are welcome at scheduled trade meetings and special events, with the exception of Hi Jinks, which they will be allowed to attend as a member's official guest.

5. It is the responsibility of the guest's host member to inform his or her guest of all Club rules and regulations.

ARTICLE VIII

Membership Protection

1. The membership of this Club shall not be used for the furtherance of any particular business or scheme and any member violating the intent of this Article shall be subject to expulsion from the Club by a majority vote of the membership.
 - a. It is the intent of this Article to prevent the Club from being exploited or obligated to any outside activities.
 - b. Guests of members or of the Club will not be permitted to invite additional guests.
2. Memberships in the Sales Manager's Club are not -assignable.

ARTICLE IX

Quorum

A quorum shall consist of twenty members and must include either the President or Vice President, Secretary or Treasurer. Business transactions shall be considered illegal when there is not a quorum.

ARTICLE X

Attendance

1. ATTENDANCE IS THE LIFE OF THE CLUB. Meeting requirements are hereby set as follows: each member, individually, has the obligation to attend a specific number of scheduled meetings during the calendar year. That number shall henceforth be set at one-half of all scheduled meetings and special events. The mandatory requirement shall include the Annual Hi-Jinks, Golf Invitational, and Hall of Fame in addition to all Business and Guest Meetings.

- a. Any member for reasons of scheduling due to traveling, etc. that cannot attend a guest meeting, may choose to send one individual from their company responsible for calling on that particular retailer. The member will receive credit for attending.
- b. The Attendance Chairperson shall prepare an attendance report twice yearly (after the last meeting of the first half of the year and at the conclusion of the scheduled year) to be distributed to the full membership.
- c. Any member not meeting the requirements at the end of a scheduled year shall be notified by the Board of Directors of their attendance deficiency. The member must submit a written explanation to the President, who may then wave the attendance requirement provided that in his/her judgment the explanation is reasonable, and the member is in good standing in all other areas.
- d. Exception. If a member sustains an extended illness, he or she must notify the Club the projected period of recuperation. The Board of Directors may then elect (on an individual basis), to suspend those meetings within that period from the one-half requirement.
- e. The above is not applicable to Inactive Honorary Members.

ARTICLE XI

Amendments

Any article may be amended or a new article added to the By-Laws in the following manner. When submitted in writing to the Board of Directors at a duly authorized Board of Directors Meeting. The Board of Directors shall then authorize a copy to be sent to all members in good standing, at least 30 days prior to the date on which the same shall be voted on. A two-thirds majority of the members present at a regular Business Meeting is needed to pass any new amendment or article.

ARTICLE XII

Membership Roster and By-Laws

1. The current By-Laws and Membership Roster can be found on the Sales Managers of San Francisco website site.
2. **New Members.** Upon acceptance as a member and attendance at his or her first meeting, the President or acting President shall introduce said member to the membership at a scheduled business meeting. Said new member shall be given a Certificate of Membership.