



Constitution and By-laws of SME of Greater Baton Rouge

Article I- Name

The name of this organization shall be the Sales & Marketing Executives of Greater Baton Rouge (aka SME of Greater Baton Rouge or SME-GBR). It shall be an organization incorporated not for profit under the laws of the State of Louisiana.

Article II- Objectives

The objectives of the organization shall be as follows:

1. To make available to the members timely education and information about selling and sales/marketing management which enables them to better discharge their current business duties and to permit them to prepare for increasing responsibilities in the business community.
2. To undertake studies in the field of selling and sales/marketing management, to conduct rallies, sales clinics, and seminars as a means of improving the proficiency of salesmanship and recognize outstanding performance by sponsoring awards and other forms of recognition.
3. To develop the interest of youth in selling and sales/marketing management as a dynamic career and a complete understanding of the basic concept of its competitive system.
4. To bring to educators a greater interest in teaching a better understanding of the profession of sales/marketing, and to provide material for vocational guidance of their students.
5. To coordinate SME-GBR activities, wherever advantageous, with those of outside related groups whose basic aims are closely allied with SME-GBR.
6. To provide for effective cooperation and exchange of information and ideas among SME-GBR members and keep them advised of developments, which may be to interest of them.
7. To promote acceptance and understanding of selling and marketing professions and their importance to the economy.
8. To encourage members at the local level to be involved in activities of SME of Greater Baton Rouge through committee work, attendance at meetings, seminars and other events, and by seeking/holding office(s) within the organization.
9. To participate actively in youth programs such as Junior Achievement (JA), Pi Sigma Epsilon (PSE), etc.

Article III- Membership/ Membership Year

1. Qualifications for membership in SME of Greater Baton Rouge are based on the following criteria:

- a. Owner, co-owner, president and CEO of a company;
 - b. Sales and marketing managers;
 - c. Senior sales and marketing executives who have maintained their position for 2 or more years and are considered a leader on their team;
 - d. Marketing, sales and advertising counsel and consultants;
 - e. A person employed in post secondary education institution whose assignment is a President (or its equivalent), Business School Dean or Department Chair, professors principally devoted to teaching sales and marketing or others whose principle assignments are in the management of student recruiting or public affairs at the institution.
2. There shall be three classes of membership: Active members, Honorary Members and Emeritus Members (see Article IV, Section 5).
 3. The names of all prospective members shall be submitted by the Membership Committee to the Board of Directors for consideration. The Board of Directors, at its next meeting or via e-vote, shall approve or reject each applicant. If found eligible, and upon completion of the application and payment of dues, the applicant will become a member in good standing.
 4. A Membership Year will be defined as the 12-month period following initial payment of dues.

Article IV- Dues/Description of Membership Classes/Other

1. The Board of Directors shall, prior to June 30 of each year, set the dues for each class of membership.
2. Once the dues have been established for a Membership Year (July 1 through the Following June 30), those annual dues will be assessed to each members at the time their renewal notice is sent (e.g. members whose dues are assessed September will pay that amount for a September-August year; dues assessed in March will cover March-February, etc.). Invoicing for renewals is to take place 30 days prior to renewal date.
3. The annual dues are payable, in full, when accepted into membership and thereafter, within 90 days of receipt of each renewal notice. Exceptions can be made by a majority vote of the Board of Directors.
4. Annually, a determination will be by the Board of Directors as to what will be included in the dues. This information will be communicated to the membership.
5. There may be, as set forth in Article III, Section 2, three classes of membership; Active, Emeritus and Honorary. These classes are defined as follows:
 - a. Active Members: Those members whose sales or marketing employment (or company ownership), or whose employment as an educator, qualify them to be members in SME of Greater Baton Rouge. These people will meet one- or more – of the qualifications for membership identified in Article III, Section 1 of these By-laws.
 - b. Honorary Member: A complimentary membership is extended to the founder of this chapter. Any person outstanding in relevant professions or fields may, by unanimous vote of the board of directors, be elected to honorary membership status and will retain such status at the will and pleasure of the Board of Directors.

- c. Emeritus Members: Those members who have served as President of SME of Greater Baton Rouge, SMEI of Baton Rouge, or SME of Baton Rouge may be approved to Emeritus member status by the Board of Directors. The position was created to allow those who have retired, changed positions, or changed locations and can no longer attend regularly enough to maintain an Active Member Status to continue to support SME of Greater Baton Rouge. This is a voting membership with a limited number of meals and meetings included. The dues and benefits (Meals, Event tickets, etc.) will be set annually by the Board of Directors (Article IV, Section 1) and communicated to the past-presidents.
6. All classes of members are expected to pay their dues, or any other incurred SME of Greater Baton Rouge expenses, within 90 days of receipt of the invoice. Any member whose account is more than 60 days in arrears may be assessed a finance charge, if such a program is determined necessary by the Board of Directors, and made known to the membership in advance. Members who are more than 90 days in arrears in the payment of their dues will have their situation reviewed by the appropriate committee(s) and/or the Board of Directors. Action may be initiated by the Board of Directors at this time (including the revocation of the membership). This action, however, shall in no way relieve the member of their responsibility to pay for all other expenses due to SME of Greater Baton Rouge.
7. The Board of Directors may establish an initiation fee for new members. This fee, plus the annual membership dues, must be paid at the time of acceptance into membership.
8. When a member transfers to a different company, continued membership status of the individual will be determined by who paid for the last membership dues amount. If the individual paid the last membership dues, the individual may continue membership, providing their new position continues to qualify them for membership or by a vote of our Board of Directors. If the company paid the last membership dues the company may identify a different individual to fill the membership. In both cases, the individual must qualify under current member qualifications unless approved to continue by a vote of the Board.
9. The Executive Director will receive a membership at no cost as long as he/she is in the executive director capacity. This includes all monthly meals, dues, and social events.

Article V- Quorums, Meetings, Annual Meeting, Voting Rights Et. Al.

1. Membership Meetings and/or organizational activities shall be held at least monthly on such day at such time and place as determined by the Board of Directors, unless otherwise scheduled and announced.
2. The Annual Meeting of the organization shall be held in June. The membership of the organization shall be given at least two weeks notice of the date and place of the Annual Meeting. Twenty percent of the membership present shall constitute a quorum at the Annual Meeting or any other meeting where business is conducted. A simple majority or those voting shall prevail on any issue.
3. The fiscal year of the Organization shall be from July 1 through June 30.

4. Each active member of SME of Greater Baton Rouge, who is in good standing at the time the vote is conducted, shall be entitled to cast one vote provided they are in attendance at the meeting.
5. Special meetings of the organization may be called by the Board or upon the written request of no fewer than fifteen active members. Special meetings may be held provided the membership has ten days advanced notice. Any request for a special meeting by the Board or by the membership shall include the business item(s) to be conducted.
6. Robert Rules of Order shall govern these By-laws.

Article VI – Governing Body

1. The Governing body of this association shall be the Board of Directors. The Board of Directors shall be composed of the Immediate Past President, the President, President-Elect, Treasurer, and no less than four (4) and up to ten (10) Vice Presidents and up to twelve (12) Directors.
2. The regular monthly meetings of the Board of Directors shall be at the time and place to be chosen by the Board. The President may call a special meeting of the Board at any time.
3. The Board of Directors shall pass upon all matters pertaining to the executive operation of the association; pass on the eligibility of all applicants for membership; hear all grievances; audit all accounts; approve all expenditures and contracts; and settle all matters of policy. A simple majority of the quorum present for Board action is needed except as specified elsewhere in these by-laws.
4. There shall be an Executive Committee composed of the Officers (Immediate Past President, President, President-Elect, and Secretary/Treasurer) who each shall have one vote. The Executive Committee shall act for the Board of Directors between meetings of the Board. However, in all matters, the Board may overrule the Executive Committee. The Executive Committee shall meet at the request of the President or a majority of the Executive Committee and all members must be notified in advance, in a timely manner, of all meetings.

Article VII- Board of Directors/ Officers

1. The management of the affairs of this association shall be vested in the Board of Directors.
2. The Board of Directors shall consist of no less than four (4) and up to ten (10) Vice Presidents and up to twelve (12) Directors.
3. The term of office for Vice Presidents and Directors shall be up to two (2) years and they shall serve until their successors are elected and installed.
4. The Officers shall be the President, President Elect, Treasurer, plus the Immediate Past President. All officers except the Immediate Past President shall be elected for two-year terms and serve until their successor is elected and installed. The immediate Past President shall serve for two years from the expiration of his/her term of office as President.
5. In the event of the death, resignation or removal of the President, the President-Elect shall succeed the previous President. A Board member elected by a

- majority vote of the Board shall fill the position of President-Elect vacated by this action.
6. In the event a member of the Board other than the President or President-Elect resigns or ceases to serve, the President, with the majority approval of the Board, may appoint an active member to fill the unexpired term.
 7. If a Board member is absent from three consecutive Board meetings, the President, with the approval of the Board, may declare that position vacant and appoint an active member to fill the position. Any Board member may be removed with cause upon two-thirds (2/3) vote of the entire Board of Directors.
 8. The duties of the officers and directors shall begin July 1 of each year.
 9. The Board of Directors may employ, contract for services with, an individual (or individuals) to assist in the meeting of the objectives specified in Article II. Such action will be reviewed annually and will be consistent with the financial objectives of SME of Greater Baton Rouge.
 10. Fifty percent of the members of the Board of Directors shall constitute a quorum at a meeting of the Board. A majority vote of those present will suffice to move an item forward.
 11. At no time shall the Board of Directors authorize the expenditures of funds or contract debts in excess of the amount of money in the Association treasury.
 12. All meetings of the Board of Directors shall be open to the membership (exception for "Personnel matters" which might be dealt with in a closed session).

Article VIII- Officers

1. The officers of the organization may include the following:
 - a. President- The President shall preside at all meetings of the organization and the Board of Directors. The President shall perform all the duties of the office. The President shall be an ex-officio member of all committees.
 - b. President-Elect- The President-Elect shall assist the President and become familiar in all executive affairs of the organization. He/she will also preside in the absence of the President. The president-elect shall be expected to stand for nomination as President in his/her turn and serve in that position if elected by the membership.
 - c. Secretary/ Treasurer - In the absence of an Executive Director, or as deemed necessary by the current board or executive committee, a secretary/ treasurer will be appointed by the Board of Directors and assume all responsibilities.
 - d. SME of Greater Baton Rouge Staff: The Board of Directors may employ, or contract with, an individual (or individuals) to help carry out the objectives of SME of Greater Baton Rouge. The Board of Directors may delegate to this staff certain duties of the officers and the organization. However, delegation does not absolve the Board, individually- or collectively- of the responsibilities of their offices.
 - e. Executive Director- The duties of the Executive Director are to keep record of the meetings of the organization and Board of Directors, handle general correspondence and perform such other duties as the Board of Directors may direct. The Executive Director may be bonded at the

expense of the organization and shall be custodian of all organization funds and must keep proper vouchers and books of accounts which are at all times open to inspection by the Board of Directors and which are subject to audit at any time as directed by the Board. The ED collects all dues and assessments, pays all bills and other disbursements approved by the Board of Directors and performs such other duties as the Board may direct.

Article IX- Nominations and Elections

1. The president-elect shall serve as the chairman of the nominating committee for one year and shall call a meeting of the nominating committee composed of the executive committee prior to the annual election meeting to nominate officers for the ensuing year whose terms expire in order to have ballots prepared for the annual election meeting.
2. A single slate of officers, Vice-Presidents and Directors shall be submitted by the nominating committee at a regular membership meeting during or prior to the March meeting.
3. Nominations may be made from the floor at the April meeting or by written notification to the nominating committee. At the conclusion of the April meeting, nominations shall be deemed closed.
4. At the May meeting, the slate of officers will be presented to be voted upon by the members in attendance at that meeting. Each member shall be entitled to one vote. Election of the Board of Directors shall be a majority vote of the active members in attendance.
5. Installation of newly elected officers shall take place at the June meeting, where the immediate Past President will perform the installation ceremony.

Article X- Organization and Committees

1. The President, with the approval of the Board, shall appoint standing and special committees. Special committees shall serve at the discretion of the President.
2. The four (4) and up to ten (10) Vice-Presidents shall each oversee the activities of up to twelve (12) Directors in their areas of responsibility as follows:
 - a. Vice President of Development – Fundraising and Sponsorships; Oversee Director of Marketer of the Year Awards and Director of Distinctive Sales Awards. Manage relationship with Pi Sigma Epsilon and Junior Achievement.
 - b. Vice President of Programs – Speakers and Educational Programs; Oversee Directors to fulfill duties: seminars, co-ops and socials
 - c. Vice President of Marketing – Marketing, Collateral, Website; Oversee Directors to fulfill duties: e-commerce, public relations & communications
 - d. Vice President of Membership – Membership Applications and Retention; Oversee Directors to fulfill duties: recruitment & retention
3. The President, with the approval of the Board, may elect to consolidate Vice President responsibilities to a single Vice President position. The total number of Vice Presidents shall consist of no less than four (4) and up to ten (10) Vice Presidents and up to twelve (12) Directors.

4. Committees, standing and ad hoc, are permitted. They may contain some, or all, of the following:
 - a. Committee Chairperson shall be appointed by the President and be subject to removal by him/her. Committee members will be recruited to serve by the Committee Chairperson. Individuals may be reappointed to a committee assignment annually with no limits as to years of service.
5. No committee shall have the authority to commit the association on matters of policy or to create financial obligation, unless approved by the board and duly recorded in the minutes of the association. All contracts and obligations of SME of Greater Baton Rouge must be in writing and signed by an executive committee member or executive director as authorized by the board.

Article XI- Amendments

1. Any proposed amendment shall be presented to the Board for approval.
2. If approved, the proposed amendment shall be sent up to the membership in written or published form at least 30 days prior to a regular membership meeting.
3. The proposed amendment shall be voted on and two-thirds (2/3) affirmation vote of the qualified members present is required for passage.

Article XII- Distribution of Assets Upon Dissolution

1. Upon the dissolution of the association, the assets of the association shall be applied and distributed as follows:
 - a. All liabilities and obligations of the association shall be paid, satisfied and discharged, or adequate provisions made thereof.
 - b. All other assets of the association shall be transformed to one or more domestic corporations, societies, educational institutions or organizations engaged in similar activities, and recognized as a non-profit entity under Section 501(a) of the IRC by the Internal Revenue Services, pursuant to a plan of distribution of assets adopted by the Board of Directors as provided by law.
2. Prohibition. In no event shall the assets of the association be distributed to any board member, officer or individual member upon dissolution of the association.

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