

SALES AND MARKETING PROFESSIONALS PINE BELT, Inc.
- BYLAWS -

ARTICLE I - NAME

Section 1

Name

The name of this organization shall be Sales and Marketing Professionals - Pine Belt, Inc., hereinafter referred to as ~~SMP-Pine Belt~~ Sales and Marketing Professionals or SMP. It shall be a not for profit association for educational and charitable purposes within the meaning of ~~Section 501c(3)~~ Section 501c(6) of the Internal Revenue Code and under the laws of the State of Mississippi.

Section 2

Affiliation

~~SMP -Pine Belt~~ is not an affiliate of any other group or organization.

ARTICLE II - PURPOSE

Section 1

Purpose

The purpose of the organization is to insure better standards of living through better selling and marketing education and to provide sales and marketing professionals with effective and continuing professional leadership by:

- a. Assisting in the development of local sales and marketing professionals and supporting them through educational services, programs, discussion groups, networking opportunities, forums, panels, lectures, workshops and other educational efforts.
- b. Encouraging the cooperation and exchange of information and ideas among members for educational and professional development purposes.
- c. Providing educational and research information about selling, sales management and marketing practices.
- d. Promoting acceptance and understanding of selling and marketing as a profession and its importance to the economy through public education.
- e. Establishing programs to work with students at the high school and college levels enabling them in understanding the excellent career opportunities in the sales and marketing profession and further the educational understanding of the basic concept of the competitive free enterprise system.
- f. Conducting public awareness and education by recognizing outstanding performance in selling and marketing with an honoree banquet.

ARTICLE III - MEMBERSHIP

Section 1

Membership

Membership shall be open to professionals engaged or employed in sales and/or marketing or who have a common interest in the profession of sales and marketing and educators and teachers of selling, marketing, sales management and distribution. Membership is in the individual's name, but may be paid by the individual or their company.

Section 2

Voting Members Classification

There shall be three types of voting memberships available to executives and managers, entrepreneurs, trainers, consultants and educators employed in, or who have a shared common interest in, sales and marketing.

- a. **INDIVIDUAL MEMBER** - a qualified person who is a member and has paid their own membership dues. Should this member change jobs, their membership goes with them to their new job.
- b. **CORPORATE MEMBER** - A qualified person who is a member and their membership dues have been paid by the business they represent. This membership is transferred to the business if the member should leave his or her job.
- c. **HONORARY LIFETIME MEMBER** - An individual who has rendered distinguished service to the Sales and Marketing profession and has been elected as an SMP Honorary Lifetime Member by the Board of Directors.

Section 3

Non-voting Member Classification

There shall be one category of non-voting memberships:

- a. **STUDENT/ASSOCIATE MEMBER** - College students pursuing a business or related degree may attend the monthly meeting as non-voting members at a reduced rate as determined by the Board of Directors. These students must pay for their own meals.

Section 4

Transfer of Membership

Membership may be transferred from one member to another person in the same business provided the prospective member meets the membership qualifications and the transfer fee is

paid. Dues paid by one business are not transferable to another business. Members whose dues are paid by their company must reapply for membership upon leaving the company.

Section 5

Applications for Membership

Applications for SMP ~~Pine Belt~~ membership shall be made using such procedures as prescribed by the Board of Directors. Applications are subject to approval of the Board of Directors. Application should be submitted with payment. If the company is billed, the repayment must be received within ~~90~~ 30 days. Applicants are considered guests until payment is received. Dues paid are not refundable.

Section 6

Initiation Fees

~~An initiation fee is assessed on all new members except during our membership drive. At that time all initiation fees shall be waived. Members in good standing who do not renew their membership are eligible to rejoin within twelve months of the anniversary date with no initiation fee.~~

Section 7 6

Revocation of Membership

Membership may be revoked by the Board of Directors in the event that a member shall be determined to have acted detrimentally to the purpose of SMP ~~Pine Belt~~ or dues are not received.

Section 8 7

Payment of Dues and Assessment

Dues, assessment and payment policies for all classes of membership shall be determined by the Board of Directors. Dues are paid in advance and are not refundable.

ARTICLE IV - MEETINGS

Section 1

Monthly/Special Meetings

Meetings shall be held monthly on such day and such time and place as shall be determined by the Board of Directors. Special meetings may be held as determined by the Board of Directors. A petition signed by 5% of the voting members may also call a special meeting.

Section 2

Annual Meeting

An Annual Meeting of Members shall take place each year in the month of ~~May~~ June, the specific date, time and place of which shall be determined by the Board of Directors.

Section 3

Notices

Notice of the Annual Meeting and Special Meetings of the members shall be sent by email to each member entitled to vote, not less than one week nor more than thirty days before the time designated for the meeting. All such notices shall state the time, place and purpose of the meeting.

Section 4

Quorum

The members present at any properly noticed meeting shall constitute a quorum.

Section 5

Voting Privileges

Each voting member may cast one vote, in person, **or virtually** on all matters presented to an Annual or Special Meeting of the membership. Any action authorized by a simple majority of those present at a properly announced Annual or Special Meeting shall bind the Board of Directors and Officers accordingly, unless otherwise required by law or by the SMP's By-Laws.

ARTICLE V - BOARD OF DIRECTORS

Section 1

Responsibilities

The Board of Directors shall be the governing authority of SMP ~~Pine Belt~~ and shall be responsible for the assets, management, programs and other affairs of the organization.

Section 2

Qualifications

A member must be a member in good standing for 12 months (1 year) at the time of being nominated to serve on the Board of Directors. This requirement may be waived at the discretion of the Board of Directors.

Section 3

Members of the Board

Members of the Board shall consist of a minimum of five (5) Officers and five (5) Directors. All Directors must be elected by voting member classifications. Each Director is required to have at least one A Support Person may be chosen to serve serving on the board under any director, as needed.

Section 4

Board Meetings

The regular meeting of the Board of Directors shall be determined by the President.

Section 5

Quorum

Fifty percent (50%) of Directors/Officers in office shall constitute the necessary quorum for any Board of Directors meeting in order for business transactions to take place and motions to pass.

Section 6

Election and Term of Office

The members of the Board of Directors shall be elected or appointed. The Officers shall consist of a minimum of six (6) five (5) members elected to the Board of Directors. The Director positions shall be appointed by the incoming President for SMP ~~Pine Belt~~ with membership approval.

Section 7

Vacancies

Vacancies in an Officer or Director's position shall be filled based on the recommendation of the President and approval by a majority of the Board of Directors. A Board member missing three (3) consecutive Board meetings without good cause may be asked to resign by the Board of Directors.

ARTICLE VI - OFFICERS

Section 1 Officers

The Officers shall consist of the President, First Vice President/Programs, Second Vice President/Membership, Secretary, Treasurer, and Immediate Past President.

Section 2 Election and Term of Office

Officers shall be elected in ~~May~~ **June** of each year and shall serve two-year terms beginning with the July meeting. The Second Vice President shall automatically succeed the First Vice President, and the First Vice President shall succeed the President. The Secretary and Treasurer's length of term of office shall be determined by the Board of Directors.

Section 3 President

The President shall be chief executive officer and perform all duties that pertain to the office of President or that may be assigned by the Board of Directors. He/she shall assign responsibilities to the other Officers, Directors and committees. He/she will also oversee their performance to ensure that the organization operates effectively. He/she shall be a member of all committees.

Section 4 First Vice President/Programs

The First Vice President/Programs shall preside at meetings in the absence of the President. He/she shall serve as program chairperson, and shall perform other duties as assigned by the President or Board of Directors. He/she shall succeed to the Presidency for the following **two-year term** or upon a vacancy occurring in the office of the President during the current **year term** at the Board's discretion.

Section 5 Second Vice President/Membership-Recruitment and Retention

The Second Vice President/Membership-Recruitment and Retention shall preside at meetings in the absence of the President and First Vice President/Programs. He/she shall serve as membership recruitment chairperson and shall perform other duties as assigned by the President or the First Vice President or the Board of Directors. He/she shall succeed to the First Vice-Presidency for the following **two-year** or upon a vacancy occurring during the current **year term** at the Board's discretion.

Section 6
Secretary

The Secretary shall serve as corporate secretary. He/she shall perform all duties that pertain to the office or may be assigned by the President or Board of Directors.

Section 7
Treasurer

The Treasurer shall present the financial reports as prepared by the Executive Director. He/she shall perform all duties that pertain to the office or may be assigned by the President or Board of Directors.

Section 8
Immediate Past President

The Immediate Past President shall serve as an advisor to the President. The Immediate Past President will also be responsible for planning the annual SMP ~~-Pine Belt~~ Christmas Party.

ARTICLE VII - NOMINATION AND ELECTIONS

Section 1
Executive Director

The Board shall appoint an Executive Director to oversee the management of the organization and the Executive Director shall be responsible for performing all duties that pertain to the management of the organization, including but not limited to the following: budgets, billing, and collections. ~~and membership database~~. The Executive Director will also maintain a file of all past Secretary's minutes and financial reports. He/she is the principal support person for the Board of Directors and works to protect and safeguard the fiduciary obligations of the Board of Directors and the organization.

The Executive Director shall attend meetings of the Board of Directors, but shall not be a member of this body. The presiding officer of any meeting of the Board of Directors may request the absence of the Executive Director.

The Executive Director shall serve at the pleasure of the Board ~~and shall receive a salary for his/her service to the organization in the form of organization membership~~.

Section 2
Nominating Committee

On or before March 1st of each year the President shall appoint a nominating Committee. The Committee shall consist of at least three (3) members whose responsibility is to nominate Officers and Directors for those whose positions are to be filled.

Section 3
Responsibilities

On or before ~~May~~ June 1st of each year the Nominating Committee shall prepare and provide to the President and the Board of Directors a slate of qualified individuals as nominees for election at the June Annual Membership Meeting. The slate shall consist of one nominee for each position.

Section 4
Nominations by Members

Nominations will be accepted at the Annual Meeting prior to slate of officers being presented to members for ratification. Nominations may be made from the floor by any voting member with approval from the member being nominated.

Section 5
Election

Officers shall move up the Board as indicated, as long as he/she has performed in accordance to the position. Directors shall be presented to the membership by the President and be approved by a simple majority of voting members in good standing present at a properly announced meeting. Elected Directors shall assume their responsibilities for the next fiscal year on July 1.

ARTICLE VIII - COMMITTEES

Section 1
Appointment

The President, with the approval of the Board of Directors, shall have the power to establish committees and appoint chairpersons, as he/she deems advisable for conducting the operation and activities of SMP=~~Pine Belt~~.

Section 2
Responsibilities

In carrying out their responsibilities, all committees shall strive for the overall, long-range improvement of SMP=~~Pine Belt~~ and for meeting its objectives. Committees shall submit regular reports of their activities to the Officer responsible for their function or operation. No committee shall exercise the authority of the Board of Directors or commit funds without the written approval of the President or Board of Directors.

ARTICLE IX - AMENDMENTS

Section 1
Amendments

These bylaws may be altered, amended, or repealed by a simple majority of SMP=~~Pine Belt~~ the voting members in good standing present at any duly constituted meeting of the membership, provided that proper a notice shall be given as provided herein in Article IV, Section 3. and A description of any change shall have been given to all any SMP=~~Pine Belt~~ members in good standing no less than seven (7) days prior to at the meeting at which the change is to be considered.

ARTICLE X - INDEMNIFICATION

Section 1
Indemnification

SMP=~~Pine Belt~~ shall indemnify and save harmless from loss of each of the Officers, Board of Directors and members of the organization individually and collectively, against judgment, actual and reasonable losses and expenses incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his/her being associated with SMP =~~Pine Belt~~.

ARTICLE XI - PARLIAMENTARY PROCEDURES

Section 1
Rules of Order

Parliamentary usage as set forth in the latest edition of **Roberts Rules of Order** shall govern at all meetings of members, the Board of Directors, the Executive Committee, and other committees.

Section 2

Distribution of Bylaws

The bylaws of SMP-Pine Belt shall be distributed to the membership at the Annual Meeting of the members or upon request.

ARTICLE XII - IRC 501c(3) TAX EXEMPTION PROVISIONS

Section 1

Limitations on Activities

No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(c) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of the bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501c(3) of the Internal Revenue Code, or (b) by a corporations, contributions, to which are deductible under Section 170c(2) of the Internal Revenue Code.

Section 2

Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this corporation.

Section 3

Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501c(3) of the Internal Revenue Code. Such distribution shall be made in accordance with the applicable provisions of the laws of this state.