

BY-LAWS of the CITY SALESMEN'S CLUB

Louisville, Kentucky

(Reprint March 2016)

ARTICLE 1

MEMBERSHIP

1. There shall be four classes of membership.

(a) ACTIVE – An Active member must be a person of good character and reputation and must be actively engaged in the sale of commodities or services in the Falls City area. Membership shall be limited to one active sales member from each distinct business classification.

(b) ASSOCIATE – An Associate member may serve exclusively at the pleasure of the principle member.

(1) He may vote only in the absence of principle members.

(2) He will be allowed to serve on committees and attend all social functions.

(3) Associate members are required to make application for membership, which will require one reading before induction.

(c) RETIRED – A Retired member must have been a former Active member in good standing who is no longer active in business. Retired members shall be entitled to all privileges of the club except:

(1) he shall pay the amount set by the entertainment committee for all functions that he and his guests attend;

(2) stating any company name or classification status;

(3) holding office;

(4) attendance rules are waived to retired members, although a retired member shall be granted voting privileges if he attends a minimum of eight meetings per year.

(d) TEMPORARY – Temporary membership may be conferred by the Board upon any Active member no longer actively representing his classification.

All restrictions and qualifications shall be the same as for Retired members (c) above.

(e) HONORARY – Honorary membership may be conferred by the president for a period of one year. No membership privileges shall accompany such appointment. It being an “Honorary” appointment in name only.

2. DUES. Dues are set by the Board of Directors and are to cover the one-year period from November 1 through October 31. Payable in full by November 30.

Active 100%

Associate 80%

Retired 50%

Temporary 0

Honorary 0

Initiation fee shall be the same for Active and Associate Membership – \$60.

ARTICLE II

DUTY OF THE MEMBERS

(See Clarification of Article II on Page 27)

It shall always be the duty of a member of the City Salesmen's Club to conduct oneself in an appropriate manner at all meetings and on all occasions that have connections with this Club, whether at work or at play, and to abide by the rules and regulations of the Club without question. Furthermore, upon being admitted to membership in the Club, a member pledges oneself to be always on the alert for business prospects for one's fellow members, upon contemplating purchases to extend the courtesy of one's consideration to fellow members whenever possible, and to have one's name entered upon the Honor Roll, by being able to recite from memory the Creed of the City Salesmen's Club, to believe in and to live religiously up to the following creed.

I BELIEVE in the City Salesmen's Club, in the goods I am selling, in the firm I am working for and in my ability to get "results." I believe that honest goods can be sold to honest men by honest methods. I believe in working, not waiting; in laughing, not weeping; in boosting, not knocking; and in the pleasure of selling goods. I believe that a man gets what he goes after, that one order today is worth two orders tomorrow and that no man is down and out until he has lost faith in himself. I believe in today and the work I am doing, in tomorrow and the work I hope to do and in the sure reward which the future holds. I believe in courtesy, kindness, generosity, good cheer, friendship and honest competition. I believe the best way to help myself is by helping the other fellow.

ARTICLE III

SELECTION OF MEMBERS

The members of this Club shall be selected in the following Manner:

1. An applicant for membership shall have attended at least one meeting prior to submitting application for membership.
2. The application for membership form which shall be appended to the minutes approving these by-laws shall be submitted to the Membership Committee and shall bear the endorsement of at least two active members in good standing.
3. After full investigation, the application for membership with the recommendations of the Membership Committee shall be referred to the Board of Directors for their approval or disapproval.
4. If proposed member has been approved for membership by the Board of Directors, then the Secretary shall read his name, business and proposed business classification before the Club at the next three regular weekly meetings of the Club. If any member of the Club objects to the proposed member, such objection must be reduced to writing and filed with the Secretary and shall be in his hands within eight (8) days from the date of the second reading. If no objection has been filed, the proposed member shall be notified of his acceptance and arrangements made for his induction as soon thereafter as possible.
5. If, within the period as set forth above, any active member in good standing files an objection as set forth in paragraph 4, Article III, to the proposed membership, such objection must

be carefully considered by the Board of Directors who shall then vote as to whether the objection shall stand or be denied.

6. Upon acceptance, new members shall be billed the Initiation Fee of \$60.00, plus pro-rated monthly share of dues remaining in the billing period. There will be no refunds of dues pre-paid within one current billing period.

ARTICLE IV

TERMINATION OF MEMBERSHIP

1. Termination of membership in this Club shall be under the conditions and for the causes hereinafter set out:

(a) Nonpayment of dues within thirty (30) days of date of billing.

(b) Misconduct or unethical business transactions.

(c) Absence from three (3) consecutive regular meetings of this Club.

(d) Consistent inactivity in the affairs and purposes of this Club.

(e) Loss of Classification in that the member is no longer gainfully representing his stated classification.

2. It shall be the duty of the Secretary to notify the offending member under Sections 1(b) and 1(d) of Article IV, in writing, at his last known address of the time and place of the next meeting of the Board of Directors in order that the offending member shall have the opportunity to appear before the said Board and show cause, if any, why he should not be suspended from the Club. Said notice must be given at least one week in advance of the meeting of the

Board, and if the member fails to appear in person or by representative before the said Board of Directors at the time and place designated, then it shall be the duty of the Board to suspend said member without further proceedings and the Secretary shall notify said member of his suspension by the Board of Directors.

Violation of Rules 1(a) and 1(c) of Article IV, by any member of the Club, shall warrant his suspension. A member may submit written notice to the Secretary of his intention to miss a meeting with reasonable justification, in order to obtain excuse for said meeting. Such notice is to be in the hands of the Secretary prior to the subject meeting. When a member anticipates an extended absence, he or she must notify the Secretary of the Board of Directors in advance and in writing, stating the approximate dates and purpose of subject absence. The Board shall have the authority to grant such absence(s) at its discretion. Failure to secure said excused absence shall result in termination of membership as provided for in Article IV – Section 1 (c) and (d).

(a) it shall be the duty of the Secretary to take judicial knowledge of the violation of said rules and notify the offending member within one week, in writing, after the offending member has violated Article IV – Section 1 (c) (Attendance). It shall be the duty of the Treasurer to notify members who are in arrears in dues payment over thirty (30) days from the due date, such time limit to be construed as nonpayment of dues, of their suspension from the Club. (See Article IV, Section 4).

(b) After a notice of suspension as set forth above, a former

member may submit to the Board of Directors application for reinstatement. Thirty dollars (\$30.00) reinstatement fee shall accompany said application, and the Board of Directors shall notify such former member of the action taken on such request for reinstatement.

(c) Under Rule 1(e) of Article IV, on the day a member ceases to gainfully represent his stated classification, whether the Board of Directors is notified or not, such member shall be automatically placed in a state of suspension for thirty (30) days. Application for change of classification may be made within this time at no charge. After this period, any application from such former member shall be treated as a new application for membership.

3. All other charges preferred against any member may be made in writing to the Secretary, and shall contain a statement of facts setting out the allegations charged. The Board of Directors shall consider said statement of facts sufficient to constitute a cause for suspension against the member charged with the offense. It shall be the duty of the Secretary to notify said member of the Board's findings, and the member shall be proceeded against as herein before outlined.

4. A member under suspension for any reason will be required to make application for reinstatement within thirty (30) days from the time said member is notified by the Secretary of his suspension. If the suspended member does not make application for reinstatement within the specified time, he will automatically lose his membership. If at any time

in the future, he desired to re-enter the City Salesmen's Club, he will be required to make application for membership in the same manner as a new applicant.

5. LEAVE OF ABSENCE: If a leave of absence is necessary for a member, it will be their duty to inform the Board in advance of the dates.

If a leave of absence is granted from the Board, there will be a \$25.00 assessment for this privilege. The leave may extend to 90 days.

If further leave is necessary, a letter must be sent with a check for \$25.00 explaining the reason why further leave is necessary. If this is not accepted by the Board, the check for \$25.00 will be returned to the member.

ARTICLE V

ANNUAL MEETING & ELECTION

1. (a) The Annual Meeting of the members for the purpose of electing Officers and Directors of the Club shall be held in Louisville, Kentucky, on the last Tuesday in September of each year. The place and time the polls will be open must be announced by the Secretary at the last three regular meetings preceding the election. Should there be a tie vote for any office, the meeting will be adjourned. The members will be notified the following day by mail that the necessary vote to decide the part of the election still undecided will be held on the following Tuesday at our regular meeting place and time. If there are more than two candidates for an office,

only those tied will be on the ballot. In case of further ties, voting will continue until results are final. Only at this time may the meeting be adjourned.

The President shall vote in the general election.

(b) It will be the duty of the President to appoint two campaign chairmen five weeks before election to organize two slates to be presented to the membership for election for the ensuing year. Chairmen will be given two weeks to form their slates and shall present them to the membership at a regular meeting three weeks before election night. The next two weeks shall be turned over to the tickets for campaigning.

(c) After both regular tickets are announced, other tickets may be proposed in written form provided they are submitted to the President within one week's time and provided each ticket is signed by at least five members in good standing who are not nominees on that ticket. Other tickets and the various campaign managers will allocate the remaining campaign time including election night. In event they cannot agree, the President will arbitrate, and his decision shall be final and binding.

(d) Proxy votes in the Annual Election will be permitted in the event that a member in good standing will be out of town or under doctor's care at the hours polls are open. Proxy votes must be given to the President, and he will be responsible to determine that the absentee is actually out of town or under doctor's care during the time polls are open.

(e) The Inaugural Ball shall be on the second Saturday after

the election or as close as practical. The luncheon meeting shall be cancelled the week of the Inaugural Ball.

2. A majority of the voting membership in good standing and present shall constitute a quorum for the transaction of business at any meeting of the members.

3. Order of business: (optional)

- (a) Recitation of the Purpose and Creed of the Club.
- (b) Minutes of the previous meeting read by the Secretary.
- (c) Roll call of officers and directors (standing).
- (d) Induction of new members.
- (e) Sales promotion.
- (f) Reports of the committees.
 - (1) Membership.
 - (2) Attendance.
 - (3) Entertainment.
 - (4) Get well.
 - (5) Special committees.
- (g) Unfinished or regular business.
- (h) New business.
- (i) Suggestions for good of the Club.
- (j) Awarding of door prizes.
- (k) Adjournment.

4. VOTING. At all meetings of the Club, only those members shall be entitled to vote who appear on the books of the Club as members in good standing; and each vote shall be cast by the member in person or by proxy as set forth in Article V, Section 1 (d).

5. Roberts Rules of Order shall prevail in cases of dispute.

6. The regular weekly meeting shall be held each week on Tuesday at 12:15 p.m. at the regular meeting place. The membership, by simple majority, may change any specific meeting for good cause.

ARTICLE VI

THE BOARD OF DIRECTORS

1. The Board of Directors is entrusted with, and shall have general charge and management of, the property, affairs and business of this association and shall manage the same in conformity with the provisions of these by-laws.

2. The number, election and term of office:

(a) The Board of Directors shall be nine in number and shall consist of the President, Vice-President, Secretary and Treasurer of the Club, and five other Directors as herein provided. The immediate Past President of the Club shall become one of the Directors upon termination of his term as President of the Club, without the necessity of election by the membership. The other Directors shall be elected by ballot by the members of the Club at the Annual Meeting of the membership as provided herein.

(b) The Directors shall hold office for one year or until their successors are elected and qualified.

(c) A vacancy in the Board of Directors caused by death, resignation or otherwise shall be filled by a majority of the Board for the unexpired term.

3. Meetings of the Directors:

(a) The Directors shall meet annually at the call of the

President not later than the second Tuesday in November each year and other regular and special meetings of the Board of Directors shall be held as often as may be necessary in the judgement of the Chairman of the Board. The said Chairman shall have the power to call regular or special meetings at any time he may in his judgment deem it necessary, or they may be called by unanimous consent of the Board of Directors.

ARTICLE VII

OFFICERS OF THE CLUB

1) Number and election:

(a) The Officers of the Club shall be the President, Vice-President, Secretary and Treasurer, and they shall be elected at the Annual Meeting of the members. The Officers shall hold office for one year, or until their successors are elected and qualified. They shall serve without compensation.

2. Duties of Officers:

(a) PRESIDENT. The President shall preside at all meetings of the Board of Directors as Chairman, and if he be absent, the Vice-President shall serve in his place. The President, together with the Secretary, shall sign all contracts, notes and other papers executed by the Club and perform generally all the duties performed by presidents of like clubs and such further and other duties as may be, from time to time, required of him by the members of Directors. The President shall have power to appoint committees from time to time, when

in his judgment said Committee shall be necessary. Said committee may be temporary or permanent, as the President may direct. The President shall serve as ex-officio member of all committees. Said committees may have such power to act as may be conferred upon them by the President. In cases of committee indecision or disagreement, the President shall cast a deciding vote, which shall be final. It shall be the privilege, duty and responsibility of the President to see that eligible widows are invited to affairs of the Club where widows are to be invited and at least three weeks in advance of the affair in writing.

(b) VICE-PRESIDENT. The Vice-President shall perform all the duties of the President in case of the absence or disability of the latter. In case both President or Vice-President are absent or unable to perform their duties, the Club members or Directors, as the case may be, may appoint a President pro tem. It shall be the duties of the Vice-President to arrange for the personal indoctrination of new members, (i.e., customs, adherence to by-laws and general acclimatization) and to provide for an audit of the Club's books in the month of September prior to the Annual Meeting and to advise the general membership of his findings.

(c) SECRETARY. The Secretary shall keep the minutes of the proceedings of the meetings of the Directors and members and make a proper report of same, which shall be attested by the President and Secretary. He shall keep such books as may be required by the Board of

Directors and together with the President shall sign all contracts, notes and other papers executed by the Club and generally perform such duties as may be required of him by the members or Directors, or as provided for elsewhere in these by-laws.

(d) TREASURER. The Treasurer shall receive and have charge of all money, bills, notes, bonds and similar property belonging to the Club and shall do with the same as he may be ordered by the Board of Directors. He shall keep such financial accounts as may be performed and shall generally perform such duties as may be required of him by the members and Directors. Before entering upon the discharge of his duties the Treasurer, at the expense of the Club, shall execute a bond with corporate surety, for the faithful performance of his duties in such amount and with such corporate surety as may be required by the Board of Directors. On the expiration of his term of office, he shall submit to an audit of his accounts by an Audit Committee, which shall be appointed by the President with Vice-President as Chairman, and he shall turn over to his successors, or to the Board of Directors, all property, books, papers and money of the Club in his hand.

ARTICLE VIII

AWARDS

Yearly awards for participation in the activities of the City

Salesmen's Club shall be presented at the Inaugural Ball. It shall be the responsibility of the President to ensure that the appropriate chairmen of the affected committees have arranged to have the names of the members to receive awards to the President in adequate time for engraving, etc.

1. Awards shall be presented as follows:

(a) Perfect Attendance. An award shall be presented to any member attending all regular meetings of the Club.

(b) Reciprocity. There shall be an award given to the person who has received the most thank yous, and any person receiving this award will not be eligible to receive it again for a period of five (5) years. Honorable mention will be given the twenty (20) men receiving the most thank yous excluding the winner, to be announced and published.

(c) The H. T. "Ray" Castello Award. This honor shall be awarded to a member who best exemplifies the following marks of an Outstanding City Salesman:

(1) COMMITTEE WORK

(2) BRINGING IN A NEW MEMBER

(3) OUTSTANDING ON THE RECIPROCITY LIST

(4) HELPING OTHER MEMBERS

(5) SERVING AS AN OFFICER OR BOARD MEMBER

(6) GOOD ATTENDANCE

(7) ALL-AROUND GOOD PERSON

(8) MUST BE A MEMBER FOR THREE YEARS.

Any member may submit a candidate to the Board of Directors.

The Board shall select the winner, after carefully

considering the conditions listed above.

If the Board finds no worthy candidate, then no award will be given.

If a member is selected, the Award will be presented at the Inaugural Ball.

(d) Presidential. An award shall be presented to the immediate Past President by contribution from the general membership. An engraved memento shall be presented by the Club as additional thank you for the year's activities. The Presidential Award shall be in the care of the Vice-President.

2. All awards are to be listed in the history of the Club, which is to be the responsibility of the President to complete at the termination of his office and turned over to the incoming President within one week after his Inauguration. The Club historical record should list the year's highlights and is the responsibility of the President to maintain, safeguard and turn over to his successor.

ARTICLE IX

AMENDMENTS

These by-laws may be amended or repealed by a two-thirds (2/3) vote of the membership present at any regular meeting or at any special meeting called for that purpose, provided that notice of such vote is made one week prior to same, at a regular meeting.

ARTICLE X

CLUB RECORDS

All Club records shall be turned over to the Club Historian no later than the first regular meeting after the Annual Meeting. The outgoing President shall record and turn over to the Historian a record covering the year in office, in compliance with Article VII, Section 2.

ARTICLE XI

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c)(6) of the code.