

**IMPERIAL SUGAR COMPANY RETIREE CLUB  
SAVANNAH CHAPTER, INC.  
"OVER THE SUGAR HILL CLUB"**

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## **Article 1 Club Name**

The official name of the organization shall be "IMPERIAL SUGAR COMPANY RETIREE CLUB, SAVANNAH CHAPTER, INC.", hereinafter called the "Club" or "Retiree Club." The unofficial name of the Club is "OVER THE SUGAR HILL CLUB". The Club will be governed by the Articles of Incorporation and By-laws.

## **Article 2 Club Purpose**

The objective of the Club shall be to encourage, coordinate, and promote social, educational, cultural, recreational and charitable activities for the eligible former employees of Imperial Sugar Company. This club is organized with the intent to be operated as a tax-exempt organization under section 501(c)(7) of the Internal Revenue Code, and as a non-profit corporation under the Georgia Nonprofit Corporation Code.

## **Article 3 Club Membership**

### **Section I**

Types of membership in the Club shall be Member or Associate Member.

#### **A. Member.**

1. The following individuals are eligible for membership: all retired employees or former employees of Imperial Sugar Company (the "Company") or its subsidiaries. Former employees must have attained fifty five (55) years of age, must have worked for the Company for a minimum of five (5) years and must not have been terminated from employment for cause. One must pay the dues prescribed by these By-Laws to become a Member. If husband and wife are both eligible, each may become a Member by paying dues.
2. The spouse of a Member may participate in all Club activities at their own expense, but may not vote or hold office. Only Members may hold office and are eligible for one vote in elections of Officers and on motions in the regular business meetings.

#### **B. Associate Member.**

1. The following individuals are eligible for an Associate Membership: the current dues-paid Widow/Widower of anyone who was qualified to be a Member.
2. Associate Members may not vote in elections for club officers or on any motions or proposals of the club.

#### **C. Company Liaison.**

In the event the Executive Advisory Committee chooses to appoint an employee to serve as a "Company Liaison," the Company Liaison is considered an ex-officio Member of the Club.

#### **D. Membership Termination .**

1. Any Member or Associate Member may be expelled from membership for good cause by the majority vote of the Club Officers.

2. Any Member or Associate Member may voluntarily terminate his or her membership at any time. Death of an individual will act as a termination of membership.
3. Any Member or Associate Member whose membership has been terminated for any reason shall forfeit all interest in any Club funds or property.

#### **Article 4 Non-Member Participation**

Members may invite dependents and guests to participate in selected Club activities at their own expense, if any.

#### **Article 5 Officers and Board of Directors**

##### **Section I Elected Officers.**

###### **A. President.**

The President performs the following duties:

1. Preside at all meetings of the Club;
2. May attend Executive Advisory Committee meetings to the extent any such meetings are called;
3. Call special meetings of the Club;
4. Serve as an ex-officio member on all Club committees, except the nominating and elections committees;
5. Appoint all committee chairpersons;
6. Approve all committee member appointments;
7. Appoint a Club Member to fill any officer vacancies, except the President, for the unexpired term (a majority vote of the Club membership present at the meeting is required for approval of such an appointment. If such a majority vote cannot be reached, the Executive Advisory Committee will make the vacancy appointment); and
8. May remove any Club officer who does not perform the assigned responsibilities and duties of his/her office.

###### **B. Vice President.**

The Vice President shall perform the following duties:

1. Coordination of all Club social activities;
2. Any other duties as assigned by the President; and
3. Fill the vacated office of President.

###### **C. Secretary.**

The Secretary shall perform the following duties:

1. Record the minutes of all general meetings of the Club;
2. Keep a record of all correspondence between the Club and outside groups (Officers of the Club or members of the Executive Advisory Committee who send or receive correspondence in the name of the Club shall provide a copy to the Secretary for the Club files); and
3. Any other activities as the President may assign.

D. Treasurer.

The Treasurer shall be responsible for:

1. Maintaining monthly financial statements;
2. Assisting the President and making recommendations on matters involving Club dues;
3. Receiving, checking accuracy, and processing funds disbursement vouchers and requests for funds;
4. Paying out all monies owed by the Club, by check;
5. Maintaining current and past year Club financial records;
6. Developing a budget proposal for the Club for the upcoming year; and
7. Assuring that all payments made from the Club are signed by a minimum of two (2) officers of the Club, one of which must be the President or Vice-President.

E. Membership Director.

The Membership Director shall be responsible for:

1. Updating monthly membership roster; and
2. Providing mailing labels of Members, Associate Members or prospective Members as required for Club activities.

F. Communications Director.

The Communications Director shall be responsible for:

1. Gathering information and articles for the quarterly newsletter;
2. Writing articles for the quarterly newsletter;
3. Publishing quarterly newsletter; and
4. Interfacing with organizations outside of the Club on any request for publicity and/or assistance.

G. Company Liaison.

If appointed by the Executive Advisory Committee, the Company Liaison shall serve as the Company's contact for:

1. Interfacing with Club leadership regarding Club activities;
2. Communicating Company activities to Club membership; and
3. Acting as liaison between Club members and Company personnel.

Section II. The current serving President and Vice President may not be immediate family members. An immediate family member is defined as any of the following:

1. Spouse
2. Children
3. Step Children
4. Grandparent
5. Aunt
6. Uncle

Section III. The President shall appoint chairpersons of committees.

Standing Committees:

1. The Annual Picnic Committee will be responsible for sending invitations to Club members.
2. The Holiday Party Committee will be responsible for venue setting, invitations, communications and budget preparation.
3. The Retiree Induction Committee will be responsible for notifying the Club of new Members and coordinating annual events.
4. The Community Relations Committee will review proposals and recommendations for charitable community events and coordinate volunteers for events. It will also maintain guidelines/procedures for volunteers. The Club Vice-President will chair Community Relations Committee.
5. The Technology Committee will be comprised of 10 Club members plus ad hoc Club members as required for specific projects. The Technology Committee will meet quarterly with the Port Wentworth Plant Manager, Operations Managers, Maintenance Managers and Engineering Manager for a one day session to review current operations, maintenance and engineering challenges. The Technology Committee will be responsible for offering suggestions on how such challenges may be resolved or improved. The Port Wentworth Plant Manager will chair this meeting.

#### Section IV. Board of Directors ("BOD")

The Board of Directors consists of the elected officers and the Company liaison.

### **Article 6 Executive Advisory Committee**

Section I. The Executive Advisory Committee consists of Port Wentworth Plant Manager, the Port Wentworth Plant Human Resources Manager and one Port Wentworth hourly employee selected by the Company. The Executive Advisory Committee shall act as advisors to the Club.

Section II. The Executive Advisory Committee shall appoint a Company Liaison from among the Port Wentworth Plant employees.

Section III. The Executive Advisory Committee shall appoint a Club Member to fill any officer vacancies, except the President, for the unexpired term to the extent a majority vote of the Club cannot be reached for approval of an appointment made by the Club President.

Section IV. The Executive Advisory Committee may meet from time to time in its discretion or may act by written unanimous consent.

Section V. The Executive Advisory Committee must approve all Club trips/tours and community events. Any Member or Associate Member may submit a trip/tour or community event request. Should complimentary tickets be available to the Club for an event or activity, the Community Relations Chairperson will make a recommendation on how to utilize these complimentary tickets in the best interest of the club with the approval of the Club President.

## **Article 7 Elections**

### **Section I. Nominations**

The President shall appoint from the Club's membership a Nominating Committee. The Nominating Committee will consist of a Chairperson and at least two Members. Their duty is to nominate the Officers for the next administration.

### **Section II. Elections**

The President shall appoint an Elections Committee consisting of a Chairperson and at least two Members. Voting shall be secret ballot. Ballots will contain nominees and provision for write-ins. Ballots will be mailed a minimum of 30 days before the October general meeting. They must be received back for counting no less than five days before the October general meeting. The candidate receiving the most votes for each office is elected to that office. Each paid-up Member has one vote.

### **Section III Terms of Office**

Officers are elected in October for a term of two years. A term is January 1 through December 31 of the second consecutive year. All elected or appointed Officers may not serve in the same office more than two consecutive terms or continuously serve as an officer for more than six years, with the exception of the Membership and Communications Directors who are elected every two years.

## **Article 8 Meetings**

**Section I.** There shall be a general business meeting of the membership held in October. Notice of the meeting shall be provided at least 30 days in advance via a Member newsletter or other mailing to the last known address provided by the Members.

**Section II.** The President may call Special Membership Meetings. Ten Members (minimum) may sign a request for a Special Meeting, which must occur within one calendar month after receiving this request. Notice of the Special Meeting must be given to the Membership Committee at least ten days before the meeting. A quorum shall consist of 15 members present. Notice for Special Meetings may be provided by U.S. Mail, or by electronic or verbal notice.

**Section III.** The order of business shall be as follows:

1. Approval of the minutes of the last meeting.
2. Approval of the Treasurer's report and Membership Director's report.
3. Committee reports.
4. Presentation of newly elected Officers (October general business meeting only).
5. Call for vote on dues for following year (October general business meeting only).
6. Call for vote on destruction of ballots (October general business meeting only).
7. Unfinished business.
8. New business.

## **Article 9 Annual Dues**

- A. Initial Annual dues for Member/Associate Membership dues are \$25. There are no dues required for any Company Liaison.
- B. The Club's Elected Officers will propose annual dues for the following year by majority vote. Dues are payable to the Treasurer by December 31 for each calendar year. Members who have not paid their dues by the end of March of the following year will no longer be club members until such time as dues are brought current.
- C. A Member/Associate Member who has resigned, or not paid their dues, may reapply for membership without penalty.
- D. Dues paid after November 1, pay for the remainder of the current year and to the end of the following year.
- E. Paid annual dues of deceased Members will carry over the period covered. Their Widow/Widower may use them to participate as an Associate Member.

## **Article 10 Financial Assistance from the Company**

The Company has agreed to provide a minimum of \$10,000 per year to the Retiree Club for charitable activities. If projects exceed this value, additional funding may be requested by application to the Port Wentworth Plant Manger (up to \$25,000) and thereafter to the Company's Vice President of Operations (up to \$100,000). Club promotion and communications costs shall be submitted to the Company for approval for reimbursement from the Company prior to being incurred.

## **Article 11 Amendments**

Any additions, alternations, amendments or exceptions to the By-laws requires an approval vote by written consent of two-thirds of all the Members, or by vote of two-thirds of all the Members present at the October general business meeting of the Club, or by vote of two-thirds of all the Members present at a special meeting called for that purpose. Copies of the proposed amendment shall be given members in writing at least one month before the October meeting. In case of a Special Meeting called for this purpose only, notification requirement could be reduced to no less than ten days.

## **Article 12 Dissolution**

Should unknown conditions force the dissolution of the Club, all Club debts shall be satisfied and any remaining Club assets shall be turned over to a charity chosen by a majority of the Board of Directors. Should this not be practical, it is the intent of the Club that its assets should go to another charity in the Savannah, Georgia area to be designated at that time.

## **Article 13 Equal Opportunity**

The Club shall not discriminate against any person on the basis of race, color, national origin, gender or religion.

**\*End of By-laws\***