

By-Laws Of The Illuminators

Revised February 3, 2010

Article 1 - Name

1. The name of this corporation shall be The Illuminators.

Article 2 - Purposes

1. The purposes of this corporation shall be those set forth in the Articles of Incorporation of this organization.

Article 3 - Corporate Seal

1. This organization shall have a corporate seal consisting of a circle having on its face the insignia and name of this corporation and on its circumference the words "Organized 1928-Incorporated 1937."

Article 4 - Membership

1. Those eligible for membership shall include manufacturers of food and grocery merchandise, and all others directly or indirectly interested in the distribution of grocery merchandise to all the retail trade as principles, agents or representatives; subject, however, to the provisions of (2) following:
2. Those not eligible to membership are wholesale grocers and their employees, members and employees of buying organizations and similar institutions, and retail grocers.
3. All applications for membership, including honorary memberships, must be passed upon and accepted by the Constellation of Hilites and the majority vote of the members at a membership meeting of the Corporation.
4. Honorary members may be elected to membership herein for brilliant and shining services rendered to the corporation and shall be elected by a majority vote of the Constellation of Hilites. Such membership shall be subject to cancellation by similar vote. Honorary members shall not be entitled to a vote or any interest in the corporation and shall not be subject to payment of dues.
5. An active Honorary Life Membership hereby created to be bestowed only on Dimmed Headlights of the organization, and such honorary members designated under this subdivision shall be entitled to a vote in the same manner as a regular member of the organization at meetings thereof, and shall have the right to speak at meetings of the Constellation of Hilites, but shall not have the right to vote at said Constellation meetings, and further, shall not be subject to the payment of dues herein.
6. All memberships in this organization are to be carried in the name of the individual and are not transferable.
7. A member who changes position from any eligible company to any non-eligible company as outlined in Article 4, Section 2, shall automatically be considered as resigned.
8. An individual who returns to the membership after an absence shall have their prior years included in total years of service.

Article 5 - Dues

1. Initiation fees for new members, and annual dues shall be established by the Constellation of Hilites, and shall be payable in advance of December 31st and each year thereafter. Non-payment of dues by December 31st of the current year shall be cause for suspension. Reinstatement of a suspended member shall be at the desire of the Constellation of Hilites. Those whose membership has lapsed for one or more years shall pay a reinstatement fee in an amount equal to the current initiation fee.
 - a. Annual dues paid by new members signed up during October through December of any year shall be considered as full payment of dues through December 31 of the following year.
2. The Constellation of Hilites may waive payment of any dues accruing during active service of any member in the United States Military Services.

Article 6 - Eligibility Requirements

1. Any member, other than an honorary member, may be expelled or suspended by the Constellation of Hilites by a majority vote for non-payment of dues without notice, or after notice and an opportunity for hearing, because of any violation of the articles of incorporation of this corporation or of these bylaws or of any purpose or accepted policy of principle of this corporation.

Article 7 - Meetings

1. At all meetings of members of this corporation the presence of fifty (50) association members (other than honorary members) in good standing shall constitute a quorum.

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2. The annual convention or meeting of this corporation, at which officers for the ensuing year shall be elected, shall be held at such time and place as shall be designated by the Constellation of Hilites hereof, and notice of such time and place shall be mailed **or emailed** to each member at his address as the same appears upon the books of this corporation, such mailing ~~shall be to be by mailing in the United States post office in California, postage prepaid, and~~ at least fifteen (15) days immediately prior to the date of such annual meeting.
3. Special meetings of the members may be called by the Headlite. Notice in writing of the time and place of such meeting shall be mailed to each member as in the preceding paragraph provided.
4. At all meetings of the Constellation of Hilites, nine (9) members, three of which shall be officers, will constitute a quorum for the transaction of business. The Constellation of Hilites shall consist of: Headlite, Sidelite, Spotlight, Tailite, Historian, Advisory Officers, and 15 Hilites.
5. The Constellation of Hilites shall assemble at such time and place as shall be designated by the Headlite, and special meetings may be called upon the written request of six (6) members of the Constellation of Hilites, provided further that written notice of all such meetings shall be mailed **or emailed** to each member of the Constellation of Hilites not less than ten (10) days preceding the date of such meeting, said notices to be mailed ~~in California, postage prepaid,~~ to the address last given the Tailite of this corporation by said member and entered in this corporation's books.

Article 8 - Officers

1. The officers of this corporation shall consist of the Headlite, Sidelite, Spotlight, Tailite, Historian, Legalite, and Advisory Officers. The Headlite, Sidelite, Spotlight, and Tailite shall be nominated and elected at regular annual meetings hereafter and shall hold office for one year after installation and until their successors have been elected and qualified. The Legalite shall provide counsel to The Constellation of Hilites but is not a voting member of the same. The Historian Dimmed Headlite shall be appointed by the current Headlite and shall hold office for term of three (3) years without regard for when the 3 year period begins. Historian candidate succession eligibility is established by the order in which Headlites are dimmed. If the next inline eligible Dimmed Headlite decides not to serve, the Dimmed Headlite following him/her will become eligible. The Legalite shall be appointed by the current Headlite and shall hold office for a term of three years. The Directors of this corporation shall be known as the Hilites. At an annual meeting, five (5) Hilites shall be elected to succeed those five whose term of office shall terminate, and such five (5) Hilites shall hold office for three (3) years thereafter, and until the successors have been elected and qualified. Nominating Committee should consider Dimmed Hilites for a second board term three (3) years after having reviewed and recruited the current top chairpersons who have not served on the board. (Current chairpersons list would normally represent six to ten candidates.) Dimmed Hilites should be limited to serving a total of two terms, six (6) years as Hilites. The nominating Committee should be guided by diversity (gender, race, geographic location and company) in selecting Dimmed Hilites to serve a second full board term of three (3) years. Dimmed Hilites serving a second term should represent companies not currently represented by the Officers or current Hilites.
2. The Headlite, Sidelite, Spotlight, and Tailite shall be elected by a majority of the qualified votes at the annual meeting of members. Voting shall not be permitted by proxy.
3. No person shall be eligible for election as an officer of this corporation unless they shall be a member thereof for at least three years (other than an honorary and active honorary life member) in good standing.
4. Should any office or Hilite position become vacant, the remaining officers, by majority vote, shall have the power to appoint the successor, to fill the unexpired term.
5. The Headlite shall shine like a president, and perform such duties as are usually performed by a president; the other Lites may burn with until eclipsed by brighter Lites. A past Headlite shall be known as a Dimmed Headlite.
6. The Sidelite shall function as a Headlite when the latter is out of commission and as General Chairperson for all convention activities. ~~Sidelite to manage all finances and acts in the capacity of Treasurer collecting all money, giving an accounting at the end of the calendar year in writing to all members of the Constellation of Hilites.~~
7. The Spotlight shall shine forth in the absence of the Headlite and Sidelite. The Spotlight shall preside over all membership, entertainment, and rally activities. Assistant to the Sidelite shall appoint all convention activities Chairperson, Vice Chairperson, Committee members and Hilite Committee Liaisons.
8. The Tailite acts in the capacity of Secretary keeping accurate records of all meetings, membership reports, officer's manuals, activity schedules and handles all mailings.
9. ~~The Officer responsibilities for the Treasurer and Roster Publisher shall be for a 2 year term alternating with each years incoming Tailite. The Tailite in rotation to become the Treasurer shall manage all finances, collecting all money, paying all bills as he/she may receive, and shall give an accounting at the end of the calendar year in writing to all members of the Constellation of Hilites. The two year term as Treasurer may begin during the Tailite, Spotlight, or Sidelite year. The Tailite in rotation to manage publication of the roster shall be responsible for said publication for 2 years.~~
10. The Historian shall be a permanent, non-voting member of the following committees: Nominating, Auditing, Budget, Ted Eggers, Honorlite Awards, and Bylaws.
11. All three immediate Dimmed Headlites shall be known as Advisory Officers and shall serve at the pleasure of the Headlite in addition to those functions as prescribed in Article 9.

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12. All bills must have the approval of the Headlite **and Sidelite** before the same can be paid.
13. The compensation of all persons shall be determined by the Constellation of Hilites.
14. Officers will attend and fully participate in the CGA and WAFC Conventions. In addition, Officers will attend the following six (6) Illuminators meetings: CGA and WAFC, Constellation of Hilites meetings, CGA and WAFC Membership meetings, Mid-year Board meeting, and WAFC pre-convention rally meetings (rotates between So. & No. California). Meeting attendance exceptions must be approved by the Headlite.

Article 9 - Committees

1. The Headlite shall appoint a committee on nominations within thirty (30) days after their installation, consisting of seven members in good standing as follows: The three Advisory Officers, the first year Advisor to be Chairperson, the second year Advisor to be Vice Chairperson, and the third year Advisor to be a voting member plus one member from the Constellation of Hilites plus two members from the membership at large. The Historian shall serve as a non-voting member and shall keep the permanent manual in Nominations and guide the committee as prescribed. Should there be a tie vote; the Historian will cast the deciding vote.
2. The Spotlight shall appoint the Pre-Convention Rally Committees, which shall have the entire responsibility for members' participation in said rallies. Their duties shall include the development of the program, the printing of tickets and caring for donation. All checks and donations are to be made to the office of the Sidelite.
3. The following Standing Committees of this organization shall be chaired by the first year Advisory Officer, and Vice Chair will be second year Advisory Officer as follows: Budget, **Auditing**, Bylaws, Nominations, and Ted Eggers Honorlite Award. Also serving on the above Committees will be the third year Advisory Officer and the Historian.
4. The Budget Committee shall be charged with responsibility of seeing that expenditures from allocated funds to the California Grocers Association and Western Association of Food Chains Annual Convention are kept within budgeted figures.
5. **The Audit Committee shall be chaired by the second year advisor with the third year advisor as Vice Chair.** Auditing procedures shall be established at the beginning of each calendar year by the Auditing Committee. The Auditing Committee shall be composed of three members in good standing and three Advisory Officers. It shall also be the duty of the Auditing Committee to audit completed yearly forms of U.S. #990 and State of California #199.
6. The first year Advisory Officer shall be Chairperson of the Bylaws Committee, and the Advisory Officers shall serve as members. The Legalite shall serve as an advisor to the Bylaws Committee. It shall be their responsibility to constantly review our Constitution and Bylaws and bring their recommendations to the Constellation of Hilites.
7. The Scholarship Committee shall consist of an Advisory Officer, Advisor (the immediate past Chairperson), Chairperson, Vice Chairperson, and four members at large.
8. The Ted Eggers Honorlite Award Committee shall consist of the Historian and three immediate Advisory Officers. The first year Advisory Officer shall chair this committee.

Article 10 - Duties of Constellation of Hilites

1. To visualize, create, evolve, devise, institute, invent and provide entertainment of desirable character and present same in befitting manner, when, if, as, how, and or where, in its best judgment same may appear good and timely, and with full authority to incur the necessary expense therefore.
2. Take such other action as may be necessary to conduct the business of this corporation and which will not be in conflict with the requirements of these by-laws and the articles of incorporation of the corporation.
3. They shall act in the capacity of Committee Liaison Officers as appointed by the Spotlight.
4. Hilites will attend and fully participate in the CGA and WAFC conventions. In addition, Officers will attend the following six (6) Illuminators meetings: CGA and WAFC, Constellation of Hilites meetings, CGA and WAFC Membership meetings, Mid-year Board meeting, and WAFC pre-convention rally meetings (rotates between So. & No. California). Meeting attendance exceptions must be approved by the Headlite.

Article 11 - Termination of Membership

1. In the event a member shall resign or shall be expelled as a member herein, such a member shall cease to have any property rights or interest whatsoever in this corporation.

Article 12 - Amendment of Bylaws

1. These by-laws may be adopted, amended or repealed by the vote of two-thirds (2/3) of all qualified members present and voting at any annual or special meeting of this corporation; or by the vote or written consent of twelve (12) or more of the Constellation of Hilites of this corporation; subject always to the power of the members to change or repeal such by-laws; or by the written consent of a majority of the members of this corporation.

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Article 13 - Expenditures

1. All expenditures up to \$1,500.00 for purchase of operating supplies for routine functions shall have the approval of the Headlite.
2. The Headlite, with concurrence of the officers, shall have authority to make deposits to cover entertainment, agents, and other convention requirements, to include scheduled meetings of the Constellation of Hilites.

Article 14 - Distribution of Trophies

1. Any trophies, prizes, or cash award prizes procured with Illuminator funds can only be won by guests registered at the convention and participating in the events sponsored by The Illuminators, Inc.
2. Trophies, prizes, or cash awards given to Illuminators for distribution by Grocers Associations shall be awarded only for actual participation by persons registered at conventions, either as door prizes or other programmed activities.

Article 15 - Fines

1. No fines of any sum of money shall be levied by the presiding officer at any meeting of this organization.

Article 16 - Indemnifying Officers and Directors

1. If in the future any Director, Officer, or former director, of this corporation, or their estate shall be defendant or a proposed defendant in any suit or legal action, or threat of suit or legal action because of, or in connection with, circumstances arising from any of said directors' or officers' act, or duties within the scope of their authority and duties as such director or officer of the corporation, then and in such events it shall be the policy and sense of this corporation that the then existing Constellation of Hilites shall forthwith consider each such circumstance submitted to it and determine as to whether or not this corporation will provide to such director or officer or their estate, legal counsel and costs, and to what extent, in any suit or legal action, or threat of suit or legal action.

Article 17 - Mailing Annual Balance Sheet and Operating Statement and Minutes

1. The Tailite shall distribute copies of all annual Balance Sheets and Operating Statements to the members of the Constellation of Hilites and Dimmed Headlites within ninety days after the annual meeting, or as soon as completed, and of all minutes following the holding of any meeting, or as soon as completed, and of all minutes following the holding of any meeting of this organization. The Tailite shall distribute copies of yearly appropriate completed State and Federal Tax forms #990 and #199 to each of the Illuminator Officers.
2. The operating year of this Corporation shall be from January 1st to December 31st .