

# aaf model by-laws

## Article I: Name

The name of this corporation is The Advertising Federation (or Club) of (Insert remainder of name), hereinafter referred to as the Federation, and shall be affiliated with the AMERICAN ADVERTISING FEDERATION and the (Insert District Number) District AAF.

## Article II: Purposes

The purposes of the Federation are:

- To strive for the betterment of advertising in all areas affecting the advancement and general welfare of the business and its service to the public.
- To protect advertising from legislation and regulation which could over regulate and unduly restrain advertising and which would be harmful to the advertising industry.
- To establish and promote industry self regulation by the practitioners of advertising.
- To develop a better understanding of the role and benefits of advertising among governmental authorities, the consuming public, and in schools and universities, and to encourage and assist the best students to enter advertising as a career.
- To recognize excellence in advertising.
- To assist and promote public service causes.
- To offer programs to promote fellowship, communication, career enhancement, and education among members of the advertising industry.

## Article III: Membership

**Section 1:** All applicants for membership or any transfer of membership shall be subject to approval by the Board of Directors.

**Section 2:** Membership shall be open to all persons of good standing who buy, sell, or create advertising, publicity, or public relations; who support the objectives of the Federation.

**Section 3:** Categories of membership may be established by the corporation's Board of Directors and may include: Individual, Corporate, Active, Associate, Life, Honorary, and/or categories as the Board may deem appropriate.

## Article IV: Dues and Initiation Fees

**Section 1:** Dues and initiation fees for members shall be established by the Board of Directors. Dues are payable in advance in accordance with the Federation's fiscal year.

**Section 2:** Dues for newly accepted members may be pro-rated to the nearest quarter of acceptance. The entire initiation fee will still apply.

**Section 3:** Transferees from other AAF clubs/federations shall not be required to pay initiation fees. Their status for annual dues should be determined and transferees billed for the remainder of the dues period.

**Section 4:** Any member of the Federation whose dues have been in arrears for thirty (30) days shall be so notified by the Treasurer. If such arrears are not paid within thirty (30) days after such notification, the delinquent member shall be dropped from membership. Only those members whose dues are paid up shall be entitled to vote on Federation business and elections, or hold a position on the Board.

## **Article V: Board of Directors and Officers**

**Section 1:** The management of the affairs of the Federation shall be vested in the Board of Directors. The Board of Directors shall have charge of the general management of the Federation, approve all applications for membership, hear all grievances, authorize and audit all expenditures, and approve all non-elected appointments.

**Section 2:** The Board of Directors shall consist from twelve (12) to sixteen (16) members elected by the membership of the Federation, five (5) of whom shall be such officer-directors as are elected under the provisions of Section 3 of this Article, and the Immediate Past President who shall serve ex-officio as a member of the Board of Directors.

**Section 3:** The elected officer-directors shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer.

**Section 4:** Any member in good standing shall be eligible for election to the Board of Directors. The term of office for officer-directors shall be for one (1) year or until their respective successors are elected and take office. Directors, other than officer-directors, shall be elected for a term of two (2) years and their terms of office shall be staggered so that only one half of these directors need be elected each year.

**Section 5:** By majority vote, the Board of Directors is empowered to remove a director who has missed three (3) Board meetings without a legitimate reason or who has demonstrated non-performance of duties as outlined in the Federation By-Laws. In the event of death, resignation, or removal of any director, the Board of Directors shall elect a successor who shall take office immediately and serve until the next annual election.

## **Article VI: Duties of Officers**

**Section 1:** The President shall be the chief executive officer of the Federation and as such provide active leadership for the Federation. He/she shall preside over all meetings of the Federation and represent the Federation in all necessary capacities not delegated to the other officers. The President shall be an ex-officio member of all committees except the Nominating Committee, and shall appoint all committee chairs with the exception of the Nominating Committee, such appointments to be subject to the approval of the Board of Directors. The President will also act as the Federation's primary liaison with the AAF. The President and Treasurer shall sign all written contracts and obligations of the Federation, which must have prior approval of the Board of Directors to be legal and binding.

The President shall represent the Federation at the National Convention of the AMERICAN ADVERTISING FEDERATION and the conferences of the (Insert district number) District AAF. Expenses of registration fee, hotel and round-trip transportation shall be paid by the Federation to the President, or his/her alternate, for these conventions/conferences, if that person so requests. In the event of

the inability of the President to attend these conventions, conferences, his/her alternate shall be appointed by the Board of Directors.

**Section 2:** The First Vice President shall assist the President in all his duties and shall be vested with all the powers and shall perform all duties of the President in the absence or disability of the latter.

**Section 3:** The Second Vice President shall assist the First Vice President in all his duties and shall be vested with all the powers and perform all the duties of the First Vice President in the absence or disability of the latter.

**Section 4:** The Secretary shall give written notice of all meetings of the Federation, and shall keep the minutes of each meeting. He/she shall conduct the correspondence of the Federation under the direction of the Board of Directors and/or the President, send out all notices, handle all mail, and keep records of the Federation.

**Section 5:** The Treasurer shall supervise, under the control of the Board of Directors, the finances of the Federation, in a bank or trust company selected by the Board of Directors, all Federation monies: collect all sums due to the Federation from all sources; issue receipts; make all authorized disbursements; and at each Annual Business Meeting render an itemized statement certified by an Auditing committee of three (3) appointed by the President, of the financial condition of receipts and disbursements of the Federation of the current fiscal year. The Treasurer shall be bonded for an amount to be determined by the Board of Directors.

**Section 6:** The Immediate Past President shall finalize uncompleted projects from the previous year and assist the new President as needed.

## **Article VII: Committees**

**Section 1:** The President shall, with the approval of the Board of Directors, appoint the chair of each standing committee. All committee chair shall serve for one (1) year or until their successors are appointed. Briefly, their responsibilities are:

- Membership: To secure additional members, process membership applications, report membership statistics, and present new members to the federation
- Program: To arrange programs for all Federation meetings to promote attendance at Federation meetings; to arrange for all meetings including location and collection of tickets; to be responsible for members; reservations; to maintain a record of attendance at all meetings; and to supervise and promote social activities of the Federation.
- Finance: To supervise, under the control of the Board of Directors and the Treasurer, the finances of the Federation and to prepare all budgets.
- Government Relations: To maintain a vigilance on legislative activity whereby the committee may study and report to the Board of Directors and pending or proposed city, state, or national legislation affecting advertising in any of its forms; to recommend a form of action by the Federation, if deemed necessary; and to be responsive to the national legislative activities of the AAF when such involvement is requested.
- Public Service: To bring professional advertising and promotion assistance to civic, charitable,

and public service projects as approved by the Board of Directors.

- **Publicity:** To secure desirable publicity and otherwise to promote the prestige and standing of the Federation in the community
- **Education:** To plan and execute programs to educate the public and advertising practitioners on the role and benefits of advertising in our society.
- **Publications:** To be responsible for such publications as the Federation shall authorize, including the Federation's newsletter.
- **Advertising Standards:** To work toward effective self regulation and higher standards of ethics and good taste in advertising and develop a close working relationship between the Federation and the local Better Business Bureau.
- **ADDY:** To plan, execute, and promote an annual local ADDY Awards Competition
- **Club Achievement:** To promote the national Club Achievement Competition to assist other committee chairs in preparing the material needed for entering, and to supervise the preparation of entries.
- **Silver Medal Award:** To plan, execute, and promote the Silver Medal Award Program which recognizes men and women who have made outstanding contributions to advertising and their community.

**Section 2:** The President, with the approval of the Board of Directors, shall also appoint such special committees as may be needed to carry on the work of the Federation and shall name the chair of each.

**Section 3:** No committee shall have the independent authority to commit the Federation on the matters of policy or to create financial obligations. All committee plans and actions shall be subject to the approval of the Board of Directors.

## **Article VIII: Meetings**

**Section 1:** The Annual Business Meeting of the Federation shall be held no later than April of each year.

**Section 2:** A schedule of regular meetings of the Board of Directors shall be set by the Board within sixty (60) days after the annual election. Special meetings of the Board of Directors may be called by the President by notice in writing, mailed to each of the members of the Board at least five (5) days before the called meeting.

Special meetings of the Board of Directors may also be called by the Secretary upon written notices to him/her, signed by at least four (4) board members. The requirement of a five (5) day notice may be waved upon consent of a majority of the Board members, expressed in writing or by attendance at the called meeting.

**Section 3:** Special meetings may be called by the President, by the Board of Directors, or by written request from ten percent (10%) of the members in good standing.

**Section 4:** Notice of the Annual Business Meeting and of each special meeting shall be sent by the secretary to every member of the Federation at his/her last known address at least two weeks prior to the date of such meeting giving the date, hour, place and purpose of the meeting.

## Article IX: Quorum

**Section 1:** Twenty-five percent (25%) of the members in good standing shall constitute a quorum for the transaction of business at any meeting of the Federation.

**Section 2:** One-third of the Board of Directors shall constitute its quorum.

**Section 3:** A majority of any committee shall constitute its quorum.

## Article X: Elections

**Section 1:** Elections shall be held at the Annual Business Meeting and shall be by secret ballot. Only members in good standing may be nominated for office or be allowed to vote.

**Section 2:** The Board of Directors shall appoint, at least ninety (90) days before the Annual Business Meeting, a Nominating Committee of five (5) members in good standing, a majority of whom must not be member of the Board of Directors.

**Section 3:** The Nominating Committee shall prepare a slate of nominees. NO candidate shall be proposed for office by the committee of the membership unless his/her consent to serve has been secured. The committee shall report its nominations by mail to all members at least thirty (30) days prior to the elections and shall inform them that they may nominate alternate choices if they so desire.

**Section 4:** Nominations from the membership must be presented to the Federation Secretary at least fifteen (15) days prior to the Annual Business Meeting. The Secretary shall tally all nominations from the membership and only names which have been presented for nomination by ten percent (10%) or more of the members shall be placed on the ballot along with the nominating committee's choices for each office open for election.

**Section 5:** Not later than ten (10) days before the elections, the Nominating Committee shall issue the final slate in writing to all voting members, incorporating any additional candidates who have been properly endorsed. The Treasurer shall mail the final ballot, together with a blind envelop marked "BALLOT" to only those members in good standing. Each member shall mark his/her ballot, enclose it in the BALLOT envelope in an envelope bearing his/her name and return address, and mail it to the Chair of the Nominating Committee or personally deliver it to him/her at the Annual Business Meeting.

**Section 6:** On the date set for the elections, the Chair of the Nominating Committee shall preside at the elections. He/she shall be assisted by two (2) tellers, appointed by the Board of Directors. The tellers may not be candidates for elections. The Chair shall open the outside envelopes in the presence of the tellers. The BALLOT envelopes shall be opened by the tellers and the votes tallied. A written report shall be given immediately to the President, who shall announce the results of the elections and declare the officers and directors elected.

**Section 7:** A majority vote is required to elect officers. A plurality vote is required to elect directors. In the case of a tie vote for the Board of Directors, the elections shall be decided by lot.

**Section 8:** The month of May shall annually serve as a transition period for new officers and directors, who should utilize this period to attend the Federation's Board of Directors Meetings and otherwise learn the responsibilities of their elected positions.

### **Article XI: Adoption of By-Laws**

**Section 1:** These By-Laws shall become the By-Laws of the Advertising Federation (or Club) of (Insert remainder of name) by a two-thirds vote of the members present, if a quorum, at any regular or special meeting, providing members have been given written notice at least two (2) weeks in advance.

### **Article XII: Parliamentary Authority**

**Section 1:** Roberts' Rules of Order Revised shall be the authority of this Federation in all matters not covered by these By-Laws.

### **Article XIII: Amendments**

**Section 1:** The By-Laws may be amended by two-thirds vote of the members present at any business meeting. A quorum must be present.

**Section 2:** Amendments must be proposed in writing, signed by at least ten percent (10%) of the members in good standing; and a copy of thereof must be presented to the Board of Directors at least two (2) weeks before the meeting at which it is moved for adoption.

**Section 3:** Notice of any proposed amendment shall be mailed to each member of the Federation no more than one (1) week after it has been presented to the Board. This may also be done through the Federation's publication.