

# AAF-Baton Rouge By-Laws

Current Bylaws (June 2010)

BY-LAWS American Advertising Federation-Baton Rouge

## ARTICLE I – Name

This organization shall be known as American Advertising Federation-Baton Rouge and will be affiliated with the American Advertising Federation and District 7 of the AAF.

## ARTICLE II – Purpose

The purpose of this organization shall be to unify the advertising people of the community into a cooperative group; to provide a medium for the exchange of professional interests; to promote better advertising, truthful advertising; to encourage the pursuit of advertising and marketing among young people; to promote greater effectiveness in the use of advertising as an instrument of distribution; to recognize and honor those engaged in advertising; to cultivate a better understanding of the economic and social value of advertising to the consuming public; and to support the general aims and objectives of the American Advertising Federation. The term “advertising” as appears in these By-Laws shall also include other related professions.

## ARTICLE III – Membership

### Section 1:

Membership shall be of the following classes: Full Membership, Company Membership, Student Membership, and Honorary Membership.

### Section 2:

Full Membership: Full Membership shall be restricted to individuals. The Federation will accept company- or firm-sponsored membership so long as the signature of the financially responsible party is included on the application form. Full Membership shall include admission at no charge beyond Full Membership dues to monthly program meetings and some special events (excluding special ticketed events). If a member is UNABLE to attend a monthly program meeting or special event (excluding

special ticketed events), he/she may send a representative in his/her place. The representative must be employed by the same employer as the member, and the representative may attend the function at no charge, just as the member would.

### Section 3:

Company Membership: Only those companies with three (3) Full Memberships shall qualify for discounted dues for each additional member. In addition, any organization holding a Company Membership will be allowed to bring an unlimited number of guests to any monthly membership meeting at a reduced guest fee. A company shall be defined for terms of membership as a single budgetary unit. If any company employee who holds a Full Membership is unable to attend a monthly program meeting or special event

### Bylaws, Article III – Membership

(excluding special ticketed events), he/she may send a representative in his/her place. The representative must be employed by the same employer as the member, and the representative may attend the function at no charge, just as the member would.

### Section 4:

Ad Grad Membership: Ad Grad Membership shall be restricted to recent graduates of a university who were active members of an AAF recognized Student Advertising Federation chapter. Ad Grad Membership shall include the same benefits and privileges as a Full Membership, but at greatly reduced dues. The recent graduate is only eligible for this membership level for the first year after graduation. An Ad Grad member's dues will increase to the Full Membership level after one year of membership

### Section 5:

Student Membership: Students enrolled full-time at any local institution of higher learning shall be entitled to Student Membership

benefits. A discounted dues rate shall apply. Student Membership shall not include admission to monthly program meetings. However, those students who are Student Members will be admitted to monthly program meetings at a fee less than that charged for nonmember students.

### Section 6:

Honorary Membership: Any person outstanding in advertising or related fields may by unanimous vote of the Board of Directors be elected to honorary membership status and will retain such status at the will and pleasure of the Board of Directors. Honorary Members are not required to pay dues and are admitted at no charge to monthly program meetings.

### Section 7:

New Full Members, Company Members, and Student Members shall be admitted by the Board of Directors by a simple majority of those members present at any regular Board Meeting.

## ARTICLE IV – Financial

### Section 1:

The fiscal year of the Federation shall be July 1 through June 30.

### Section 2:

Initiation fee for new members shall be determined by the Board.

### Section 3:

Dues for Full, Company, and Student Members shall be determined by the Board. The Federation shall bill the membership on an annual basis.

### Section 4:

Annual dues shall include the affiliation fee in the American Advertising Federation and District 7 of the AAF.

### Section 5:

Honorary Members shall not be required to pay either initiation fees or dues.

# AAF-Baton Rouge By-Laws

## **Section 6:**

Dues for newly elected members shall be prorated as of their membership effective date, which is the first day of the first month following their election to the membership, regardless of how many months remain in the fiscal year. After the first partial year, annual dues will invoice at the beginning of each new fiscal year, July 1.

## **Section 7:**

Any member of the Federation whose dues have been in arrears for thirty (30) days shall be so notified by the Federation in writing or via e-mail citing the provision of this section. If such arrears are not paid within thirty (30) days after such notification, the delinquent member shall be notified again and granted fifteen (15) days grace. If such arrears are not paid at the end of this period, the membership shall be forfeited. Only members whose dues are current shall be entitled to vote in Federation elections.

## **ARTICLE V - Governing Body**

### **Section 1:**

The governing body of this Federation shall be the Board Of Directors. This Board of Directors shall be composed of the President, President-Elect, two (2) Vice Presidents, a Treasurer, ten (10) Directors, the Immediate Past President, plus any Past President(s) serving as an officer or director of the American Advertising Federation or the AAF 7th District.

### **Section 2:**

The regular monthly meeting of the Board of Directors shall be at a time and place to be chosen by the Board. A special meeting of the Board of Directors may be called by the President anytime.

### **Section 3:**

The Board of Directors shall pass upon all matters pertaining to the executive operation of the Federation; pass on the eligibility of all applicants for membership; hear all grievances; audit all accounts; approve all expenditures and contracts; and settle

all matters of policy. A simple majority of the quorum present is required for Board action, except as specified elsewhere in these By-Laws.

## **Section 4:**

There shall be an Executive Committee composed of the Federation officers (President, President-Elect, two (2) Vice Presidents, Treasurer, and Immediate Past President), who shall each have one (1) vote on the Executive Committee. The Executive Committee shall act for the Board of Directors between meetings of the Board. However, in all matters, the Board may overrule the Executive Committee. The Executive Committee shall meet at the request of the President or a majority of the Executive Committee and all members must be notified, in advance, in a timely manner, of all meetings.

## **ARTICLE VI - Officers and Board of Directors**

### **Section 1:**

The management of the affairs of this Federation shall be vested in the Board of Directors.

### **Section 2:**

The Board shall consist of no less than ten (10) Directors at large, the elected officers of the Federation, the Immediate Past President of the Federation, plus any Past President serving as an officer or director of the AAF or the AAF 7th District.

### **Section 3:**

The term of office for the Directors shall be two (2) years, except when a member is elected or appointed to fill an unexpired term.

### **Section 4:**

Five (5) Directors shall be elected to the Board of Directors for two years on an alternating yearly basis unless circumstances call for a greater or lesser number to equal ten (10) directors in any given year.

### **Section 5:**

The officers of the Federation shall

be a President, President-Elect, two (2) Vice Presidents, a Treasurer, and the Immediate Past President who shall be elected for one year terms and serve until their successors are elected and qualified. Any officer can be re-elected to the same office for no more than two consecutive terms, with the exception of the Treasurer.

## **Section 6:**

In the event of the death, resignation, or removal of the President, the successor shall be the President-Elect. The President-Elect and Vice President positions vacated by this action shall be filled by a Board member elected by a majority vote of the Board.

## **Section 7:**

The President shall establish a time and place for meetings of the Board, which shall meet no less than six (6) times annually. Action of the Board may be effected by polling the Board by letter or verbally; however, such polling shall not be considered one of the six (6) required meetings. Such action shall be reported at the next Board meeting.

## **Section 8:**

In the event a Director resigns or ceases to serve, the President, with the majority approval of the Board, may appoint an active member to fill the unexpired term.

## **Section 9:**

(a) If a Director is absent from three (3) consecutive Board meetings, the President, with the approval of the Board, may declare that position vacant and appoint an active member to fill that position.  
(b) Any officer or Director may be removed for cause upon two-thirds (2/3) vote of the entire Board of Directors.

## **Section 10:**

In addition to the officers and Board of Directors described in this article, the Board of Directors may elect to employ an Executive Director at a salary to be determined by the Board.

# AAF-Baton Rouge By-Laws

The Executive Director shall serve at the will and pleasure of the Board but for no longer than one (1) year on a single appointment; and shall have no vote in the activities of the Board, unless the Executive Director is at the same time one of the members of the governing Board.

## **Section 11:**

The term of office shall run concurrent with the Federation fiscal year (July 1–June 30, inclusive).

## **ARTICLE VII - Duties of Officers, Directors & Executive Director**

### **Section 1:**

The President shall be the chief executive and financial officer of the Federation and its Board. He/She shall preside over meetings of the Federation and the Board. He/She shall serve, ex-officio, as a member of all committees except the Nominating Committee. The President shall appoint all committees except the Nominating Committee, and such appointments shall be subject to the approval of the Board. All contracts and obligations of the Federation must be in writing and signed by any one of the following: President, Executive Director, Treasurer, or any active Board member who has been authorized to enter into a specific contract by Board action. Such authorization shall only be granted after contract review by the President, Executive Director, or Treasurer.

### **Section 2:**

The President-Elect and two (2) Vice Presidents shall have the responsibilities assigned by the President with the approval of the Board. The responsibilities for each of these officers shall include chairing a committee, such as ADDY Awards, Programs, Membership, or another, as well as other such duties recommended by the Board.

### **Section 3:**

An Executive Director of the Federation may be a position appointed at the discretion of the Board. The salary and duties of the Executive Director shall be determined by the Board, and the Executive Director shall serve at the pleasure of the Board and be responsible for the following: recording the minutes of all meetings of the Federation and the Board; issuing notices of meetings of the Federation and the Board; keeping all Federation records; performing all other duties customarily pertaining to an office of Executive Director; receiving and depositing in the name of the Federation, in a bank in the Baton Rouge area selected by the Board, all monies; issuing receipts; making authorized disbursements; and at each Annual Meeting of the Federation rendering an itemized statement of the financial condition of the Federation. At the request of the President or the Board, the Executive Director shall provide a financial statement of the Federation at specifically requested times, if given at least ten (10) days notice.

## **Section 4:**

The Board shall be charged with the general management of the Federation, hear all grievances, authorize and audit all expenditures, and approve all appointments.

## **Section 5:**

The funds of the Federation shall be kept in such depository or depositories as may, from time to time, be designated by the Board of Directors.

## **Section 6:**

All disbursements of funds of the Federation shall be made by check. Checks upon any accounts of the Federation shall require two signatures from among the President, President-Elect, Executive Director, or Treasurer.

## **Section 7:**

All contracts and obligations of the Federation must be in writing and signed by any one of the following: President, Executive Director, Treasurer, or any active Board member who has been authorized to enter into a specific contract by Board action. Such authorization shall only be granted after contract review by the President, Executive Director, or Treasurer.

## **Section 8:**

The following are the duties of the Immediate Past President: (a) To serve on and appoint the other members of the By-Laws Committee. (b) To serve as Chairperson of the Nominating Committee. (c) To serve as Chairperson and Board liaison of the Presidents' Council.

## **ARTICLE VIII - Committees**

### **Section 1:**

The President, with the approval of the Board, shall appoint standing and special committees. Special committees shall serve at the discretion of the President. There shall be five (5) standing committees: (a) Membership; (b) American Advertising Awards (ADDY's); (c) Ways and Means; (d) Programs; (e) Legislative.

### **Section 2:**

The President, with approval of the Board of Directors, shall appoint such special committees as may be needed to carry on the work of the Federation, and shall name the chairperson of each.

### **Section 3:**

No committee shall have the authority to commit the Federation on matters of policy or to create financial obligations, except as provided in Article VII, Section 7.

### **Section 4:**

The Nominating Committee shall consist of five (5) active members in good standing, one of whom shall be the Immediate Past President. The Board shall appoint the four additional members of the Nominating Committee, at least one (1) of whom shall be a member of the Board.

# AAF-Baton Rouge By-Laws

## Section 5:

AAF Baton Rouge is the E. A. "Pete" Goldsby Silver Medal Award, presented each year to the person who has made the greatest contribution to the advertising profession. Nominations are submitted by members, and a selection committee, appointed by the President, reviews the nomination letters for the various candidates.

## The Voting Committee:

Voting committee members are to be held secret and are ineligible to receive in the current year. The current club president serves as chairperson of this committee. Ideally, the committee should consist of the President, Incoming President, and as many as 5 past Goldsby Silver recipients (totaling an odd number for voting purposes). Current president and past recipients are not eligible to receive the award. The committee shall only appoint a recipient if they deem a candidate holds merit. Nominations will expire after 3 years but may be resubmitted by the nominator after additional information is gathered.

## Basis of the award:

- Overall contributions to the advertising profession
- Contributions to building a better Baton Rouge, especially through projects which promote the civic good through advertising
- Continuing contributions towards the development of young people entering the advertising profession
- Contributions need not have been made in the year of the nomination, and should be based on a lifetime accumulation
- The current President of this organization is ineligible during his/her tenure as President
- Need not be a current or past member of this organization to be eligible
- Nomination should be typewritten or neatly handwritten stating your reasons for nominating your choice for the Goldsby Silver Medal Award. Remember that detailed information can help the judges in making their selection. The Goldsby Silver Medal Award winner will be selected on the basis of the facts presented in the written nomination, plus any additional information easily available to the Goldsby Selection Committee.

## Call for nominations:

The call for nominations should be posted in the November e-news, the printed newsletter and be announced at the luncheon. The call for nominations deadline should coexist with the ADDYs call for entries deadline allowing enough time to form the nominating committee and obtain the award to be presented at the ADDYs.

## ARTICLE IX – Election of Officers and Directors

### Section 1:

Election of the Board of Directors shall be by majority vote of the active members.

(a) At the regular March meeting, the President shall announce the Nominating Committee. The committee shall nominate two (2) candidates for each position to be filled on the Board of Directors. Candidates for the Board must be active members in good standing.

(b) The Nominating Committee will submit its list of candidates to the members at the regular general meeting in April.

(c) additional nominations may be made by any active member in good standing at the April general meeting, and such nominations shall be placed on the ballot.

(d) Newly elected members of the Board will take office on July 1.

### Section 2:

#### Election of Officers:

(a) Officers shall be elected by a majority vote of the general membership.

(b) A single slate of officers shall be submitted by the Nominating Committee at the regular March meeting. Additional nominations will be accepted from the floor.

(c) Only current Board members or offices may be nominated to serve as an officer.

(d) New officers and directors will assume office on July 1.

## ARTICLE X - Meetings

### Section 1:

The regular meetings of the Federation shall be held on the first Friday of each month, or as directed by the Board of Directors.

### Section 2:

A special general membership meeting may be called at any time by the President or Board of Directors, or upon written application of ten (10) members in good standing, provided six (6) days notice is given to the Federation members.

## ARTICLE XI – Quorums

### Section 1:

Twenty-five percent (25%) of the active members shall constitute a quorum for the transaction of business at any meeting of the Federation.

### Section 2:

Eight (8) members of the Board of Directors shall constitute a quorum; one (1) of the eight (8) must be an officer of the Federation.

### Section 3:

A majority of any committee shall constitute a quorum.

# AAF-Baton Rouge By-Laws NEW

## **ARTICLE XII – Amendments**

### **Section 1:**

Any proposed amendment shall be presented to the Board of Directors for approval.

### **Section 2:**

If approved, the proposed amendment shall be sent to the full membership in written or published form and/or via e-mail or Web posting at least thirty (30) days prior to a regular membership meeting.

### **Section 3:**

The proposed amendment shall be voted on and a two-thirds (2/3) affirmative vote of the regular members present is required for passage.

## **ARTICLE XIII – By-Laws**

### **Section 1:**

A copy of the By-Laws shall be sent to each new member upon Board approval.

## **ARTICLE XIV - Distribution of Assets Upon Dissolution**

### **Section 1:**

Upon the dissolution of the Federation, the assets of the Federation shall be applied and distributed as follows:

(a) all liabilities and obligations of the Federation shall be paid, satisfied, and discharged, or adequate provisions made thereof.

(b) All other assets of the Federation shall be transferred to one or more domestic corporations, societies, educational institutions, or organizations engaged in similar activities, pursuant to a plan of distribution of assets adopted by the Board of Directors as provided by law.

### **Section 2:**

Prohibition. In no event shall the assets of the Federation be distributed to any Board member, officer, or individual member upon dissolution of the Federation.