

AAF-Baton Rouge Bylaws

As of September 2023

ARTICLE I – Name

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

ARTICLE II – Purpose

The purpose of this organization shall be to:

- Unify the advertising professionals of the community into a cooperative group;
- 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;
- To support the general aims and objectives of the American Advertising Federation. The term “advertising” as appears in these Bylaws shall also include other related professions.

ARTICLE III – Membership

Section 1:

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

Section 2:

Full Membership:

Full Membership shall be restricted to individuals. The AAF-BR 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 luncheon, they may send a representative in their 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) or more Memberships shall qualify for discounted dues. In addition, any organization holding a Company Membership will be allowed to bring 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 Company Membership is unable to attend a monthly program meeting or special event (excluding special ticketed events), they may send a representative in their 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 level shall be restricted to recent graduates of any local accredited university with an “advertising” program. “Advertising” as defined previously in Bylaws. 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 (1) 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:**Educator Membership:**

This is for Student Advisors and Instructors at local colleges. A discounted dues rate shall apply. This membership tier shall include admission at no charge beyond Full Membership dues to monthly program meetings and some special events (excluding special ticketed events).

Section 7:**Honorary Membership:**

Any person outstanding in advertising or related fields may be nominated by a member of the Board of Directors and unanimously voted by the entire active board to be elected to honorary membership status. They will retain such status at the will and pleasure of the current Board of Directors voted at a regular Board Meeting annually. Honorary Members are not required to pay dues and are admitted at no charge to monthly program meetings.

Section 8:**Voting in Members:**

New Full, Company, Ad Grad, Student, and Educator 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 AAF-BR shall be July 1 through June 30 of the following year.

Section 2:

Registration fees for new members shall be determined by the Board.

Section 3:

Dues for Full, Company, Ad Grad, Student, and Educator Members shall be determined by the Board. AAF-BR 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 Registration fees or dues.

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 AAF-BR whose dues have been in arrears for thirty (30) days shall be so notified by AAF-BR 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 AAF-BR elections.

ARTICLE V - Governing Body

Section 1:

The governing body of AAF-BR shall be the Board of Directors. This Board of Directors shall be composed of the President, President-Elect, Vice President, Treasurer, at least eight (8) Directors, the Immediate Past President, plus any Past President(s) serving as an Officer or Director of the American Advertising Federation or the AAF District 7.

Section 2:

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

Section 3:

The Board of Directors shall pass upon all matters pertaining to the executive operation of AAF-BR; 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 Bylaws.

Section 4:

There shall be an Executive Committee composed of AAF-BR officers (President, President-Elect, Vice President, 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 by 51% vote. 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 AAF-BR shall be vested in the Board of Directors.

Section 2:

The Board shall consist of at least eight (8) Directors at large, the elected Officers of AAF-BR, the Immediate Past President of AAF-BR, plus any Past President serving as an Officer or Director of the AAF or the AAF District 7.

Section 3:

The term of office for the Directors shall be two (2) years. A Director may decide to run on the ballot after their term one (1) more time for a maximum service of four (4) years consecutively. This excludes Executive Offices. An ex-officio may serve up to four (4) years total at the request and approval of the current president. An ex-officio serves as an advisement capacity unless assigned a chair position by the President.

Section 4:

The Officers of the Executive Committee shall be a President, President-Elect, Vice President, Treasurer, and the Immediate Past President who shall be elected for one (1) year terms and serve until their successors are elected and qualified. Any officer can be re-elected to the same position for no more than two (2) consecutive terms, with the exception of the Treasurer.

Section 5:

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 Director elected by a majority vote of the Board.

Section 6:

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 affected by polling the Board by letter, electronically, or verbally; however, such polling shall not be considered one (1) of the six (6) required meetings. Such action shall be reported at the next Board meeting.

Section 7:

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 8:

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. Any Officer or Director may be removed for cause upon two-thirds (2/3) vote of the Executive Committee.

Section 9:

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. 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 (1) of the members of the governing Board.

Section 10:

The term of office shall run concurrent with AAF-BR's 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 AAF-BR and its Board. They shall preside over meetings of AAF-BR and the Board. They shall serve, ex-officio, as a member of all committees except the Nominating Committee. The President shall appoint all committees and such appointments shall be subject to the approval of the Board. All contracts and obligations of AAF-BR must be in writing and signed by any one (1) of the following: President, Executive Director, Treasurer, or any active Executive 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, and Treasurer.

Section 2:

The President-Elect and Vice President 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 American Advertising Awards, Programs, Membership, or another, as well as other such duties recommended by the Board.

Section 3:

An Executive Director of AAF-BR 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 AAF-BR and the Board;
- issuing notices of meetings of AAF-BR and the Board;
- keeping all AAF-BR's administrative and legal records;
- performing all other duties customarily pertaining to an office of Executive Director;
- receiving and depositing in the name of AAF-BR, in a bank in the Baton Rouge area selected by the Board;
- issuing receipts;
- making written/mailed authorized disbursements by the Treasurer and President;

- at Annual Meetings of AAF-BR rendering an itemized statement of the financial condition of AAF-BR;
- issuing invoices and notifies delinquent members on past dues;
- maintains the membership list for the fiscal year;
- and at the request of the President or the Board, the Executive Director shall provide a financial statement of AAF-BR at specifically requested times, if given at least ten (10) days notice.

Section 4:

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

Section 5:

The funds of AAF-BR 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 AAF-BR shall be made by check. Checks upon any accounts of AAF-BR shall require approval, digital or written, from the President, Executive Director, and the Treasurer. The President-Elect may approve in place of the President in the case of absence.

Section 7:

All contracts and obligations of AAF-BR must be in writing and signed by any one (1) of the following: President, Executive Director, Treasurer, or any Officer 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, and Treasurer.

Section 8:

The following are the duties of the Immediate Past President:

- To serve on and appoint the other members of the Bylaws Committee.
- To serve as Chairperson of the Nominating Committee.
- To serve as Chairperson and Board liaison of the Presidents' Council.
- To serve as the coordinator of the Club Achievement competition.
- To serve as the Government Relations committee chair for AAF-BR.

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 eight (8) standing committees:

- Membership
- American Advertising Awards
- Fundraising
- Programs
- Government Relations
- Community Outreach/Diversity
- Communications
- Student Outreach

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 AAF-BR, and shall name the chairperson of each.

Section 3:

No committee shall have the authority to commit AAF-BR 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 (1) 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 Director.

ARTICLE IX – Awards

Section 1:

The AAF-BR sponsors 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. Voting committee members are to be held secret. The current club president serves as chairperson of this committee. Ideally, the committee should consist of the President, Incoming President, and as many as five (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 three (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
- Need not be a current or past member of this organization to be eligible
- Nomination should be officially submitted via appropriate channels 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.

The Immediate Past President is in charge of making the call for nominations. The call for nominations should be posted in the e-news, posted on social media and be announced at the luncheon. The call for nominations deadline should coexist with the American Advertising Awards call for entries deadline allowing enough time to form the nominating committee and obtain the award to be presented at the American Advertising Awards.

Section 2:

The **AAF-BR Rouge Mosaic Champion Award** celebrates an individual or organization that demonstrates a commitment to diversity and inclusion through their involvement in the community, their creative work, and organization-wide initiatives. The recipient of this award embodies the American Advertising Federation's four (4) Mosaic Principles:

- Recruiting a workforce that reflects the diversity of demographics, lifestyle, experience, and mindset of America both today and tomorrow.
- Bringing greater awareness to the hidden storytellers, innovators, and provocateurs in the industry.
- Providing access to development and leadership opportunities.
- Encouraging the industry to portray realistic images of multicultural youth and communities.

The Community Outreach/Diversity Chair(s) is in charge of making the call for nominations. The Community Outreach/Diversity Chair(s) reaches out to the individual(s) that nominated to confirm the winner's attendance at the American Advertising Awards and other details. Winner will be voted on by a committee chosen by the Community Outreach/Diversity Chair(s) that will include up to four (4) members in good standing who demonstrate openness when discussing diversity and inclusion.

Section 3:

The Board of Directors presents the **President's Service Award** annually to the member in good standing who has given the most toward the betterment of AAF-BR and its activities during the previous calendar year. The President is in charge of making the call for nominations. The Board of Directors are in charge of nominating a member. Once the nominations are closed, the voting poll opens. The winner is decided by the majority vote and the individual that nominated the recipient is notified.

Section 4:

The Board of Directors presents the **Company Service Award** annually to the company who has given the most toward the betterment of AAF-BR and its activities during the previous calendar year. The President is in charge of making the call for nominations. The Board of Directors are in charge of nominations. Once the nominations are closed, the voting poll opens. The winner is decided by the majority vote and the individual that nominated the recipient is notified.

Section 5:

Ralph Sims was a member of AAF-BR from 1965 till 2009. He served as President in 1967-68 and was honored with the Pete Goldsby Award in 1973. Prior to retiring, Sims worked as Senior Vice President of Marketing at Fidelity National Bank. In honor and recognition of Mr. Sim's achievements and contributions to our organization, the AAF-BR presents The **Ralph Sims Award** to an advertising professional in the Baton Rouge area who has demonstrated outstanding leadership and mentoring of area college and university students in the fields of advertising, design and related fields. The Board of Directors solicits nominations and votes for the winner at the April board meeting each year. The award is presented at the May "Salute to Students" luncheon.

The Immediate Past President is in charge of making the call for nominations. Once the nominations are closed, the voting poll opens. The winner is decided by the majority vote of the board of directors and the individual that nominated the recipient is notified.

Section 6:

The **American Advertising Federation - Baton Rouge Student Scholarship** is designed to assist and support an outstanding student who has shown significant professional promise and a commitment to a career in the advertising/creative industry and their supporting sectors.

The Student Outreach Chair(s) is in charge of making the call for nomination. Once the nominations are closed, the voting poll opens. The winner is decided by the majority vote of the EC and the individual that nominated the recipient is notified. It is recommended that the EC only votes on this recipient, because of the sheer amount of material that has to be reviewed.

Eligibility Requirements:

- Applicant must have at least a 3.0 overall grade point average.
- Applicant must be within five (5) semesters of graduation from an accredited university or college located within the American Advertising Federation - Baton Rouge membership with a degree in a major or concentration related to the advertising, marketing and communications industry.
- Graduating seniors are ineligible for the scholarship unless accepted to an accredited graduate or professional school in a program related to advertising.

Section 7:

- AAF-BR of Directors presents the **Rising Star Award** annually to a new member (within their first couple years in the club) in good standing who has shown active involved in club activities, given the most toward the betterment of the club and set a shining example for other members.
- The Membership Chair(s) is in charge of making the call for nominations. The Board of Directors are in charge of nominating a member, but the membership can also nominate. Once the nominations are closed the entire board votes.

ARTICLE X – 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 opening of nominations for the next year's board. Candidates for the board must be active members in good standing.
- B. 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.
- C. 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. The announcement for board nominations are made at the March meeting. A single slate of officers shall be submitted by the Nominating Committee at the regular April meeting. Additional nominations will be accepted from the floor.
 - C. Only current Board members may be nominated to serve as an Officer.
- New Executives and Directors will assume office on July 1.

ARTICLE XI - Meetings

Section 1:

The regular meetings of AAF-BR 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 AAF-BR members.

ARTICLE XII – Quorums

Section 1:

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

Section 2:

Six (6) members of the Board of Directors shall constitute a quorum; one (1) of the six (6) must be an Officer of AAF-BR.

Section 3:

A majority of any committee shall constitute a quorum.

ARTICLE XIII – 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 luncheon.

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 XIV – Bylaws

Section 1:

A copy of the Bylaws shall be available to all membership upon Board approval.

ARTICLE XV - Distribution of Assets Upon Dissolution

Section 1:

Upon the dissolution of AAF-BR the assets of AAF-BR shall be applied and distributed as follows:

- A. All liabilities and obligations of AAF-BR shall be paid, satisfied, and discharged, or adequate provisions made thereof.
- B. All other assets of AAF-BR shall be transferred to one (1) 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 AAF-BR be distributed to any Board member, Officer, or individual member upon dissolution of AAF-BR.