

## **American Advertising Federation - Northern Illinois Bylaws**

**Last Update: July 15, 2008**

The AAF-Northern Illinois (AAF-NI)

Adopted January 1, 2010

### **Article I**

#### **Name**

The American Advertising Federation - Northern Illinois, AAF-NI, is the name of this Federation.

### **Article II**

#### **Mission Statement**

The AAF - Northern Illinois exists to provide support and assistance to advertising, marketing and communications professionals by providing professional development through educational speakers and networking opportunities at monthly meetings and other special functions, while increasing recognition for the advertising industry and giving back to the local community.

### **Article III**

#### **Months of Operations**

The annual Membership year for AAF-NI shall run from January 1 to December 31. Monthly meetings run from August through May.

### **Article IV**

#### **Membership**

**Section 1. Membership Qualifications.** Membership is open to all persons with advertising, marketing or communications interests who have paid their dues, as designated by the Board of Directors. Membership shall not be restricted by a person's age, race, nationality, religion, ethnicity, sexual orientation or gender. The Board of Directors may deny or revoke Membership, if it determines just cause, and presents its determination in writing to the Member.

**Section 2. Membership Categories.** Membership shall include the following classes of Membership:

1. Student.
2. Individual.
3. Corporate (two Members or more to a single billing address).

**Section 3. Dues.** All Members are personally obligated to pay annual dues by February 1 of each fiscal year that is imposed by the Federation's Board of Directors to meet the Federation's expenses. New Members joining more than six months after the beginning of the Federation year may, at the discretion of the Board of Directors, be given the option of paying half the normal dues or prepaying the next year's dues at current levels and receiving the balance of the current year as well. Because AAF-NI is affiliated with the American Advertising Federation (AAF), the Treasurer will forward to AAF the appropriate national dues commitment for current Members.

**Section 4. Member Benefits.** If a Member is current on his/her dues, then the Member may participate in all Federation activities.

## **Article V**

### **Meetings**

**Section 1. Regular Meetings.** Regular meetings of Federation Members shall be held monthly, from August through May, at such suitable place convenient to the Members as may be designated by the Board of Directors.

**Section 2. Annual Meeting.** The annual meeting of Federation Members shall be held in May of each year. Robert's Rules of Order, Revised, shall govern this meeting, and the order of business shall be as follows:

- a. Proof of notice of meeting, or waiver of notice;
- b. Reading of minutes of preceding meeting;
- c. Approval of agenda;
- d. Reports of officers;
- e. District/National report;
- f. Old Business;
- g. Other business; and
- h. Date of next meeting.

**Section 3. Special Meetings.** It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors, or upon a petition signed by a majority of the Members and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice, unless by consent of three-fourths of the Members present.

**Section 4. Notice of Meetings.** It shall be the duty of the President to notify by mail, voicemail or e-mail each meeting, stating the agenda and luncheon price, as well as the time and place where it will be held, to each Member of record, at least seven (7) days prior to such meeting.

**Section 5. Adjourned Meetings.** If at any meeting of the Members a quorum is not in attendance, the Members who are present may adjourn the meeting to a time not in excess of seven (7) days from the time the original meeting was called.

**Section 6. Voting.** Voting shall be on the basis of one vote for each Member.

**Section 7. Majority of Members.** As used in these By-Laws, the term "majority of Members" shall mean those Members holding fifty-one percent (51%) of the votes of the Members present.

**Section 8. Quorum.** Except as otherwise provided in these By-Laws, the presence, in person or by proxy, of one-quarter (1/4) of the persons entitled to vote shall constitute a quorum.

**Section 9. Proxies.** Votes may be cast by proxy. Proxies must be filed in writing with the Secretary at least five (5) days prior to the appointed time of each meeting.

## **Article VI**

### **Affiliation**

The AAF-NI shall affiliate with the American Advertising Federation (AAF). AAF-NI will be an active Member of this national Federation through participation and payment of dues and assessments. The Board will encourage Members to participate in AAF activities.

## **Article VII**

### **Board of Directors**

**Section 1. Number and Qualifications.** The Members shall administer and manage the affairs of the Federation-all power and authority of which shall be exercised through the Board of Directors. The Board of Directors shall consist of 7 persons elected by the Members. The term of office will run from June 1 to May 31, to coincide with the AAF National Convention. The Board of Directors shall also include the immediate Past President of the Federation. In order to be qualified to be elected to the Board of Directors, a candidate must be a current member, individual or corporate.

**Section 2. Powers and Duties.** The Board of Directors shall pass upon the eligibility of applicants for Membership, hear all grievances, authorize and audit all expenditures and approve all appointments to committees. The Board shall review and approve an annual budget within the first month after new officers are seated, including itemized ADDY expenditures.

**Section 3. Election and Term of Office.** The Board of Directors shall appoint, at least 60 days before the annual meeting, a Nominating Committee of at least three active Members, none of whom shall be Members of the Board with the immediate Past President as Chair. The Nominating Committee shall

prepare a slate of nominees for presentation to the Board at least four weeks prior to the annual meeting. All nominees must consent to their nomination. The Board shall communicate the slate of nominees to the Membership, and make available absentee ballots to those who cannot attend the annual meeting and vote in person.

At the annual meeting, paid Members shall vote by secret ballot to accept or reject the slate. If the slate is rejected, then Members may make nominations from the floor, at which point the slated Board Members and the persons nominated from the floor may each make a brief presentation to the Membership. At the conclusion of these presentations, the Membership shall select the Board by secret ballot. The slate of Directors shall be elected by a majority of the Members. The Directors shall serve a term of one (1) year.

**Section 4. Vacancies.** Vacancies in the Board of Directors caused by any reason, other than the removal of a Director by a vote of the Federation, shall be filled by or appointment offered by the majority of the remaining Directors; provided that, in the event of a deadlock, then by a majority vote of the Members; each Director so elected, shall serve as a Director until the end of the term of the Director whom he/she replaces.

**Section 5. Removal of Directors.** A Director may be removed at any regular or special meeting of the Members duly called for that purpose and may be removed with or without cause, by three-fourths (3/4) vote of all the Members present at any such meeting; and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by any Members shall be given an opportunity to be heard in the meeting and shall be afforded the right to have the vote on his/her removal adjourned to a new date not fewer than seven (7) nor more than ten (10), days from the date of the meeting at which the removal is proposed. Any Board Member may be subject to termination, by the Board of Directors, due to chronic absenteeism from meetings, lack of communication to the Board and/or uncompleted Director's duties. Chronic absenteeism shall be defined as nonattendance at two Board Meetings or three consecutive monthly meetings or 50% of meetings over a period of six months.

**Section 6. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as determined, from time to time, by a majority of the Directors. Notice of the regular meetings of the Board of Directors shall be given by the Secretary to each Director personally, by mail, e-mail or by telephone, at least three (3) days prior to the day named for such meeting. Any Member may attend and participate in a meeting, but only the Directors shall be entitled to cast a vote on all matters presented at such meeting.

**Section 7. Order of Business.** *Robert's Rules of Order, Revised*, shall govern all meetings, and the order of business at all meetings of the Members may be as follows:

- a. Proof of notice of meeting, or waiver of notice;
- b. Reading of minutes of preceding meeting;

- c. Approval of agenda;
- d. Reports of officers;
- e. District/National report;
- f. Old Business;
- g. Other business; and
- h. Date of next meeting.

**Section 8. Special Meetings.** The President may call special meetings of the Board of Directors, or any two (2) Members of the Board of Directors on three (3) days' notice to each Director, given personally, by mail, e-mail or by telephone, which notice shall state the time, place and purpose of the meeting.

**Section 9. Waiver of Notice.** Before, or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the place thereof. If all the directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

**Section 10. Quorum.** At all meetings of the Board of directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present, at a meeting at which a quorum is present, shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present must adjourn the meeting to another time. At any such readjourned meeting, any business, which might have been transacted at the meeting as originally called, may be transacted without further notice.

**Section 11. Committees.** The Board of Directors shall select, from time to time, Members to serve on committees. These committees will report regularly to the Board of Directors and may consist of the following:

1. *Executive.* To meet and discuss strategic objectives for the organization which include the president, president-elect, secretary and treasurer positions.
2. *Membership.* To secure additional Members and foster involvement of all Members.
3. *Program.* To arrange programs for all Federation meetings and special events, and to supervise and promote special events of the Federation.
4. *Communications* To promote the activities of the Federation through media releases, special promotions and outreach to the communities in North Central Indiana; to publish the Federation's newsletters, notify Members of Federation activities and keep the Membership

informed of special events; and/or to design marketing materials, logos and all creative pieces needed to promote the Federation's activities and special events.

5. *ADDY/Fundraising.* To plan, organize and conduct special events to generate funds necessary to carry out the activities of the Federation and to plan, promote and carry out the annual competition and awards program, the ADDYs, based on guidelines provided by the national American Advertising Federation.
6. *Diversity.* To diversify the Membership, to implement a continuing diversity awareness program for members, to develop and provide educational materials on issues related to diversity and to sponsor at least one speaker every year on topics related to diversity in advertising, marketing, communication and the media.
7. *Education.* To promote and encourage the education of students in advertising, marketing, public relations or related fields.

No committee shall have the authority without the prior approval of the Board of Directors to commit the Federation on 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**

### **Officers**

**Section 1. Designation.** The principal officers of the Federation shall be a President, President-Elect, Secretary and Treasurer, as voted upon by the Members.

**Section 2. Voting.** Voting directors of AAF-NI shall consist of the following: President, President-Elect, Secretary, Treasurer, Communication Director, Program Director, Membership Director, and ADDY Directors. The Past-President will serve as an ex-officio Member of the Board of Directors. The Past-President does not have voting rights, except to break a tie vote. In addition, the Board of Directors may also designate co-chairs and committee Members, as recommended by the President.

**Section 3. Election of Officers.** The officers of the Federation shall be elected annually by the Membership at the annual business meeting.

**Section 4. Removal of Officers.** Upon an affirmative vote of a majority of the Members of the Board of Directors, any officer may be removed, with or without cause and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

**Section 5. Good Standing.** To preserve quality leadership in AAF-NI, anyone who is nominated for a Board position must meet the following criteria: the nominee must have paid annual dues and must be an active AAF-NI Member. An active Member shall be defined as attending general Membership meetings on a regular basis, missing no more than three meetings during the Membership year. A

majority of the Board of Directors may determine any exception to these criteria on a case-by-case basis.

**Section 6. Replacement of Officers.** In the event a Member of the Board is unable to fulfill his or her duties or becomes inactive, the President may select a replacement to serve in the position until the next annual election. The Board of Directors must approve the President's selection prior to the replacement taking office. Inactive shall be defined as but not limited to the following criteria: misses more than two Board meetings or three general Membership meetings during the current year and/or fails to pay dues.

**Section 7. President.** The President shall be the Chief Executive Officer of the Federation. The President shall preside at all meetings of the Federation and of the Board of Directors. The President shall have all the general powers and duties that are usually vested in the office of the President of a corporation, including, but not limited to, the power to appoint, along with the concurrence of the Board of Directors, all committee chairs. The President shall also act as a liaison with the regional district and the national American Advertising Federation, submitting all required reports to the AAF district representative. The President will serve as the delegate to all AAF meetings and submit all reports to the AAF district representative. The President will implement committees as necessary for the smooth operation of the Federation. The President shall be an ex-officio Member of all committees.

**Section 8. President-Elect.** The President-Elect shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as the Board of Directors may prescribe. The President-Elect shall become President in the following year with the concurrence of the Board of Directors and Membership. He/she shall oversee two annual community service projects, as determined by the Board of Directors. The President-Elect will also serve as a delegate to AAF.

**Section 9. Secretary.** The Secretary certifies the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Federation. The Secretary shall have charge of such books and papers as the Board of Directors may direct; and the Secretary shall, in general, perform the duties incident to the office of Secretary. The Secretary shall be responsible for recording and reporting the minutes of each Board of Directors meeting and providing those minutes to the President within two weeks of said meeting. The Secretary shall be responsible for finding another Board Member to act as a temporary Secretary in the event that the Secretary is unable to attend any meeting. The Secretary shall be responsible for publishing the monthly minutes on the AAF-NI website. The Secretary shall perform the duties and exercise the power of the President during Board of Directors or general Membership meetings in the absence of the President and President-Elect. The secretary shall serve as a delegate to AAF.

**Section 10. Treasurer.** The Treasurer shall have responsibility for the Federation's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Federation. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Federation in such depositories as may, from time to time, be designated by the Board of Directors. All disbursements of Federation funds shall

require the signature of the Treasurer and either the President or President-Elect. The Treasurer shall present a financial statement at all regular meetings of the Board of Directors and at the annual meeting of the Members. The Treasurer shall be responsible for retrieving mail from the AAF-NI post office box. The Treasurer shall oversee all purchases made by Officers. He/she will also photocopy Member checks and distribute copies to the Membership Chair and Secretary; maintain checking, savings and other bank accounts; devise and record budget transaction sheets for all reimbursed expenditures; enforce \$50 spending limit per Board Member per year for AAF-NI -related out-of-pocket expenses; and preside over the registration table at all functions to accept lunch fees and dues. Additionally, the Treasurer shall perform the duties and exercise the power of the President, President-Elect and Secretary in their absence.

**Section 11. Program Director.** The Program Director shall be responsible for researching topics for meetings and securing speakers for all general Membership meetings. The Board of Directors shall determine the topics and select the speakers with consideration given to the general Membership through surveys and Member requests. The Program Director shall conduct a program-oriented Membership survey before the July meeting for the upcoming year. From the survey results, they will develop programming in advance for the entire following year. The plan shall include the yearly meeting schedule, dates and locations. The Program Director will also procure a description of the speaker's program, a photograph and a bio for the President-Elect and Secretary for their respective publication responsibilities. The Program Co-Directors shall oversee the Program Committee.

**Section 12. Membership Director.** The Membership Director shall be responsible for the acquisition of new Members and the retention of existing Members. This will include but not be limited to corresponding with each guest who attends a general Membership meeting; sending Membership information to prospective Members; and sending all miscellaneous notices to Members or prospects, as needed. The Membership Director will maintain a complete and timely Membership roster at all times, maintaining the Member database and the database used for mailing newsletters and potential Member information, making address changes as soon as possible. The Membership Director will provide the new year's Membership roster to the Secretary for publication. The Membership Director will provide a Membership update at each Board of Directors meeting. They shall be responsible for maintaining and updating the Membership directory in whatever form that the Board determines. The Membership Director shall provide copies to the general Membership no later than March 1 and to others in the community with Board approval. The Membership Director will oversee the Membership Committee.

**Section 13. ADDY/Fundraising Director.** The Development Directors shall be responsible for the annual ADDY award competition and the ADDY awards banquet, plus securing financial sponsorships for each AAF-NI function and chairing other specific fund-raising events or committees as deemed by the President. The Development Co-Directors will chair the Development and ADDY committees.

**Section 14. Communication Director.** The Communication Director shall be responsible for the web site and its up-keep including changes, design, enhancements and serve as organization photographer at all



meetings and events. The Communications Director will also be responsible for maintaining a strong social media presence as determined by the Board of Directors.

**Section 15. Past President.** The immediate Past President will serve as an ex-officio Board Member for one year immediately following presidency. The Past President will manage the previous year's Public Service Campaign. The Past President will advise the current President, perform special assignments as directed by the President, and assist in a smooth transition for the new President and the Board of Directors. The Past President will preside over the Board of Governors and the Nominating Committee.

## **Article IX**

### **Annual Budget**

**Section 1. Budget Plan.** The Board of Directors shall create and approve an annual budget. Decisions of the Board shall be binding. The Board shall assist each Board Member in developing a set budget based on the Board Member's duties and needs. No Board Member may exceed spending limits set in the annual budget, unless voted upon by the Board. The Board of Directors has the power to forbid payment of any expense pertaining to an unauthorized purchase.

**Section 2. Dues.** The Board of Directors will determine the annual Membership dues before the August meeting. The Board shall present to the Membership the annual budget and the annual dues rate at the meeting in September.

## **Article X**

### **Amendments to By-Laws**

The Members at any regular Membership meeting may amend the By-Laws or at any special meeting called for such purposes. However, no amendment shall take effect unless approved by a majority of the Members of the Federation.

## **Article XI**

### **Initiation and Amendments to the By-Laws**

**Section 1. Effective Date.** These bylaws shall become effective upon approval of the Board of Directors serving during the 2009-2010 term from June 1, 2009 to May 31, 2010. They shall supersede any previous written or verbal rules.

**Section 2. Approval.** The Board of Directors may amend these by-laws with the general Membership's approval, provided a quorum exists.

**Adopted on December 15, 2009 by American Advertising Federation – Northern Illinois Board of Directors:** Doug Burton, President; Roger Peterson, Past-President; Kathy Velasco, Treasurer; Chris Kelley, Program Director; Mike Wilhelmi, Program Co-Director; David Griffith, Communication Director; Lori Wallace, ADDY Chair.

Adopted on December 15, 2009 by the Members of the AAF-Northern Illinois.