

Advertising Federation of Columbus Bylaws

ARTICLE I: NAME AND STATUS

The organization shall be known as the Advertising Federation of Columbus, Georgia, Inc. and shall be affiliated with the American Advertising Federation and the 7th District, AAF. The Advertising Federation of Columbus, Georgia, is a not for profit organization. In the event of the dismantling of this corporation all assets will be dispersed to another tax exempt not for profit organization or foundation.

ARTICLE II: PURPOSES

The purpose of this organization shall be to provide and promote a better understanding of the functions of advertising and of its value; to apply the skills, creativity and energy of the advertising industry whenever it is needed to help solve social problems; to advance the standards of advertising through a voluntary program of self-regulation; to promote good fellowship and a free exchange of ideas.

ARTICLE III: MEMBERSHIP

There shall be three classes of membership: Active, Honorary and Student Membership.

SECTION 1: Active - Persons of good standing in the community who are engaged in buying, selling, or creating or producing advertising; marketing; or publicity; or in public relations; education; or who are connected with business and communication closely related to advertising.

SECTION 2: Honorary - Persons who, in the opinion of the majority of the Board of Directors, have given distinguished service in the field of advertising. Honorary Members shall not be eligible to hold office or to vote. Honorary members may be elected upon recommendation of the Board of Directors by a two-thirds vote of the members present.

SECTION 3: Student Membership – student membership is offered to individuals who have been a member of a student advertising federation, at a reduced price established and approved by two thirds the board of directors. Student membership is honored for 12 months from the date of graduation.

ARTICLE IV: INITIATION FEES AND DUES

SECTION 1: Initiation fees may be established by the Board of Directors.

SECTION 2: Dues for all classes or members shall be established by the Board of Directors, payable annually by July 1 and goes through June 31. Dues will include affiliation fees for members with the American Advertising Federation and the District

dues, as well as meals. For extra called meetings, other than those regularly scheduled, the meal will be paid for by the member attending.

SECTION 3: Honorary members shall not be required to pay dues. If the Honorary Member desires National affiliation, AAF and District dues as established by those bodies those fees must be paid by the honorary member.

SECTION 4: The dues for newly elected members shall begin on the first day of the month nearest their election to membership. The Federation's fiscal year begins on July 1 and ends on June 30.

SECTION 5: Any member of the Federation whose dues or ADDY payments have been in arrears for thirty days shall be so notified by the treasurer, citing the provision of this section. If such arrears are not paid within thirty days after such notification, the delinquent member shall be notified again and granted thirty days grace. At the end of this period membership shall be forfeited. Only members whose dues are paid up shall be entitled to vote at club elections.

ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

SECTION 1: The management of the affairs of this club shall be vested in the Board of Directors.

SECTION 2: The Board of Directors shall consist (if possible) of no more than twelve voting members who shall be elected by the membership at the Annual Meeting of the Federation, the two immediate past presidents, and any club member serving as a District Officer (Governor, Governor Elect, Lt. Governor, Secretary, Treasurer, Immediate Past Governor) or AAF Board of Directors member. All previous presidents, other than the two immediate past presidents, are non-voting ex officio members of the Board. The Board of Directors should at all time contain (if possible) at least six buyers. (A seller is designated as being a member of the following advertising media: outdoor, radio, newspaper, television, direct mail and others not mentioned that may be so designated by Board of Directors.) The board of directors takes office immediately following the election.

SECTION 3: The term of office for directors shall be one year. The immediate past president will serve on the Board of Directors for one year in addition to the twelve elected members.

SECTION 4: The officers shall consist of a president, a president-elect, a secretary and a treasurer. Any active member in good standing will be eligible for election as an officer. Officers of the Federation are selected by the Board of Directors.

SECTION 5: The Board of Directors, at its first June meeting following the Annual Meeting of the Club in May shall elect the officers, whose terms shall be for one year or until their respective successors are elected and take office. Officers shall be installed at

the next regular meeting of the Club after the board meeting at which they are elected. (This implies that (1) The nominating committee is chosen by 2 board members and 3 or more non board members. (2) The nominating committee makes selections for the ballot for new board members. (3) The new board members are elected by the general membership at its annual meeting which is the third Thursday in May. (4) The newly elected board will then select the officers of the club in July, who do not have to be approved by the general membership.)

SECTION 6: Officers and Members of Board of Directors must not be absent from more than three consecutive board meetings during the fiscal year. If this attendance requirement is not met by officers or directors their term in office may be forfeited subject to a majority vote of the Board of Directors. In the event of the death, resignation or forfeiture of any officer or director, the Board of Directors shall elect a successor who shall take office immediately and serve until the next annual election.

SECTION 7: The Board of Directors may at its discretion employ a paid-executive secretary, accountant, or a manager, whose duties and compensation shall be as defined by the Board of Directors.

SECTION 8: A schedule of regular meetings of the Board of Directors shall be set up by the board within thirty days after the election. Special meetings may be called by the president either through email, or by notice in writing, mailed to each of the members of the board at least five days before the called meeting. Special meetings shall be called by the secretary upon written notice signed by at least four members, or by email with the acknowledgement of at least four members noted in the body of email. The requirement of a five-day notice may be waived upon consent of a majority of the board members, expressed in email, writing, or by attendance at the called meeting.

SECTION 9: To accept a District Position requires prior Board of Directors Approval of the Advertising Federation of Columbus. Attendance at conferences requires approval from the board of directors and per the approved budget with the conference attendees being determined by the board. Any expenses incurred on behalf of the Federation must first be approved by the board of directors.

ARTICLE VI: DUTIES OF OFFICERS AND DIRECTORS

SECTION 1: The PRESIDENT shall be the chief executive officer of the club and of the Board of Directors. The President shall preside over all meeting of the Club and of the Board of Directors. The President shall be ex-officio and a member of all committees except the Nominating committee. The President shall appoint all committees, with the exception of the Nominating committee, such appointments to be subject to the approval of the Board of Directors. The President and the Secretary shall sign all written contracts and obligation of the club, which must have prior approval of the Board of Directors to be legal and binding. The President shall also be in charge of distributing reimbursement forms, and purchase orders approved by the Board of Directors for expenses of the club.

SECTION 2: The PRESIDENT-ELECT or immediate past president if no president-elect is available shall be vested with all powers and shall perform all the duties of the President in the absence or disability of the latter. In the event the President-Elect is called upon to assume the Presidency and cannot, for whatever reason, the Board of Directors will appoint an acting president until the next annual election.

SECTION 3: The ADDY CHAIR shall be the General Chairperson and handle all the arrangements for the Annual Advertising Awards Competition.

SECTION 4: The SECRETARY shall be responsible for recording the minutes of all meetings of the club and of the Board of Directors, keeping all club records and performing all other duties customarily pertaining to the office.

SECTION 5: The TREASURER shall receive and deposit in the name of the club, in a bank selected by the Board of Directors, all club moneys, issue receipts, receive approved purchase orders, and approved expense reimbursement forms approved by the board and signed by the president, make all authorized disbursements, and at each monthly meeting, render an itemized statement of the financial condition and the receipts and disbursement of the club for a year to date report.

SECTION 6: The BOARD OF DIRECTORS shall have charge of the general management of the club and shall pass upon the eligibility of applicants for membership, hear all grievances, authorize and audit all expenditures and approve all appointments.

SECTION 7: The President shall represent this organization at National and District conventions and meetings if the Board of Directors determines that budget allocations will allow such expenditure. In the event the President cannot attend any of these functions, the Board of Directors through majority vote may at its discretion approve or disapprove expenditures to cover another board member or non board member to attend a function. In this case the President shall authorize in writing one representative to attend the 7th District board meeting and vote on behalf of the Federation on all matters at said meeting.

ARTICLE VII: COMMITTEES

SECTION 1: The President, with the approval of the board of directors will consist of the following positions and any other position the board of directors create that can strengthen the board.

MEMBERSHIP - To secure additional members.

TREASURER- To supervisor, under the control of the Board of Directors, the finance of the club, and shall prepare an annual budget, and collect revenue at all meetings.

PROGRAMS - To arrange programs for all club meetings. Arrange speakers and activities for the federation, manages reservations, venues, and attendance records, sends out notices of meetings.

EDUCATION - A committee be selected to provide Educational Programs and Seminars for the Community, the federation and the student ADFED chapter.

CREATIVE SERVICES – Web site and ADDY materials design and any creation of any marketing pieces needed to promote programs for the federation.

SCHOLARSHIP/STUDENT CHAPTER – To work with the University or College to create a student chapter of the American Advertising Federation. A committee established from the board of directors with the possible assistance from the University or College may select a candidate or candidates each year for scholarship by review of applications and grades.

FUNDRAISING - To supervise and promote social activities of the club for the purpose of raising funds and awareness of the Advertising Federation of Columbus.

COMMUNICATIONS/PUBLIC RELATIONS - To promote better public understanding of advertising, and to provide press releases regarding club achievement and events.

PUBLIC SERVICE - To assist the board of directors in the promotion and advertising of approved civic projects.

AAF CONTACT - This is the Presidents Responsibility as now defined - To act as liaison between the Federation and the Club.

SILVER MEDAL – Set up a committee to secure an acceptable nominee for the Annual Silver Medal competition.

ADREVIEW COMMITTEE – Work with the Better Business Bureau to form a committee to review questionable advertising practices in the market.

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 club and shall name the chairperson of each.

SECTION 3: No committee or person shall have the authority to commit the club 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: MEETINGS

SECTION 1: The Annual Meeting shall be held during the month of May.

SECTION 2: The regular meetings of the club shall be held at such times and places as the Board of Directors may determine.

SECTION 3: Special meetings may be called by the President and shall be called upon written request or by email of any ten members in good standing.

SECTION 4: Notice of the Annual Meeting, including a list of the nominees for board position, and of each special meeting shall be sent by the secretary to every active member of the club at their last known address or by email to their last known email address at least one week prior to the date of such meeting.

ARTICLE IX: QUORUMS

SECTION 1: Twenty-five percent of the active members attending a meeting shall constitute a quorum for the transaction of business at any meeting of the club.

SECTION 2: 50% of the members of the Board of Directors shall constitute a quorum for the transaction of business.

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

ARTICLE X:

SECTION 1: The Board of Directors shall appoint, at least thirty days before the date of the Annual Meeting in May, a Nominating Committee of five active members no more than two of whom shall be board members.

SECTION 2: The Nominating Committee shall prepare a ticket of, if possible, up to four nominees for full-term directors (at least two which should be buyers if possible) and one additional nominee for each unexpired term vacated by directors through death or resignation since the preceding annual election (such nominee should be from the same classification as the person replaced), The Nominating Committee shall report these nominations to the Secretary no later than fifteen days prior to the Annual Meeting, having first secured assurance from the proposed nominees that they will serve if elected.

SECTION 3: The Nominating Committee shall announce the names of the candidates by mail or email to all active members at least five days prior to the Annual Meeting.

SECTION 4: Additional nominations may be made from the floor.

SECTION 5: No candidate shall be proposed for office unless his consent to serve has been secured.

SECTION 6: Election shall be held at the Annual Meeting in May and shall be by secret ballot unless motion is made, seconded and carried to accept nominations of nominating committee without further vote.

SECTION 7: The board of directors shall appoint three election tellers, including no members of the Board or candidates for election, whose duty it shall be to count the ballots and announce the results of the election.

SECTION 8: The board of directors may remove a board member by majority of full the full board.

ARTICLE XI: AMENDMENTS

SECTION 1: The By-Laws of the Corporate Charter may be amended by majority vote of the active members in attendance at any business meeting.

SECTION 2: Amendments must be proposed in writing, signed by a member in good standing and a copy thereof must be presented to the Board of Directors at least two weeks before the membership meeting at which it is moved for adoption.

SECTION 3: Notice of any proposed amendment shall be mailed or emailed by the board of directors to each active member of the federation no less five days before the meeting at which the amendment shall be presented for approval.

ARTICLE XII:

SECTION 1: This organization shall not discriminate against any person, firm or corporation based upon race, creed, color, sex, or national origin.

ARTICLE XIII:

SECTION 1: No board member, member of the club, District 7 or AAF representative shall have the authority to commit the club on matters of policy or to create financial obligations unless prior approval of the Board of Directors has sanctioned such commitment. All policy and financial obligations and commitments must be approved by majority of the Board of Directors and be recorded in the minutes of the board meeting.