



December 2012

By-Laws

CONSTITUTION OF THE AMERICAN ADVERTISING FEDERATION OF GREATER FLINT

ARTICLE I - NAME

This organization shall be known as the AMERICAN ADVERTISING FEDERATION OF GREATER FLINT. This name reflects a change from the former name of the Flint Area Advertising Federation, which was established in 1977.

ARTICLE II - PURPOSE

The purpose of this organization shall be to further the best interests of advertising, merchandising, and marketing; to help create more interest in advertising and its economic force in a free-enterprise democracy; to demonstrate the advantages of advertising to industry and the consuming public, to integrate with the educational community in stimulating interest in advertising as a career by conveying the ever-changing precepts of good advertising and merchandising; and to provide a means through which those interested in advertising may assist each other through an interchange of ideas.

The mission of The American Advertising Federation of Greater Flint is to advance the advertising profession in the greater Flint area by supporting industry recruitment and education; by communicating to the regional business and professional communities, as well as to governmental organizations, the economic and social value of advertising; by fostering improvement of its effectiveness; and by promoting ethical self-regulation.

ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP; Membership in the American Advertising Federation of Greater Flint shall be composed of three classes, namely:

Corporate Member: Shall be advertising person representing an organization actively engaged in the creation, production, purchases, sales, education or use of advertising/media/retail/marketing and sales promotional material.

Honorary Members: Shall be persons who have given distinguished service in the field of advertising or a community partner that has benefitted the club in a positive manner. Honorary Members shall not be eligible to hold office or to vote. Two-thirds majority vote of board required to name an Honorary Member to the organization.

Individual Member: Shall be an advertising person actively engaged in the creation, production, purchases, sales, education or use of advertising/media/retail/marketing and sales promotional material.

Student Member: Shall be persons with a demonstrated interest in an advertising/communications career who are enrolled full or part-time at a college or university and who are not employed full-time by

an organization that would sponsor the student's associate membership. Student memberships would not include membership in AAF.

Education Membership: A local college or university that joins for all of the student body, including faculty, in the field of advertising or marketing. With this membership, all currently enrolled students or faculty are included as members. A list of names with individual contact information must be provided by the Student Connections Chair.

Transitional Member: Individuals who were Student Members previously, but have graduated and are actively looking for employment in the advertising industry. Being a member will harbor an opportunity, at a reduced membership rate, to gain the benefits of being a member of the AAF and the American Advertising Federation of Greater Flint. This membership is good for one (1) year after date of graduation.

Section 2. ELECTION TO MEMBERSHIP: Anyone filling the qualifications of Section 1 who shall be recommended by a member and approved for membership by the Board of Directors shall, upon payment of dues, be elected a member. Memberships shall be vested in the individual, company or organization paying the dues.

Section 3. HONORARY MEMBERS: May be elected upon majority recommendation of the Board of Directors and a two-thirds vote of the members present at the regular meeting of the federation.

Section 4. TRANSFER OF MEMBERSHIP: Transfer of membership from one individual to another shall be allowed under the following circumstances:

If a corporate or associate member leaves the Flint area and has paid his/her own dues, his/her membership is forfeited.

If corporate or associate member leaves his/her firm or organization and his/her dues were paid by the firm or organization, the membership may be transferred to another employee of the same firm or organization for the balance of the dues period at the request of the sponsoring firm or organization. The membership chair will notify the Board of Directors.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1. The management of the affairs of this federation shall be vested in the Board of Directors.

Section 2. The Board of Directors can consist of a total of 13 members or positions: President, Vice-President, Secretary, Treasurer, Executive Director, ADDY Committee Chair, Programs Chair, Sponsorship Chair, Public Service Chair, Membership Chair, Governmental Affairs, Student Connection Chair and Communications Committee Chair. An individual can occupy more than one position.

At each annual meeting directors shall be elected for a term of one year each to succeed those directors whose terms are expiring. (See Section 11. For exceptions, see Section 6 and Article XI, Section 2.)

Section 3. The executive officers shall consist of a President, Vice-President, Secretary and Treasurer.

Section 4. A Board member or position may be held by one person for no more than three consecutive terms. After the terms expire, this person or member may assume another position with 2/3 majority membership approval. If 2/3 membership is not available to produce a quorum, the Board of Directors can vote to make this change.

Section 5. Standing committees shall consist of the following: ADDY Committee, Government Affairs Committee, Membership Committee, Program Committee, Communications Committee, Sponsorship Committee and Public Service Committee and Student Connection Committee. A Chairman shall be

appointed by the President to the chairmanship of each committee and the President shall be an ex-officio member of each such committee.

Section 6. The President can appoint ad hoc committees (such as ADDY Awards) as necessary.

Section 7. The Board of Directors at its first Board meeting following the annual election shall elect the four executive officers from within its membership whose terms shall be for one year or until their respective successors are appointed and take office.

Section 8. In the event of the death, resignation, or other inability to serve of any officer or director, the Board of Directors shall appoint a successor who shall take office immediately and serve until the next annual membership meeting.

Section 9. The schedule of meetings of the Board of Directors shall be set up by the Board within fifteen days after the annual election. Special meetings of the Board of Directors may be called by the President or an executive officer. A member of the Board of Directors absent from more than three consecutive meetings of the Board, without an excuse that is deemed adequate in the opinion of the Board, will be asked to resign his/her office.

Section 10. Student members cannot serve on the Board of Directors.

Section 11. The Executive Director shall hold office for a three year term.

Section 12. DISMISSAL OF A BOARD MEMBER; A Review Committee may be convened to review the performance of any elected Board Member. This Committee will be created and called into session upon: recommendation of the club President, recommendation of a board member, a petition by any five (5) members of the Board of Directors. The Review Committee will consist of the President, a chairman and Vice-President when possible, and board members other than elected officers to make a committee of five. Any Officer whose performance is under consideration must be excluded from the Review Committee. Upon completion of the review, the Committee may, by majority vote, take any action deemed appropriate, including dismissal from office, for documented: failure to satisfactorily fulfill the responsibilities and duties of the office, violation of American Advertising Federation of Greater Flint policies and procedures, breach of commonly accepted ethics or standards of professional conduct.

Section 13. INDEMNIFICATION; Every Delegate and Officer of the Board of Directors shall be indemnified by the American Advertising Federation of Greater Flint against all expenses and liabilities, including but not limited to, attorney fees and litigation costs, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or which he or she may become involved, by reason of his or her being or having been a Delegate or Officer of the American Advertising Federation of Greater Flint or any settlement thereof.

This indemnification will apply whether or not said party is Delegate or Officer at the time the expenses are incurred, and such indemnification shall ensure to the benefit of the heirs, executors and administrators of such a person, except in such cases where the Director or Officer is adjudged guilty of willful or intentional malfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the American Advertising Federation of Greater Flint.

The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which such Delegate or Officer may be entitled, including but not limited to, those rights of indemnification currently set forth in the statutes of the states that the American Advertising Federation of Greater Flint exists.

ARTICLE V - DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall be the Chief Executive officer of the Federation. He/She shall preside over all meetings of the Federation. He/She shall be an executive ex-officio member of all committees. The President shall appoint all committee chairs. Such appointments are subject to the approval of the Board of Directors.

The President and Treasurer shall sign all written contracts and obligations of the Federation, which must have prior stated approval of the Board of Directors to be legal and binding.

Section 2. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence, disability or by direct request of the latter and special projects and programs as determined by the Board of Directors.

Section 3. The Secretary shall record the minutes of all meetings of the federation and of the Board of Directors, keep all the federation records and perform all other duties customarily pertaining to the office. Minutes of Board meetings shall be sent to each Board member seven (7) days prior to the next Board meeting.

Section 4. The Treasurer shall receive and deposit, in the name of the federation, in a bank or trust company selected by the Board of Directors, all Federation monies, issue receipts, make all authorized disbursements, and at each Board meeting render a monthly itemized statement of the financial condition and the receipts and disbursements of the Federation and programs/ projects of the Federation.

He/She shall submit a budget to the Board of Directors at the last Board meeting of the fiscal year.

He/She shall also submit a final statement of the financial condition of the federation at the Board meeting following the completion of the annual audit to be published to the membership.

Financial disbursements shall be drawn and co-signed by any two of the following: Treasurer, President, Vice-President or Secretary.

Section 5. The Board of Directors shall have charge of the general management of the federation and shall pass upon the eligibility of applicants for membership, hear all grievances, authorize and audit all expenditures and approve all appointments.

Section 6. Membership Chairman shall solicit prospective members and present applications to the Board for approval.

Section 7. Immediate Past- President shall serve in a voting and advisory capacity for a term of one year. Duties to be determined by the President.

ARTICLE VI - FISCAL YEAR

Section 1. Fiscal year shall be July 1 to June 30 beginning with July 1, 2013.

ARTICLE VII - DUES

Section 1. INITIATION FEE: There shall be no initiation fee.

Section 2. DUES: Dues in an amount established by the Board of Directors shall be payable in advance. The amount of these annual dues may be changed at any time by the Board of Directors should the necessity arise.

Honorary members shall not be required to pay dues.

Members whose dues are unpaid shall automatically be removed from the membership rolls unless extenuating circumstances are presented to and accepted by a majority of the Board of Directors.

Section 3. New members joining after July 1st of a fiscal year will receive dues at a pro-rated cost.

ARTICLE VIII - COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint such other committees, in addition to the Standing Committees already provided for in ARTICLE IV, Section 5, as may be needed to carry on the work of the federation and shall name the chairman of each.

Section 2. No committees shall have the authority 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.

Section 3. Student members can serve on committees but they may not serve as committee chairs.

ARTICLE IX - MEETINGS

Section 1. The Annual Meeting shall be held at the June membership meeting. A quorum shall be necessary to conduct business. A quorum consists of two-thirds of corporate, individual or education members. The meetings of the federation shall be held at such times and places as the Board of Directors may determine.

Section 2. Special meetings may be called by the President at his/ her discretion or shall be called by him/ her upon written request of any 10 members in good standing.

Section 3. Notice of the Annual Meeting and of each special meeting shall be sent by the Secretary to every active member of the federation at his/ her last known address or email address at least one week prior to the date of such meeting.

ARTICLE X - QUORUMS

Section 1. Two-thirds of the paid members shall constitute a quorum for the transaction of business at any meeting of the federation.

Section 2. Fifty-one percent total of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE XI - ELECTIONS

Section 1. The Board of Directors shall appoint, at least sixty days (March Board Meeting) before the date of the Annual Meeting, from three active members, only one whom can be a member of the Board of Directors, the Executive Director to prepare a ticket of nominees for full term directors and for each unexpired term vacated by directors through death or resignation since the preceding Annual Election and shall report these nominations to the Board no later than thirty days (May Board Meeting) prior to the Annual Meeting.

Section 2. The Secretary shall announce the names of nominated candidates by mail or email to all active members at least seven (7) days prior to the June Annual Meeting.

Section 3. No candidate shall be proposed for office unless his/ her consent has been secured.

Section 4. Election shall be held at the Annual Meeting and shall be by secret ballot, except in such cases where the number of offices to be voted upon, in which case the voting may be by voice vote or a show of hands.

Section 5. The Board of Directors shall appoint three election tellers, excluding members of the Board of candidates for election. Their duty shall be to count the ballots and announce the results of the election.

ARTICLE XII - AMENDMENTS

Section 1. Amendments must be proposed in writing, signed by at least five active members in good standing, and a copy thereof must be presented to the Board of Directors at least thirty days before a membership meeting at which it is moved for adoption- or amendments may be initiated by the Board of Directors at any regular or special meeting of the Board by a majority vote of the Board members present at such meeting.

Section 2. Notice of any proposed amendment shall be mailed by the Secretary to each active member of the federation no more than one week after it has been presented to the Board or otherwise initiated by action of the Board itself.

Section 3. This constitution may be amended by a two-thirds vote of a quorum of active members present at a membership meeting. The President and at least one Board member appointed by a majority consent of the Board will receive and count the ballots.

ARTICLE XIII - DISSOLUTION

Section 1. If organization should disband, any assets will revert to our parent organization, The American Advertising Federation.

***As Amended by the American Advertising Federation of Greater Flint Board of Directors
December 2012.***