

# CONSTITUTION - AUSTIN ADVERTISING FEDERATION

Revision Date: May, 2008      Adoption Date: May 11, 1999

## ARTICLE I – Name

This organization shall be known as the Austin Advertising Federation and shall be affiliated with the national organization known as the American Advertising Federation.

## ARTICLE II – Purposes

The purpose of this organization shall be to educate, advocate and act as a resource for the advertising industry. The organization shall aim to:

- foster high standards of practice,
- expand recognition of marketing and advertising as business tool and cultivate a better understanding of the economic and social value of advertising to the consuming public,
- provide public service to the community and
- promote advertising as a career.

## ARTICLE III – Membership

There shall be five classes of membership: Active, Non-Resident, Student, Life and Honorary:

Section 1. Active — Persons of good standing in the community who are engaged in buying, selling, or creating advertising, or who are connected with a business closely related to advertising.

Section 2. Non-Resident — Persons with the same qualifications as are required for active membership, whose business is located outside Austin’s natural trading zone. Non-resident members shall have all the privileges of active members except the right to hold office or to vote.

Section 3. Student – Full time students enrolled in an undergraduate or graduate school program. Students are excluded from holding office or voting.

Section 4. Honorary — Persons who, in the opinion of the club, have given distinguished service in the field of advertising. Honorary members shall not be eligible to hold office or to vote.

Section 5. Life – Life members fall in two categories:

- those who pay ten times the single member rate and belong in perpetuity
- those who have served as President of the Board of Directors

Section 6. Honorary members may be elected upon recommendation of the Board of Directors by a two-thirds vote of the members at any regular meeting of the club.

#### **ARTICLE IV – Dues**

Section 1. Dues for active members shall be determined by the Board of Directors, shall be payable annually, and shall include the affiliation fees for the National and 10th District of the American Advertising Federation.

Section 2. Dues for non-resident members shall be determined by the Board of Directors.

Section 3. Honorary members shall not be required to pay dues, but are required to pay any applicable fees when attending meetings.

Section 4. The dues for newly elected members shall begin on the first day of the month nearest their election to membership.

Section 5. When membership dues are paid by a company for an employee, the membership can be transferred to another employee at the firm's discretion.

Section 6. If a member whose dues have been paid by their employer leaves that firm, the firm may choose to hold the membership for a new firm employee or transfer the membership to another employee. No transfer of the membership will be allowed without the express written consent of the firm involved.

Section 7. Any member of the club whose dues have been in arrears for thirty days will be notified. If dues are not paid within fifteen days after notification, their 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 business of this club shall be vested in the Board of Directors.

Section 2. The Board of Directors shall consist of seventeen directors and up to thirteen associate directors elected by the active members and life members. The Board of Directors shall also include the Immediate Past President. Student representatives may occupy up to 3 Board positions, over and above the total count.

Section 3. The term of office for directors shall be one or two years as determined by the Nominating Committee, endorsed by the Board of Directors, and subject to the approval of the membership through the election process.

Section 4. The Executive Committee shall consist of the President, First Vice-President, Treasurer, Vice Presidents of Public Service, Programs, Membership, ADDY Awards, Communication, Cultural Diversity, Advertising Education, and the Immediate Past President.

Section 5. In the event of the death or resignation of any officer or director, the President shall appoint a successor who shall take office immediately and serve until the next annual election, subject to approval by a majority of the Board of Directors.

Section 6. The Board of Directors may, at its discretion, pay an Executive Director, manager, or secretary-treasurer whose duties and compensation shall be defined by the Board of Directors.

Section 7. A schedule of regular meetings of the Board of Directors shall be set up by the Board within sixty days after the annual election. Special meetings may be called by the President by notice in writing, announced to each of the members of the Board at least five days before the called meeting. Special meetings shall also be called by the Executive Director or secretary-treasurer after receiving written notice signed by at least four members. The requirement of a five-day notice may be waived upon consent of a majority of the Board members, expressed in writing or by attendance at the called meeting.

Section 8. If a member of the Board of Directors misses three consecutive regularly scheduled meetings, the member will automatically be removed as a member of the Board of Directors, but may be reinstated by a majority vote of 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;
- preside over all meetings of the club and of the Board of Directors;
- be an ex-officio member of all committees except the Nominating Committee;
- appoint all committees, with the exception of the Nominating Committee and Auditing Committee;
- sign all written contracts and obligations of the club along with the Executive Director or secretary-treasurer, which must have prior approval of the Board of Directors to be legal and binding; and,
- act as liaison between the American Advertising Federation and 10th District of the AAF and the club.

Section 2. The seven Vice Presidents shall preside over the Committees as outlined in Article VII. In the event of the absence, resignation, or disability of the President, the immediate order of succession among the Vice Presidents shall be the First Vice President, Vice President of Membership, followed by the Vice President of Programs.

Section 4. The Executive Director or Secretary-Treasurer shall record the minutes of all meetings of the club and of the Board of Directors, issue notices of meetings, keep all club records and perform all other duties customarily pertaining to the office. The Executive Director or secretary-treasurer shall also receive and deposit in the name of the club, in a bank or trust company selected by the Board of Directors, all club monies, issue receipts, and make all authorized disbursements. At each monthly meeting of the Board of Directors, a balance sheet and operating statement will be presented by the treasurer and reviewed by the Board.

An outside audit of the finances will be performed every other year, with a desk audit conducted by an outside provider in the between years.

Section 5. The Board of Directors shall have charge of the general management of the club and shall hear all grievances, authorize and audit all expenditures and approve all appointments.

Section 6. The President, any of the Vice Presidents and the Immediate Past President shall represent this organization at the Annual Convention of the American Advertising Federation, the AAF 10th District Convention, and 10th District Board meetings. The preceding is the priority order as to delegate representation. If additional delegates are authorized, based on membership, they will be appointed by the Board of Directors.

## **ARTICLE VII – Divisions and Committees**

Section 1. The President and the Divisional Vice Presidents, with the approval of the Board of Directors, shall appoint the following standing committees and the chair of each. All standing committees shall serve for one year or until their successors are appointed:

### **Cultural Diversity Division**

Vice President: Cultural Diversity

Education and Outreach to Students and Minority Communities

Job Shadow Day

Promote Diversity within Club and Industry

### **Membership Division**

Vice President: Membership

Membership Drives

Membership Retention, Benefits and Packets

Database and Membership Directory

Holiday Party & Happy Hour Networking

Big Wig Awards

### **Programs Division**

Vice President: Programming

Marketing/Promotion of monthly programs

Maintain survey statistics on speaker satisfaction

Identify & recruit monthly speakers based on member feedback

### **ADDY Awards**

Vice President: ADDY Awards

ADDY Awards: Call for Entries and Venue

ADDY Awards: Judging and Program

Generating revenue through sponsorships

### **Service Division**

Vice President: Public Service

Create and maintain club pro bono project(s)  
Liaison to austinprobono.org

**Communication Division**

Vice President: Communication  
Create and maintain brand image  
Issue press releases and maintain media relations with trade press  
Oversee austinadfed.com

**Advertising Education**

Vice President: Advertising Education  
Scholarships  
Liaison for AES/NSAC Competition  
Internships

Special Chairs reporting to President  
Club Achievement  
Government Relations

Section 2. These committees shall be appointed by the Board of Directors at the first board meeting of the new term:

Nominating — Consists of five active members, not more than two of whom shall be members of the Board of Directors. Responsible for the selection of new board members as outlined above.

Auditing — Consists of three active members. Responsible for the active maintenance and overall accuracy of the club's financial records.

Section 3. 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 chairman of each.

Section 4. No committee or individual 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 regular Board of Directors meeting of the club shall be held at such times and places as the President and Board of Directors may determine.

Section 2. Special meetings may be called by the President at the President's discretion and shall be called by the President upon written request by twenty-five percent of members in good standing.

Section 3. All meetings shall be conducted under Roberts Rules of Order.

#### **ARTICLE IX – Quorums**

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

Section 2. Fifty percent 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 – Elections**

Section 1. The Board of Directors shall appoint, at least sixty days before the date of the Annual Meeting, a Nominating Committee of five active members, not more than two of whom shall be members of the Board of Directors.

Section 2. By May of each year, the Nominating Committee shall prepare a slate of officers for the coming year, including any and all announced candidates for President, First Vice President and Vice President positions. The Nominating Committee shall report these candidates to the Board.

Section 3. The Executive Director shall announce the names of the candidates to all active members and voting will be conducted online.

Section 4. Additional nominations may be made by written petition signed by at least five active members and filed with the Executive Director no later than May 30.

Section 5. No candidate shall be proposed for office unless the candidate's consent to serve has been secured. Only active members, in good standing shall be eligible for election.

Section 6. New officers and Board members will begin their terms of office on July 1.

#### **ARTICLE XI – Amendments**

Section 1. This Constitution may be amended by a majority of online votes of the active members.

Section 2. Amendments must be proposed in writing, signed by at least five active members in good standing, and a copy must be presented to the Board of Directors at least two weeks before the voting at which it is to be moved for adoption.