

CONSTITUTION - AUSTIN ADVERTISING FEDERATION

dba AAF AUSTIN

Adoption Date: July 1, 2014

ARTICLE I – NAME

This organization shall be known as AAF Austin, and shall be affiliated with the AMERICAN ADVERTISING FEDERATION and AAF District 10.

ARTICLE II – PURPOSES

The purposes of AAF Austin are:

- To strive for the betterment of advertising in all areas affecting the advancement and general welfare of the business and its service to the public.
- To protect advertising from legislation and regulation, which could over regulate and unduly restrain advertising and which would be harmful to the advertising industry.
- To establish and promote industry self-regulation by the practitioners of advertising.
- To develop a better understanding of the role and benefits of advertising among governmental authorities, the consuming public, and in schools and universities, and to encourage and assist the best students to enter advertising as a career.
- To recognize excellence in advertising.
- To assist and promote public service causes.
- To offer programs to promote fellowship, communication, career enhancement, and education among members of the advertising industry.

ARTICLE III – MEMBERSHIP

Section 1: Membership shall be open to all persons of good standing who buy, sell, or create advertising, publicity, or public relations or who are connected with a business closely related to advertising and who support the objectives of AAF Austin.

Section 2: Categories of membership may be established by AAF Austin's Board of Directors and may include: Individual, Company, Student, Life, Honorary, and/or categories as approved by the Board.

ARTICLE IV – DUES

Section 1: Dues for members shall be established by the Board of Directors. Dues are payable in advance annually.

Section 2: The dues for newly elected members shall begin on the first day of the month nearest their election to membership.

Section 3: When the membership dues are paid by a company for an employee, the membership can be transferred to another employee at the firm's discretion.

Section 4: 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 5: 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 affairs of AAF Austin shall be vested in the Board of Directors. The Board of Directors shall have charge of the general management of AAF Austin, hear all grievances, authorize and audit all expenditures, approve any waiving or forgiving of fees and approve all non-elected appointments. The board shall represent the best interest and desires of the general membership of this Association and shall be elected by and represent the general membership.

Section 2: The Board of Directors shall consist of:

A. Executive Committee

The members of the Executive Committee shall include the President, Vice President, Immediate Past President and Treasurer. The Executive Committee's primary responsibility is to ensure the Association fulfills the purpose and objectives of the Association as described in this Constitution.

B. Committee Leadership

1. This association should have committees in the areas that the American Advertising Federation holds in high regard, namely: Programming, Membership, Education, Communications, Public Service, Government

Relations and Diversity. Other committees may be formed as deemed appropriate by the Board of Directors. Each committee will be chaired by a Vice President.

2. The President shall have the power to create special committees, to name their chairpersons and to define their duties, with the approval of the other officers.
3. The duties of all committees shall be to maintain an accurate record of all activities. This record shall be submitted to the Director of Operations monthly, the week prior to the board meeting, to be shared with the Board of Directors. Committee Vice Presidents are required to write Club Achievement Reports each year, outlining the Committee's achievements.

C. Director (s) at Large

D. Ad 2 Affiliate Representative

If an Austin chapter of Ad 2 is chartered with the American Advertising Federation and Ad 2 National as an affiliate chapter, that chapter shall have a representative as a voting member of AAF Austin's Board of Directors. The Ad 2 chapter President, or a representative appointed by the Ad 2 chapter President, shall represent the Ad 2 chapter. An affiliation agreement shall describe the relationship between AAF Austin and affiliate Ad 2 chapter, to be approved by AAF Austin's Board of Directors and the Ad 2 chapter's Board of Directors.

Section 3: Any member in good standing shall be eligible for election to the Board of Directors. The term of office of the President, Vice President and Immediate Past President shall be for a one (1) year. The term of office for board members shall be for two (2) years and their terms of office shall be staggered with the exception of the American Advertising Awards Vice President whose term shall be for one (1) year.

Section 4: By a 2/3rds vote at a meeting called for that purpose, the Board of Directors is empowered to remove a director who has missed three (3) Board meetings or who has demonstrated non-performance of duties as outlined in AAF Austin By-Laws or for any other cause. In the event of death, resignation, or removal of any director, the President, with approval of the Board of Directors may appoint a successor to take office immediately and serve until the next annual election.

Section 5: The Board of Directors may, at its discretion, pay an Executive Director and/or Director of Operations whose duties and compensation shall be defined by the Board of Directors. Such positions are non-voting members of the Board.

ARTICLE VI – DUTIES OF OFFICERS

Section 1: The President shall be the chief executive officer of AAF Austin and as such provide active leadership for AAF Austin. He/she shall preside over all meetings of AAF Austin and represent AAF Austin in all necessary capacities not delegated to the other officers. The President shall be an ex-officio member of all committees except the

Nominating Committee, and shall appoint all committee chairs with the exception of the Nominating Committee, such appointments to be subject to the approval of the Board of Directors. The President will also act as the Federation's primary liaison with the AAF. The President shall sign all written contracts and obligations of AAF Austin, which must have prior budgetary approval of the Board of Directors to be legal and binding.

The President shall represent AAF Austin at the National Convention of the AMERICAN ADVERTISING FEDERATION and the conferences of AAF-District 10. Expenses of registration fee, hotel and round-trip transportation shall be paid by AAF Austin to the President, or his/her alternate, for these conventions/conferences, if that person so requests. In the event of the inability of the President to attend these conventions, conferences, his/her alternate shall be appointed by the Board of Directors or the acting President.

Section 2: The Vice President shall assist the President in all his/her duties and shall be vested with all the powers and shall perform all duties of the President in the absence or disability of the latter.

Section 3: The Committee Vice Presidents shall preside over the active Committees. In the event of the absence, resignation, or disability of the President, the immediate order of succession among the Vice Presidents shall be the Vice President, Vice President of Membership, followed by the Vice President of Programs.

Section 4: The Director of Operations, Executive Director, or Secretary 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 Director of Operations, Executive Director, or Secretary 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.

Section 5: 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. Once per year, prior to the Annual Meeting, an inside Audit will be conducted by the Auditing Committee. The Auditing Committee will consist of three (3) Board members, appointed by the Board of Directors. At each Annual Business Meeting, the Treasurer will render an itemized statement of the financial condition of receipts and disbursements of AAF Austin for the current fiscal year. An Outside audit of the finances will be performed every three years.

Section 6: 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 7: The Immediate Past President shall finalize uncompleted projects from the previous year and assist the new President as needed.

ARTICLE VII – DIVISIONS AND COMMITTEES

Section 1: The President and the Nominating Committee, with the approval of the Board of Directors, will appoint the VP of each standing committee. All committee VP's shall serve for two (2) years with the exception of the American Advertising Awards VP which will serve a one (1) year term. All VP's are required to train their successors. Briefly, their responsibilities are:

- **Membership** – To secure additional members, create and update materials or communications highlighting member benefits, review membership applications, report membership statistics, present new members to AAF Austin, conduct membership drives, and create processes to increase member retention. Work with Big Wig Award and American Advertising Awards coordinators to highlight membership benefits at these events.
- **Programs** – To arrange and promote regularly scheduled monthly programs; To arrange for all program details; To identify & recruit monthly speakers based on member feedback; To supervise and promote social activities of AAF Austin.
- **Cultural Diversity** – To Promote Diversity within AAF Austin and Industry; To provide Education and Outreach to Students and Minority Communities; To organize and promote Job Shadow Day, Hispanic Marketing Symposium or other events that help to promote or educate on diversity and multiculturalism in Austin.
- **American Advertising Awards** – To plan, execute, and promote an annual local American Advertising Awards Competition. Oversee and arrange for Call for Entries, Venue for Award Show, Judging and Program Details; To generate revenue through sponsorships.
- **Public Service** – To bring professional advertising and promotion assistance to civic, charitable, and public service projects as approved by the Board of Directors; To suggest and oversee club pro bono project(s); To act as a liaison to austinprobono.org.
- **Communications** – To create and strengthen AAF Austin brand image; To communicate with members regarding programs, member benefits and important issues; To issue press releases and maintain media relations with trade press; to utilize email marketing, social media or relevant communications tools to promote the prestige and standing of AAF Austin in the community; To oversee austinadfed.com.
- **Education** – To plan and execute programs to educate the public and advertising practitioners on the role and benefits of advertising in our society; To oversee Scholarships, promote Internships and to act as a liaison for the NSAC Competition and NSAC.

- **Government Relations** – To maintain a vigilance on legislative activity whereby the committee may study and report to the Board of Directors any pending or proposed city, state, or national legislation affecting advertising in any of its forms; to recommend a form of action by AAF Austin, if deemed necessary; and to be responsive to the national legislative activities of the AAF when such involvement is requested.
- **Club Achievement** – To promote the national and/or AAF- District 10 Club Achievement Competition; To guide other committee chairs in preparing the material needed for entering; To supervise the preparation of entries.

Section 2: No committee shall have the independent authority to commit AAF Austin on the matters of policy, to create financial or legal obligations or to approve any waiving or forgiving of fees. All such committee budgets, plans and actions shall be subject to the approval of the Board of Directors. Approval of financial obligations must be obtained from the Executive Committee on expenditures that are within prior budgetary limits. Expenditures beyond previously adopted budgetary limits must be approved by the Board of Directors. Emergency approval of expenditures above budgeted amounts can be obtained by the Board of Directors via an email vote.

ARTICLE VIII – MEETINGS

Section 1: The Annual Meeting of the Board of Directors shall be held no later than July of each year.

Section 2: The upcoming year’s schedule of tentative Board Meetings shall be set by the Board of Directors at the first Annual Meeting. Special meetings of the Board of Directors may be called by the President, Director of Operations, Executive Director or Secretary by email notice to each of the members of the Board at least five (5) days before the called meeting. Special meetings of the Board of Directors may also be called by the Director of Operations, Executive Director or Secretary upon written or email notices to him/her, signed by at least four (4) board members.

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

ARTICLE IX – QUORUM

Section 1: One-third of the Board of Directors shall constitute its quorum.

Section 2: A majority of any committee shall constitute its quorum.

ARTICLE X- ELECTIONS

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

Section 2: General members interested in Board of Director positions shall submit notice of their interest in writing to the nominating committee before April 30.

Board members interested in the office of Vice President shall submit notice of their interest in writing to the President before April 30. Unless otherwise determined by the Board of Directors, the Vice President shall move up to the Presidency upon completion of his/her term.

Section 3: 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, Vice President and Director positions. The Nominating Committee shall report these candidates to the Board of Directors.

Section 4: Members of the nominating committee must be Federation members in good standing. Nominating Committee is required to:

- A. Consult with the Executive Committee to define the qualities and experiences desired in candidates for available Board Positions.
- B. Seek volunteers to serve on AAF Austin's Board or Committees
- C. Garner petitions from those individuals seeking to be elected.
- D. Select a candidate for each open board position and present a slate of candidates to the Board of Directors for their approval no later than May and no later than ten (10) days prior to the election.
- E. Define the presentation of the ballot.
- F. Count votes and present results to the Board of Directors.

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: Upon approval by the Board of Directors, the slate of candidates will be presented to the Federation's General Membership for their vote. The Director of Operations, Executive Director or Secretary shall announce the names of the candidates to all active members and voting will be conducted by e-mail vote. Ballots indicate the suggested candidate, with a vote "yes" or "no" for each candidate and allow for a write-in choice. All e-mail votes must be received by the Director of Operations, Executive Director or Secretary by the designated voting deadline.

Section 7: To be elected as an Officer or Director, a candidate must receive a majority of all of the eligible votes cast.

Section 8: 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 votes cast online by eligible 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.