

# BYLAWS OF THE *Emerald Coast Advertising Federation*

## ARTICLE I

This organization shall be known as the Emerald Coast Advertising Federation, Inc. and shall be affiliated with the AMERICAN ADVERTISING FEDERATION and the 4th District, AAF.

## ARTICLE II

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; and to promote good fellowship and a free exchange of ideas.

## ARTICLE III Membership

There shall be two classes of membership: Active and Student

SECTION 1. Active – Persons of good standing in the community who are engaged in buying, selling or creating advertising; marketing or public relations; or who are connected with a business closely related to advertising. The Board of Directors shall elect new members in this classification. One or more members of the federation in good standing must endorse each application for membership.

SECTION 2. Student – Students interested in advertising or related occupations are eligible for membership. Student members shall not be able to vote or hold office, with the exception of one student who will sit on the Board of Directors as a non-voting member.

## ARTICLE IV Initiation Fees and Dues

SECTION 1. The Board of Directors, in its reasonable discretion, shall establish dues and initiation fees for membership from time to time. Dues are payable annually on July 1st. New members joining after July 1st may have their dues pro-rated.

SECTION 2. Transferees from other AAF federations shall not be required to pay full annual dues but should be billed for remainder of year.

SECTION 3. Any member of the federation whose dues have been in arrears for sixty days shall be so notified by the treasurer, citing the provision of this section, and granted thirty days grace. If payment is not received before the end of this period, his membership will be automatically forfeited. Only members whose dues are paid shall be entitled to vote in federation elections. Members who forfeit their membership and have to reapply will not be eligible for membership discounts for meals, Addy entries, or other federation functions until their full payment is received.

## ARTICLE V Board of Directors and Officers

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

SECTION 2. The elected officers shall consist of a president, president-elect, vice president, secretary and a treasurer and shall be known as the Executive Committee. Any active member, in good standing, shall be eligible for election as an officer. These officers shall be elected for a term of one year and shall serve until their successors are elected or appointed. Each individual may serve only two successive terms in the same office, other than by exception of a 2/3 vote of the board of directors..

SECTION 3. The Board of Directors shall consist of nine to twelve active members including the officers as are elected under the provisions of Section 2 of this article who shall automatically become members of the Board during the terms of their respective offices. Directors shall serve for one year or until their respective successors are appointed or elected.

SECTION 4. In the event of the death, removal or resignation 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 5. The immediate past president shall be a member ex-officio of the Board of Directors.

SECTION 6, The Board of Directors shall be empowered to employ any additional staff as may be required.

SECTION 7. The Board shall set up a schedule of regular meetings of the Board of Directors within thirty days after the annual election.

SECTION 8. The president, by notice in writing or other appropriate measure, may call special meetings at least five days before the called meeting. Special meetings may also be called by the secretary upon written notice to him/her signed by at least four board members, expressed by proxy or by attendance at the called meeting.

SECTION 9. Directors who miss three regularly scheduled board meetings without excuse or who otherwise fail to meet the requirements for active membership may be dismissed by a two-thirds vote of the entire Board of Directors.

SECTION 10. Past presidents will be automatic ex-officio members of the ECAF Board of Directors by serving on the Past Presidents Council in an advisory capacity to the board as long as they maintain active membership.

## ARTICLE VI Duties of Officers and Directors

The president shall be the chief executive officer of the federation and of the Board of Directors. He/she shall preside over all meetings of the federation and of the Board of Directors. He/she shall be a member of all committees except the Nominating Committee. The president shall appoint all committee chairmen with the exception of the Nominating Committee, such appointments to be subject to the approval of the Board of Directors. The president and the treasurer shall sign all written contracts and obligations of the federation, which must have prior approval of the Board of Directors to be legal and binding.

The president shall represent the organization at National AAF and Fourth District conferences and conventions. In the event the president is unable to attend these conventions and/or conferences, the Board of Directors shall appoint an alternate so that the organization may be represented.

The president-elect shall be vested with all the powers and shall perform all the duties of the president in the absence or disability of the latter. In addition, the president-elect shall be responsible for programs and the Addy competition.

The vice president shall be vested with all the powers and shall perform all the duties of the president-elect in the absence or disability of the latter. The vice president shall be responsible for membership development and fund raising.

The secretary shall keep a true and accurate record of all proceedings of the federation and Board of Directors' meetings, which shall be the property of the federation. The secretary shall also be responsible for all changes/additions to the policy manual. The secretary shall conduct the correspondence of the federation under the direction of the Board of Directors and/or the president and send out all notices.

The treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursement and shall deposit all corporate monies and other valuable effects into the name and the credit of the organization in the depository or depositories designated by the Board of Directors. The treasurer shall be empowered to disburse the funds of the organization in accordance with resolutions adopted by the Board of Directors from time to time, shall render to the Board of Directors, at each

monthly board meeting and whenever requested by the president, an account of his or her transactions as treasurer, and of the financial condition of the organization. The treasurer shall also prepare all budgets, including the Addy Award budgets and report the status of the budgets to the Board of Directors. The accounts of the treasurer shall be audited annually.

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.

## ARTICLE VII Committees

The president shall, with the approval of the Board of Directors, appoint the chairman of each standing committee. All committee chairs shall serve for one year or until their successors are appointed. Briefly, their responsibilities are:

**Membership** – To identify, attract and recommend additional members; process membership applications; present new members to the federation; be responsible for membership billing and dues; and new member orientation.

**Nominating** – The nominating committee shall consist of two directors, one of whom shall be the president-elect, and three other members of the organization appointed by the Board of Directors. The nominating committee shall prepare and present a slate of prospective directors and officers for consideration by the general membership at the annual meeting. The immediate past president shall serve as chairman.

**Club Achievement** – To gather information from the standing committees that documents in writing the accomplishments of those committees during the fiscal year.

**Communications** – To secure publicity and otherwise promote the prestige and standing of the federation in the community; to be responsible for such publications as the federation shall authorize.

**Education** – to plan and execute educational projects for the federation and to act as a liaison to the Fourth District AAF College Liaison/Scholarship Chairman and Student Competition Chairman.

**Government Relations/Legislative** – To maintain the vigilance on legislative activity whereby the committee may study and report to the Board of Directors any pending or proposed city, county, state, or national legislation affecting advertising in any of its forms, and to recommend a line of action by the federation, if deemed necessary.

**Public Service** – To plan and execute (a) services in an advisory capacity and/or actively aid in the field of advertising and publicity such civic, charitable, and public

organizations as are approved by the Board of Directors; and (b) projects in the field of public service as approved by the Board of Directors.

Addy Committee – The Addy Committee shall plan, execute and promote the annual local Addy Awards competition and be responsible for submitting all qualified local entries into the Fourth District AAF competitions.

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 federation and shall name the chairman of each.

No committee chair, director or elected officer shall have the authority to commit the federation on matters or policy or to create financial obligations without prior approval of the Board of Directors. All committee plans and actions shall be subject to the approval of the Board of Directors.

## ARTICLE VIII Meetings

SECTION 1. The annual meeting of the federation shall be held in June of each year. Written notice of same shall be sent at least two (2) weeks prior to that date to each member, giving date, hour, and place of meeting as determined by the Board of Directors.

SECTION 2. The regular meetings of the federation 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, by the Board of Directors or by written request from five (5) members in good standing, provided all members are notified in writing of time, place and purpose of meeting.

SECTION 4. The secretary shall send separate notice of the Annual Meeting and of each special meeting to every active member of the federation at least two weeks prior to the date of such meeting. Such notice may be included in the monthly newsletter.

SECTION 5. No solicitations for business purposes will be allowed at any federation function.

## 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 federation.

SECTION 2. One-half plus one of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 3. A majority of any committee shall constitute it's quorum.

## ARTICLE X Elections

SECTION 1. Annual elections shall be held at the May meeting and shall be by ballot. Only active members in good standing may be nominated for office or be allowed to vote.

SECTION 2. The Board of Directors shall appoint, by March 15 each year, a Nominating Committee as stated in Article VII, Section I.

SECTION 3. The Nominating Committee shall prepare a state of nominees. No candidate shall be proposed for office unless his consent to serve has been secured. The committee shall report these nominations at the April meeting each year.

SECTION 4. Additional nominations may be made in written petition signed by at least five (5) active members, provided such additions shall be in the hands of the Nominating Committee at least fifteen (15) days prior to the May meeting.

SECTION 5. No later than five (5) days before the election, the Nominating Committee shall issue the final slate in writing to all voting members, incorporating any additional candidates who have been properly endorsed. Elections will be held by ballot at the May meeting.

SECTION 6. On the date set for the elections, the chairman of the Nominating Committee shall preside at the election. He/she shall be helped by two assistants, appointed by the Board of Directors. The assistants may not be candidates for election. The chairman shall open the ballots in the presence of the assistants and the votes tallied. A written report shall be given immediately to the president, who shall announce the results of the election and declare the officers and directors elected.

SECTION 7. A majority vote is required to elect officers.

SECTION 8. New officers and directors shall be installed at the Annual Meeting in June of each year and begin their term on July 1st.

ARTICLE XI  
Parliamentary Authority

SECTION 1. Roberts Rules of Order, Revised, shall be the authority of this federation in all matters not covered by these bylaws.

ARTICLE XII  
Amendments/Revisions

SECTION 1. The bylaws may be amended by two-thirds vote of the active members present at any business meeting. A quorum must be present.

SECTION 2. Amendments/revisions must be proposed in writing, signed by at least five (5) active members in good standing; and a copy thereof must be presented to the Board of Directors at least two weeks before the meetings at which it is moved for adoption.

SECTION 3. Upon at least five (5) days notice by telephone, letter or newsletter and the distribution of the proposed amendments/revisions to each member after approval of the amendments/revisions by a simple majority of the Board of Directors, these bylaws may be amended, altered or rescinded by a simple majority oral vote of voting members at any regular meeting or any special meeting called for that purpose, provided a quorum is present.

ARTICLE XIII  
Indemnification to the Extent Permitted By Law

SECTION 1. To the extent permitted by law, the federation shall indemnify any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he or she is or was an officer or director of the federation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suits, or proceedings, or any appeal therein. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled.

ARTICLE XIV  
Governance By Policy Manual

SECTION 1. As a supplement to the By-Laws, the Federation shall be governed by a Policy Manual which details protocol for conducting the business of the Federation.