



Club Bylaws

Last Updated: 9/28/07

ARTICLE I - INTRODUCTION

This organization shall be known as the American Advertising Federation: Cedar Rapids-Iowa City, and is a member club of the American Advertising Federation. Hereinafter this organization is referred to as the Club.

ARTICLE II - PURPOSE

The purpose of the Club shall be to promote professional excellence in our industry. To this end, the Club will celebrate achievement, sponsor educational events, and provide a community forum for the advertising and marketing community in Eastern Iowa.

The Club will also seek to advance the public's understanding of the function of persuasive communications and of their 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; and to provide a forum to recognize excellence.

ARTICLE III – MEMBERSHIP

There shall be five classes of membership: active, non-resident, honorary, student and corporate.

SECTION 1. Active - Persons of good standing in the community who are engaged in buying, selling or creating advertising, publicity or public relations; or who are connected with a business closely related to advertising. Active members shall have one vote each in Club business.

SECTION 2. Non-resident - Persons with the same qualifications as are required for active membership, whose business is located outside a 35-mile radius. Non-resident members shall have all the privileges of active members except the right to hold office and to vote. The Board of Directors shall have final approval on all new members in the active and non-resident classifications.



Club Bylaws

Last Updated: 9/28/07

SECTION 3. 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. 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.

SECTION 4. Student - Persons who are engaged in the study of persuasive communications on a full- or part-time basis, or who are in a training program with a goal of working at buying, selling or creating advertising, publicity or public relations. The Board of Directors shall have final approval on all new members in the student classification.

SECTION 5. Corporate - Corporations may secure memberships for a group of employees who meet the qualifications for membership.

SECTION 6. Nonprofit - Employees of 501(c)3 nonprofit organizations. These individuals may be asked to provide proof of employment at the discretion of the Board of Directors.

SECTION 7. Junior – Individuals who have graduated within the prior three years from an accredited college in the area of persuasive communications or who have participated in a training program within the prior three years for buying, selling or creating advertising, publicity or public relations. These individuals may be asked to provide proof of graduation at the discretion of the Board of Directors.

SECTION 8. Guest – An individual may attend meetings as a guest; however, guests have no voting rights on Club business, may be charged higher rates than members, and may be asked to leave a meeting in progress or refrain from further attendance.

ARTICLE IV - INITIATION FEES AND DUES

SECTION 1. Dues for active members shall be \$85 a year payable annually, which includes a fee for membership in the American Advertising Federation.

SECTION 2. Dues for non-resident members shall be \$85 a year.

SECTION 3. Corporate membership shall be \$225 per year and include three individual memberships. Additional corporate membership shall be \$75 per person. Corporate



Club Bylaws

Last Updated: 9/28/07

membership does not transfer with individuals. Corporations should notify the Club of personnel changes.

SECTION 4. Honorary members shall not be required to pay fees or dues.

SECTION 5. Student dues shall be \$30 a year.

SECTION 6. Nonprofit dues shall be \$50 a year.

SECTION 7. Junior dues shall be \$50 a year.

SECTION 8. The dues for members shall be annual based on anniversary date

SECTION 9. Memberships for transferees from other AAF clubs shall be pro-rated. Their status for annual dues shall be determined and transferees billed for remainder of year.

SECTION 10. Any member of the Club whose dues have been in arrears for thirty days shall be notified by the Treasurer or Executive Director, 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, with Board approval, his/her membership may be forfeited. A forfeit membership can only be restored by complete payment of all dues owed and advance payment of new dues. Only members whose dues are paid shall be entitled to vote in 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 of twelve to eighteen members. Twelve to fourteen of the Board members will be ratified by a general membership vote; the Board may appoint up to three additional members who will serve until the next annual election. All elected Board members will serve two-year terms, that will begin July 1 following the annual election. The immediate past-President will serve a one-year term, with full voting rights. National or District representatives of the American Advertising Federation (AAF) shall be welcome at Board meetings, but shall have no vote on Club business. The Executive Director shall be an ex-officio member of the Board and will have no voting rights in Club business.



Club Bylaws

Last Updated: 9/28/07

SECTION 3. The officers of the Club shall be the President, First Vice-President/President Elect, Second Vice-President (who will become First Vice-President Elect in the following year) and Treasurer. The Board of Directors will hire and determine the pay for an Executive Director.

SECTION 4. In the event of the death or resignation of any officer of director, the Board of Directors shall appoint an elected Board alternate or appoint a successor who shall take office immediately and serve until the next annual election or completion of the term.

SECTION 5. A Board member may serve up to three consecutive two-year terms, totaling six years in any voting position. At the end of this period, the Board member is ineligible for a Board position for no less than 12 months before reelection or reappointment on the board. If the sixth year of a Board member's service is in the office of President, a seventh year on the board is allowed so the immediate Past President can provide guidance and counsel. This initiative is effective for all current board members as of June 1, 2004 and proceeding forth from this date.

ARTICLE VI – DUTIES OF DIRECTORS & OFFICERS

SECTION 1. The President shall be the Chief Executive Officer of the Club and of the Board of Directors. He or she shall preside over all the meetings of the Club and of the Board of Directors. He or she shall be an ex-officio member of all committees. The President shall appoint all committees, such appointments to be subject to the approval of the Board of Directors. The President and the Treasurer or their designees shall sign all written contracts and obligations of the Club, which must have prior approval of the Board of Directors, to be legal and binding.

SECTION 2. The First Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the latter.

SECTION 3. The Second Vice-President shall be vested with all the powers and shall perform all the duties of the First Vice President in the absence or disability of the latter.

SECTION 4. The Executive Director shall record the minutes of all meetings of the Club and of the Board of Directors, issue notices of meetings pertaining to the office, and be responsible for transacting business approved by the Board and/or membership. He or she shall 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.



Club Bylaws

Last Updated: 9/28/07

SECTION 5. The Treasurer shall formulate the annual operating budget, prepare forecasts, approve all expenditures, prepare monthly financial statements and, if requested by a member, render an itemized statement, certified by an Auditing Committee of three appointed by the President, of the financial condition and the receipts and disbursements of the Club for the current fiscal year. The Treasurer and Executive Director may or may not be bonded for an amount to be determined by the Board of Directors.

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. Board members are expected to attend board meetings, membership meetings, and special events of the Club, as well as to fulfill any additional roles or responsibilities they undertake for the Club, such as chairing a committee. If any board member seems unable to fulfill his or her responsibilities, as evidenced by repeated absences from board meetings or other default, the President shall investigate the default and may recommend that the remaining board remove the defaulting member from the board. Such removal requires a two-thirds majority vote of all remaining members of the board.

SECTION 8. The President, First Vice President and Second Vice-President or their designees shall represent the Club at the Ninth District AAF Conferences and at the National Conference. Registration fee and round trip transportation expenses shall be paid by this Club to these officers or their alternates for these conventions. In the event of the inability of an officer to attend appropriate conventions, his or her alternate shall be elected by the Board of Directors. Additional representatives and expenses may be approved by the Board of Directors.

SECTION 9. The President may form an Advisory Board of past Club officers, industry leaders, or other experts; the sole purpose of such a group is to provide advice to the Board of Directors. The Advisory Board has no voting rights, no authority to conduct Club business, and will serve on a voluntary basis, meeting throughout the year as needed.

ARTICLE VII - COMMITTEE AREAS/COMMITTEES

SECTION 1. The President, with the approval of the Board of Directors, shall appoint such committees as may be needed to carry on the work of the Club, and shall name the



Club Bylaws

Last Updated: 9/28/07

chairman of each. Unless otherwise directed by the Board, each committee chair shall serve for one year or until a successor is appointed.

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 chairman of each.

SECTION 3. No committee 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. Each committee shall submit a budget for approval by the Treasurer prior to making financial commitments.

SECTION 4. The Executive Committee shall consist of the current officers of the Club and the Executive Director. Meetings of the Executive Committee shall be called by the President and chaired by the President. The Executive Committee shall possess and may exercise the power of the board of directors in management of this organization in all cases in which specific directions shall not have been given by the board or the general membership.

ARTICLE VIII – MEETINGS

SECTION 1. The Annual Meeting and election of the Board and the Board approval of officers shall be held during the month of April. The Annual Meeting may be held at any location inside or outside the State of Iowa.

SECTION 2. The new Board shall convene its first meeting in May to begin planning the following year's Club activities.

SECTION 3. Meetings will be held monthly on the third Thursday, subject to speaker availability. Alternate date and meeting place subject to Board approval and five days' notice to general membership.

SECTION 4. Special meetings may be called by the President at his/her discretion and shall be called by him/her upon written request of any five members in good standing.

SECTION 5. Separate notice of the Annual Meeting and of each special meeting shall be sent by the Executive Director or Designee to every active member of the Club at his/her last known mail or e-mail address at least one week prior to the date of such meeting. Waiver of notice of Annual Meeting may be accepted from any or all members.



Club Bylaws

Last Updated: 9/28/07

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. Five members or one-third of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 3. A majority of any committee shall constitute a quorum.

ARTICLE X – ELECTIONS

SECTION 1. In March, the Club Officers shall present to the Board a slate of Board Members and Officers for the following year. In the event that the First Vice President/President-Elect is unable to succeed to the presidency, the Second Vice President will be the President for the following year. If the Second Vice President is unable to succeed to the presidency, the Officers shall nominate another individual as President.

SECTION 2. The slate of Board Members for the following year will be ratified at the annual meeting. The slate shall designate those Board Members who will serve as officers. Nominations may be made from the floor at the Annual Meeting provided consent has been given by the nominees.

SECTION 3. Election shall be held at the Annual Meeting. If no additional nominations are made from the floor, election shall be by ballot vote of members in attendance with the Board making decision as to its outcome.

SECTION 4. In the case of election by ballot, the Board of Directors shall appoint the Executive Director as Election teller. It shall be his/her duty to count the ballots and announce the results of the election before the next meeting.

ARTICLE XI - PARLIAMENTARY AUTHORITY

SECTION 1. Roberts' Rules of Order, Revised, shall be the authority of the Club in all matters not covered by these Bylaws.



Club Bylaws

Last Updated: 9/28/07

ARTICLE XII – AMENDMENTS

SECTION 1. These Bylaws may be amended by two-thirds ballot vote of the full Board of Directors.

SECTION 2. Amendments must be proposed in writing and signed by at least five active members in good standing. A copy thereof must be presented to the Board of Directors at the meeting before the meeting at which it will be moved for adoption.

SECTION 3. Notice of any proposed amendment shall be sent by the Executive Director to each active member of the Club no more than one week after it has been presented to the Board.