

American Advertising Federation of Des Moines Bylaws

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ARTICLE I – ORGANIZATION

Section 1. The name of the organization shall be American Advertising Federation of Des Moines.

Section 2. The address of the registered and principal office of this corporation shall be in the City of Des Moines, County of Polk, State of Iowa.

Section 3. The corporation may have such other offices at such other places within and without the State of Iowa as the Board of Directors may from time to time determine.

Section 4. The organization may at its pleasure, by the vote of an active member quorum at any regular club meeting, change its name.

ARTICLE II – OBJECTIVES AND POLICIES

Section 1. The object of this organization shall be to foster higher standards of practice in advertising, to expand recognition of advertising, to further the personal and professional knowledge of persons in advertising, and to promote good fellowship among advertising persons.

Section 2. This organization shall be a member of the American Advertising Federation, the Central Region of American Advertising Federation and of the Ninth District of the American Advertising Federation.

ARTICLE III – MEMBERSHIP

Section 1. There shall be nine classes of membership: Active Individual, Corporate, Executive, Collegiate, New Graduate, Educator, Non-Resident, Student and Retired.

Section 2. Active Individual membership shall be confined to those individuals who are actively engaged in buying, selling or creating advertising, public relations, promotion or marketing services whose principal livelihood and/or revenue is dependent on such activity.

Section 3. Corporate membership shall be confined to those individuals who are actively engaged in buying, selling or creating advertising, public relations, promotions or marketing services whose principal livelihood and/or revenue is dependent on such activity.


Section 4. Executive membership shall be confined to those individuals who are actively engaged in buying, selling or creating advertising, public relations, promotions or marketing services whose principal livelihood and/or revenue is dependent on such activity.

Section 5. Educator membership shall be confined to educators who are actively involved in the preparation of high school or college students for a career in the advertising or marketing fields.

Section 6. Non-resident membership shall be confined to persons who live and spend the majority of their work outside the DMA. They must meet all other qualifications for active membership as outlined in section 2. Non-resident members have all the privileges of active members except the right to hold office and to vote.

Section 7. Student membership shall be students preparing for a career in advertising in one or more of its accepted forms. Student members may not vote or hold office.

Section 8. New Graduate membership shall be confined to individuals who have been employed in the advertising industry for less than one year.



Section 9. Retired membership is available to members of the organization who have retired from gainful employment. Retired members may not vote or hold office.

Section 10. Application for the membership shall state the name, employer, job title, email address and business address of the applicant. Applications will not be considered until full payment is received.

Section 11. Membership in the organization may be held either by individuals or by companies. Individual memberships are non-transferable; company memberships may be transferred providing the new applicant meets the membership requirements. Individuals no longer covered by company membership may immediately affiliate themselves under the appropriate membership classification by payment of the prorated portion of the annual dues.

Section 12. The membership year shall begin on the date payment is received and dues shall be due and payable one year from the date of last payment. Any member of the organization whose dues have been in arrears for 30 days shall be notified by the Treasurer, citing the provision of this section. If such arrears are not paid in 30 days after such notification, the delinquent membership shall be forfeited. Only members whose dues are paid shall be entitled to vote.

Section 13. Annual dues for all membership classifications shall be those recommended by the Board of Directors and any changes voted upon by the membership.

ARTICLE IV – OFFICERS AND DIRECTORS

Section 1. The elected officers of the organization shall be President and Vice President.

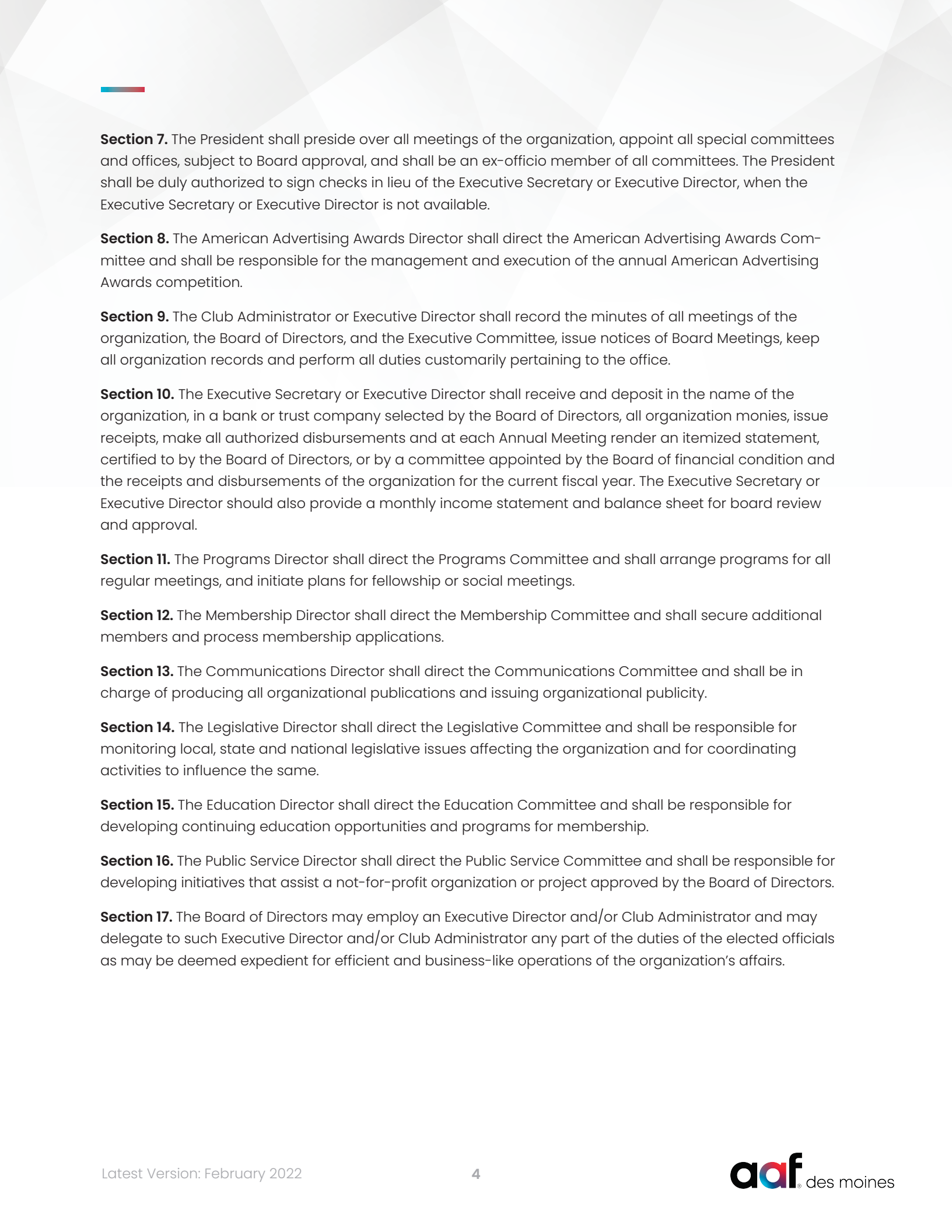
Section 2. The Officers of the organization as listed in Section 1, as well as the Executive Secretary and Executive Director serving as advisors to the Officers, shall constitute the Executive Committee. The Executive Committee shall meet as often as is deemed necessary to give purpose and direction to the President. The Executive Committee shall not overrule, rescind or revoke any actions previously voted upon by the entire Board, but shall act to implement the decisions of the Board. Meetings of the Executive Committee shall be fully reported in minutes circulated to the Board of Directors.

Section 3. In addition to the President and Vice President, the Programs, Membership, Communications, Legislative, American Advertising Awards, Education, and Public Service Directors shall have voting privileges as members of the Board of Directors.

Section 4. The retiring President, without vote of the organization, shall become a member of the Board of Directors for one year, retaining voting privileges.

Section 5. When a vacancy occurs in any current or elected office for any cause, the President will appoint a replacement subject to approval of the Board. Should the office of President be vacated, the Board will appoint an acting President to complete the remaining term of office.

Section 6. If any Director or other official shall be repeatedly absent from the regular meetings of the Board, without sufficient excuse, or be flagrantly remiss in performing the duties of the office, that fact shall be brought before the Board, which is authorized to declare the office vacant, by a two-thirds vote of those Board members present. The vacancy shall be filled in the manner provided for in Section 5 of this article.



Section 7. The President shall preside over all meetings of the organization, appoint all special committees and offices, subject to Board approval, and shall be an ex-officio member of all committees. The President shall be duly authorized to sign checks in lieu of the Executive Secretary or Executive Director, when the Executive Secretary or Executive Director is not available.

Section 8. The American Advertising Awards Director shall direct the American Advertising Awards Committee and shall be responsible for the management and execution of the annual American Advertising Awards competition.

Section 9. The Club Administrator or Executive Director shall record the minutes of all meetings of the organization, the Board of Directors, and the Executive Committee, issue notices of Board Meetings, keep all organization records and perform all duties customarily pertaining to the office.

Section 10. The Executive Secretary or Executive Director shall receive and deposit in the name of the organization, in a bank or trust company selected by the Board of Directors, all organization monies, issue receipts, make all authorized disbursements and at each Annual Meeting render an itemized statement, certified to by the Board of Directors, or by a committee appointed by the Board of financial condition and the receipts and disbursements of the organization for the current fiscal year. The Executive Secretary or Executive Director should also provide a monthly income statement and balance sheet for board review and approval.

Section 11. The Programs Director shall direct the Programs Committee and shall arrange programs for all regular meetings, and initiate plans for fellowship or social meetings.

Section 12. The Membership Director shall direct the Membership Committee and shall secure additional members and process membership applications.

Section 13. The Communications Director shall direct the Communications Committee and shall be in charge of producing all organizational publications and issuing organizational publicity.

Section 14. The Legislative Director shall direct the Legislative Committee and shall be responsible for monitoring local, state and national legislative issues affecting the organization and for coordinating activities to influence the same.

Section 15. The Education Director shall direct the Education Committee and shall be responsible for developing continuing education opportunities and programs for membership.

Section 16. The Public Service Director shall direct the Public Service Committee and shall be responsible for developing initiatives that assist a not-for-profit organization or project approved by the Board of Directors.

Section 17. The Board of Directors may employ an Executive Director and/or Club Administrator and may delegate to such Executive Director and/or Club Administrator any part of the duties of the elected officials as may be deemed expedient for efficient and business-like operations of the organization's affairs.



ARTICLE V – COMMITTEES

Section 1. An American Advertising Federation (AAF) Representative shall be appointed by the President with the approval of the Board and shall serve as liaison between the organization and the AAF, reporting to the President of the Board of Directors. The AAF Representative or another person so designated by the Board, shall represent the organization at official conferences and/or conventions of the American Advertising Federation and shall be reimbursed for reasonable registration, transportation and lodging expenses. Said conferences and/or conventions shall consist of the annual conferences of the AAF, the 9th District, and such other conferences and/or conventions deemed appropriate by the Board.

ARTICLE VI – MEETINGS AND QUORUMS

Section 1. The regular meetings of the organization shall be held at such times and places as designated by the Board.

Section 2. Special meetings of the organization may be called at the discretion of the Board.

Section 3. The Annual Meeting shall be held during the monthly luncheon in May and shall be for the purpose of the receiving reports. Notice regarding the Annual Meeting shall be published to the membership in April.

Section 4. Ten percent of the active members, including a presiding officer, shall constitute a quorum for the transaction of business at any meeting of the organization.

Section 5. The meetings of the Board of Directors shall be held regularly at least once a month and whenever necessary for the transaction of such business as shall come before it.

Section 6. Special meetings of the Board may be held at the call of the President of the organization, or on the written request of three members of the Board.

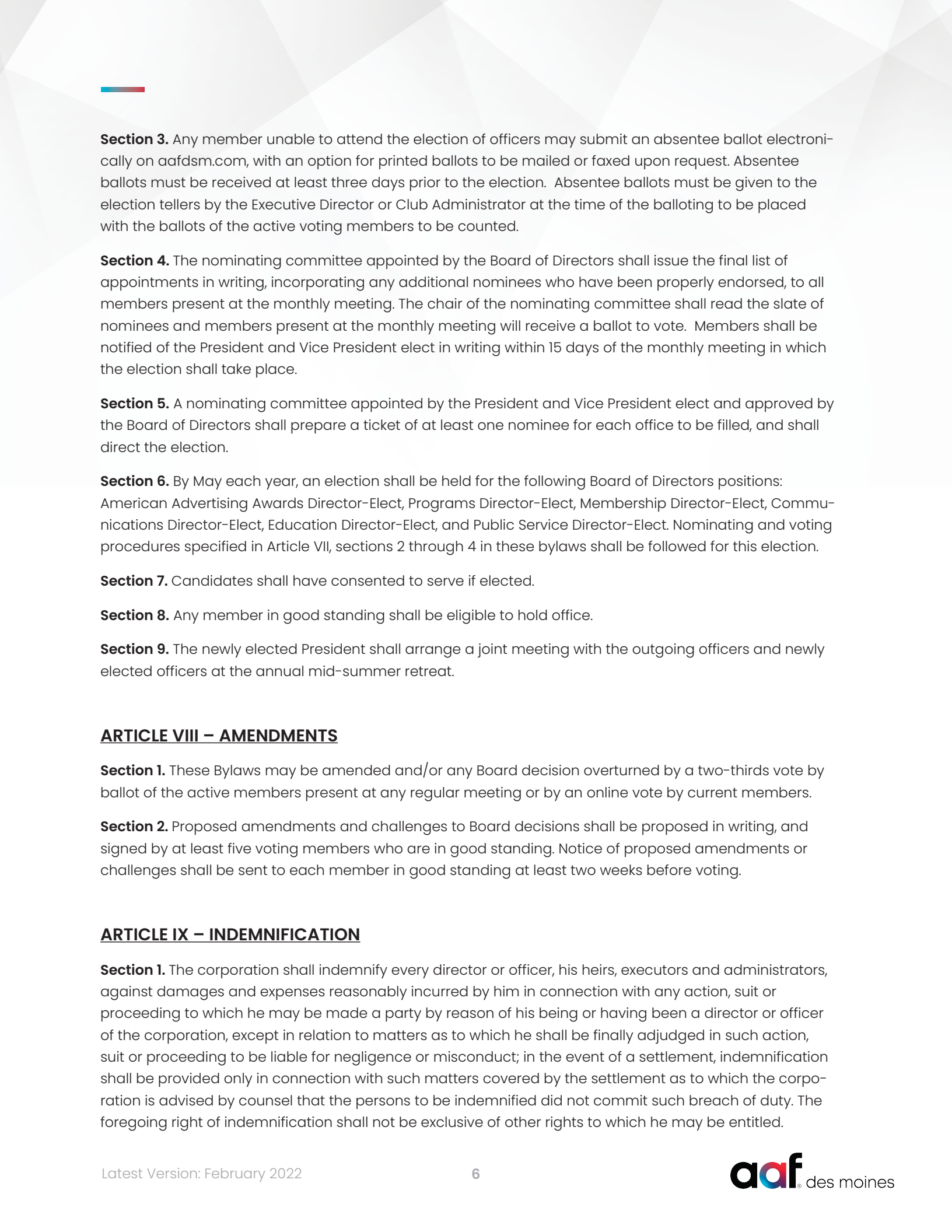
Section 7. Six members of the Board shall constitute a quorum.

Section 8. The rules contained in Robert's Rules of Order Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE VII – ELECTION PROCEDURES

Section 1. Officer and director appointments shall be nominated by a committee or from the floor and elected by ballot to serve a regular one-year term or succession of terms as specified elsewhere in these bylaws. The following officers shall be nominated and voted upon: President; Vice President; American Advertising Awards Director; Programs Director; Membership Director; Communications Director; Legislative Director; Education Director; and Public Service Director.

Section 2. The President and Vice President appointments shall be nominated by a committee or from the floor and elected by ballot by March each year. No candidate shall be proposed for office unless s/he has consented to serve. Upon Board approval of appointment nominations, the committee shall report these appointments to all members at least 30 days prior to the monthly meeting in which the election shall take place. Additional appointment nominations may be made by written petition, signed by at least five active members, provided all such additional nominations shall be in the hands of the nominating committee at least 15 days prior to the monthly meeting in which the election shall take place.



Section 3. Any member unable to attend the election of officers may submit an absentee ballot electronically on aafdsm.com, with an option for printed ballots to be mailed or faxed upon request. Absentee ballots must be received at least three days prior to the election. Absentee ballots must be given to the election tellers by the Executive Director or Club Administrator at the time of the balloting to be placed with the ballots of the active voting members to be counted.

Section 4. The nominating committee appointed by the Board of Directors shall issue the final list of appointments in writing, incorporating any additional nominees who have been properly endorsed, to all members present at the monthly meeting. The chair of the nominating committee shall read the slate of nominees and members present at the monthly meeting will receive a ballot to vote. Members shall be notified of the President and Vice President elect in writing within 15 days of the monthly meeting in which the election shall take place.

Section 5. A nominating committee appointed by the President and Vice President elect and approved by the Board of Directors shall prepare a ticket of at least one nominee for each office to be filled, and shall direct the election.

Section 6. By May each year, an election shall be held for the following Board of Directors positions: American Advertising Awards Director-Elect, Programs Director-Elect, Membership Director-Elect, Communications Director-Elect, Education Director-Elect, and Public Service Director-Elect. Nominating and voting procedures specified in Article VII, sections 2 through 4 in these bylaws shall be followed for this election.

Section 7. Candidates shall have consented to serve if elected.

Section 8. Any member in good standing shall be eligible to hold office.

Section 9. The newly elected President shall arrange a joint meeting with the outgoing officers and newly elected officers at the annual mid-summer retreat.

ARTICLE VIII – AMENDMENTS

Section 1. These Bylaws may be amended and/or any Board decision overturned by a two-thirds vote by ballot of the active members present at any regular meeting or by an online vote by current members.

Section 2. Proposed amendments and challenges to Board decisions shall be proposed in writing, and signed by at least five voting members who are in good standing. Notice of proposed amendments or challenges shall be sent to each member in good standing at least two weeks before voting.

ARTICLE IX – INDEMNIFICATION

Section 1. The corporation shall indemnify every director or officer, his heirs, executors and administrators, against damages and expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the persons to be indemnified did not commit such breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.



ARTICLE X – FISCAL YEAR

The fiscal year of this corporation shall begin on the 1st day of June of each year and end on the 31st day of May of each succeeding year.

We the undersigned, President and Secretary of Advertising Professionals of Des Moines, Inc., do hereby certify that the foregoing Bylaws were adopted for the corporation by its Board of Directors at the first meeting of the directors held on the 15th day of March 1978.

We the Undersigned, President, First-Vice President / Development and Secretary of the American Advertising Federation of Des Moines, do hereby amend the foregoing bylaws as they were adopted with a voted approval of our membership and Board of Directors at the annual meeting of the membership held on the 22nd day of May, 2008.