



BY-LAWS

Approved by a Vote of the Membership October 2011

Governed by approved by-laws in accordance with national association with the American Advertising Federation, the by-laws of AAF – Great Falls are incorporated by reference. By-laws are as follows:

ARTICLE I – NAME

Section 1. The name of this organization shall be “AAF – Great Falls.”

ARTICLE II – OBJECTIVES

Section 1. The objectives of this Federation shall be to:

- a) Foster higher standards of practice in advertising;
- b) Further educate members in the business of producing, buying and selling advertising and allied subjects;
- c) Encourage the use of good advertising;
- d) Encourage legislation beneficial to the advertising industry;
- e) Inform the public regarding the importance of advertising;
- f) Engage in civic projects for the good of the Great Falls area.

ARTICLE III – MEMBERSHIP

Section 1. There shall be no capital stock in the Federation, and there shall be three classes of membership: active, non-resident, and special. Annual dues, criteria, rights and privileges for each class of membership shall be established by the Governing Board.

ARTICLE IV – MEETINGS

Section 1. The regular membership meetings of this Federation shall be decided upon by the Governing Board.

Section 2. A special meeting of the members may be called by the Governing Board with ten (10) calendar days notice to the membership.

Section 3. The Governing Board shall call a special meeting of the members upon the written request of 10% of the members whose dues are current and have voting privileges. Ten (10) calendar days notice must be provided to the membership.

Section 4. The Annual Meeting shall be held on the last regular meeting in May each year.

Section 5. A quorum at any meeting of the members shall consist of one third (1/3) of all members in good standing.

ARTICLE V – GOVERNING BOARD

Section 1. The management and control of this organization shall reside and be vested in the Governing Board.

Section 2. The number of members of the Governing Board shall be thirteen (13), consisting of nine (9) Directors, and four (4) Officers.

Section 3. The Governing Board shall meet at least once a month. The dates and times of these meetings shall be determined by the Governing Board.

Section 4. A special meeting of the Governing Board shall be called upon the written request of seven (7) members of the Governing Board.

Section 5. The President may call an Executive Committee meeting or a special meeting of the Governing Board at any time.

Section 6. A quorum of seven (7) Governing Board members shall be necessary to conduct any business.

ARTICLE VI – OFFICERS

Section 1. The officers of this Federation shall consist of President, First Vice President, Second Vice President, and Past President.

Section 2. All officers are elected (with the exception of the Past President) at the Annual Meeting and the term of all offices shall be one year. Should the in-coming Past President be unable to serve, the previous Past President will fill that position.

Section 3. No member may be elected to any office for more than two consecutive full terms.

Section 4. Vacancies shall be filled for the unexpired term by appointment of the President with approval by the Governing Board.

ARTICLE VII – DIRECTORS

Section 1. Directors shall be elected at the annual meeting of the members.

Section 2. Directors shall be elected for a three (3) year term with one third (1/3) of the Board elected annually.

Section 3. No Director may be elected to more than two consecutive terms.

Section 4. The Governing Board may remove any Director that fails to attend three consecutive meetings. The Board may also remove any Director upon showing of good cause as determined by a majority of the remainder of the Governing Board.

Section 5. Vacancies shall be filled for the unexpired term by the director candidate from the most recent election in order of the next highest vote tally or by appointment of the President with approval by the Governing Board. The partial term will not count when calculating consecutive terms as described in Article VII, Section 3.

ARTICLE VIII – DUTIES OF OFFICERS AND DIRECTORS

Section 1. All Officers shall serve without remuneration.

Section 2. PRESIDENT: The President shall preside at all meetings of the Federation at which he/she is present; appoint all Standing and Ad Hoc Committees; appoint all vacancies with the approval of the Governing Board; and perform such other duties as are incidental to the office. The President will present a budget and financial statement to the membership annually. The President will disburse funds and ensure that all committees adhere to their approved budgets. The President will provide direction to the Club Administrator.

Section 3. FIRST VICE PRESIDENT: The First Vice President shall preside in the absence of the President and shall perform such services of the office that may be required.

Section 4. SECOND VICE PRESIDENT: The Second Vice President shall preside in the absence of the President and the First Vice President and shall perform such services of the office that may be required. The Second Vice President shall also be known as the Treasurer and perform duties necessary to that office which include presiding over the Finance Committee. He/she shall be the custodian of all funds of the Federation and will present a monthly financial statement to the Governing Board. The Treasurer will review and approve all deposits.

Section 5. DIRECTORS: The Directors shall attend and give their counsel at the Governing Board meetings. Directors shall act as liaison between the Governing Board and any committee assigned by the President.

ARTICLE IX – CLUB ADMINISTRATOR

Section 1. The Executive Committee shall hire the Club Administrator with the approval of the Governing Board.

Section 2. The Club Administrator shall keep the records of the regular meetings of the Federation, all minutes of the Governing Board, and carry on the correspondence of the Federation. He/she shall record the receipt of the dues and fees from the members and any other income, and perform any other duties assigned by the Governing Board.

Section 3. The salary shall be set by the Governing Board.

Section 4. The Club Administrator shall not be a member of the Federation and, therefore, will have no vote.

Section 5. The Club Administrator shall be answerable to the Executive Committee and will be evaluated at least annually by the Executive Committee with input from the Governing Board.

ARTICLE X – STANDING COMMITTEES

Section 1. The presiding President shall be a member of each committee except the Nominating Committee. The Standing Committees of AAF – Great Falls are:

- a) *EXECUTIVE COMMITTEE:* The Executive Committee shall consist of the President, First Vice President, Second Vice President and Past President. This committee shall have general oversight of all questions affecting the policy, property and function of the Federation, subject however to the control and direction of the Governing Board, and shall make such reports to said Board as may be required.
- b) *FINANCE COMMITTEE:* This committee shall prepare a yearly budget for approval by the Governing Board no later than the last regular meeting of the Governing Board of the fiscal year and shall propose ways and means of meeting Federation operating costs to the Governing Board. The Second Vice President shall serve as Treasurer and preside over this committee. Only members of the Governing Board may serve on this committee.

Section 2. The President shall have the authority to create other committees as needed, and may determine the selection of members and prescribe their duties.

Section 3. At the first regular meeting in February each year, the President shall announce a Nominating Committee of five members whose dues are current. The Immediate Past President shall be Chairperson of this committee. If unavailable, the nearest predecessor shall be Chairperson. At least two other members of the Nominating Committee shall have served as Officers or Directors of the Federation. The function of the Nominating Committee shall be to recommend potential Officers and Directors to the membership. The Nominating Committee shall cease its function after the annual election.

Section 4. A quorum of the majority of the committee members shall be necessary to conduct committee business.

ARTICLE XI – ELECTIONS

Section 1. *NOMINATIONS*

- a) The Nominating Committee shall present its list of candidates to the Governing Board no later than the March Board meeting, and to the membership at the first meeting in April. The Nominating Committee shall present only those candidates who are willing to accept the respective office and its responsibilities.
- b) At the first meeting in April, additional nominations may be made from the floor.
- c) Eligibility requirements for all nominated candidates shall be as follows:

- i. *BOARD OF DIRECTORS* – candidates shall have been a member of the Federation for at least two (2) years and whose dues are current;
 - ii. *SECOND VICE PRESIDENT* – candidates shall have been a member of the Federation for at least four (4) years and whose dues are current and has served at least two (2) years on the Governing Board;
 - iii. *FIRST VICE PRESIDENT* – candidates shall have been a member of the Federation for at least four (4) years and whose dues are current and has served at least two (2) years on the Governing Board;
 - iv. *PRESIDENT* - candidates shall have been a member of the Federation for at least four (4) years and whose dues are current and has served at least two (2) years on the Governing Board.
- d) All candidates nominated by the Nominating Committee and by the members shall be distributed to the membership before the first meeting in May, and shall be placed on the Official Ballot.
 - e) The Nominating Committee shall nominate at least two (2) members for the position of Second Vice President. They shall nominate at least one person for all other offices, and no person's name shall appear on the ballot for more than one office.

Section 2. ANNUAL MEETING: The Annual Meeting and election of Officers and Directors shall be held at the last meeting in May each year.

Section 3. VOTING PROCEDURE

- a) The candidates for Directors shall be voted on in a body.
- b) Voting shall be by ballot. Only members whose dues are current and have voting privileges may cast a ballot.
- c) A ballot shall be sealed in an envelope and mailed to each eligible member no later than seven (7) business days prior to the Annual Meeting.
- d) The completed ballot may be mailed or delivered to the Federation office during regular office hours prior to the Annual Meeting, or members may deposit their ballot at the Annual Meeting until fifteen (15) minutes after the meeting is called to order when the ballot box will be closed. Ballots shall be deposited in the ballot box under the control of the Federation Club Administrator.
- e) Members must use only the official ballot mailed by the Federation and may only vote once.
- f) The President shall appoint four Election Tellers who will tally the ballots.
- g) All ballots and election teller records which show the actual number of votes cast for each candidate will be destroyed after completion of the election.
- h) According to the number of Directors to be elected, that number of candidates receiving the greatest number of votes shall be elected. The order of finish will be kept as part of the official records required by Article XI, Section 6.

Section 4: In case a tie-vote prevents the correct number of Directors, or any of the Officers from being declared elected, a runoff vote shall be conducted between the candidates in the tie-vote. The runoff vote shall be immediately conducted by mail with all member ballots due

in the Federation office no later than seven (7) days after being mailed. The Election Tellers will count the vote with the Club Administrator present to record the results.

Section 5. Officers and Directors who are elected at the Annual Meeting shall take office on August 1 of the year elected.

Section 6. Minutes of the Annual Meeting will be kept by the Club Administrator and made a part of the official records of the Federation. They will include election results.

ARTICLE XII – FISCAL YEAR

The Fiscal Year of this Federation shall be from August 1 through July 31.

ARTICLE XIII – AFFILIATIONS

This Federation is an affiliate of the AAF (American Advertising Federation) under the terms of the Constitution and Bylaws of that Association, and may maintain reciprocal relations with other Advertising Clubs in the territory of the AAF.

ARTICLE XIV – AMENDMENTS

The Constitution and Bylaws of this Federation may be amended by a majority vote of those members present at any regular meeting whose dues are current and have voting privileges. The amendment(s) must first have been approved by a majority vote of the Governing Board and two (2) weeks written notice been given to the membership.

ARTICLE XV – RULES OF ORDER

Robert's Rules of Order shall be the parliamentary authority of the Federation.