

**By-Laws of**  
**The Advertising Federation of the Treasure Coast, Inc.**  
(A not-for-profit corporation)  
*Established 8/16/2005*

**Article I - Name**

The name of this not-for-profit corporation is The Advertising Federation of the Treasure Coast, Inc., hereinafter referred to as the "Organization". The Organization shall maintain its headquarters in St. Lucie County, Florida, and shall be affiliated with the American Advertising Federation ("AAF") and the Fourth District of the AAF.

**Article II - Purposes**

The principal purposes and objectives of the Organization are:

- (a) To strive for the betterment of advertising and to advance the general welfare of the advertising industry and its service to the public;
- (b) To protect advertising from legislative and regulatory controls which would unduly restrain or harm the advertising industry;
- (c) To promote industry self-regulation in order to advance the standards of the advertising profession;
- (d) To promote a better understanding of the role and benefits of advertising amongst government, the consuming public and schools and universities and to encourage and assist those students desiring to enter the field of advertising;
- (e) To recognize excellence in advertising;
- (f) To assist and promote public service causes; and
- (g) To promote fellowship, career enhancement and education among members of the advertising industry;
- (h) To have and exercise all lawful corporate powers, including all powers implicit in the purposes and objectives outlined in this Article.

**Article III - Membership**

**Section 1. Qualifications.**

Membership in the Organization is limited to persons who manifest an interest in the purposes set forth in Article II of these By-Laws; who make payment of an initiation fee, which shall be set by the Board of Directors and who are approved by the Board of Directors for membership. The Board of Directors shall have full discretionary power of admitting and expelling members. There shall be four classes of members; Active, Honorary, Associate and Student.

- (a) **Active** - Active members shall consist of persons in good standing in the community who are directly engaged in buying, selling or creating advertising, or public relations, or who are connected with a business closely related to the advertising industry.
- (b) **Honorary** - Honorary members are those persons, who, in the opinion of the Board of Directors, have given distinguished service in the field of advertising. Honorary members may be admitted by submission of the name and qualifications of a proposed candidate by any member of the Organization to the Board of Directors. Honorary members are not eligible to hold office or to vote.

- (c) **Associate** - Associate members shall include any persons, wherever situated, who no longer participate in the field of advertising or any related field, but who still wish to remain involved with the Organization.
- (d) **Student** - Student members consist of students who are enrolled in a full-time or part-time advertising curriculum at a college or university and high school students interested in advertising or a related field.

## **Section 2. Members in Good Standing.**

Members in good standing are those whose account balances are no greater than thirty (30) days in arrears. Members who are in good standing shall be entitled to participate in the ADDY Awards at a "member rate", which rate shall be set by the Board of Directors and shall be entitled to such other preferences as established by the Board of Directors.

## **Section 3. Annual Meeting.**

The annual meeting of the members of the Organization shall be held in Martin County, Florida, during the month of May, on a day to be selected by the Board of Directors. At the annual meeting of members, there shall be an annual election of directors and officers and such other business as may be properly come before said meeting.

## **Section 4. Notice of Annual Meeting.**

Notice of the time and place of the annual meeting of members shall be signed by the President of the Board of Directors, or by the Secretary and sent by mail or delivered to the members at least five (5) days prior to the date of the meeting.

## **Section 5. Regular and Special Meetings of Members.**

The members may meet no less often than monthly. Regular meetings of the members shall be held at a time and place established by the Board of Directors. Special meetings of the members may be held from time to time and may be called by the President or by a simple majority of the Board of Directors.

## **Section 6. Notice.**

Notices of regular meetings of the members shall be sent by mail to the usual mailing address of each member at last five (5) days prior to the date for the meeting, or announced at the previous meeting by the President or the Secretary. Written notice shall be deemed waived if regular meetings are scheduled monthly at the same day of the week or month, time and place and are so announced at the previous meeting. Special meetings shall be noticed by mail, telephone or in person, at least two (2) days prior to the time set for the meeting.

## **Section 7. Quorum.**

One-third of the voting members shall constitute a quorum for the transaction of business at any meeting of the members. If less than a third of the voting members are present at said meeting, the majority of the members present may adjourn the meeting.

## **Article IV - Dues and Initiation Fees**

## **Section 1. General.**

Dues and initiation fees for membership shall be established by the Board of Directors, in its reasonable discretion, from time to time. Dues are payable by July 1 of each year, or such other date as specified by the Board of Directors. Dues shall be prorated for new members, however, prorated dues shall be no less than an amount equal to one-half of the annual dues for active members.

## **Section 2. Transferees.**

Active transferees from other AAF Chapters shall not be required to pay initiation fees. Annual dues for active transferees shall be prorated in accordance with Section 1 of this Article.

## **Section 3. Delinquencies.**

Any member of the Organization whose dues, or bills have not been paid within sixty (60) days from the date of the first billing invoice, shall be notified by the Treasurer. If the arrearage is not paid within thirty (30) days from the date of notification by the Treasurer, the delinquent member shall be automatically expelled from the Organization. The expelled member may re-apply and must again obtain Board of Director approval and pay a new initiation fee before being eligible to become a member of the Organization. Any member whose dues or dinner fees are delinquent for a period of sixty (60) days or more shall not be entitled to vote with respect to any Organization business and said member shall be suspended from his or her position as an officer and director of the Organization.

## **Article V - Board of Directors**

### **Section 1. Number of Qualifications in Term.**

The business and affairs of the Organization shall be managed by the Board of Directors. The Board of Directors shall have and execute all powers and perform all the duties relating to the management of the Organization, its property, and the conduct of its business affairs. The Board of Directors may retain a business manager or other agents to assist with the management of the business affairs of the Organization, under the supervision and control of the Board of Directors. If the Board chooses to retain a business manager, the Board of Directors shall negotiate a contract with the business manager on an annual basis and the contract shall set forth the respective rights and duties and obligations of the business manager and the Organization. Specifically, the Board of Directors' responsibilities shall include, but shall not be limited to approving all applications for membership, hearing grievances, revoking or suspending memberships, authorizing and auditing all expenditures, approving all appointments, filling vacancies on the Board of Directors and adopting policies to implement the Organization's objectives and purposes. The Board of Directors shall consist of a minimum of three (3) officers and six (6) other Board members, with a total not to exceed fourteen (14) directors. Each director, except when appointed to fill a vacancy, shall be elected to serve for a term of one (1) year or until a successor shall qualify and be elected.

### **Section 2. Removal of Directors and Officers.**

A director or officer may be removed from the Board of Directors and office by the affirmative vote of a majority of directors whenever, in the Board's judgment, the best interests of the Organization would be served thereby. Any director or officer proposed to be removed shall be entitled to appear, with or without counsel, and be heard at such meeting, at which time said director may present witnesses on his or her behalf and present defenses as he or she shall deem advisable. Failure to attend three (3) consecutive meetings without a valid excuse shall constitute cause for removal.

### **Section 3. Vacancies.**

Any vacancy, including one created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy holds office only until the next election of directors.

### **Section 4. Election.**

Directors and officers of the Organization shall be elected at the annual meeting of the members by a majority of the voting members present, provided there is a quorum. One-third of the voting members shall constitute a quorum.

### **Section 5. Annual Meetings.**

The annual meeting of the Board of Directors shall be held in Martin County, Florida during the month of June, on a day to be selected by the Board of Directors.

### **Section 6. Regular Board Meetings.**

The Board of Directors shall meet no less often than monthly. Regular meetings of the Board of Directors shall be held at a time and place established from time to time by the Board of Directors.

### **Section 7. Special Directors Meetings.**

Special meetings of the Board of Directors may be held from time to time and may be called by the President or by a simple majority of the Board of Directors.

### **Section 8. Notice of Directors' Meetings.**

Notices of regular meetings of the Board of Directors shall be signed by the President or by the Secretary and sent by mail or delivered to the usual mailing address of each director at least five (5) days prior to the date of the meeting. Written notice shall be deemed waived if regular meetings are scheduled monthly on the same day of the week or month, time and place, and are so announced at the previous meeting. Special meetings shall be noticed by mail, telephone or in person at least two (2) days prior to the time set for meeting.

### **Section 9. Waiver of Notice.**

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting or when written notice is deemed waived. Attendance of a director at the meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

#### **Section 10. Quorum.**

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting.

#### **Section 11. Order of Business.**

At regular meetings of the Board of Directors, the order of business shall be:

1. Roll call
2. Reading of previous minutes;
3. Monthly reports of offices and committees, including financial reports, budget adjustments, program analyses;
4. For the good of the Board
5. Old business;
6. New business.

#### **Section 12. Grievance Review.**

The Board of Directors, at its regular or special meetings, shall consider recommendations of the Grievance Committee concerning suspension, expulsion or other recommended disciplinary action of any member. The member shall have the same opportunity to be heard as afforded directors and officers and specified in Section 2 of this Article. Any member may be expelled, suspended or subject to disciplinary action by the affirmative vote of a majority of directors, when a quorum is present, whenever, in the Board's judgment, the best interest of the Organization would be served thereby.

#### **Section 13. Declaration of Interest.**

It shall be the duty of each director in the Organization who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Organization, to declare such interest and said director shall refrain from voting with respect to the foregoing.

#### **Section 14. Action Without a Meeting.**

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting of a consent, in writing, setting forth the action so to be taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent will have the same effect as a unanimous vote.

## **Section 15. Telephonic Conferences.**

Members of the Board of Directors may participate in a meeting of such Board by means of a conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such meeting shall constitute presence in person at a meeting.

## **Article VI - Committees**

### **Section 1. Powers.**

The Board of Directors may, in its discretion, appoint committees, as the Board deems necessary or appropriate, for such purposes and with such powers as the Board of Directors shall deem fit. Each committee shall consist of one or more directors, except the Nominating Committee which shall require a minimum of two directors. Any such committee may formulate its own rules or procedures, subject to such directions as set forth by the Board of Directors. The Organization shall have the following committees:

- (a) **Program Committee.** The Program Committee shall plan and conduct programs for the regular monthly meetings of members.
- (b) **Membership Committee.** The Membership Committee shall develop a continuing program to recruit new members and ensure the continued support of current members.
- (c) **Grievance Committee.** The Grievance Committee shall consist of five (5) members of the Organization in good standing appointed by the Board of Directors. *The Board of Directors shall appoint a chair for the Grievance Committee.* The Grievance Committee shall review complaints filed against any member of the Organization including allegations of improper business practices; disputes between members of the Organization; or actions by a member which may adversely affect the Organization. The Grievance Committee shall develop procedures whereby a written complaint may be filed against a member. The Committee shall investigate the matter and provide each party with the opportunity to present their views. The accused may be represented by counsel. The Grievance Committee shall recommend disciplinary action, if appropriate, to the Board of Directors, including expulsion, censorship and suspension of the member. The Board of Directors may impose sanctions against the accused member, while giving substantial weight to the recommendations of the Grievance Committee.
- (d) **Nominating Committee.** The Nominating Committee shall consist of two directors and three other members of the Organization appointed by the Board of Directors. The Nominating Committee shall prepare and present the slate of perspective directors and officers for consideration by the general membership at the annual meeting.

### **Section 2. Standing Committees.**

The President shall appoint, with approval of the Board of Directors, committee chairpersons and committee members for the following standing committees. These committees may be composed of any members in good standing of the Organization.

- (a) **Publicity Committee:** The Publicity Committee shall seek positive publicity and otherwise promote the prestige and standing of the Organization in the community and liaison with publications and media that carry Ad Federation news.

- (b) **Education Committee:** The Education Committee shall plan educational projects and coordinate with the Program Committee to arrange for speakers for meetings and seminars.
- (c) **Legislative Committee:** The purpose of the Legislative Committee shall be to review legislative activity affecting the advertising industry and to propose to the Board of Directors, when necessary, actions to implement the objectives and purposes of the Organization/
- (d) **Public Service Committee:** The Public Service Committee shall assist civic or charitable organizations with advertising and publicity.
- (e) **ADDY Committee:** The ADDY Committee shall plan, execute and promote, the annual local ADDY awards competition. The ADDY Awards chairperson shall attend the annual district meeting of the AAF at the expense of the Organization. The Committee shall also be responsible for the **Sowers-Pace Award**.
- (f) **Silver Medal Award Committee:** The Silver Medal Award Committee shall plan, execute and promote a Silver Medal Award program for the purposes of recognizing men and women who have made outstanding contributions to advertising in the community. The committee must consist of the last five (5) Silver Medal recipients and shall be chaired by the previous year's recipient.

## **Article VII - Officers**

### **Section 1. Officers.**

The officers of this Organization shall consist of a President, Vice-President, Treasurer, and Secretary, all of whom shall hold office until their successors are duly elected and qualified. Any two or more offices may be held by the same person. No one shall be eligible to be an officer who is not a director of the Organization. Any such officer who ceases to be a director shall cease to hold office.

### **Section 2. The President: Powers and Duties.**

The immediate past president shall complete the projects from the previous year and assist the new President as needed. The President shall serve as the chief executive officer of the Organization and shall preside at all meetings of the Board of Directors, and represent the Organization in all necessary capacities not specifically delegated to the other officers. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall act as the Organization's liaison with the AAF and its affiliates and is empowered to sign all contracts and instruments authorized by the Board of Directors to be executed and perform all such duties incident to the office of President and perform such other duties as may be prescribed by the Board of Directors from time to time.

The President shall represent the Organization at National AAF and Fourth District AAF conferences and conventions. Expenses of registration fee, hotel and round trip transportation shall be paid by the Organization to the President or any alternate, if so requested. 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.

### **Section 3. The Vice President: Powers and Duties.**

The Vice President shall perform the duties of the President in the absence or disability of the President and shall assist the President with his or her duties.

#### **Section 4. The Treasurer: Powers and Duties.**

The Treasurer in cooperation with the Executive Director shall oversee the corporate funds and shall keep full and accurate accounts of receipts and disbursements 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, and shall render to the Board of Directors, 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 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 Treasurer shall be bonded in an amount set by the Board of Directors.

#### **Section 5. The Secretary: Powers and Duties.**

The Secretary shall attend all meetings of the Board of Directors and the annual meeting of members and shall keep or cause to be kept, a true and complete record of those meetings. The Secretary shall keep the corporate seal of the Organization and shall affix it to any instrument requiring it. The Secretary shall give, or cause to be given, notice of all meetings of the directors and of the members and shall perform whatever additional duties the Board of Directors may prescribe.

#### **Section 6. Additional Powers and Duties.**

The officers of the Organization shall have such additional powers and duties as may be conferred on them by the Board of Directors.

#### **Article VII - Parliamentary Procedure.**

Rules contained in the current edition of Robert's Rules of Order shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules or order the Organization may adopt.

#### **Article VIII - Amendment to the By-laws**

Upon at least five (5) days notice by telephone, letter or newsletter and the distribution of the proposed amendments to each member after approval of the amendments by a simple majority of the Board of Directors, these by-laws 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 IX - Indemnification to the Extent Permitted by Law**

To the extent permitted by law, the Organization 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, his or her, testate or intestate is or was an officer or director of the Organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including

attorney's fees, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled.