



By-Laws

Mississippi Gulf Coast

Advertising Federation

Proposed Edits 10.19.19

Article I

Name

The name of this organization shall be Mississippi Gulf Coast Advertising Federation, Inc. doing business as AAF Mississippi Gulf Coast.

Article II

Objective

The purpose of this organization shall be to unify resources of both local and national advertising interests in this area toward the betterment of advertising in our free enterprise system; to champion and encourage truth, good taste, and ethics in advertising; to encourage improvements in all phases of advertising as a marketing and communications tool; to educate the general public concerning the vital role good advertising plays in our social and economic life; to encourage the highest examples of professionalism in advertising creativeness through the recognition and honor of those engaged in advertising; to encourage the pursuit of advertising as a profession.

Article III

Membership

Section 1. Membership in this organization shall include advertising practitioners, managers and executives concerned with advertising as a communication, public relations and marketing tool; practitioner being one who advertises, provides a medium for advertising, creates advertising, provides advertising materials or who may be interested in advertising.

Section 2. Anyone fulfilling the qualifications of Section 1, shall, upon payment of dues, be elected a member. Membership shall belong to the individual or entity, which has paid, said dues.

Article IV

Finance

Section 1. Membership dues shall be set by majority vote of the Board of Directors.

Section 2. Membership dues shall be paid in advance for one year, which shall run from ~~January 1st through December 31st~~ **July 1 through June 30** and for other periods of time as may be determined by the Board of Directors.

Section 3. If a member has not paid his/her dues and/or fees within sixty (60) days after being invoiced, his/her membership can be terminated at the discretion of the Board of Directors.

Section 4. Should a member find it necessary to resign, he/she is responsible for all dues and/or fees outstanding at the time of his/her resignation.

Section 5. Only members whose dues and/or fees are current shall be considered in good standing.

Article V

Officers and Directors

Section 1. The Officers of this federation shall include a President, a President-Elect/Fundraising Chair, a Vice President of Programs, Vice President of Membership, Vice President of Education, a Secretary, a Treasurer, at least four (4) Directors, any AAF Seventh District or National office holder, who may serve as a Director by virtue of that elected office and Immediate Past President. (At the discretion of the President, an Executive Director(s) can also be appointed to the Board and have full Board privileges.) Section duties for office shall be as follows:

President – Shall preside at all meetings of the federation and the Board of Directors; appoint the chairpersons for all standing committees listed in Article VIII, Section I and II; attend all Seventh District functions; and perform other duties customary to this office. He/She shall be an ex-officio member of all special and standing committees. ~~Shall be responsible for the Club Operations notebook to be entered in the AAF Club Achievement Competition as well as assist with all other seven (7) notebooks to ensure continuity among all entries.~~ **Shall determine the categories in which AAF Mississippi Gulf Coast will enter for AAF Club Achievement, shall participate in preparation of said entries and shall ensure continuity among said entries.**

President-Elect/Fundraising Chair – Shall be the Chairperson of Fundraising Committee, serve on the ADDY Committee and also attend and act in the capacity of President-Elect at all Seventh District functions. ~~Shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.~~ **Shall participate as directed by the President in preparation of AAF Club Achievement entries.**

Vice President of Programs – Shall be responsible for the coordination of programs at each general membership meeting, as well as any other programs approved by the Board of Directors. Responsible for sending out notices for monthly lunches and/or socials and coordinate with facility/restaurant all meal arrangements, etc. Responsible for providing the RSVP list to the Treasurer for collection of fees for monthly lunches/events. Assists Treasurer with collections as well as serve as host. ~~Shall be responsible for the Programs notebook to be entered in the AAF Club Achievement Competition.~~ **Shall participate as directed by the President in preparation of AAF Club Achievement entries.**

Vice President of Membership – Shall be responsible for invoicing and collection of membership dues. Responsible for maintaining a current and accurate membership list to be available for all mailings, emailings and request of the board at any given time. In addition, he/she will work in recruiting new, active members for the organization during his/her term. ~~Shall be responsible for the Membership notebook to be entered in the AAF Club Achievement Competition.~~ **Shall participate as directed by the President in preparation of AAF Club Achievement entries.**

Vice President of Education – Shall be the liaison between the Officers/Directors and the active college chapters and students of the area universities, colleges and high schools keeping a constant line of communication with the advisors of the above schools. In addition, serve as the Student ADDY® Chair and assist the ADDY® Chair with any student completion requirements. ~~Shall be responsible for the Advertising Education notebook to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries.

Vice President of Communications – Shall be responsible for updating and maintaining the club website to keep content current. Assist President with any communications to the Board of Directors and/or membership, on an as needed basis. Responsible for any digital or printed communications as needed for events of the club as directed by the Board of Directors. ~~Shall be responsible for the Communications notebook to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries.

Secretary – Shall keep minutes of all regular, special and Board of Directors' meetings. Shall give written notification of all regular or special meetings to members three (3) days in advance; and shall carry on all correspondence for the federation. Shall serve on the Nominating Committee and responsible for sending nomination notice to the membership working directly with the Nominating Committee. ~~Shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries.

Treasurer – Shall collect all sums due from sources. Shall pay all outstanding bills upon approval of the Board of Directors. Shall handle all financial matters. Shall deliver a written financial report to the Board of Directors once a month. Shall be responsible for filing federal and state taxes on time. ~~Shall send membership renewals in November. Shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries.

Directors – Shall act on all matters pertaining to the executive operation of the federation. Hear all grievances. Approve all contracts. And make recommendations on matters of policy. ~~Shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries. Shall serve on at least one of the above committees.

Immediate Past President - Shall serve as advisor to the President. Shall chair the Nominating Committee and work directly with the current President to appoint this committee. Responsible for collecting nominations and providing voting ballot. ~~Shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries.

Executive Director(s) – Must have served as President of the AAF Mississippi Gulf Coast and be a member in good standing. Shall serve as advisor to the President and President-Elect. Work directly with the Secretary and Treasurer on club matters. Shall serve as advisor to all Board of Directors. Perform duties as assigned by the President. ~~Shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.~~ Shall participate as directed by the President in preparation of AAF Club Achievement entries.

Section 3. All written contracts and obligations of the federation, and bank checks drawn on federation funds, shall only be signed by any one of the following officers; the President, the Treasurer and any Executive Director(s), if so appointed by the President. No obligations for the federation are to be made without prior approval of the Board of Directors. Funds of the federation shall be kept in such depositories as may, from time to time, be designated by the Board of Directors. All disbursements of funds shall only be made by club check and credit card. Only \$150 ~~\$100~~ of petty cash (~~\$100 for lunch meetings and \$50 for bingo~~) (for lunch meetings and other events deemed necessary) will be available at all times and can be used at the discretion of the President and Treasurer if needed for emergency use or expenses that can not be paid for with a club credit ~~debit~~ card or club check. Any additional cash should be deposited into club operating account as soon as is practical.

Section 4. All Officers shall serve a one-year term, and shall officially take their post following the regular meeting in June and serve through the last regular meeting the following June. The Directors shall be elected at the annual meeting and serve a two year term.

Section 5. Any Officer or Director may be removed for just cause upon two-thirds (2/3) vote of the entire Board of Directors.

Article VI

Board of Directors

Section 1. All business of the club, unless otherwise specified, shall be conducted by the Board of Directors. In order to conduct business, at least fifty (50%) percent of the members of the Board of Directors must be present to form a quorum.

Section 2. In the event the President must step down from office, the President-Elect will step up to serve the remainder of the term. In the event the President-Elect can not serve the remainder of the term, the Board of Directors will elect a President Pro Tem from the Board's members to serve in the absence of the President for the remaining of the term.

Section 3. The Board of Directors shall meet once a month, the specific time and place to be determined by the Board.

Section 4. The Board of Directors shall assist President with all eight (8) notebooks to be entered in the AAF Club Achievement Competition.

Article VII

Election of Officers and Directors

Section 1. At the regular April board meeting, the President shall appoint five (5) persons who shall form the Nominating Committee consisting of at least one officer, at least two current active board members (others may be chosen from the board or from the membership provided they are in good standing). In addition, the Immediate Past President shall act as Chairperson of this Committee.

Section 2. The Committee shall nominate candidates for each position to be filled. Candidates must be members in good standing. The committee will secure the approval of the candidate that he/she will accept and serve in the position if elected.

Section 3. After confirmation of candidates, the Chairman of the Nominating Committee shall instruct the Secretary to send a list of nominees to each member in good standing at least five (5) days prior to the regular May meeting. (Email nominations may also be accepted at this time.) The Nomination Committee shall present a written list of nominees, in ballot form, to the general membership at same meeting. At this time, nominations may also be made from the floor.

Section 4. Election of Officers and Directors shall take place during the May meeting and shall be by written ballot. Persons receiving a majority of the votes cast shall be duly elected. Run-off elections shall be held when necessary. In the event the monthly meeting is canceled due to inclement weather, voting by email will be acceptable. The secretary will be responsible for collecting the ballots and reporting the results to the Chairman of the Nominating Committee.

Section 5. If a Director or Officer is absent from three (3) consecutive Board meetings, the President, with the approval of the Board, may declare that position vacant and reassign that position.

Section 6. In the event an Officer or Director resigns, a special Nominating Committee consisting of three (3) members in good standing shall be appointed by the highest ranking federation officer. This Committee, as soon as is practical, shall present to the membership a nominee for the vacant position. Nominations may also be made from the floor. The nominee receiving the majority of the votes cast shall be elected to the unexpired term.

Article VIII

Standing Committees

Section 1. The following shall be Standing Committees:

American Advertising Awards Committee – The ADDY® chair shall be responsible for the following five major areas:

1. Define **Defining** objectives (in conjunction with the Board)
2. Preparing and adhering to the competition budget
3. Defining and adhering to the competition timetable
4. Assembling an American Advertising Awards committee, assigning specific duties to each member and overseeing execution of assignments within defined budget and timetable
5. Maintain **Maintaining** detailed records of activities

The ADDY® committee shall consist of a minimum of ~~40~~ **5** members.

The ADDY® chair shall also be responsible for getting all collateral samples and an overview of the event to ~~the VP of Programs, President-Elect and Education Chair~~ **President** to be included in the ~~Programs, Fundraising and Education notebooks~~ for the entries for AAF Club Achievement Competition.

Public Service Chair – **Appointed by the President.** Responsible for coordinating and planning at least two (2) public service events/campaigns. Must have approval of Board of Directors on both events as well as approval of any funds/budget needed.

Silver Medal Chair – Appointed by the President. Silver Medal Chairman must be a current and active Board Member. Chairman is responsible for appointing at least 5 committee members to serve as Silver Medal Committee consisting of two other current board members and three members in good standing. President will serve on this committee as well as be responsible for collecting nominations to be presented to the Silver Medal Committee at a time determined by the Committee. Committee will review the entries and determine who is the most deserving recipient determined by criteria given by the nominator. Selection of Silver Medal winner is to remain “secret” and revealed at the annual ADDY® Awards. President is not eligible for this award during his/her year as President. And if a committee member is nominated, he/she will step down from serving on the committee. President will coordinate with the Treasurer or Executive Director to order the Silver Medal Award directly from AAF National and have it engraved. All entries are to be kept for consideration for following years in the event no other entries are submitted.

Section 2. In addition to the committees listed above, the President, at his or her discretion, shall appoint a Chairperson for each of the following committees: Diversity, Government Relations, Sponsorships, Public Relations or any other committee(s) deemed necessary.

Section 3. All standing Committee appointments shall be made by the President as soon as possible after taking office.

Section 4. Committee appointments shall be for a period of one (1) year.

Section 5. Vacancies on any Committee shall be filled immediately as outlined in Section II of this Article.

Section 6. No Committee shall have the authority to commit the organization 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.

Article IX

Board of Director Meetings

Section 1. Planning meetings shall be held monthly at a time and place approved by the Board of Directors.

Article X

Amendment

Section 1. Any proposed amendment shall be presented to the Board of Directors for approval.

Section 2. If approved by the Board of Directors, the proposed amendment shall be sent to all members in written form at least one (1) week prior to a regular membership meeting.

Section 3. The proposed amendment shall be voted on by the membership present at the next club meeting. A two-thirds (2/3) affirmative vote of the voting members present is required for passage.

Article XI

Dissolution

Section 1. AAF Mississippi Gulf Coast shall use its funds to accomplish the objectives and purposes specified in these Bylaws and no part of said shall be misused or distributed to the members of the federation; any funds remaining shall be distributed to one or more regularly organized and qualified charitable or education organizations to be selected by the Board of Directors.

Article XII

Effective Date

Section 1. This AAF Mississippi Gulf Coast constitution and bylaws were approved by vote of AAF MS Gulf Coast membership and became effective on ~~May 17, 2016~~.