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CONSTITUTION AND BYLAWS

AMERICAN ADVERTISING FOUNDATION-INDIANAPOLIS, INC

ARTICLE I – NAME

The name of this organization shall be American Advertising Foundation (AAF) Indianapolis, Inc. As such, it shall be incorporated as a nonprofit corporation under the laws of the state of Indiana and hereinafter referred to as AAF -Indianapolis. Founded in 1902 as the Adscript Club, the organization adopted the name AdClub in 1907, until adopting its present name, AAF - Indianapolis, in 2009.

ARTICLE 2 – PURPOSE

AAF - Indianapolis is a not-for-profit organization whose mission is to:

1. Promote ethical and creative advertising.

2. Provide opportunities for members from advertising- and marketing-related business to develop professionally in a collegial environment.

3. Promote a positive image of advertising to business, education and government organizations.

4. Promote professional education and encourage careers in the industry.

5. Assert a positive influence in governmental matters, which affect the industry.

6. Advocate on behalf of our members on matters affecting the advertising, marketing and communication industries.

7. Promote the greater Indianapolis market as a center of creative excellence.

ARTICLE 3 – MEMBERSHIP

Members shall be persons engaged in the advertising or related business. There shall be four (4) categories of membership, all with voting privileges.

Section 1. Corporate Members – A corporate membership shall constitute a single membership with one vote. Persons employed by and selected by the corporate member may be designated to represent the corporate member.

Section 2. Individual Members – Individuals with substantial interest in advertising, marketing and/or the communications arts and sciences are encouraged to join as individual members and participate. Employees of corporate member firms may also hold individual memberships.

Section 3. Student Members – Individuals enrolled full time in an accredited school shall be eligible to join at a discounted membership rate established by the board of directors.

Section 4. Honorary Members – May be conferred by the board of directors upon individuals who have rendered distinguished services related to advertising. Members may nominate individuals to the board for honorary membership. Membership fees for honorary members may be established by the board.

Section 5. Membership may be terminated by:

A. A vote taken by the board of directors.

B. Delinquency or failure to pay dues or fees owed to AAF - Indianapolis.

Section 6. Former members may be reinstated for the remainder of their membership at the discretion of the board of directors.

ARTICLE 4 – FEES AND DUES

Section 1. Members shall pay annual fees and dues as determined by the board of directors, payable in January for the calendar year.

Section 2. Dues for members shall be paid with a completed membership form.

Section 3. Members shall automatically forfeit membership if dues are not paid within the 90 days following the anniversary date, after having been sent notification of this procedure to their known address as determined by the board of directors.

ARTICLE 5 – BOARD OF DIRECTORS AND OFFICERS

Section 1. The board of directors of AAF - Indianapolis shall serve without pay and consist of a minimum of 10 and a maximum of 15 voting members.

Section 2. The board shall consist of the following officers and directors: president, vice president, secretary, treasurer and 6-11 elected directors.

Section 3. All board members shall serve a term of three years. Board members may not serve more than six consecutive years without taking a full year off the board with the exception of academic members; and the president and vice president who shall be excluded from the maximum number of consecutive years while serving successively in these offices.

Section 4. Board openings due to expiration of term and vacancies due to resignation, death or dismissal shall be filled by the board. Individuals filling vacancies will serve the remaining term of the vacated seat.

Section 5. Members of the board must be members in good standing or employed by a corporate member in good standing.

Section 6. Board members may be dismissed from the board by a two-thirds vote of the board.

ARTICLE 6 – OFFICERS AND DIRECTORS

Section 1. The control and management of AAF - Indianapolis shall be vested in the board of directors who shall pass upon all matters pertaining to the executive operations of AAF - Indianapolis, hear all grievances, audit all accounts, approve all expenditures and contracts, set policy and confirm committee chairs.

Section 2. Regular meetings of the board of directors shall be called by the president. Special meetings may be held at any time and called by any officer. Meetings and votes may be conducted by electronic means or in person. A majority of the current board membership, including at least two officers, shall constitute a quorum.

Section 3. The officers of the board will constitute an executive committee and shall have all powers held by the board provided the executive committee will notify the board of directors with any action that is taken on behalf of the board at the next regularly scheduled meeting.

Section 4. (a) The president shall preside at all board meetings, appoint committee members and perform other duties associated with the office. (b) The vice president shall assume the duties of the president in case of the president’s absence. (c) The secretary shall be responsible for the minutes of the board, keep all approved minutes in a minute book and send out copies of minutes to all. The secretary will also be responsible for recording all actions of the officers or the board taken outside of board meetings. (d) The treasurer shall keep record of the organization’s budget and prepare or supervise preparation of financial reports as needed.

Section 5. The board of directors may appoint and or employ and pay an executive director (who shall be placed under bond and insured as the board of directors require) to keep all records, including minutes of all meetings of AAF - Indianapolis and of the board of directors; financial records, including the collection of all sums due from all sources; pay bills on order of the board of directors; present a monthly financial statement and annual audit; keep membership records; and perform such other duties as the president and or board of directors may request.

Section 6. Any officer or director may be removed upon a two-thirds vote of the board of directors.

Section 7. In the event of the removal or resignation of a board member or officer, the board may elect members to fill open positions and offices.

ARTICLE 7 – ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination of Officers and Directors:

A. By April 15, the president shall appoint, with the approval of the board of directors, a nominating committee of seven (7) members, three (3) of whom shall be the immediate Past President, acting as chairman of the committee, vice president and one mid-term board member. The membership shall be notified in April of the members serving on the nominating committee and nominations will be solicited from the membership.

B. The nominating committee shall present no later than the May 31, a slate of board membership for all open positions and officers including the following positions:

President

Vice President

Treasurer

Secretary

C. Additional nominations may be made by a separate petition of no less than twenty-five (25) members in good standing filed with the president and/or executive director no later than May 31.

Section 2. Regular elections of the officers and board of directors

A. The nomination of officers and directors by members and by the nominating committee shall be sent to all current members at least 15 days prior to the annual membership meeting in June. In the event that any office or board positions do not have nominees, any member of the board may nominate members to the board or to serve as officers at the June meeting. Members may nominate individuals to fill open board positions and/or to serve as officers by submitting a petition of nomination signed by 20 percent of the voting members of AAF - Indianapolis. The membership will elect the officers and directors at the annual June membership meeting, with terms beginning July 1.

B. Members shall be notified of the election of new board members and officers.

ARTICLE 8 – VOTING

Section 1. (a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Section 2. Passage of a motion requires a simple majority unless otherwise specified in the constitution and bylaws.

ARTICLE 9 – CONFLICT OF INTEREST

Section 1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with, any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily excuse him/herself and will temporarily vacate his seat and refrain from discussion and voting on said item.

ARTICLE 10 – MEETINGS

Section 1. The regular meetings of AAF - Indianapolis shall be held concurrently with programs at a time and place determined by the board of directors. Members shall be notified of these meetings. The annual membership meeting shall be held in June and may or may not be concurrent with a program. All current members shall be eligible to attend the membership meeting portion of the meeting without fee so as to be able to participate in the election of board members, officers and to vote on any other business before the membership.

Section 2. A special meeting may be called upon a written request to the board of directors of twenty-five (25) members in good standing or by the president or board of directors, provided a 21-day notice is given the members.

Section 3. Twenty (20) percent of the membership shall constitute a quorum provided it includes at least six officers and/or directors.

Section 4. Matters not consistent with the purpose of AAF - Indianapolis shall not be discussed or acted upon. Except on matters of the affairs of AAF - Indianapolis, no person shall be introduced or permitted to address the membership unless approved by either the president or the board of directors.

ARTICLE 11 – FINANCES

Section 1. The fiscal year shall commence on the July 1 and end on June 30.

Section 2. No person or committee shall contract for or incur any expense in the name of AAF without prior authorization of the board of directors.

Section 3. All purchases on behalf of AAF, its nominees or for its activities shall be made by the president and/or executive director or with his knowledge.

Section 4. The obligations of AAF - Indianapolis shall be paid by check signed by any two of its officers jointly.

Section 5. Officers shall not be compensated for any services rendered for AAF - Indianapolis, except as voted on by the board of directors.

Section 6. AAF – Indianapolis’ book of accounts shall be audited at least once each year. The auditors and date of audit shall be named by the board of directors.

ARTICLE 12 – AMENDMENTS

Section 1. Any proposed amendment to the Constitution and Bylaws of AAF - Indianapolis, may be initiated by the board of directors or by written request to the board of directors by twenty-five (25) members in good standing.

Section 2. If approved by the board of directors, the proposed amendments shall be distributed at the next regular AAF - Indianapolis meeting, and all members shall be notified.

Section 3. The proposed amendment shall be voted upon at the second regular AAF - Indianapolis meeting following its approval by the board of directors. Approval by at least two-thirds of all members in good standing who are present shall be required to make the amendment effective.

Resolved, that the foregoing constitution and bylaws are hereby adopted as of November 19, 2019,   
as the constitution and bylaws of AAF - Indianapolis.

- Donna Gray, President

- Drew Hill, Vice President

- Lars Lawson, Board Member