

# **Ad2 Nashville Constitution and Bylaws**

## **Article I - The Association**

- Section 1. The name of this Association shall be Ad2 Nashville.
- Section 2. This Association shall be a charter member of National Ad2, an affiliate of Nashville Advertising Federation (NAF), a member of District 7 and of the American Advertising Federation.

## **Article II - Purposes**

The objectives of the Association shall be to bring together young people in the Nashville/ middle Tennessee area, engaged in, or professionally interested in, the creation, production, buying, or selling of advertising or in the fields of sales promotions, public relations, graphic communications, marketing, or related areas, for the following purposes:

1. To promote high professional standards.
2. To further public education as to the role advertising plays in our economic system.
3. To assist our members in the area of continuing education.
4. To provide our members with career assistance and information on job opportunities.
5. To influence legislation which impacts the advertising industry, thus to assist and to work with other professional groups such as NAF, AAF, AAAA, AMA, AIGA, PRSA etc.
6. To serve as a volunteer, advertising for charitable and civic organizations.

## **Article III - Membership**

- Section 1. Active Membership
- A. Active membership shall be open to people between eighteen (18) and thirty-two (32) years of age.
  - B. Application for membership must be in writing accompanied by a check for at least one year's dues.
  - C. Membership shall cease automatically at the end of the Association year in which the thirty-second (32) birthday of the member occurs.
  - D. All members in good standing of the Association shall be voting members of Ad2 Nashville and shall be entitled to benefits provided by the Nashville Advertising Federation as determined by their Board of Directors.

## **Article IV – Finances**

- Section 1. Dues and fees for membership shall be fixed and assessed by the Board of Directors of this Association.
- Section 2. Ad2 funds shall be withdrawn only on the authorization of two officers: Treasurer and President or Vice President.
- Section 3. No monies shall be committed which are not in the treasury of the Association.
- Section 4. No expenditure or obligation in excess of \$50, which was not approved in the annual budget by the Board of Directors, shall be authorized without the majority approval of the Officers. In case of a tie of the Officers, it shall be voted on by the Board of Directors.
- Section 5. At the request of the President or Board of Directors of this Association, an audit of the financial records of the Association shall be made by a person or persons not a member(s) of this Association.

Section 6. Active members in good standing from any Ad2 group of the AAF may be transferred to this Association without initiation providing such transfer is consummated within the Association year.

#### **Article V - Board of Directors and Officers (defined as the Executive Board)**

Section 1. The management of the affairs of Ad2 Nashville shall be vested in the Board of Directors.

Section 2. A. Directors-At-Large

1. To represent the best interest and desires of the general membership of this Association.
2. To serve as voting members of the Board of Directors.
3. To be elected during general elections and to represent at least 2% of the membership (i.e. 100 members guarantees 2 Members At Large on the Board of Directors).

B. Committees

1. The duties of all committees shall be to establish and maintain an accurate record of all transactions and activities. This record shall be submitted upon completion of the committee's duties, at the end of the Association's year, or upon demand by the President or the Board of Directors of the Association.
2. This Association should have committees in the areas that the American Advertising Federation holds in high regard, namely: Membership, Education, Communications, Public Service, Programs, and Government Relations.

#### **Article VI - Committees**

Section 1. The Board of Directors shall have the power to create special committees, to name their chairpersons and to define their duties.

Section 2. The President, with the approval of the Board of Directors, shall appoint the chairperson of each committee. Each shall hold office until the next annual meeting. The President shall make such replacements as are necessary among chairpersons, with the majority approval of the board.

Section 3. No committee shall have the authority to commit Ad2 on matters of policy or to create financial obligations. A committee's plans and actions shall be subject to the majority approval of the Board of Directors.

Section 4. Each committee shall have at least one voting member on the Board. These Board liaisons are responsible for keeping the Board of Directors informed on committee activities via a monthly written report.

#### **Article VII - Duties of Officers and Directors-at-Large**

Section 1. The Officers of this Association and their duties shall be:

- A. President
1. To serve as chief executive and administrative officer.
  2. To appoint, with the approval of the Board of Directors, all committee chairpersons.
  3. To serve as a voting member of the Board of Directors of the Nashville Advertising Federation.
- B. Vice President
1. In the event of the absence or disability of the President, perform the President's duties.
  2. Perform such duties as may be required by the President or Board of Directors, including the possibility of chairing a committee.

- C. Secretary
  1. To keep accurate, up-to-date and permanent records of all proceedings of the membership and the Board of Directors.
  2. To attend to all correspondence not otherwise delegated and to preserve and file the same.
  3. To disseminate notices and information to the membership (i.e. minutes, amendments).
  4. To keep all records, files, documents and other information necessary to maintain an accurate historical record of this Association and its members.
- D. Treasurer
  1. To collect and disburse all monies, paying all debts promptly with the approval of the membership and/or Board of Directors.
  2. To co-sign all written contracts.
  3. To maintain an accurate and up-to-date accounting of all financial transactions.
  4. To oversee all fundraising activities.
- E. The Past President shall serve on special projects as directed by the President.
- F. A liaison from NAF shall provide strength for the relationship between Ad2 Nashville and NAF.
- G. All of the above-mentioned officers (items A, B, C and D) will be responsible for the supervision of the Board of Directors by an organizational chart as determined by the said Board.

## Article VIII - Meetings

- Section 1. Regular Meetings
  - A. Regular meetings may be held at such times and places as the Board of Directors may determine. Should there be any change, one week's notice shall be given to each member.
  - B. A special meeting of the members may be called at any time by the President or upon written application of ten (10) members, provided notice of at least six (6) days be given to the members of the Association.
  - C. Parliamentary procedure according to Robert's Rules of Order (revised) is authorized when specifically requested by the presiding officer during any meeting of the membership or Board of Directors.
- Section 2. Board Meetings
  - A. The regular meetings of the Board shall be held monthly.
  - B. Special meetings of the Board of Directors may be called at any time by the President, or upon written request of three (3) members of the Board, provided notice of at least three (3) days be given to each of the members of said Board.

## Article IX - Elections

- Section 1. The election of Officers and Board of Directors shall be held at the annual meeting.
- Section 2. An election committee, approved by the Board of Directors, chaired by the Past President, composed of three members in good standing of this Association who are not themselves candidates for election to office and/or direct position, shall be required to:
  - A. Garner petitions of election from those individuals seeking to be elected.
  - B. Receive additional nominations as explained in Section 3.
  - C. Present nominations to the Board of Directors and to the membership, no later than ten (10) days prior to the Annual Meeting. Nominations may be made from the floor of the Annual Meeting, provided consent has been given by the nominees nominated from the floor.
  - D. Count votes and present results to the Board of Directors.
- Section 3. Elections shall be conducted by written ballot by the entire membership of this Association.

- Section 4. To be elected, a candidate must receive a majority of all eligible votes cast.
- Section 5. In the event of a tie vote, a recount of the ballots shall be conducted. If a tie remains after the recount, the tie shall be decided by a vote of the Board of Directors of the Association.
- Section 6. Those elected shall serve from the first day of July in the year of their election to the last day of June of the following year, or until their successors are elected.
- Section 7. The officers (as stated above) to be elected by the voting members shall be elected annually simultaneously with the election of directors-at-large. Each officer shall hold office for one (1) year or until a successor has been duly elected or until prior death, resignation or removal. The term to be served will run from July 1 through June 30.
- Section 8. Directors-At-Large shall serve two (2) years or until a successor shall have been elected, or until prior death, resignation or removal. Each director must be a voting member in good standing at the time of nomination and maintain a good standing throughout the term. No person shall serve more than two (2) consecutive terms as a director at large. A director may be removed from office by affirmative vote of two-thirds (2/3) of the votes of the voting members taken at a meeting of the members called for that purpose. A director may resign at any time by filing a written resignation with the Secretary. Three (3) consecutive absences by any Board member from the regular meetings of the Board of Directors shall be reported to the board for action and may result in removal from the Board.
- Section 10. A vacancy may be filled by appointment by the President of the Association with the approval of the Board of Directors, excepting a vacancy of the NAF Liaison, which will be filled in accordance with current NAF bylaws.

#### **Article X- Quorum**

- Section 1. Fifteen percent (15%) of the members in good standing shall constitute a quorum for the transaction of business at any meeting.
- Section 2. Two-thirds (2/3rds) of the Board of Directors shall constitute its quorum for the transaction of business.
- Section 3. A simple majority of any Committee shall constitute its quorum.

#### **Article XI - Parliamentary Authority**

Robert's Rules of Order (revised) shall be the authority of this Association in all matters not covered by these by-laws.

#### **Article XII - Amendments**

- Section 1. This Constitution and bylaws may be amended by a two-thirds (2/3rds) vote of the members voting. A quorum vote cast will consist of fifteen percent (15%) of the eligible members.
- Section 2.** Notice of any proposed amendments shall be mailed to all members thirty (30) days prior to the vote being taken. This may be accomplished through the Association's publications: Ad Fed Newsletter, e-newsletter.
- Section 3. All amendments must be approved by a simple majority of the Board of Directors prior to coming to a vote of the membership.

#### **Article XIII - Restricted Activities**

- Section 1. Ad2 shall be non-partisan, nonsectarian, and non-discriminatory.
- Section 2. Official symbols to include, but not limited to stationery, shall be used only for official business.
- Section 3. The Board of Directors must approve the sale of tickets or other fundraising activities conducted not under the auspices of the Association.
- Section 4. Membership lists will be provided only with the approval of the Board of Directors.

#### **Article XIV – Nashville Advertising Federation Affiliation Guidelines**

1. Ad2 Nashville is a direct affiliate of the Nashville Advertising Federation.
2. The Ad2 Nashville affiliate President is elected each year by the Ad2 Affiliate members. The voting occurs at the same time as the Nashville Advertising Federation Board is elected.
3. The Ad2 Nashville affiliate President sits on the Nashville Advertising Federation Board of Directors as a voting Board member.
4. Ad2 Nashville affiliate can organize its own committee board.
5. The NAF Board of Directors has ruling power over the Ad2 Nashville affiliate in aspects relating to budgets, programs, socials, fundraisers and public service.
6. Ad2 Nashville affiliate will retain its image as being a part of the National Ad2 division of AAF and all that that stands for (i.e. an available opportunity for younger, less experienced professionals to join the committee in order to have “that step” between their experience in the industry and the perceived more experienced members of NAF.) Ad2 Nashville’s mission shall be to introduce young advertising professionals into the advertising industry.
7. Ad2 Nashville affiliate will focus its efforts on the Socials, Education, and Public Service aspects of the overall club. As the club grows, the focus is allowed to encompass further activities.
8. Ad2 Nashville affiliate is allowed to hold its own events periodically. This allows for the active recruitment of younger members, which does nothing but help the long-term vitality of the overall club.
9. Ad2 Nashville affiliate Board chairs will mirror the NAF Board of Directors in structure. Thus allowing for an automatic committee member for the NAF chair of the same area. (i.e. NAF membership chair will have the Ad2 Nashville Committee membership chair as a committee member.) This allows for a mentoring program and facilitates the rotation of new NAF chairs at the turn of each year.
10. Ad2 Nashville affiliate President and Board have the right to review Ad2 Nashville’s affiliate relationship with NAF, and with proper review with the NAF Board of Directors, may conduct a vote on whether or not to continue a direct affiliation with NAF.