

NASHVILLE ADVERTISING FEDERATION BYLAWS

Article I — Name

This organization shall be known as the Nashville Advertising Federation, Inc. and shall be affiliated with the American Advertising Federation and the Seventh “Deep South” District of the American Advertising Federation.

Article II — Purpose

The purpose of this Organization shall be to provide and promote a better understanding of the functions of advertising and of its value; to apply the skills, creativity, and energy of the advertising industry whenever it is needed, to educate our members, promote diversity and opportunities in advertising as well as to assist in the monitoring of advertising related legislation on the local level. We also strive to advance the standards of the advertising through a voluntary program of self-regulation, good fellowship and a free exchange of ideas. This is expressed via the Mission Statement adopted by the organization: The Mission of the Nashville Advertising Federation is to expose members to visionary issues relative to the advertising and communications industry while creating opportunities for networking, learning, service and individual recognition.

Article III — Territorial Limits

The territorial limits of this Organization shall be defined as an area within a hundred (100) mile radius of Metropolitan Nashville and within the Seventh District of the American Advertising Federation.

Article IV — Membership

There shall be seven classes of membership: Active, Non-resident, Honorary, Student, Ad2, Educator and Corporate

Section 1. Active - Persons of good standing in the community who are engaged in buying, selling, or creating advertising, or publicity, or in public relations, or who are connected with a business closely related to advertising.

Section 2. Non-Resident-Persons with the same qualifications as are required for active membership, whose business is located outside the territorial limits of this Federation. Non-Resident members shall have all the privileges of active members, except the right to hold office and to vote.

Section 3. Honorary- Any person outstanding in advertising or related fields may, by unanimous vote of the board of directors, be elected to honorary member status. Persons to be considered by the board must no longer be actively involved on a full-time basis within the industry. Honorary membership is considered a lifetime election.

Section 4. Student-Persons actively involved in a college or university program with a major in

advertising or related fields. Student members may not hold office or vote.

Section 5. Ad2 Membership – Persons with the same qualifications as required for active membership who are 18-32 years of age or as defined by Ad2 chapter bylaws.

Section 6. Educator Membership – Persons actively employed as a full-time teacher at a high school, college or university program with emphasis in advertising or related fields. Educator members may hold office and vote.

Section 7. Corporate Membership -The corporate membership program exists for companies who wish to have the benefits of NAF and AAF, but also have the flexibility to send multiple people to the identified lunch programs covered under a standard membership. This membership is the same as a standard NAF membership; however, the member pays extra for having the benefit of multiple people attend the monthly luncheons. For example, an advertising agency may choose to send a media employee to a luncheon that features a media oriented speaker, but the following month send an account executive to a branding oriented speaker.

Article V— Admission to Membership

Section 1. New members in the active non-resident, Honorary, Student, Educator and Corporate Membership classifications shall be elected by the Board of Directors. Each application for membership must be accompanied by remittance covering initiation fee and dues.

Section 2. Honorary members shall be elected by unanimous vote of the Board of Directors.

Article VI— Duration of Membership

Section 1. Active memberships shall endure for life unless terminated as hereinafter provided. Membership in this Federation shall be terminated when the member has ceased to be personally and actively engaged within territorial limits of the Federation or in the profession as stated in Article IV, Section 1.

Section 2. Any member who, by personal or business conduct violates any of the rules, purposes or ethics of the Federation, may be expelled from membership by a two-thirds vote of the Board of Directors at a meeting called for that purpose, provided that said member shall have been given at least ten days notice in writing of such pending action. Service of such notice shall be made by personal delivery or by registered letter mailed to the member's last known address. Said member may be represented at the hearing before the Board of Directors by counsel and, in the case of being expelled by the Board, may appeal to the Federation at its next regular Board meeting.

Section 3. Any member failing to pay their dues within thirty (30) days after the prescribed time shall be notified in writing by the Secretary-Treasurer at their last known address, and if said dues, are not paid on or before ten (10) days from the date of such notification, said membership shall automatically cease.

Section 4. Non-Resident membership shall endure for life under similar provisions as active membership.

Section 5. Honorary membership shall endure for life, provided that the Board of Directors may at any time cancel the membership of an honorary member.

Section 6. The resignation of any member of this Federation shall be presented to the Board of Directors by the Membership Chairman, and shall be accepted by the Board of Directors provided that all indebtedness of said member has been paid.

Section 7. Any member whose connection with this Federation is terminated in any such manner shall forfeit all interest in any funds or other property belonging to the Federation.

Section 8. Student memberships shall last for one calendar year.

Article VII — Dues

Section 1. Dues for active members shall be fixed by the Board with the approval of the membership, payable in advance annually, which shall include the affiliation fee in the American Advertising Federation, the Seventh “Deep South” District, and the cost of meals at the regular membership meetings to be held during the year. In the event an active member’s dues are not received by the time their membership expires, that member will be charged the cost of meals at any meeting they attend until the time their dues are received. This charge will be paid at the door.

Section 2. Dues for non-resident members shall be fixed by the Board with the approval of the membership, payable in advance annually which shall include the affiliation fee in the American Advertising Federation and the Seventh “Deep South” District.

Section 3. Honorary members shall not be required to pay dues nor the cost of meals at regular membership meetings.

Section 4. The dues for newly elected members shall begin immediately upon approval of membership by the Board.

Section 5. The dues for student membership shall not allow for membership affiliation with the American Advertising Federation and therefore will not include district and national fees. Additionally, student members shall pay the cost for meals at membership meetings or other costs associated with NAF activities that they attend.

Section 6. The dues for Ad2 shall be a fixed fee to be agreed upon by the Board of Directors of both organizations and shall be payable annually and include the affiliation fee in the American Advertising Federation, the Seventh “Deep South” District. The cost of meals at the regular membership meetings to be held throughout the year is not included in the Ad2 membership fee.

Section 7: Dues for Corporate Memberships shall be structured as follows: A minimum number of five memberships must be purchased at \$10 over the regular membership price. (Currently the regular membership price is \$240 and therefore the starting cost for a corporate membership will be \$1200.) Note: This will count as **one** membership to the American Advertising Federation, thus the dues and benefits associated with the District 7 AAF and the AAF are for **one** person.

VIII — Board of Directors and Officers

Section 1: The management of the affairs of the Federation shall be vested in the Board of Directors.

Section 2: The Board of Directors shall consist of fifteen regular members, elected by the active members at the annual election, including (a) eight directors (b) five officers: President, President - elect, two Vice Presidents, Secretary-Treasurer (c) the immediate past President who automatically becomes a member of the Board for a period of one year (d) and the current President of Ad2. The Board shall consist also of up to four ex-officio members who may be appointed by the President and the President-elect with concurrence of two-thirds of the Board. Ex-officio members of the Board shall be chosen from past NAF Presidents, past NAF Board Members, and past NAF Silver Medalists. Those appointed ex-officio members shall serve for one year and shall have voting rights on the Board. The Ad2 Representative has voting rights.

Section 3: The term of office for Directors shall be three years. Unexpired terms of Directors elected to office described in Section 4 shall be filled by election as provided in Section 2.

Section 4: The officers shall consist of a President, President-elect, two Vice Presidents and a Secretary-Treasurer. Any active member, in good standing shall be eligible for election as an officer. The term of office shall be for one year or until their respective successors are elected and take office. Officers shall take office coincident with their election.

Section 5: In the event of death or resignation of any officer or director, the Board of Directors shall elect an interim successor who shall take office immediately and serve until the next annual election.

Section 6: The Board of Directors may, at its discretion, employ a paid Executive Director and/or Executive Secretary whose duties and compensations shall be defined by the Board of Directors. The Board of Directors shall be empowered to employ such additional staff as may be required.

Section 7: Board meetings may be called by the President by notice in writing, mailed to each member of the board at least five days before the called meeting. Special meetings shall also be called by the Secretary-Treasurer upon written notice signed by at least four other Board members. The requirement of a five day notice may be waived upon consent of a majority of the Board members, expressed in writing, or by attendance at the called meeting.

Section 8: Three consecutive or four total absences by a Board member from the regular scheduled meetings of the Board of Directors in a fiscal year will be brought before the Board for action.

Article IX — Duties of Officers and Directors

Section 1: The President shall be the chief executive officer of the Federation and of the Board of Directors. He shall preside over all meetings of the Federation and of the Board of Directors. He shall be the ex-officio member of all committees, except the Nominating Committee. The President shall appoint all committees, such appointments to be subject to the approval of the Board of Directors. The President and the Secretary-Treasurer shall sign all written contracts and obligations of the Federation, which must have prior approval of the Board of Directors to be legally binding.

Section 2: The President-elect shall be expected to assume the presidency the following year and in an emergency shall be expected to serve the unexpired term of the President. The President-elect shall perform such duties as may be delegated by the President or Board of Directors, and in the absence of the President shall provide and perform the other duties of President. The Vice President shall perform such duties as may be delegated by the President or Board of Directors.

Section 3: The Secretary-Treasurer shall oversee the recording of the minutes of all meetings of the Federation and of the Board of Directors, the issuing notices of meetings, and all other duties customarily pertaining to the office. The Secretary-Treasurer shall oversee the receiving and depositing in the name of the Federation, in bonds or trust companies selected by the Board of Directors, all monies; issuing receipts; making all authorized disbursements; and at the June Board of Directors and Membership meetings tender an itemized statement of the financial condition and the receipts and disbursements of the Federation for the year ending May 31.

Section 4: The Board of Directors shall have charge of the general management of the Federation and shall pass upon the eligibility of applications for membership, hear all grievances, authorize and audit all expenditures and approve all appointments.

Section 5: The President shall represent this organization at the Annual Convention of the American Advertising Federation and the Seventh "Deep South" District AAF Conference, the Fall Board Meeting and the Seventh "Deep South" Leadership Convention. In the event of the inability of the President to attend these conventions, an alternate shall be selected by the Board of Directors.

Article X — Committees

Section 1: The President, with the approval of the Board of Directors, shall appoint the following standing committees and the chairman of each, and shall assign a member of the Board of Directors as additional ex-officio member of each committee, with the exception of the Nominating Committee. All standing committees shall serve for one year or until their successors are appointed, with the chairmen serving an additional two months in an advisory capacity to the incoming chairs.

Section 2: The President, with the approval of the Board of Directors, shall also appoint such special committees as may be needed on the work of the Federation, and shall name the chair of each. Examples of standing committees are as follows: ADDY® Awards, membership, Programs, Communications and Publicity, Public Service and various Fundraising committees.

Section 3: No committee shall have the authority to commit the Federation 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 XI — Meetings

Section 1: The Annual Meeting shall be held in May of each year.

Section 2: The regular membership meetings of the Federation shall be held at such times and places as the Board of Directors may determine.

Section 3: Special membership meetings may be called by the President at his discretion or shall be called by him upon written request of twenty-five percent of the membership.

Section 4: Notice of the Annual Meeting and of each special meeting shall be sent by the Secretary-Treasurer to every active member at least one week prior to the date of such meeting.

Article XII — Quorums

Section 1: Twenty-five percent of the active members shall constitute a quorum for the transaction of business at any meeting of the Federation.

Section 2: A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3: A majority of any committee shall constitute a quorum.

Article XIII — Elections

Section 1: The President, with the approval of the Board, shall appoint (at least forty-five (45) days before the Annual Meeting), a Nominating committee of five (5) Active members in good standing which will include a chairman and four members-at least two of which must not be members of the Board of Directors.

Section 2: The Nominating Committee shall prepare a ticket of three nominees for full term directors an additional nominee for each unexpired term vacated by out-going directors, through death, resignations or nomination to office. They shall also name candidates for the office of President, President-elect, two (2) Vice Presidents, Secretary-Treasurer and shall report these nominees to the Board of Directors for approval no later than thirty days before the Annual Meeting.

Section 3: The Secretary-Treasurer shall announce the names of candidates by mail to all active members at least two weeks prior to the Annual Meeting.

Section 4: Additional nominations may be made by written petition signed by at least three (3) active members and filed with the Secretary-Treasurer at least five (5) days prior to the Annual Meeting and the Secretary-Treasurer shall immediately announce such additional candidates to the entire membership by mail or otherwise.

Section 5: No candidate shall be proposed for office unless his consent to serve and to fulfill the responsibilities of the office has been secured.

Section 6: Elections shall be held at the Annual Meeting and shall be by secret ballot.

Section 7: The Board of Directors shall appoint three (3) election tellers, including no members of the Board or candidates for election, whose duties it shall be to count the ballots and announce the results of the election.

Section 8: A majority vote is required to elect officers. A majority vote is required to elect directors. In the case of a tie vote for the Board of Directors, the Election shall be decided by lot at the Annual Meeting

XIV — Finances

Section 1: The Secretary-Treasurer shall deposit all funds of the Federation in some bank to be named by the Board of Directors.

Section 2: All bills shall be paid only by checks signed by two people whose signatures have been authorized by the Board of Directors. (A thorough audit by a certified public accountant and/or other

qualified persons shall be made once each year of all the Federation's financial transactions.)

Section 3: Officers or Executive Director having charge or control of funds shall give such bond as may be required by the Board of Directors for the safe custody of funds of the Federation, cost of bond to be borne by the Federation.

Section 4: The fiscal year of this Federation shall extend from June 1 to May 31; the payment of per capita dues to the AAF shall be made Semi-annually on July 1 and January 1 of each year on the basis of membership on that date.

Section 5: At the beginning of each fiscal year the Board of Directors shall prepare a budget of estimated income and expenditures for the year, which having been agreed to by the Board of Directors, shall stand as the limit of expenditures for the respective purpose unless otherwise ordered by action of the board.

Article XV — Resolutions and Subscriptions

Section 1: No resolution or motion to commit this Federation on any matter shall be considered by the Federation until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Membership Meeting, shall be referred without discussion to the Board, which after having given consideration to the matter shall submit its recommendations to the Membership. Having received the recommendation of the Board, the Membership may then proceed to take such action as may seem proper to the majority.

Section 2: Any appeal for charitable donations or other subscriptions to be made by the Federation or its members as members of the Nashville Advertising Federation, Inc. shall conform to the procedure prescribed in Section 1 of the Article.

Article XVI — Amendments

Section 1: The bylaws of this Federation may be amended by a two-thirds vote of the active members present at any business meeting.

Section 2: Amendments must be proposed in writing, signed by at least five (5) active members in good standing and a copy thereof presented to the Board of Directors at least two weeks before the membership meeting at which time it is moved for adoption.

Section 3: Notice of any proposed amendment shall be mailed by the Secretary-Treasurer to each active member of the Federation no more than one week after it has been presented to the Board.