

ADVERTISING CLUB OF TOLEDO BYLAWS

ARTICLE I – NAME

Section 1. The name of this organization shall be “The Advertising Club of Toledo, Inc.”, DBA AdClub, and it shall be affiliated with the American Advertising Federation and with the Fifth District of AAF.

ARTICLE II – OBJECT

Section 1. Preamble. The responsibility placed upon advertising today is greater than ever before. There is the responsibility of promoting more efficient advertising as an aid to the economical marketing of goods and services, of encouraging advertising practices as fully merit the confidence of the consuming public, of sound thinking in advertising and related field, and of preserving our American system of business and free enterprise.

Section 2. The Corporation’s purpose is to encourage the public recognition of advertising as a profession. As such, it shall be dedicated to the following:

- a. To strive for the betterment of advertising in all areas affecting the advancement and general welfare of the business and its service to the public.
- b. To protect advertising from legislation and regulation which could over regulate and unduly restrain advertising and which would be harmful to the advertising industry.
- c. To establish and promote industry self regulation by the practitioners of advertising.
- d. To develop a better understanding of the role and benefits of advertising among governmental authorities, the consuming public, and in schools and universities, and to encourage and assist the best students to enter advertising as a career.
- e. To recognize excellence and promote higher standards in advertising.
- f. To assist and promote public service causes.
- g. To offer programs to promote fellowship, communication, career enhancement, and education among members of the advertising industry.

ARTICLE III – MEMBERSHIP

Section 1. Membership in this Club shall be limited to those persons actively engaged in the creation or implementation of advertising and/or marketing, whose applications are approved by the Board of Governors.

Section 2. There shall be five (5) classes of membership: (1) professional, (2) educator, (3) honorary, (4) retiree, (5) student.

Section 3. Educator memberships to this Club shall be extended to individuals who are full-time instructors from an accredited school who are teaching advertising or a pertinent phase thereof.

Section 4. Honorary memberships to this Club shall be extended to individuals designated by the Board of Governors. Honorary members shall be limited members and shall not be eligible to vote at the annual election.

Section 5. Retiree memberships to this Club shall be extended to anyone who is retired from full time active advertising management or productions services. Retired members shall be able to run for the Board of Governors only. They shall not be nominated as a Club officer.

Section 6. Student memberships to this Club shall be extended to individuals who are full-time students from an accredited school who are pursuing a career in advertising or a pertinent phase thereof.

ARTICLE IV – THE BOARD OF GOVERNORS

Section 1. The management of the Club shall be vested in a Board of Governors, which shall consist of four (4) officers and twelve (12) board members, making a total of sixteen (16) Governors. Nominations for the positions on the Board of Governors shall be made by a nominating committee consisting of three (3) members appointed by the President at the January Board meeting. The nominating committee shall be instructed to prepare a slate of candidates representative of the various classes of active members. The report of this nominating committee shall be submitted to the Board of Governors at the April Board meeting. The twelve (12) elected board members shall serve for a period of two (2) years. Each year, six (6) members (or more, if additional vacancies have been created) shall be elected members of the Board and shall be installed at the June meeting of the members of the Club. Board members shall not serve more than two consecutive elected terms. Exceptions to the term limit may be requested by the President and must be approved by the Board.

Section 2. The Board shall have the power at any meeting to fill any vacancy, which may exist in its membership or among the officers for the unexpired term.

Section 3. The duties of the Board shall be to regulate and pass upon the admission, suspensions, and/or expulsion of Club members, raise funds for the maintenance of the Club, supervise its finances, and perform such other duties and exercise such power as may be set out in these Bylaws or as may be delegated by the members. The Board of Governors shall not, as a consequence of the good faith performance of their office, incur any personal liability.

Section 4. The regular annual meeting of the Board shall be held in May for the purpose of electing Club officers and transacting other business properly.

Section 5. Meetings of the Board shall be held subject to the call of the President or upon request of any four (4) board members, at such date and place as the Board may from time to time select and designate. Notice in writing shall be given all board members by the Executive Director of all such meetings at least twenty-four hours in advance of each meeting.

Section 6. Five (5) or more board members attending in person shall constitute a quorum for the transaction of business, and a smaller number may adjourn any meeting from time to time until a quorum is obtained.

Section 7. Any member of the Advertising Club of Toledo, Inc. holding a district or national office in the American Advertising Federation shall be appointed to the Board of Governors as an honorary member without voting privileges. His/her term shall expire upon the termination of his/her AAF office.

Section 8. The immediate past president shall become an ex-officio member, with no voting rights, on the Board of Governors for a one-year term. After one year as ex-officio, this individual will enter the President's Advisory Council for a maximum of two years. These persons may attend board meetings with no voting rights. Responsibilities will include: Annual Bylaw and Executive Director Reviews. These individuals will also be part of the Executive Committee.

Section 9. The Board of Governors shall replace any board member who fails to discharge the responsibilities of his/her elected position or appointed committee assignment or who absents himself/herself from three (3) Board meetings without justifiable cause. Interpretation of "justifiable cause" and "failure to discharge responsibilities" shall be at the discretion of the Board. The Board shall appoint from the membership a replacement to the Board to fulfill the remaining elected period on the Board for each vacancy so created.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. An annual meeting of the members shall be held each year in June for the purpose of receiving reports of officers and transacting other business properly brought before the meeting.

Section 2. Program meetings of an educational character concerning the various phases of advertising shall be held throughout the year at such times and places as the membership may designate.

Section 3. At any meeting, twenty-five percent (25%) of the members in good standing in the Club who are present shall constitute a quorum for the transaction of any business properly coming before the meeting.

ARTICLE VI – OFFICERS

Section 1. The officers of the Club shall be President, First Vice President, Second Vice President, and Treasurer, who shall be elected by the Board of Governors at the annual (May) meeting of the Board. The officers shall be elected from the members of the Board of Governors. The term of office shall be one year; the term of office of the Treasurer is not limited. Officers shall not serve more than two (2) consecutive terms in the same office. Each officer shall remain in office until his successor is elected and consents to serve. The newly elected officers shall be installed at the annual meeting of the members of the Club. The incoming President shall represent the Club at the annual AAF convention and submit a report to the Board. If the incoming President cannot attend, a representative will be appointed by the Board. The duties of the Executive Director shall be performed by a person or persons to be determined by the officers. Compensation shall be determined by the Board.

Section 2. The President shall perform those duties usually devolving upon such officers, and shall conduct and preside at all meetings of the Board and the members at which he/she is present. The First Vice President, Second Vice President in turn shall perform those duties devolving upon them. The Executive Director, who shall be bonded, shall prepare the minutes of all meetings of the Board, notify all concerned of meetings, receive, deposit, and account for all funds of the Club and such other duties as are assigned by the officers of the Club. The officers shall not, as a consequence of the good faith performance of their office, incur any personal liability. The Treasurer shall oversee all financial matters of the Club and prepare and submit the annual financial report.

Section 3. In order to be eligible for the office of President, a Board member must meet the following criteria: served on the Board for two (2) years and served as chairman of two (2) different committees or twice as chairman of the same committee.

Section 4. Officers may not appoint Board members or set policy without approval of the Board of Governors.

Section 5. No more than two persons from the same company may serve on the Board of Governors at the same time; and no more than one person from the same company may serve as an Officer.

Section 6. In the event of resignation by or removal from office of the President, First Vice President or Second Vice President, the remaining officers shall advance to fill the vacant position(s). Replacement(s) for any subsequently vacant position(s) shall be nominated and elected by a majority of the Board of Governors present.

ARTICLE VII – COMMITTEES

Section 1. There shall be a regular committee on Membership, AdBID, ADDYs, AdWORKS, Programs, Public Service, Publications, Nominating, Marketing & Publicity and Social and such other committees as the Board may provide, each committee to consist of a chairman appointed by the President, and as many members as may be required by the chairman.

Section 2. Committee plans and actions, including planned expenditures, shall be subject to the approval of the Board of Governors. No committee shall have the authority to commit the Club on matters of policy or to create financial obligations.

Section 3. The President's Advisory Council. This special committee is comprised of the current officers of the Club (President, 1st Vice President, 2nd Vice President, Treasurer, and Ex-Officio) and the two past presidents immediately prior to the current Ex-Officio. The purpose of this committee will be to review the Club Bylaws annually and report any needed changes to the Board. This committee will also conduct an annual performance review of the Executive Director. The committee will report findings to the Board and any recommendations for salary adjustments. Meetings for this committee shall be quarterly or more frequently as needed to perform its duties. The Bylaws and performance reviews should be presented to the Board annually at the May meeting, and no later than the June meeting in order for the Board to vote upon recommendations prior to the end of the fiscal year.

ARTICLE VIII – FISCAL YEAR

Section 1. The fiscal year of the Club shall include the period from July 1 through June 30, both dates inclusive, of each year.

Section 2. An audit of the financial condition of the Club shall be arranged by the Treasurer to be accomplished by an independent recognized auditing organization at least every two years.

ARTICLE IX – CANCELLATION OF MEMBERSHIP

Section 1. Any member failing to pay dues after notice and the expiration of a reasonable time may be suspended from membership by the Board of Governors. After a member has been suspended for non-payment of dues, the Board shall have authority to reinstate such a member, but there shall be only one and no more reinstatement of the same delinquent member.

Section 2. At any meeting of the Board of Governors any member of the Board may recommend for cause the cancellation of the membership of any member of the Club, and a two-thirds vote of those present and voting, shall, if favorable to the recommendation, cause the said membership to be canceled and said member shall be so notified by the Executive Director.

Section 3. Any member whose membership is canceled as provided in Section 1 and 2 of the Article, shall have the right either in person or through some member of the Club, to appeal from the decision of the Board to the Club members, within sixty (60) days of notification, and the action of the majority of the members present and voting at the meeting shall be considered final.

Section 4. Any person removed from membership of the Club shall not be entitled to a refund of dues.

ARTICLE X – VOTING PROCEDURES

Section 1. At any meeting of the members, or of the Board of Governors, at which a quorum (five (5) or more board members) is present, a majority vote shall be sufficient to pass any measure properly before such meeting. Voting shall be by voice except for the election of members of the Board of Governors. Upon a motion carried by a majority vote of the members present and voting, a vote by ballot may be called for on any question. In the case of a tie vote, the presiding officer shall cast the deciding vote. No member shall be eligible to vote at the annual election unless he/she is in good standing.

ARTICLE XI – DUES

Section 1. There will be a membership initiation fee for members and annual dues for members of the Club due on or before July 1 of each year. The amount of initiation fee and annual dues shall be regulated by the Board of Governors of the Club. The application of a candidate for membership shall be accompanied by the initiation fee, plus the first year's dues. First year's dues for any member joining after January shall be charged one-half rate of the established annual dues.

Section 2. There will be no membership initiation fee for educator members but there will be annual dues for educator members of the Club due on or before July 1 of each year. The amount of dues shall be regulated by the Board of Governors of the Club. Educator members shall be full members.

Section 3. There will no annual dues for honorary members of the Club.

Section 4. There shall be a reduced membership fee for retired members, (Article III, Section 5).

Section 5. There will be no initiation fees for student members.

ARTICLE XII – AMENDMENTS

Section 1. These Bylaws may be amended by the members at any annual or special meeting, provided that notice of the proposed amendments shall have been given in writing to the members fourteen (14) days previous to the meeting. A two-thirds majority of the members voting in person shall be necessary for the adoption of said amendment.

Effective: July 13, 2010