

FIFTH DISTRICT AAF CONSTITUTION AND BYLAWS

I. Boundaries

The boundaries of the Fifth District shall be established by, and may be changed by, the Board of Directors of the American Advertising Federation (AAF). The Fifth District presently consists of the states of Kentucky, Ohio, and West Virginia.

II. Membership

- A. The members of the corporation shall be the members of each chartered advertising chapter within the Fifth District.
 - 1. A chartered advertising chapter (which shall be referred to subsequently in this document as simply “chapter”) is hereby defined to be such a chapter with a membership of ten (10) or more within the Fifth District AAF whose new or reinstatement application of membership, accompanied by dues as set forth in Article VI of the Bylaws, is approved by a vote of two-thirds of the Fifth District Board of Directors.
- B. Meetings of the members of the corporation shall be held at such times and places, and upon such notice as the Board of Directors may deem appropriate.
- C. Pursuant to Article VI of the Articles of Incorporation, the members of the corporation, except to the extent, if any to which they may participate in the selection of the board members from their respective chapter, shall not be entitled to vote for the election of members of the Board of Directors of the corporation.

III. Board of Directors

- A. The general management of the corporation shall be vested in the Board of Directors. The Directors shall also be charged with the following specific powers and responsibilities:
 - 1. Election of officers
 - 2. Authorization of all expenditures in excess of the district’s budget, which shall be approved by the board at the start of each fiscal year.
 - 3. Approval and rejection in whole or in part, of the Annual goals drawn up by the Governor.
 - 4. Requiring and reviewing progress reports from all Directors.
 - 5. Acceptance or rejection of applications for affiliation with the district, and expulsion of any club for cause.
 - 6. Removal of officers for conduct prejudicial to the best interests of the organization, and appointment of such officers’ successors.
- B. The term of office of the initial Board of Directors shall terminate upon the conclusion of the organizational meeting of the corporation, at which time the new Board of Directors shall take office.

- C. The Board of Directors shall consist of the Chair of the Board, Governor, three (3) Lieutenant Governors, and the Treasurer.
- D. Directors shall hold office for a term of one (1) year or until their successors are elected and qualified. The Treasurer is exempt from this provision.
- E. The Board of Directors shall meet annually at the same time as the Annual Conference of the Fifth District or in conjunction with the district's annual Student Competition, and as often thereafter as the business of the district shall require. A meeting may also be called by either the Chair of the Board or the Governor or any three directors, providing proper written notice at least seven (7) days in advance of meeting has been sent to all Directors.
- F. In the event of death, disability or resignation of any officer, the Board of Directors shall select a successor. Notice shall be sent to the board and chapter Presidents for response. Unless a majority dissent within twenty (20) days of mailing date, selection shall be considered ratified.
- G. The directors of the corporation shall not, as a consequence of good faith performance of their duties, incur any personal liability.

IV. Officers and Duties

- A. The officers of the corporation shall consist of the Governor, First Lieutenant Governor, Second Lieutenant Governor, Third Lieutenant Governor, Treasurer, and Chair of the Board of Directors.
 - 1. The Governor shall be the chief executive officer. Immediately after election he/she shall review the district's Constitution and Bylaws, and shall be guided by them in the discharge of his/her duties. The Governor shall undertake to further expand the district's usefulness, to encourage the formation of additional advertising clubs within the district's boundaries and to promote the other objectives of the organization, as set forth in Article II of the Articles of Incorporation. Within thirty (30) days after installation, the First Lt. Governor shall present their goals for the district, in conclusion with the Executive Committee. Such annual goals shall be presented for approval to the Board of Directors at the first meeting of the year. The Governor shall preside at all regular and special meetings of the district.
 - 2. The Lieutenant Governors shall be administrative officers. At the beginning of their terms, the Governor shall assign them specific responsibilities and duties. The First, Second and Third Lieutenant Governors shall be vested with all the powers and perform all the duties of the Governor in the absence or disability of the Governor, and shall serve in the Governor's stead in order of the rank.
 - 3. The Treasurer, after being duly bonded in the amount of the cash balance plus the increase from the previous year, shall receive and deposit in the name of

the Fifth District AAF, in a bank or trust company approved by the Executive Committee, all of the organization's monies and securities. The Treasurer shall keep an accurate journal of all income and disbursement in a manner to stand up to inspection by the Internal Revenue Service. The Treasurer shall be a chair of the Finance Committee: shall prepare the Annual Budget in cooperation with the outgoing Treasurer and with the incoming Governor; shall supervise the financial affairs of the district; and shall make all authorized disbursements and issue receipts. The Treasurer shall, prior to the calendar year, prepare and send statement for dues to member clubs. The Treasurer shall submit a report of income and disbursements, and a review of the organization's financial matters at each meeting of the Board of Directors. The Treasurer shall prepare an itemized year-to-date report and submit it at the annual district conference meeting; and shall prepare an itemized Fiscal Year Report (July 1 through June 30), audited by an auditing committee of one or more appointed by the Governor, and shall supply copies of it to his/her successor, his/her Governor, the new Executive Committee, the prepared of the Federal Tax return, and to any board member upon request. Not later than thirty (30) days after the expiration of his/her term of office, the Treasurer shall convey the district's monies and securities to the new Treasurer.

- B. The election of officers shall be held at the last-scheduled board meeting prior to The AAF National Conference in June. All district officers shall then be installed following the AAF National Conference and take office at the beginning of the district's fiscal year. They shall serve for a period of one year, until new officers are qualified and installed. Installation shall require confirming board action. Following the election, the names of the new officers shall be furnished to AAF National.

No candidate may be proposed for office unless his/her consent to serve has been obtained. Additional nominations for any chapter may be sent to the Chair of the Board and/or may be made from the floor at the election-date board meeting. The election of officers shall be by secret ballot, if there be more than one nomination. The Board of Directors shall appoint three election tellers. They shall count the ballots and announce the names of the candidates receiving the most votes. In the event of a tie vote for any office, the Chair of the Board, who shall conduct the elections, shall break the tie by a flip of a coin. In the interest of time, the foregoing provisions may be waived by the Board of Directors in the case of the election of the initial officers of the corporation, and each officer shall be elected in such manner as the board shall deem appropriate.

- C. **Absence:** Any elected officer who shall have been absent from two (2) consecutive District 5 Board of Directors meetings during a single fiscal year may be asked to vacate the seat by the other members of the Executive Committee and the vacancy shall be filled as provide by these Bylaws.

- D. **Vacancies:** Any vacancy occurring on the Board of Directors between the annual meetings shall be filled by consensus agreement between the remaining members of the Executive Committee. If consensus agreement is not possible, the Governor shall request a recommendation from the Chair, as set forth in Article IV, Section B of these Bylaws. An officer so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.
- E. The Governor shall appoint a Governor's Advisory Committee consisting of at least two (2) to four (4) Past Governors who, at the request of the Governor, will advise the Governor and the board in the conduct of the Fifth District AAF. The members of the Advisory Committee will be chosen based on their interest and willingness to continue to serve the district. Selection should, if possible, be made from those Governors most recently in service to take advantages of their recent district leadership.
- F. The Governor and the Treasurer shall sign all written contracts made by the the organization, which must have the prior approval of the Board of Directors.
- G. Upon request, and contingent upon approval by the Board of Directors, the Treasurer shall make payment to the Governor and Board of Directors, to help defray expenses for the year in office. The district will pay the Governor and Directors base expenses (transportation and hotel minimum; plus registration where indicated) in line of duty attending the following;
1. Governor - AAF Council of Governors and Board of Directors spring and fall meetings, special meetings called by the American Advertising Federation National Board of Directors or Council of Governors, and one visit per term to each chapter in the district (meetings only, transportation, minimum nights), depending on district financial condition and subject to prior approval of the district Treasurer.
 2. Governor and Directors - Annual American Advertising Federation National Conference, including registration. Annual Fifth District Conference, including registration, depending on district financial condition and subject to prior approval of the district Treasurer.
 3. The Governor may choose to send the Lt. Governor to the spring National Board of Directors/incoming Governors meeting.

V. Committees

- A. Committees reporting to the Governor.
1. Past Governor's Advisory Committee, as set forth in these Bylaws IV.C, to a advise the Governor and the board in the conduct of the district.
 2. The Bylaws Committee, responsible for the maintenance and interpretation of the district's Bylaws. The Chair of the Board shall assemble this committee, as needed.

The Governor, in consultation with the Board of Directors, may appoint special committees as may be required to carry on the work of the organization.

No committee shall be empowered to contract financial obligations, nor make decisions on matters of policy, without the advice and consent of the Governor.

All committee plans and proposed actions shall be subject to the approval of the Board of Directors.

VI. Dues

Yearly dues for each club shall be \$5.00 per dues paying member of the local club. These dues will be applied to the general fund of the Fifth District AAF.

Dues for the fiscal year shall be paid annually no later than 30 days from invoice and will be based on total membership from the prior fiscal year.

The dues for newly chartered chapters shall begin on the first day of the quarter nearest to the date of their affiliation and shall be pro-rated for the balance of the fiscal year.

Any chapter whose dues remain unpaid after three months shall be notified by the Treasurer and given a thirty-day grace. If dues are not paid within the grace period, the chapter membership in the district shall be suspended at the discretion of the Board of Directors. The national office of the American Advertising Association shall be notified of this action.

VII. District Conference

The District Conference shall be held on a date approximately one (1) year from the previous conference, or reasonable variation of that date at a time and place designated by the incumbent Board of Directors.

VIII. Fiscal Year

The fiscal year of the corporation shall begin July 1, and end the succeeding June 30th of each year.

IX. Quorum

At any meeting of the Board of Directors, one-third of the total Board members shall constitute a quorum.

X. Order of Business

A. For all board meetings, the order of business shall be as follows:

1. Approval of the minutes of the last Board of Directors meeting.
2. Reading of the Governor's annual report
3. Reading and approval of the Treasurer's year-to-date report
4. Reading of the Committee reports
5. Unfinished business
6. Introduction and confirmation of incoming officers (annually)

7. New business
8. Adjournment

XI. Parliamentary Authority

Robert's Rules of Order shall be the official parliamentary authority Governing the conduct of all of the organization's meetings, except as otherwise provided in the Constitution and Bylaws.

XII. Amendments

The Constitution and Bylaws may be amended by a majority vote of the Board of Directors.

An amendment must be proposed in writing, and signed by at least two (2) directors: and copies thereof must be presented to the Governor and Chair of the Board of Directors thirty (30) days before it is moved for adoption.

Notice of any proposed amendment shall be mailed by the Chair of the Board to the President of each chapter no later than two (2) weeks after it has been presented to the Governor and Board of Directors.

THE FOREGOING CONSTITUTION AND BYLAWS OF THE CORPORATION WAS DULY ADOPTED BY THE BOARD OF DIRECTORS AT A SPECIAL MEETING HELD ON THE SEVENTH DAY OF APRIL 1978, AT WHICH A QUORUM WAS PRESENT AND VOTING. REVISIONS INCLUDED WERE DULY ADOPTED IN ACCORDANCE WITH ARTICLE XIII BY THE BOARD ON JULY 19, 1984, AT WHICH A QUORUM WAS PRESENT AND VOTING. ADDITIONAL REVISIONS WERE DULY ADOPTED BY THE BOARD AT ITS MEETING ON NOVEMBER 15, 1985, AT WHICH A QUORUM WAS PRESENT AND VOTING. AN AMENDMENT WAS DULY ADOPTED BY THE BOARD AT ITS MEETING ON JUNE 13, 1992 AT WHICH A QUORUM WAS PRESENT AND VOTING. THIS DOCUMENT WAS FURTHER AMENDED BY THE BOARD AT ITS MEETING ON APRIL 25, 1994, AT WHICH A QUORUM WAS PRESENT AND VOTING. ADDITIONAL REVISIONS WERE DULY ADOPTED BY THE BOARD AT ITS MEETING ON APRIL 12, 1999, AT WHICH A QUORUM WAS PRESENT AND VOTING. THIS DOCUMENT WAS FURTHER AMENDED BY THE BOARD AT ITS MEETING ON JUNE 5, 2005 IN NASHVILLE, TENNESSEE DURING THE AAF NATIONAL CONFERENCE, AT WHICH A QUORUM WAS PRESENT AND VOTING. ADDITIONAL REVISIONS WERE DULY ADOPTED BY THE BOARD AT ITS MEETING ON AUGUST 7, 2024, AT WHICH A QUORUM WAS PRESENT AND VOTING.