



Canton Advertising Federation, May 20, 1948

(Including approved amendments of Feb. 6, 1973; Sept. 14, 1976; May 9, 1978; May 19, 1981; Sept. 15, 1986; May 14, 2002, Dec. 12, 2006 and January 15, 2009)

Article I - NAME

This organization shall be known as the Canton Advertising Federation and shall be affiliated with the American Advertising Federation, the 5th District AAF.

Article II - PURPOSES

The purpose of this organization shall be to promote greater effectiveness in the creation and use of advertising as an instrument for sales and distribution, to foster higher standards of practice in advertising and related activities, to expand recognition of advertising as a profitable business tool, and to cultivate a better understanding of the economic and social value of advertising to the consuming public. The Canton Advertising Federation shall be a non-profit organization.

Article III - MEMBERSHIP

There shall be four classes of membership: CORPORATE, REGULAR, STUDENT and LIFE.

Section 1: Corporate Members of the Canton Advertising Federation shall be persons of good standing in the Canton advertising community who are interested in the promotion and support of good advertising, marketing, public relations and related fields within the community. A Corporate membership provides all members of the organization with full individual membership rights in the local Federation. Three members of each corporate member organization are also entitled to AAF membership.

Section 2: Regular Members of the Canton Advertising Federation shall be persons of good standing in the Canton advertising community who are interested in the promotion and support of good advertising, marketing, public relations and related fields within the community. These persons shall have full voting rights and shall be entitled to hold office at the beginning of the next Federation year.

Section 3: Student Members shall be persons of good standing who are currently enrolled full time in an institution of higher learning, working toward a degree in an advertising-related discipline. These persons shall not be entitled to vote or hold office as a trustee or an officer of the Canton Advertising Federation. To remain a member of the Canton Advertising Federation after graduation, Student Members must convert to Regular Members at the beginning of the next Federation year.

Section 4: Life Members shall be persons who, in the opinion of the Board of Trustees, have given distinguished service in the field of advertising. These persons shall not be entitled to vote or hold office as a trustee or an officer of the Canton Advertising Federation.

Section 5: Application for membership must be signed by at least one Regular Member and approved by the Board of Trustees. The Membership Committee shall designate the class of membership for the applicants.

Article IV - BOARD OF TRUSTEES AND OFFICERS

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

Section 2: The Board of Trustees shall consist of at least fifteen (15) members: an odd number, no less than nine (9) trustees elected by the Regular Members at the annual elections; Five (5) officers who are elected under the provision of Section 5 of the Article; and the immediate past-president.

Section 3: The term of office for trustees shall be three years. The term of office begins with the first regular Board of Trustees meeting following the Annual Meeting at which the trustee was elected.

Section 4: The officers shall consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. Any Regular Member, in good standing, shall be eligible for election as an officer. Nominees for President, however, must have served on the Board for at least one year either by election to the Board or as an officer.

Section 5: The Board of Trustees, as newly composed, shall elect officers at its first meeting following the annual Meeting of the Federation. Officers' terms shall be for one year, two years in the case of Federation Treasurer, or until their respective successors are elected and take office. Officers shall take office within 30 days after election. If the nominee for an officership is member of the Board of Trustees and is duly elected to the office, he/she resigns as a Trustee. If the nominee for an officership is a member of the Board of Trustees and is not elected to the office, they will continue to serve their unexpired term as Trustee.

Section 6: In the event of the death or resignation of any officer, the Board of Trustees shall elect a successor who shall take office immediately and serve until the next election of officers. In the event of the death or resignation of any Trustee, or the election of a member of the Board of Trustees to an Officership, the Board of Trustees shall elect a successor to the Board of Trustees from the Trustee nominees as determined at the last annual election. The successor shall take office immediately and shall serve the balance of the unexpired term.

Section 7: The Board of Trustees may, at its discretion, employ a paid executive secretary or a manager, whose duties and compensation shall be defined by the Board of Trustees.

Section 8: A schedule of regular meetings of the Board of Trustees shall be set up by the President with consent of the Board. Special meetings may be called by the President or by the Secretary by notifying the Board Members. If necessitated by the circumstances, urgent matters may be voted upon by telephone, correspondence or other means not requiring a meeting. Such action shall be recorded as an addendum to the minutes of the following regular board meeting.

Section 9: Board members will be expected to attend all Board meetings. If four regularly scheduled Board meetings are missed, for any reason, the member shall be asked to resign from the Board and will be so notified by the President.

Section 10: All Board members will be expected to serve as a committee chairman or as a committee board liaison for each year that they serve on the board.

Article V - DUTIES OF OFFICERS AND TRUSTEES

Section 1: The President shall be the Chief Executive Officer of the Federation and of the Board of Trustees. He shall preside over all meetings of the Federation and of the Board of Trustees. He/she shall be ex-officio and a member of all committees except the Nominating Committee. The President shall appoint all committees, with the exception of the Nominating Committee, such appointments to be subject to the approval of the Board of Trustees. The President and the Secretary shall sign all written contracts and obligations of the Federation, which must have prior approval of the Board of Trustees to be legal and binding.

Section 2: The first vice president shall be vested with all the powers and shall perform all of the duties of the president in the absence or disability of the latter. He/she shall be program chairman and shall assume all responsibilities as designated by the president.

Section 3: The second vice president shall be vested with all the powers and shall perform all of the duties of the first vice president in the absence or disability of the latter. He/she shall be membership chairman and shall assume all responsibilities as designated by the president.

Section 4: The secretary shall be responsible for recording the minutes of all meetings of the board of trustees and at the annual meeting, issuing notices of board meetings, maintaining all (non-financial) Federation records and shall perform all other duties customarily pertaining to the office.

Section 5: The treasurer shall maintain all financial records of the Federation, receive and deposit in the name of the Federation, in a bank or trust company selected by the board of trustees, all Federation monies, issue receipts, make all authorized disbursements, and at each annual meeting, or at any time at the request of the board of trustees, render an itemized statement of the financial condition and the receipts and disbursements of the Federation for the current fiscal year. Financial statements of the Federation shall be certified by a certified public accountant at the request of the board of trustees.

Section 6: The board of trustees shall have charge of the general management of the Federation and shall pass upon the eligibility of applicants for membership, hear all grievances, authorize and audit all expenditures and approve all appointments.

Section 7: The president shall, with board approval, represent this organization at the annual convention of the American Advertising Federation and the 5th District, AAF conference. Expenses of registration fee, hotel and round-trip transportation shall be paid by the Federation to the president or his alternate for these conventions, if that person so requests, but subject to board approval. In the event of the inability of the president to attend these conventions, his alternate shall be selected by the president.

Article VI - STANDING COMMITTEES

Section 1: The president, with the approval of the board of trustees, shall appoint the following standing committees and the chairperson of each. All standing committee chairs shall serve for one year or until their successors are appointed.

AAF Contact: To act as liaison between the federation and the Federation.

ADDY Awards: To plan and execute all activities for awarding outstanding advertising efforts.

ADDY Awards (12 subcommittees): Provides an opportunity for Federation members and others in the advertising community to seek recognition for outstanding new advertising and promotional materials. Initial planning begins in September or October, culminating in an awards presentation program early in the year. This is our most celebrated event of the year (and the Federation's most demanding committee):

- Design (1-2 people) - Designs and produces art for invitations, entry forms, programs, posters and table tents.
- Awards (2-3 people) - Supplies engraved awards and makes presentations at awards night.
- Banquet (1-2 people) - Determines menu and secures location. In charge of invitations, reservations, dinner tickets and table arrangements.
- Competition (3-4 people) - Determines entry rules, qualifications, point system, date and location and secures judges. Prepares winners list and notifies finalists. (Lunch and entertainment should be provided for the eight-hour judging day.)
- Decoration (1-2 people) - Responsible for centerpieces, room decorations, delivery and set-up.
- Display (5-7 people) - Displays entries at awards night.
- Entries (4-5 people) - Revises rules and categories, promotes entries, collects fees, prepares entries for judging, secures entry drop-off and storage locations and establishes deadline for entries.
- Photography (2 people) - Photographs and prepares the slides for awards presentation.
- Printing/graphics (1-2 people) - Secures printers and paper for entire program. Coordinates specifications and delivery times with committees and printers. Picks up and delivers all printing materials.
- Production (5-7 people) - Prepares all non-print materials for judging and all A/V production for awards ceremony.
- Publicity (1-2 people) - Writes and distributes news releases for entire ADDY production.
- Transportation (4-5 people) - Transports entries to various locations for production, photography, judging and display on awards night.

Ad Person: To plan and execute all activities for recognizing a man or woman who has made an outstanding contribution to (1) the profession, (2) his/her company, and (3) the community.

Attendance and Reception: To promote attendance at the Federation meetings; to arrange for collection of tickets; to be responsible for members' reservations; to maintain a record of attendance at all meetings.

Educational: To plan and supervise the educational work of the Federation.

Legislative: To study and report to the board of trustees any proposed state or city legislation affecting advertising in any of its forms, and to recommend action by the board, if deemed desirable. To bring such legislative matters to the attention of the Federation membership.

Membership: To secure additional members; to arrange a new member gathering at which new members are oriented to the Federation each year; and to organize and execute the yearly Federation roster.

Program: To arrange programs for all Federation meetings.

Public Relations: To secure desirable publicity, and otherwise to promote the prestige and standing of the Federation in the community and to promote better public understanding of advertising.

Public Service: To plan and execute (a) services in an advisory capacity and/or activity aid in the field of advertising and publicity such as civic, charitable and organizations as approved by the board of trustees, and (b) projects in the field of public services as approved by the board of trustees.

Social Events: To supervise and promote social activities of the Federation.

Ways and Means: To plan and execute ways of increasing the Federation's finances.

Section 2: The president, with approval of the board of trustees, shall also appoint such special committees as may be needed to carry on the work of the Federation, and shall name the chairman of each.

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 trustees. Any expenditures more than \$250.00 must be approved by the board prior to committing to the goods or services.

Article VII - Meetings

Section 1: The annual meetings shall be held in May of each year unless an alternate date selected has the approval of the board of trustees.

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

Section 3: Special meetings of the membership may be called by the president, by the board of trustees or by written request from any five (5) members in good standing provided all members are notified in writing of time, place and purpose of meeting; said notice to be mailed not less than one week prior to the proposed date.

Section 4: Notice of the annual meeting shall be sent to every regular member of the Federation at his last known address at least one week prior to the date of such meeting. Members shall also be notified of regular meetings in a manner determined to be workable and effective by the president and program committee.

Article VIII - Quorums

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

Section 2: One-half of the total board membership will constitute a quorum. Votes will require approval by a majority of the board members in attendance. For email votes, "yes" votes from 50% or more of the total board are required for approval.

Article IX - Elections

Section 1: The president shall identify one or more Federation members to serve as the nominating committee responsible for assembling a slate of proposed board members for the following Federation year.

Section 2: The nominating committee shall prepare a ticket of nominees for trustees, and shall report these nominations to the board no later than 15 days prior to the annual meeting.

Section 3: Names of candidates will be announced to all regular members at least two weeks prior to the annual meeting.

Section 4: Additional nominations may be made by written petition signed by at least 12 regular members and filed with the secretary at least five days prior to the annual meeting, and the secretary 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/her consent to serve has been secured, and he/she has been a regular member in good standing for at least one year.

Section 6: Election shall be held at the annual meeting.

Section 7: For uncontested elections, approval of the incoming board shall be accomplished by a voice vote of members in attendance at the annual meeting. In the event of a contested election, voting will be conducted by secret ballot. The president will select three tellers, including no members of the board or candidates for election, whose duty it shall be to count the ballots and report the results to the president, who shall announce the results.

Amendments

Section 1: This constitution may be amended by two-thirds ballot vote of the regular members present at any meeting.

Section 2: Amendments must be proposed in writing, signed by a least five regular members in good standing, and a copy thereof must be presented to the board of trustees at least two weeks before the meeting at which it is moved for adoption.

Section 3: Notice of any proposed amendment shall be mailed to each regular member prior to the meeting at which it is moved for adoption. (Such mailing may be made with the Federation newsletter.)

By-laws

Article I - Dues

Section 1: Dues for regular members shall be determined by the board of trustees with approval of a majority of members in attendance at a regular meeting as designated by the board of trustees. Regular members joining after the ADDY Awards, and all student members, shall pay one half of the regular dues for that year. Life members shall not be subject to annual dues.

Section 2: Questions arising with respect to dues of members called to active military duty shall be handled by the board of trustees. The circumstances in each individual case will be taken into account.

Section 3: Any member of the Federation who fails to pay annual dues by a cut-off date established by the membership chairman and agreed upon by the board of trustees may be considered delinquent and not included in the roster printing. Notification of this date will be announced at Federation meetings, in the internal publication and/or by other means. If dues are not paid after the first statement, the member will be notified at least one (1) additional time. If the member continues to be delinquent for a month after the above mentioned cut-off date, he or she will no longer be considered a member in good standing and will relinquish all rights and voting privileges of the Federation.

Article II - Order of Business

Section 1: Robert's Rules of Order, Revised, shall be the authority of the Federation in all matters not covered by these by-laws.

Article III – Amendments

These by-laws may be amended by two-thirds vote of the regular members present at any business meeting. Amendments must be proposed in writing, signed by at least five regular members in good standing and a copy thereof must be presented to the board of trustees at least two weeks before the meeting at which it is moved for adoption.