

# **Yakima Advertising Federation**

## **By-Laws**

### **Article 1**

#### **Objective**

The objective of the Federation shall be to endeavor to bring together in common understanding and purpose those engaged in producing, selling, buying or teaching advertising; and those engaged in the graphic arts, media representation, and public relations in Yakima and vicinity; to further their acquaintance and cooperation; to develop the best in advertising thought, precept, and practice, and to promote and maintain a high standard of honor and integrity in the fields of advertising and public relations.

### **Article II**

#### **Membership**

##### **SECTION 1.**

- a) Any man or woman of good character, resident in the Yakima or Tri-Cities vicinity, who is engaged in producing, selling, buying or teaching advertising, or who is engaged in the graphic arts, or any type of media representation, and any person engaged in sales management or public relations, is eligible for active membership in the Federation.
- b) Any firm or company similarly resident and engaged as prescribed in (a) above is eligible for active membership to be represented by a designated individual (or individuals).
- c) Any student of good character, enrolled in a two-year or four-year college, whose applications for membership is approved by the Board of Directors, is eligible for collegiate membership. Membership in this category precludes voting rights in the Federation.
- d) The number of active memberships may be limited to a figure set by the Board of Directors.
- e) The number of collegiate memberships may be limited to a figure set by the Board of Directors. There shall be no initiation fee for this membership category.

##### **SECTION 2.**

- a) Members shall be admitted by vote of the Board of Directors. No member shall be admitted without having first paid the initiation fee prescribed by these Buy-Laws and the prescribed dues.

##### **SECTION 3.**

- a) Membership shall not be transferable, except when memberships are held in a company or firm name. The Board of Directors shall have the right to vote upon the individual(s) representing the firm.
- b) A membership in a company or firm name shall not be held after vacancy without transfer longer than sixty (60) days, unless written request is made by the company.

- c) If original membership was held in a company or firm name, the present active status shall not transfer with an individual who changes his company or firm affiliation, but the individual must immediately apply for membership representing his new affiliation and pay initiation fees, and dues, as prescribed by these By-Laws.
- d) An active member in good standing in any other Advertising Club or Federation affiliated with the American Advertising Federation may transfer to this Federation without paying an initiation fee, provided such transfer is consummated within six (6) months after becoming a resident of the Yakima or Tri-Cities vicinity.

SECTION 4.

- a) After due examination by the Board of Directors, any member may be expelled from the Federation for non-conformity to the precepts and practices of the Federation.

SECTION 5.

- a) An active member, upon retirement from active, full-time business, shall be considered for an honorary life membership. Such membership shall be issued at the discretion of the Board of Directors and shall require no local or national dues. An honorary member shall have all the rights and privileges of an active member, and all references to active members in these By-Laws shall be construed to include also honorary life members.

**Article III**  
**Dues and Fees**

SECTION 1.

- a) All fees and dues for each classification of membership shall be fixed and determined by the Board of Directors.

SECTION 2.

- a) A member who is more than one (1) quarter in arrears for dues shall be judged delinquent and subject to expulsion from membership by action of the Board of Directors. A member so expelled may be reinstated on such terms as the Board of Directors may fix.

SECTION 3.

- a) Resignations of members in good standing may be accepted by the Board of Directors, such resignations to be presented in writing.

**Article IV**  
**Meetings**

SECTION 1.

- a) The regular meeting of the Federation shall be held at such time and place as may be designated by the Board of Directors.
- b) The election of officers shall be held on or about the May meeting of each year.

- c) The annual meeting of the Federation shall be held at the June meeting of each year, at which time the installment of officers and directors to serve for the ensuing year shall take place.

## SECTION 2.

- a) The Board of Directors shall call special general meetings upon the request of thirty (30) or more active members in good standing.

## SECTION 3.

- a) Ten (10%) percent of the active members shall constitute a quorum.

## SECTION 4.

- a) The Board of Directors shall meet once monthly. Special meetings of the Board of Directors may be called by the President or upon the request of three (3) Board members upon due notice to the other members.

## SECTION 5.

- a) The Executive Committee consisting of the officers of the Board of Directors shall meet when necessary upon the call of the President.

## **Article V Officers and Elections**

### SECTION 1.

- a) The President of the Federation, not later than the first regular meeting in March of each year, shall appoint a Nominating Committee of not less than five (5) active members. The Nominating Committee shall be announced on the YAF website. The Nominating Committee shall not be discharged until after the Annual Election is held.

### SECTION 2.

- a) It shall be the duty of the Nominating Committee to present to the Federation at the last regular meeting in April of each year and online a list of nominations for all elective offices. The committee shall nominate at least one candidate for each office, and all those nominated shall have evidenced willingness to serve and acceptance of the responsibility of attending regularly scheduled and special Board of Directors meetings.

### SECTION 3.

- a) The officers and directors of the Federation shall be nominated only from among active members in good standing. The officers shall hold office for one (1) year in their elected positions. Members of the Board of Directors shall hold office for two (2) years, their terms to be so staggered that half are elected one year and half the next year, plus any necessary to fill vacancies in unexpired terms. The president-elect may be elected only from those who have served one (1) year or more on the Board of Directors.
- b) The incumbent president-elect shall automatically be nominated for the office of president.

#### SECTION 4.

- a) Additional nominations of active members in good standing may be made from the floor at the meeting at which the Nominating Committee makes its report. A declaration by the presiding officer following additional nominations, or a lack of response from the floor, at the second of the two above meetings, shall close the nominations.

#### SECTION 5.

- a) In case any nominee shall withdraw, the Nominating Committee shall be called upon to substitute another nominee.

#### SECTION 6.

- a) The elected officers of the Federation shall be a president, president-elect, treasurer and secretary.
- b) The Federation may employ an Executive Secretary, (and one or more Assistant Secretaries) and assistants, as deemed necessary by the Board of Directors.

#### SECTION 7.

- a) The membership of the Board of Directors shall consist of the President, President-Elect, Treasurer, Secretary, and Immediate Past-President of the Federation who shall serve as a director on year immediately following the expiration of his or her term of office as president, and three to seven directors in addition to the officers in this section provided.

#### SECTION 8.

- a) An active member in good standing may be appointed by the Board of Directors to fill the unexpired term of a Board member who resigns his position.

#### SECTION 9.

- a) The election of all officers and other directors shall be made at the May meeting of the Federation by vote of active members, in good standing, in attendance. A simple majority of those active members in good standing present shall be necessary to elect.

#### SECTION 10.

- a) The officers and directors elected shall be installed at an appropriate meeting of the Federation on a date to be fixed by the Executive Committee, or the Board, which shall not be later than June 30th each year, with the effective date of office being July 1 of that year.

#### SECTION 11

- a) It shall be the duty of the president to appoint a committee of members of the Federation to serve as the arrangements committee for the installation of the new officers and directors of the Federation, and to suitably acknowledge the retiring officers and directors.

#### SECTION 12.

- a) Officers shall assume their respective offices on July 1 following their election. The first meeting of the Board of Directors after July 1 shall constitute their Annual meeting.

#### SECTION 13.

- a) If a member of the Board of Directors misses three consecutive Board meetings without a proper excuse, he will be automatically dropped from the Board and replaced.

#### SECTION 14.

- a) The Board of Directors shall have power to fill all vacancies in elected office which arise between Annual Meetings of the Federation.

### **Article VI Duties of Officers**

#### SECTION 1.

- a) The governing body of the Federation shall be the Board of Directors which shall have general charge and management of the Federation's affairs and shall have the power to authorize expenditures of the Federation's funds, to enter into contracts for the Federation, to approve applications for membership, to fill all vacancies between elections and ratify committee appointments. All actions of the Board shall be by simple majority vote of those present and voting. Four (4) members of the Board shall constitute a quorum.
- b) Meetings of the Board of Directors and/or members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. In such meetings business may be conducted and voted upon. Outcome of that vote must be ratified by a quorum at the next regularly scheduled meeting.

#### SECTION 2.

- a) There may be an Executive Committee consisting of the four (4) elected officers of the Federation. The Executive Committee shall meet when necessary upon the call of the president, shall pass upon payment of all properly incurred bills and salaries, shall serve as a screening committee, assisting the president in all duties attendant to the functioning of the Federation's activities and his or her office, shall execute any assignments delegated by the Board of Directors from time to time, and it shall be the duty of the Executive Committee to advise the Board of Directors of the finances of the Federation and to present an administrative budget covering office operational expense for the year beginning July 1 to June 30 at the Board of Directors' second meeting in September of each year.

#### SECTION 3.

- a) The president shall preside at all meetings of the Federation, the Board of Directors and the Executive Committee, shall perform all the usual functions of a chief executive officer, and shall appoint such committees as may be required with the advice and ratification of the Board of Directors.

#### SECTION 4.

- a) The president-elect, in the absence of the president, or in the event of his/her disability, shall perform the duties of the president. He/she shall act as liaison between the AAF and the Federation, and keep the club informed of the aims and activities of the AAF. He/she shall perform such services as may be required of him/her by the president of the Board of Directors.

#### SECTION 5.

- a) The treasurer shall be the custodian of all funds for the Federation and shall disburse same only on order of the Board of Directors or the Executive Committee. The treasurer shall make monthly reports to the Board of all receipts and disbursements. The treasurer shall perform such services as may be required of him or her by the president or Board of Directors; shall receive all monies and received in the name of the Federation, and keep complete banking records as directed by the Board of Directors. The treasurer may be asked to give bond in such amount as the Board of Directors may fix, the cost of the bond to be borne by the Federation. The treasurer shall act as chairman of the Ways and Means Committee.

#### SECTION 6.

- a) The secretary shall give notice of all meetings of the Federation in the manner directed by the Board of Directors; conduct the correspondence pertaining to the office of secretary; keep minutes of all meetings of the Federation, Board of Directors and the Executive Committee.

#### SECTION 7.

- a) Whenever the Federation shall have an Executive Secretary, the duties of the Secretary and the clerical duties of the treasurer may be delegated to such Executive Secretary, and in addition to the above duties, the Executive Secretary shall perform such other duties as may be designated by the president or the Board of Directors. The executive Secretary shall be responsible to and under the direction of the president of the Federation and shall give bond in such amount as the Board of Directors may fix, the cost of the bond to be borne by the Federation.

#### SECTION 8.

- a) The records of the Secretary and the accounts of the treasurer shall be open for inspection of any duly authorized committee, or any officer, or any active member in good standing.

#### SECTION 9.

- a) No funds of the Federation shall be disbursed nor any financial commitment made except when approved by the Executive Committee or Board of Directors. This shall not apply to the current Federation office expense nor to emergency expenses incurred by the president, which shall not in any one transaction exceed fifty (50) dollars. The President, Secretary, and or the Treasurer shall transact any and all purchases to be made by the Federation or by any members or committee for any Federation activity authorized by the Board of Directors, not to exceed amounts budgeted for such purpose or committee.

#### SECTION 10.

- a) The President, Treasurer and the Executive Secretary if applicable shall be authorized signatories for the Federation.

## SECTION 11.

- a) It shall be the duty of the Board of Directors to have an annual audit of the books of the Federation, and make an annual report to the general membership of the Federation at the regular meeting in September of each year.

### **Article VII Committees**

## SECTION 1.

- a) The following standing committees may be appointed:
  1. An EDUCATION COMMITTEE may be appointed to originate and carry out a continuing educational program among businesses and citizens of the community, to accomplish the objectives of the Federation.
  2. The STUDENT COMMITTEE may be appointed to act as liaison between the Federation and the high schools, the two-year, and four-year colleges of the area. This committee shall promote interest in advertising among the high school and college students in the area.
  3. A LEGISLATIVE COMMITTEE may be appointed to be alert to any proposed City, County, State or Federal legislation pertaining to advertising and sales, to recommend appropriate action for or against said legislation, and to execute any action the Board may direct.
  4. A MEMBERSHIP COMMITTEE may be appointed to recommend and obtain qualified prospective members for the Federation and report to the Board of Directors.
  5. A PROGRAM COMMITTEE may be appointed to provide the programs for the regular meetings of the Federation. Programs are to be so designed and balanced as to carry into effect the objectives of the Board of Directors. All programs are subject to the approval of the Board of Directors.
  6. A PUBLICATION AND PUBLICITY COMMITTEE may be appointed to supervise the official publication of the Federation, and any publication which the Federation may undertake. It shall also provide a continuing program of public relations, publicity and promotion for the Federation.
  7. A PUBLIC SERVICE COMMITTEE may be appointed to serve community needs; to organize, plan, participate in and implement public service campaigns in the name of the Federation.
  8. A HOSPITALITY COMMITTEE may be appointed to serve as hosts at the regular meetings of the Federation to welcome visitors and promote better acquaintance among all members attending meetings; and to stimulate interest in and attendance at the regular meetings.
  9. A HISTORICAL COMMITTEE may be appointed to maintain a scrapbook (and prepare the scrapbook for AAF competitive awards), which will be a historical record of the Federation.
  10. WAYS AND MEANS COMMITTEE may be appointed and charged with the responsibility for presenting budget for the year and planning additional fund-raising activities as necessary.
  11. An AWARDS COMMITTEE may be appointed to administer a continuing program to provide incentive awards, other than those established by other standing committees, for excellence in all phases of advertising. Said awards to be presented at an Annual Awards Meeting.

SECTION 2.

- a) Other committees may be appointed by the president, with the approval of the Board of Directors, as may be required for the conduct of the Federation activities.
- b) All standing committees or special project committees may be chaired by collegiate members in good standing.

SECTION 3.

- a) At the request of the president, any committee chairman is to meet with the Board of Directors and make a report of the activities and plans for his/her committee.

SECTION 4.

- a) No committee shall spend monies or incur obligations without the approval of the Board of Directors.

SECTION 5.

- a) No committee shall commit the Federation to any policy or endorsement without the approval of the Board of Directors.

**Article VIII**

**Fiscal Year**

SECTION 1.

- a) The fiscal year of the Federation shall begin on July 1 of each year and terminate on June 30 of the following year.

**Article IX**

**National and District Affiliation**

SECTION 1.

- a) Yakima Advertising Federation shall be a member of the American Advertising Federation, under the terms of the Constitution and By-Laws of that Federation, and shall maintain reciprocal relations with other Advertising organizations in the national and district areas of the American Advertising Federation.

**Article X**

## **Amendments**

### SECTION 1.

- a) The By-Laws of the Yakima Advertising Federation may be amended by a simple majority vote of a quorum at any regular meeting of the Federation, provided such amendment(s) has first been approved by the Board of Directors and two weeks' notice has been given to the membership at a regular or special meeting of the Federation.

## **Article XI**

### **Rules of Order**

### SECTION 1.

- a) Robert's Rules of Order, Revised, shall be parliamentary authority of the Yakima Advertising Federation.