

AAF District 7 By-Laws

ARTICLE I – NAME

The name of this organization shall be AMERICAN ADVERTISING FEDERATION DISTRICT 7.

As a regional affiliate of a national brand and a franchisee, American Advertising Federation District 7, agrees to conform with all national American Advertising Federation branding and identity standards.

ARTICLE II – PURPOSE

The purpose of this organization shall be to encourage cooperation among the local member organizations within the District for mutual helpfulness, to further the development of advertising within the District and to support the activities recommended by the American Advertising Federation (AAF).

ARTICLE III – MEMBERSHIP

The members of this organization shall include local member organizations, including Ad2 organizations, in District 7, which includes all or parts of the states of Alabama, Georgia, Louisiana, Mississippi and Tennessee. To be eligible for membership, each local federation must be in good standing with the AAF.

ARTICLE IV – GOVERNING BODY

Section 1. The governing body of this organization shall be the District Board of Directors. This Board shall be composed of the District Officers, Regional Directors, the President of each affiliated local organization, the President of the AAF, the Eastern Region representative from District 7, the District Academic representative (non-voting), the District American Advertising Awards Committee representative (non-voting), any District Ad2 representative, and any other National AAF Board member from District 7.

Section 2. The Officers of the District shall be Governor, Governor-Elect, Lt. Governor, Secretary/Treasurer, Board Chair (the Immediate Past Governor) and Historian. The Governor may choose to designate the Eastern Region representative to serve as Historian. In the event the Eastern Region representative is also serving as Historian, it is understood that the Eastern Region representative shall only have one vote. These voting officers make up the body of the Executive Committee. The Governor votes only in the event of a tie vote.

Section 3. There shall be an Executive Committee composed of the District Officers who shall each have one vote on the Executive Committee. The Eastern Region representative from District 7 and any AAF National Board Member from District 7 shall serve as voting ex-officio members of the Executive Committee. In the event the Eastern Region representative is also serving as Historian, it is understood that the Eastern Region representative shall only have one vote. The Executive Committee shall act for the Board between meetings of the Board. However, in all matters, the Board may overrule the Executive Committee. The Executive Committee shall meet at the request of the Governor or a majority of the Executive Committee.

ARTICLE V – DUTIES OF OFFICERS

Section 1. The following are the duties of the District Governor:

- a. To communicate regularly with members of the Board asking for their cooperation and advice in the furtherance of the work of the District.
- b. To visit as many local member organizations within the District as possible and otherwise to keep in touch with the work of the local organizations. (Clubs are urged to pay travel expenses of the Governor and other District officers for installation visits).
- c. To encourage and foster the formation and affiliation of new local organizations in the District in cooperation with the AAF.

- d. To appoint all District Committee Chairpersons except as otherwise specified in these By-Laws.
- e. To call and preside at all meetings of the Executive Committee, Board of Directors and all District meetings.
- f. To collect all records of his/her administration to include minutes of all meetings – Executive Committee and Board of Directors – all financial records to include all interim financial reports and statements, books used in the bookkeeping process, records of all banking transactions and a copy of the annual audit review, all to be forwarded to the District 7 designated digital storage within 90 days of the completion of his/her term as Governor.
- g. To serve on the AAF Board of Directors and the Council of Governors and attend all their meetings. As a member of the AAF Board of Directors and the Council of Governors, the Governor should support the mission and initiatives of the AAF while representing the best interests of District 7 and its member federations.
- h. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 2. The following are the duties of the Governor-Elect:

- a. To assist the Governor in all District duties as the Governor directs.
- b. To assume the duties of the Governor in his/her absence from the District due to illness, mental or physical incapacity, or prolonged absence from the District.
- c. To promote all National and District AAF programs in the District.
- d. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 3. The following are the duties of the Lt. Governor:

- a. To assist the Governor in all District activities.
- b. To coordinate and promote all National and District AAF programs within the District.
- c. To lead any activity which the Governor directs.
- d. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 4. The following are the duties of the Secretary/Treasurer:

- a. To keep a permanent record of the minutes of all meetings of the District's Executive Committee, Board of Directors and Annual Business Meeting, and to distribute copies of all minutes to all Board Members, all Past Governors and Committee Chairpersons.
- b. To compile and distribute to all Board Members, Committee Chairpersons and the five most Immediate Past Governors, a complete roster of Officers of the District, member organizations, District Committee Chairpersons and all Past Governors, upon distribution of the District 7 directory, at the beginning of the District year.
- c. To gather and distribute complete membership rosters, including Officers and Committee Chairpersons, of all local member organizations within the District.
- d. To assist the Governor in carrying on correspondence and performing such other duties as may be assigned by the Governor.
- e. To be responsible for all collections and disbursements as approved by the incumbent Governor, maintain the books and make a report of all receipts and disbursements to the Governor, Executive Committee and Board of Directors at each Board Meeting.
- f. To bring the District's books and financial records to each meeting of the Executive Committee so that these records may be audited and reviewed by an Auditing Committee to be appointed by the Governor.
- g. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 5. If an Historian is appointed by the Governor, the following are the duties that shall be carried out. If an Historian is not appointed, these duties shall be carried out by the Eastern Region representative:

- a. To keep the history of the District. To keep the history would include seeing that the Immediate Past Governor contributes to our archives the records of their administration in a timely manner.
- b. To draft, at the direction of the Governor, and to permanently record, resolutions of the Board and the District membership.
- c. To serve as parliamentarian at meetings of the Board, the Executive Committee, and the Annual Business Meeting.
- d. To keep in touch with former governors and to keep them informed of the activities of the District.
- e. Examine the District archives and to ensure that all pertinent materials including, but not limited to, all financial statements, board minutes and Executive Committee minutes from the previous year are present and organized.
- f. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 6. The following are duties of the Board Chair (Immediate Past Governor):

- a. To serve as a resource for the Leadership and Spring Convention Committee.
- b. To serve on and appoint the other members of the By-Laws Committee.
- c. To serve as Chair of the Nominating Committee.
- d. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 7. The following are the duties of the Eastern Region Representative:

- a. To carry out the duties of Historian if an Historian is not appointed by the Governor.
- b. To be responsible for the duties as outlined in the Job Description for this office set forth in the annual Board of Directors & Chairpersons Manual.

Section 8. It shall be the duty of all officers and Regional Directors to attend, if at all possible, all District Board Meetings, the Annual Convention and Business Meeting, and the Leadership Conference.

Section 9. Succession to Office: Should the Governor become incapacitated by illness or accident, withdraw from the field of advertising, or move from the District, he/she shall be succeeded automatically and immediately by the Governor-Elect. The Governor-Elect shall then act fully in the capacity of District Governor and shall apportion his/her duties among the remaining District Officers as he/she deems necessary. If for any reason the Governor-Elect cannot succeed to the office of Governor under the aforementioned circumstances, the office of Governor-Elect also shall become vacated immediately. Then, it shall be the duty of the District Secretary/Treasurer to call the Executive Committee into a special session for the purposes of electing both a Governor and Governor-Elect. The Secretary/Treasurer will chair the special session until the election of a Governor.

Section 10. Vacancy of Office: In the vacancy of any office other than Governor, the Governor shall fill said office by appointment subject to the approval of the Board at its next meeting.

Section 11. It shall be the duty of each elected officer, if at all possible, to attend the District Convention, Annual Business Meeting, Leadership Conference, AAF Convention, and to prepare a written report about their area of responsibilities, to be presented to the Governor and Board of Directors.

Section 12. At the request of the Governor, a review committee, consisting of the Governor, Board Chair, Governor-Elect, Eastern Region representative, and one additional past Governor, can be called into session to review the performance of any elected Officer or Regional Director. If this review finds said

performance to be significantly deficient, the committee, by majority vote of all members, can take any action deemed appropriate, including dismissal from office.

ARTICLE VI – DUTIES OF DIRECTORS

Section 1. The Board of Directors is the governing body of the District. Its function is to establish policy and to carry on the business of the District.

Section 2. It is the duty of each President of each local member and Ad2 organization to serve as a member of the District Board of Directors and to attend, if at all possible, all District meetings, the Annual Convention and Business Meeting, and the Leadership Conference. Each local member and Ad2 organization are urged to budget sufficient monies so its President can attend these meetings in their capacity as a District Board Member. District representatives to national committees are also encouraged to attend, but not required.

Section 3. The following are the duties of the District Regional Directors:

To work with all local member and Ad2 organizations within their respective geographical areas as assigned, and to coordinate all District activities within their respective regions. Each District Regional Director shall strive to visit all local member organizations within their assigned geographical area at least once a year. The District Regional Directors should especially work to see that the Clubs they represent are aware of and actively participate in the projects and activities of our District (such as collection of dues, sending in membership lists, promoting participation of clubs in American Advertising Awards, Student Awards, Club Achievement and Club of the Year Competitions, College Chapter recruitment, etc.).

ARTICLE VII – MEETINGS

Section 1. The District Board shall hold Board meetings at least two times annually or at the call of the Governor, or upon a call signed by a quorum of the Executive Committee or a quorum of the District Board of Directors. Voting at these meetings will be limited to the persons identified in Section 1. Article IV (Governing Body). Each voting member of the Board may designate a proxy. All proxies must present written authorization from the person represented to the District Secretary before each Board meeting. No person may cast more than one vote.

Section 2. The District Board and/or Executive Committee may conduct official business by mail and/or e-mail, provided that no proposition shall be declared to have been carried until it shall have received a majority of the votes of all members of the Board and/or Executive Committee.

Quorum: A quorum necessary to conduct official business at District Board Meetings will consist of a simple majority of the District Board of Directors as specified in Article IV, Governing Body.

Section 3. Annual Convention and Annual Business Meeting: There shall be an Annual Convention of the District to be held, if possible, at least 60 days prior to the AAF National Convention held annually in June; to be held at a time and place voted on by the Board of Directors. If the Board does not act, the Executive Committee shall set the time and place. A part of the Annual Convention shall be set aside for the Annual Business Meeting of the District.

ARTICLE VIII – REPRESENTATION AT ANNUAL BUSINESS MEETING

Each local member organization and Ad2 organization in good standing will be entitled to one vote at the Annual Business Meeting. Voting by each such organization shall take place only in person at the Annual Business Meeting by a duly authorized representative of the organization. Each District Officer will also be entitled to one vote at the Annual Business Meeting, but such Officer must be present to vote. However,

District Officers cannot be designated voting representatives of their local organization at the Annual Meeting.

ARTICLE IX – DUES

Section 1. District dues shall be set by the Board of Directors at the Annual Business Meeting. Local organizations and Ad2 organizations will be assessed dues for actual membership count or a minimum of 30 members, whichever is greater, on an annum basis.*

Section 2. The District Secretary/Treasurer shall invoice each local organization for dues not later than June 30, based on the club/federation's total number of members as of May 31. If dues are not paid within 90 days of the invoice date, the local or Ad2 organization shall be declared in arrears and deprived of its voting privilege. Those in arrears 180 days after invoice date shall be dropped from District membership and the AAF notified of said action at the discretion of the District Board of Directors. Notwithstanding the foregoing, at the discretion of the Executive Committee, any local organization, upon written request to said Committee, may be granted appropriate relief from these requirements – the nature and extent of the relief being in the sole discretion of the Executive Committee.

ARTICLE X – ADMINISTRATIVE & FISCAL YEAR

The administrative and fiscal year of the District shall begin the first day of July following the District's Annual Convention.

ARTICLE XI – ELECTION OF OFFICERS

Section 1. Nominating Committee: At least six months prior to the Annual Convention, the Governor shall appoint a Nominating Committee of five members. The Governor should ensure that the five members are eligible to serve and are active in their local federation and at the District level. Persons serving on the Nominating Committee are not eligible to be nominated for any position or office. These shall be the Board Chair (Immediate Past Governor), three Past Presidents and/or Regional Directors and one former Governor of District 7. The Governor and Governor-Elect shall be non-voting ex-officio members of the committee. It shall be the duty of the Nominating Committee to discuss all proposed nominees with the Governor and Governor-Elect and any other officers as deemed helpful. Under normal circumstances, the Nominating Committee will nominate the Governor-Elect to be the next Governor. However, before they may be nominated, the Governor-Elect and all other nominees must be contacted by the Nominating Committee and express a willingness to serve if elected. Then the Nominating Committee will prepare a list of nominees, including one nominee for each District Office, and Regional Directors. The nominating Committee must distribute (via mail and/or e-mail) the list of nominees to all members of the Board at least 60 days prior to the Annual Convention. It is expected that the Nominating Committee will follow the Nominating Committee Standard Procedures in its deliberations.

Section 2. Additional nominations may be made from the floor of the Annual Business Meeting by any District Officer and/or Member of the Board. However, any such nominees must have been contacted and have expressed a willingness to serve if elected.

Section 3. Eligibility for Nomination of Officers and Regional Directors: No person may be nominated for, or hold, office unless that person holds a job in advertising, has served as President of any local AAF organization in the U.S. and is a member in good standing of a local member or Ad2 organization in District 7. In addition to the foregoing, to be nominated as an officer of District 7, the nominee shall have previously served as Regional Director. The historian shall be a past governor.

Section 4. Election Procedure: Elections will be held during the Annual Business Meeting at the Annual Convention. The Board Chair will present the slate and ask for any nominations from the floor. If only one nomination has been made for each office, then that group of nominees shall be declared elected by

acclamation. If any office has more than one nominee, the voting for officers shall proceed in this order: Governor, Governor-Elect, Lieutenant Governor, Secretary, Treasurer, Regional Directors and Historian (if needed.) In all elections, a majority vote is necessary for an election. In all contested elections, the vote must be taken by secret ballot.

Section 5. Term of Office: The term of office for each elected officer and Regional Director shall be for one year. An officer or Regional Director may be reelected for an additional term of one year. Once serving two consecutive years, the officer or Regional Director should not serve an additional year without first sitting out a year unless the committee feels strongly that there are no other qualified candidates to nominate.

ARTICLE XII – COMMITTEES

Section 1. The Governor shall appoint committees and chairpersons, as deemed appropriate, and as needed to advance the interests of District 7, except as otherwise specified in these By-Laws. The Governor shall be an Ex-Officio member of all committees.

Section 2. It shall be the duty of each committee chair and/or coordinator to attend, if possible, each District 7 Board Meeting, and to prepare, in advance, a written report on the area of responsibility to be presented to the Board of Directors.

ARTICLE XIII – AMENDMENTS TO THE BY-LAWS

Section 1. The By-Laws may be amended by three-fourths vote of the members of the Board of Directors in attendance at any regular or special meeting of the Board, provided Section 2 of this Article is followed.

Section 2. Proposed amendments to the By-Laws may be made by any five members of the Board, provided such amendments are submitted in writing to the By-Laws Committee at least 60 days prior to Board meeting. Also, the By-Laws Committee may propose amendments. All amendments must be distributed (via mail and/or e-mail) by the By-Laws Committee to all members of the Board and all Past Governors at least 30 days prior to the Board meeting in which the amendments will be voted on.

ARTICLE XIV – PROCEDURES

In all matters not specifically covered by these By-Laws, the meetings of the Board Executive Committee, other committees, and the Annual Business Meeting will be conducted by Robert's Rules of Order, Revised.

ARTICLE XV – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. Upon the dissolution of the District, the assets of the District shall be applied and distributed as follows:

- a. All liabilities and obligations of the District shall be paid, satisfied and discharged, or adequate provisions made thereof.
- b. All other assets of the District shall be transformed to one or more domestic corporations, societies, educational institutions, or organizations engaged in similar activities, pursuant to plan of distribution of assets adopted by the Board of Directors as provided by law.

Section 2. Prohibition. In no event shall the assets of the District be distributed to any board member, officer or individual member upon dissolution of the District.

NOTE: Revisions are submitted for approval at the April 16, 2018, AAF District 7 Annual Meeting held in Jackson, Mississippi.

NOTE: Revisions were adopted at the Annual Board Meeting on August 4, 2018, in Huntsville, Alabama.

NOTE: Revisions were adopted at the Annual Board Meeting on April 13, 2019, in Mobile, Alabama.

NOTE: Revisions were adopted at the September 30, 2020 virtual board meeting.

NOTE: Revisions were adopted at the May 6, 2021 virtual board meeting.

NOTE: Revisions were adopted at the Annual Board Meeting on August 24, 2024, in Baton Rouge, Louisiana.

*In accordance with National AAF By-Laws, Districts may not levy dues on clubs/federations within such Districts in excess of 42% of the amount of dues paid by such clubs/federations to the National Federation.