

# BYLAWS

---

Of the Daytona Beach Advertising Federation  
Adopted April 14th, 2010



# Table of Contents

---

ARTICLE I: Name  
ARTICLE II: Purposes  
ARTICLE III: Membership  
ARTICLE IV: Dues

2

ARTICLE V: Officers and Board of Directors

3

ARTICLE VI: Duties of Officers and Directors

4

ARTICLE VII: Past Presidents Council  
ARTICLE VIII: DBAF Scholarship Fund

5

ARTICLE IX: Committees

6

ARTICLE X: Meetings

8

ARTICLE XI: Nominations and Elections  
ARTICLE XII: Quorums  
ARTICLE XIII: Ammendments

9

ARTICLE XIV: Dissolution of DBAF  
ARTICLE XV: Parlimentary Authority

10

## ARTICLE I: Name

The name of this non-profit corporation is the DAYTONA BEACH ADVERTISING FEDERATION, a.k.a. AAF DAYTONA BEACH hereinafter referred to as the DBAF, and shall be affiliated with the American Advertising Federation (AAF) and the AAF District 4.

## ARTICLE II: Purposes

The purposes of the DBAF are:

- 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.
- To protect advertising from legislation and regulation which could over regulate and unduly restrain advertising and which would be harmful to the advertising industry.
- To establish and promote industry self regulation by the practitioners of advertising.
- 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.
- To recognize excellence in advertising.
- To assist and promote public service causes.
- To offer programs to promote fellowship, communication, career enhancement, and education among members of the advertising industry.

## ARTICLE III: Membership

**Section 1:** All applicants for membership or any transfer of membership shall be subject to approval by the Board of Directors.

**Section 2:** Membership shall be open to all persons of good standing who buy, sell, or create advertising, publicity, or public relations; and who support the objectives of the DBAF.

**Section 3:** Categories of membership may be established by the corporation's Board of Directors and may include: Individual, Corporate, Active, Associate, Life, Honorary, and/or others as the Board may deem appropriate.

## ARTICLE IV: Dues

**Section 1:** The official (and fiscal) DBAF year shall begin on July 1 and end the following June 30.

**Section 2:** Dues and affiliation fees for members shall be established annually, not later than June 1, by the Board of Directors. Affiliation fees are determined annually by the AAF and AAF District 4, and are to be included in the DBAF's member dues.

**Section 3:** Life and Honorary members (including Silver Medal recipients) shall not be required to pay dues. However to have full member voting rights or be recognized as a member of 4AAF and AAF, Life and Honorary members must pay district and national dues.

*(continued on following page)*

**Section 4:** Dues for newly accepted members shall be prorated to the first day of the DBAF fiscal quarter in which the membership application is approved by the Board of Directors. The entire AAF affiliation fees and AFF District 4 fees shall be included in the prorated dues, unless the new member is a transferee from another AAF club/federation and proof of payment to AAF can be verified. The new member's dues are calculated minus the AAF and/or AAF District 4 fees.

**Section 5:** The incumbent Treasurer shall prepare membership renewal invoices by June 30. In coordination with the Vice President of Membership, the Treasurer shall mail or email the renewal invoices no later than June 30 to all paid members as of May 30 of the previous DBAF year. Payment in full shall be due no later than July 31. Any member of the DBAF whose dues are not paid by July 31 shall receive a statement from the Treasurer giving the member an additional 30 days to pay in full. If the Treasurer does not receive the member's dues by that time, membership shall be forfeited and the Treasurer shall notify the Board of Directors at its next regularly scheduled meeting. Only those members whose dues are paid in full shall be considered a member in good standing.

**Section 6:** Each application for membership must be accompanied by a remittance covering annual membership dues.

## **ARTICLE V: Officers and Board of Directors**

**Section 1:** The management of the affairs of the DBAF shall be vested in the Board of Directors. The Board shall be responsible for the policies, activities and assets of the DBAF. It shall approve all applications for membership, hear all grievances, authorize and audit all expenditures, and approve all non-elected appointments. They shall not, however, incur any personal liability as a consequence of good faith performance of their office. Grievances shall be submitted to the board in writing.

**Section 2:** The Board of Directors shall consist of the officers of the DBAF and six Directors elected by the DBAF members. Four of the Directors positions shall be designated as At Large Directors and each shall represent specific segments of the advertising industry. Total equals 13 people.

**Section 3:** Only a DBAF member who has served at least one year as a member of the Board of Directors shall be eligible for nomination as President-elect. Any DBAF member in good standing shall be eligible for election as a Vice President, Secretary or Treasurer

**Section 4:** The President, the Immediate Past President, the President-elect, the Vice President for ADDY Awards, the Vice President of Membership, the Secretary and the Treasurer shall be officers. The officers elected at the Annual Meeting of the DBAF and installed at the last meeting of the fiscal year shall consist of the President-elect, the ADDY Vice President, the Membership Vice President, the Secretary and the Treasurer.

**Section 5:** The term of office for all officers of the DBAF shall be one year. The President-elect shall succeed automatically to the office of President. The President shall succeed automatically to the office of Immediate Past President. All other officers are nominated and elected annually through the established DBAF procedure, as stated in Article XI of the Bylaws.

**Section 6:** The term of office for Director, except for the university/college representative shall be one year with a maximum of three consecutive terms.

**Section 7:** In the event of the death or resignation of any officer or director except the Immediate Past President or President, the Board of Directors shall elect a successor, who shall take office immediately and serve the remainder of the elected term. In the event of the death or resignation of the Immediate Past President, the President shall assume the responsibilities for the remainder of the DBAF year. In the event of the death or resignation of the President, the President-elect shall accede immediately to the office of President to serve the remainder of the unexpired term for that DBAF year, and to serve the following DBAF year, as President, to fulfill the order of succession to which he or she was originally elected by the DBAF. The DBAF shall elect a new President-elect at the next annual meeting.

**Section 8:** There may be an executive secretary appointed by the President and approved by the Board of Directors. Duties and compensation for any such appointee shall be as defined by the Board of Directors.

**Section 9:** The Board shall convene for monthly meetings. Special meetings may be called as prescribed in Section 2 of Article X.

**Section 10:** Three consecutive absences, without prior written notice by mail, email or other electronic communication, by any member of the Board of Directors from the regularly scheduled meetings of the Board of Directors shall constitute that member's resignation from the elected position. At the next regular meeting of the Board of Directors following the third consecutive unexcused absence, the President shall direct the Secretary to notify, in writing, the individual that the board accepts the resignation with regret. A successor shall be elected as provided in Section 7 of this Article.

**Section 11:** The Board of Directors shall have the authority, by simple majority vote, to remove any officer or director who neglects the duties of the position or who takes any action that is prejudicial to the best interests of the DBAF. The provisions of Section 7 of this Article apply in the naming of a successor.

**Section 12:** The Executive Committee of the Board shall be the officers of the DBAF.

**Section 13:** No more than one employee from the same company or organization shall hold a position on the Board of Directors at the same time.

**Section 14:** Trade for membership is not acceptable for Board of Directors position.

## ARTICLE VI: Duties of Officers and Directors

**Section 1:** The President shall be the chief executive officer of the DBAF and as such provide active leadership for the DBAF. He/she shall preside over all meetings of the DBAF and represent the DBAF in all necessary capacities not delegated to the other officers. The President shall be an ex-officio member of all committees except the Nominating Committee, and shall appoint all committee chairs with the exception of the Nominating Committee, with all such appointments subject to the approval of the Board of Directors. The President will also act as the DBAF's primary liaison with the AAF. The President and Treasurer shall sign all written contracts and obligations of the DBAF, which must have prior approval of the Board of Directors to be legal and binding.

The President shall represent the DBAF at the AAF National Conference and the conferences and meetings of AAF District 4. Expenses of registration fee, hotel and round-trip transportation shall be paid by the DBAF to the President, or his/her alternate, for these conferences, if that person so requests. In the event of the inability of the President to attend these conferences, his/her alternate shall be appointed by the Board of Directors.

**Section 2:** The President-elect shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President. The President-elect shall serve as the chairperson of the Programs committee. **The President Elect shall also be responsible for ordering the Silver Medal Medallion Award.**

**Section 3:** The Vice President for ADDY Awards shall serve as the chairperson of the ADDY Awards committee, and shall be charged with management of this committee and of the ADDY Awards program of the subsequent year.

**Section 4:** The Vice President of Membership shall serve as the chairperson of the Membership committee and shall be charged with the duties of membership recruitment, retention and involvement. The Membership Vice President shall also be responsible for management of membership data, to include mailing lists, committee rosters, and name badges.

**Section 5:** The Secretary shall record the minutes of all business meetings of the DBAF and of the Board of Directors, keep all DBAF records, and perform other duties requested by the President. The Secretary shall also be responsible for handling DBAF correspondence and for coordinating and submitting, with the Board of Directors approval, annual AAF Club Achievement Awards entries in concert with the Club Achievement Awards committee. **The Secretary shall also be responsible for getting the mail and bank statements of the DBAF and shall review any bankstatements prior to delivery to the Treasurer.**

*(continued on following page)*

**Section 6:** The Treasurer shall receive and deposit all DBAF monies, in the name of the DBAF, in a bank or trust company selected by the Board of Directors, and shall issue receipts, make all authorized disbursements, and submit a financial report at each regular meeting of the Board of Directors. The Treasurer shall, at the discretion of the Board of Directors, within 90 days of the close of each fiscal year, render an itemized report and have an accountant review showing receipts and disbursements and reflecting the financial condition of the DBAF for the fiscal year just ended. The cost of the review shall be paid from DBAF funds. The Treasurer shall chair the Finance Committee.

**Section 7:** The President shall convene and conduct all regular and called meetings of the Board of Directors. In the absence of the President and President-elect, the Immediate Past President shall call to order and preside over any DBAF meeting.

## **ARTICLE VII: Past Presidents' Council**

**Section 1:** The Past Presidents' Council of the DBAF shall serve in an advisory capacity to the Board of Directors, officers and members of the DBAF.

**Section 2:** The Presidents' Council is comprised of all former presidents who are current members and are in good standings with DBAF.

**Section 3:** The Immediate Past President shall serve as Chairperson of the Past Presidents' Council.

**Section 4:** The Immediate Past President on behalf of The Past Presidents' Council of the DBAF shall award the Presidents' Award given out at the annual ADDY Gala. The Immediate Past president shall request nominations from any current DBAF members and will call a meeting to present all nominations to the Past Presidents' Council for a vote.

**Section 5:** The Past Presidents' Council shall meet as necessary.

**Section 6:** The President of the DBAF shall be a member ex-officio of the Past Presidents' Council and its Executive Committee and shall attend all meetings.

**Section 7:** The Past President of the DBAF shall assist the Fundraising Committee.

## **ARTICLE VIII: DBAF Scholarship Fund**

**Section 1:** The DBAF financially supports the DBAF Scholarship Fund, the purpose of which is to promote advertising scholarship and education within the Counties of Volusia & Flagler.

**Section 2:** The DBAF Scholarship Fund is used exclusively for students who are matriculating with a major in advertising related fields.

**Section 3:** The DBAF Scholarship Fund is administered by a six (6) member Board of Trustees, comprised of the three most recent former DBAF presidents who are members in good standing and willing to serve, plus the DBAF Treasurer and two at-large members appointed by the DBAF President. The at-large members are eligible for reappointment to successive one-year terms, without limit, at the discretion of the President. From the Board of Trustees members, the Chairperson of the Board of Directors shall appoint the Chairperson of the Board of Trustees, who shall be or shall have been, an officer or member of the Board of Directors.

**Section 4:** The DBAF Scholarship Fund grant is determined annually by the Board of Trustees with the stipulation that it must satisfy a minimum of \$500.

**Section 5:** A time deposit, known as the DBAF Scholarship Fund, shall be maintained by the DBAF Treasurer. A minimum of \$3,500 plus additional contributions to the principal shall be maintained as the permanent amount of the fund.

**Section 6:** Funds from the Scholarship Acct. may not be moved to the DBAF Financial Account for any reason.

**Section 7:** By majority vote, the Board of Trustees may create grants to students during the period of February and March. Grants are to be made on a single-use basis and shall not be construed as continuing on a year-to-year basis.

**Section 8:** In case of the dissolution of the DBAF, all monies remaining in the DBAF Scholarship Fund shall be divided and distributed equally among those colleges and/or universities receiving scholarships within the previous three years.

## Article IX: Committees

**Section 1:** The President, with the approval of the Board of Directors, may appoint committees (excluding the Nominating Committee) and a DBAF member as the Chairperson of each. These committees may include, but shall not be limited to, the following areas:

**a. ADDY® Awards:** To plan, execute and promote an annual local ADDY Awards competition for the DBAF. To recognize creative excellence; to generate the maximum non-dues revenue for the DBAF from entry and awards attendance fees, advertising/sponsor income and other sources as may be appropriate; and to advance local ADDY award winners to the AAF District 4 competition. This shall be a standing committee and chaired by the Vice President for ADDY Awards.

**b. Club Achievement Awards:** To coordinate documentation of all DBAF activities and prepare necessary entries for the annual AAF Club Achievement Awards in concert with the Secretary.

**c. Communications:** To manage communications via the DBAF's web site(s), email, mailings and printed materials; to promote the programs, events and activities of the DBAF in concert with the Programs and Social Events committees; to develop policies and utilize resources to ensure effective communication with DBAF members, AAF District 4 and the AAF; and to secure positive publicity for the DBAF, the community and civic projects. This shall be a standing committee.

**d. Digital:** To provide Internet and technical expertise to other committees; to host events related to the Internet and other digital technologies for the purposes of educating members and the public; and to gather and disseminate information of interest to other members related to the use of technology in their marketing and advertising practices.

**e. Education:** To provide continuing advertising education opportunities for practitioners; to assist AAF College Chapters in Volusia & Flagler Counties; to provide positive educational opportunities about advertising for the public and government sectors of our economy. This shall be a standing committee.

**f. Finance:** To prepare an annual DBAF budget, to supervise the finances of the DBAF, and to prepare all financial statements. This shall be a standing committee chaired by the Treasurer.

**g. Government Relations:** To study and report to the Board of Directors any proposed national, state or local legislation affecting advertising in any of its forms, and to recommend action by the DBAF, if appropriate; to become an active member in advertising industry trade groups whose purposes are to educate elected and appointed government officials about the economic benefits of advertising and to oppose harmful actions to the practice of advertising in business by legislation. This shall be a standing committee.

**h. Membership:** To retain existing members, to recruit new members, to manage membership data, to process membership applications for Board of Directors approval, to introduce new members to current members and to encourage involvement in DBAF committees and activities. This shall be a standing committee chaired by Vice President of Membership.

**i. Parliamentary/Bylaws:** To ensure all business conducted by the DBAF is done in accordance with the Bylaws. To exercise oversight and review of the Bylaws to be certain they are current and accurate. To fulfill the laws and regulations of the state of incorporation, the objectives and needs of the DBAF, and to analyze proposed amendments to be certain they are proper and compatible with all provisions of the bylaws and the overall interests of the DBAF and the AAF. The Committee membership shall include one member from the Past Presidents' Council, as determined by the Executive Committee of the Council.

**j. Programs:** To arrange programs and speakers for all DBAF meetings. To promote attendance, make facilities arrangements, and handle reservations and reception for DBAF meetings and events. This shall be a standing committee assisted by the President-elect.

**k. Public Service:** To bring professional advertising and promotion assistance to civic, charitable and public service projects as approved by the Board of Directors.

**l. Silver Medal Selection Process:**

**Composition of the Selection Committee:**

- The selection committee will be Co-Chaired by an active Past Silver Medal recipient and the President-Elect. The active Past Silver Medalist shall be appointed by the President.
- Each co-chair will select representatives to serve on the selection panel.
- The Silver Medalist Co-chair shall select a minimum of three and a maximum of seven past Silver Medals to serve on the selection panel.
- The President-Elect shall select a minimum of three and a maximum of seven active DBAF members to serve on the selection panel. They cannot be Silver Medal recipients.
- President-Elect and Silver Medal Co-Chair must select equal number of representatives.
- One member-at-large shall serve as objective participant in the selection process. This person is identified and appointed by the two Co-Chairs. The criteria for selecting this committee member-at-large is:
  - An active Ad Fed member
  - Not a past Silver Medalist
  - This person must be entrusted to participate in this process with objectivity, integrity, discretion and confidentiality
- The President is the sanctioning person that approves each Co-Chairs' representatives. If they feel that there is a conflict of interest, he/she has the right ask for another representative (selected by the Co-Chair) for approval.
- All Selection Committee members must be present at the Selection Committee meeting to participate and cast a vote. They cannot participate by phone/teleconference or send a proxy.
- No more than one person from one company can serve on the selection committee.
- Nominees cannot sit on the Selection Committee.

**Selection Process:**

- The call for nominations should be sent out in early November
- The nomination period shall last a minimum of four weeks.
- Nominations shall be sent to the designated Silver Medal Award Co-Chairs.
- The co-chairs will select representatives after nominations have been received, making sure not to select nominees to serve on the committee.
- Silver Medal award criteria will be based on AAF's Silver Medal Award criteria.
- Any requirements for nominations should be made clear on the DBAF's website and shall be supported by the Club in all promotional opportunities including emails, luncheons, Press Releases and printed material.
- Both the Club and the Co-Chairs must strongly promote the nomination process by reminding its members the significance of this award.
- Nominations will only be accepted from members of DBAF; nonmembers may not submit.
- Only nominations received by the set deadline will be considered. No person shall be considered if his/her submission does not meet that deadline.
- The Selection Committee Meeting should be held five weeks prior to ADDY event. The place, date and time determined by the Co-Chairs.
- **The Selection Committee has the authority to or not to bestow an award to a recipient or candidate.**
- The co-chairs should gather all nominations and put them in the binder located in the DBAF storage unit.

### **Selection Meeting:**

- Co-Chairs prepare agenda and materials for the meeting. Each Selection Committee Member is provided with a file containing a photocopy of each nominee's submission.
- Discussion will be held on each of the nominees.
- The Selection Committee will vote and the Co-Chairs will count and announce the winner.
- The Selection Committee agrees on who and the best way to notify the nominee's nominator and/or company to set up notifying the recipient.
- All nominees, materials, and Selection Committee Meeting discussions remain entirely confidential. Nominees are not announced.
- Selection Committee Members may not divulge who the winner is to anyone until the Silver Medalist is told.
- Nominations received are considered only for the year submitted. If the individual nominated is not selected, he/she will need to be re-nominated again to be considered in future years. No resumes or nominations will be automatically carried forward from previous years. However, prior to the selection meeting, the selection committee can reachout to prior nominators and encourage nominators to re-submit a prior nomination.

### **Recognition:**

- Co-Chairs coordinate notification/announcement to the winner before it is told to anyone else. All Selection Committee Members are invited to participate and attend the announcement.
- One of the Co-Chairs orders the Silver Medal medallion and plaque from AAF including engraved with his/her name and year in time for the ADDY award ceremony. DBAF will pay for the expense of the medallion and plaque.
- Co-Chairs present the award to the winner at the ADDY gala.

**m. Social Events:** To develop, plan, supervise and promote social activities and special events of the DBAF, in concert with the Programs and Communications committees. The chairperson of this committee shall coordinate fundraising and sponsorship solicitations with the Immediate Past President. This shall be a standing committee.

**m. Fundraising and Sponsorships:** To develop, plan, supervise and promote fundraising events and sponsorship solicitations which will support the DBAF financially. The Immediate Past President shall sit on this committee and advise. This shall be a standing committee.

**Section 2:** The President, with the approval of the Board of Directors, shall appoint special committees as needed to carry on the work of the DBAF, and shall name the Chairperson of each.

**Section 3:** No committee shall have the authority to create financial obligations for the DBAF or to commit the DBAF on matters of policy. All committee plans and actions shall be subject to the approval of the Board of Directors.

## **ARTICLE X: Meetings**

**Section 1:** The Annual Business Meeting of the DBAF shall be held no later than May of each year at the regular DBAF meeting. Election of officers and directors of the Board of Directors for the forthcoming DBAF year shall be conducted at the Annual Business Meeting.

**Section 2:** A schedule of regular meetings of the Board of Directors shall be set by the Board within sixty (60) days after the annual election. Special meetings of the Board of Directors may be called by the President by notice in writing, mailed and/or emailed to each of the members of the Board at least five (5) days before the called meeting.

Special meetings of the Board of Directors may also be called by the Secretary upon written notices to him/her, signed by at least four (4) board members. The requirement of a five (5) day notice may be waved upon consent of a majority of the Board members, expressed in writing or by attendance at the called meeting.

**Section 3:** Special meetings of the DBAF may be called by the President, by the Board of Directors, or by written

request from ten percent (25%) of the members in good standing.

**Section 4:** Notice of the Annual Business Meeting and of each special meeting shall be sent by the Secretary to every member of the DBAF at his/her last known address at least two weeks prior to the date of such meeting giving the date, hour, place and purpose of the meeting.

## ARTICLE XI: Nominations and Elections

**Section 1:** Elections shall be held at the Annual Business Meeting. The vote shall be conducted by acclamation unless more than one candidate has been nominated for an officer position or more than four candidates have been nominated for an open director position. In the event of multiple candidates, the election of applicable positions shall be conducted by secret ballot. Only members in good standing may be nominated for office or be allowed to vote.

**Section 2:** The Board of Directors shall appoint, at least ninety (90) days before the Annual Business Meeting, a Nominating Committee comprised of the current President-elect and five (5) members in good standing, a majority of whom must not be members of the Board of Directors. The President-elect shall serve as the chairperson of the Nominating Committee. Of the remaining five committee members, one shall be a member from the Past Presidents' Council, as determined by the Executive Committee of the Council.

**Section 3:** The Nominating Committee shall prepare a slate of nominees. No candidate shall be proposed for office by the Nominating Committee unless his/her consent to serve has been secured. The Secretary shall communicate the committee's nominations to all members at least thirty (30) days prior to the elections and shall inform them that they may nominate alternate choices if they so desire.

**Section 4:** Nominations from the general membership must be presented to the DBAF Secretary at least fifteen (15) days prior to the Annual Business Meeting.

**Section 5:** Not later than ten (10) days before the elections, the Secretary, on behalf of the Nominating Committee, shall communicate the final slate in writing to all voting members in good standing, incorporating any additional candidates who have been properly endorsed. The Secretary shall prepare voting ballots of the final slate for use at the Annual Business Meeting.

**Section 6:** At the Annual Business Meeting, the Immediate Past President shall preside over the elections. He/she shall be assisted by two (2) tellers, appointed by the Board of Directors. The tellers shall be DBAF members and may not be members of the Board of Directors or candidates for elections. Voting ballots, if needed, shall be distributed for use in the election process and then collected by the tellers. The Chairperson shall be present when the tellers tally the votes. The ballots shall be reviewed by the tellers and the votes tallied. The results shall be given immediately to the President, who shall announce the results of the elections and declare the officers and directors elected.

**Section 7:** Election of officers and directors of the Board of Directors shall be by a simple majority of the DBAF members present, providing there is a quorum.

## ARTICLE XII: Quorums

**Section 1:** A combined 25% of the current DBAF members shall constitute a quorum for the transaction of business at any meeting of the DBAF.

**Section 2:** Seven (7) members of the Board Directors shall constitute a quorum.

**Section 3:** A majority of the membership of any committee shall constitute its quorum.

## ARTICLE XIII: Amendments

**Section 1:** The Bylaws may be amended by two-thirds vote of the members present at any DBAF meeting. A quorum must be present.

**Section 2:** Amendments must be proposed in writing, signed by at least ten percent (25%) of the DBAF members in good standing; and a copy thereof must be presented to the Board of Directors for review and discussion at least two (2) weeks before the meeting at which it is moved for adoption.

**Section 3:** Notice of any proposed amendment, following the Board's review, shall be mailed or emailed by the Secretary to the members of the DBAF no more than one (1) week after it has been presented to the Board.

## **ARTICLE XIV: Dissolution of DBAF**

**Section 1:** Upon dissolution of the corporation, whether voluntary, involuntary, or by operation of law, all of the net assets of the corporation shall be transferred to the DBAF Scholarship Fund. All funds remaining in the DBAF Scholarship Fund shall be divided and distributed equally among those colleges and/or universities receiving scholarships within the previous three years. None of the property, proceeds or other assets of the corporation shall be distributed among any of the members of the corporation.

## **ARTICLE XV: Parliamentary Authority**

**Section 1:** Robert's Rules of Order, Newly Revised, shall govern in the conduct of all DBAF business, except where otherwise specifically stipulated in the Bylaws of the DBAF.

