

American Advertising Federation - New Mexico
(Formerly known as the New Mexico Advertising Federation (NMAF))
Member of the American Advertising Federation

Constitution And By-Laws – Amended July 2010

ARTICLE I – NAME

This organization shall be known as the American Advertising Federation (AAF) New Mexico, formerly known as the New Mexico Advertising Federation (NMAF) and shall be affiliated with the American Advertising Federation (AAF) and the AAF Western Region and AAF District 12.

ARTICLE II – PURPOSES

The purpose of this organization shall be to provide and promote a better understanding of the functions of advertising and of its value; to apply the skills, creativity and energy of the advertising industry whenever it is needed to help solve social problems; to advance the standards of advertising through a voluntary program of self-regulation; and to promote good fellowship and a free exchange of ideas.

ARTICLE III – MEMBERSHIP

There shall be one (1) class of memberships: Active.

Active: Persons of good standing in the community who are engaged in buying, selling or creating advertising; publicity, or public relations; or who are connected with or interested in a business closely related to advertising.

ARTICLE IV – MEMBERSHIP DUES

SECTION 1

Dues for Active members shall be determined by the Board of Directors periodically and said amount should include the luncheon meeting meals, and shall be paid annually.

SECTION 2

The dues for newly-elected members shall begin the day their payment was received.

SECTION 3

Any member of AAF-NM whose dues have been in arrears for thirty (30) days shall be so notified by the Executive Director, citing the provision of this section. If dues are not paid within thirty (30) days after such notification, the delinquent member shall forfeit their membership. Only members whose dues are paid shall be entitled to vote in AAF-NM elections.

SECTION 4

Corporate memberships remain with corporations. Individual memberships remain with the individuals regardless of who paid.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS

SECTION 1

The management of the affairs of the AAF-NM shall be vested in the Board of Directors.

SECTION 2

The Board of Directors shall consist of twelve (12) members, including the Directors elected by the active members at annual elections, under the provisions of Section 4 of the Article, and such officers as are elected under the provisions of Section 3 of this article and who shall automatically be members of the Board during the term of their respective offices.

SECTION 3

The elected executive committee officers shall consist of a President, Past President, Vice President and Treasurer. Any active member, in good standing, shall be eligible for election as an officer. These officers shall be elected for a term of one (1) year and shall serve until their successors are elected or appointed. The Vice President shall become the President for the subsequent year and shall appoint a Vice President. The President shall become Past President the subsequent year.

SECTION 4

Four (4) of the eight (8) Board of Directors shall be elected annually for two consecutive terms for a total of four consecutive years, unless elected to the Executive Board.

SECTION 5

In the event of the death or resignation of any officer or director, the Board of Directors shall elect a successor who shall take office immediately and serve until the next annual election.

SECTION 6

The Board of Directors may, at its discretion, employ a paid Executive Director and/or Executive Secretary, whose duties and compensations shall be as defined by the Board of Directors. The Board of Directors shall be empowered to employ such additional staff as may be required.

SECTION 7

A schedule of regular meetings of the Board of Directors shall be established by the Board within thirty (30) days after the annual election. Special meetings of the Board may be called by the President provided all members of the Board are notified five (5)

days in advance. Special meetings may also be called upon written petition of at least four (4) members of the Board to the President or Executive Director and the notification to all Board members of the meeting five (5) days in advance. The requirement of a five-day notice may be waived.

SECTION 8

In the event of an absence, the board member must submit their committee report prior to the board meeting in which they will be absent. Three (3) unexcused absences over the course of one year by an individual board member from the regularly scheduled meeting of the Board of Directors shall be cause for dismissal by Board action.

ARTICLE VI – DUTIES OF OFFICERS AND DIRECTORS

SECTION 1

The President shall be the chief executive officer of AAF-NM and of the Board of Directors. He/she shall preside over all meetings of AAF-NM and of the Board of Directors. The President and the Treasurer/Committee Chair shall sign all written contracts and obligations of AAF-NM, which must have prior approval of the Board of Directors to be legal and binding.

SECTION 2

The Vice President shall be vested with all of the powers and shall perform all the duties of the President in the absence or disability of the latter.

SECTION 3

The Past President shall be vested with all the powers and shall perform all the duties of the Vice President in the absence or disability of the latter. The Past President shall act as an adviser to the President.

SECTION 4

The Executive Director or appointed executive secretary shall keep a true and accurate record of all proceedings of the AAF-NM and Board of Directors meetings, which shall be the property of AAF-NM.

SECTION 5

The Executive Director or appointed executive secretary shall conduct the correspondence of AAF-NM under the direction of the Board of Directors and /or the President, send out all notices and notify members of their election to membership and chairs of committees of their appointment. Under the direction of the President, he/she shall have charge of the clerical work of AAF-NM.

SECTION 6

The Executive Director shall receive and deposit in the name of AAF-NM, in a bank or trust company selected by the Board of Directors, all AAF-NM monies, issue receipts;

make all authorized disbursements, each Annual Meeting render an itemized statement, certified to by an independent accountant appointed by the President, of the financial condition and the receipts and disbursements and payment of taxes of AAF-NM for the current fiscal year.

SECTION 7

The Board of Directors shall have charge of the general management of AAF-NM, hear all grievances, authorize and audit all expenditures and approve all appointments.

SECTION 8

The President shall represent AAF-NM at the National Convention of the American Advertising Federation and AAF Western Regional Conference. Expenses of registration fee, hotel and round-trip transportation and approved per diem shall be paid by AAF-NM to the President, or his/her alternate, for these conventions, if that person so requests. In the event of the inability of the President to attend these conventions, his/her alternate shall be chosen by the Board of Directors.

ARTICLE VII – COMMITTEES

SECTION 1

The President shall, with the approval of the Board of Directors, appoint the chairs of each standing committee. All standing committee chairs shall serve for one (1) year or until successors are appointed. Briefly, their responsibilities are:

Membership: The mission of the Membership Committee is to attract new members and retain existing members by promoting the value and benefits the AAF-NM and its affiliation with the AAF. Also, assist the Executive Director with administrative tasks pertaining to membership.

Speakers: The mission of the Speakers Committee is the coordination and procurement of guest speakers from the advertising industry and related fields. All necessary arrangements related to a guest speaker visit are the responsibility of the Chair. These include: all correspondences with prospective or confirmed speakers, travel arrangement recommendations, accommodation arrangement, airport pick up and drop off, coordination of AV and other technological needs of the speaker, expenses reimbursement and other needs as they arise.

Communication: The mission of the Communication Committee is to work with the local media and other groups, as necessary, to educate and inform the public about AAF-NM activities and events, as well as, promote the impact of the club within the industry.

Advertising/ Marketing: The mission of the Advertising/Marketing Committee is to advertise and market the AAF-NM's programs and events to members and potential members on a regular basis, working in conjunction with the other committees as needed.

Education: The mission of the Education Committee is to commit to increasing its outreach to students at area high schools, colleges and universities to promote careers within the industry. In doing so, the committee will encourage the benefits of being involved with AAF-NM and AAF, such as networking, teamwork and organizational communication.

Legislative: The mission of the Legislative Committee is to maintain vigilance on legislative activity whereby the committee may study and report to the Board of Directors any pending or proposed city, state or national legislation affecting advertising in any of its forms, and to recommend a line of action by AAF-NM, when this position is deemed necessary.

Public Service Media: The mission of the PSM Committee is to plan and execute services in an advisory capacity and/or actively aid, in the field of advertising and publicity, such civic, charitable and public organizations as are approved by the Board of Directors.

Social: The mission of the Social Committee is to bring the membership of the American Advertising Federation - New Mexico (AAF-NM) and the New Mexico community at-large together to enhance fellowship and exchange information and ideas.

ADDY Event: The mission of the ADDY Event Committee is to produce the annual ADDY event and the marketing and publicity for the event. The ADDY event will display and showcase all of the entered work and celebrate the ADDY winners and the NM advertising community. The ADDY Event Committee works with a volunteer creative agency partner and in conjunction with the ADDY Judging Committee. The goal of the ADDY Event Committee is to keep within a pre-determined budget.

ADDY Judging: The mission of the ADDY Judging Committee is to oversee the logistics of the judging and allocation of awards for the local annual ADDY show. The ADDY Judging Chair works in tandem with the ADDY Event Chair to provide a fair judging process adhering to the American Advertising Federation's regulations, and communicating with entrants (actual and potential) in regards to the submission, judging, forwarding and awarding of work.

Special Recognition: The mission of the Special Recognition Committee is to honor excellence in advertising in New Mexico. This includes selecting an American Advertising Federation's Silver Medal Award winner from New Mexico. The AAF Silver Medal Award recognizes men and women who have made outstanding contributions to advertising and who have been active in furthering the industry's standards, creative excellence and responsibility in areas of social concern.

AAF Contact: The President and Vice President shall act as liaison between the AAF and AAF-NM and to keep AAF-NM informed about the aims and activities of the parent organization at all times.

SECTION 2

The President, with the approval of the Board of Directors, shall also appoint such special committees as may be needed to carry on the work of AAF-NM, and shall name the chairs of each.

SECTION 3

No committee shall have the authority to commit AAF-NM on matters of policy or to create financial obligations or expenditures without approval from the Executive Board. All committee plans and actions shall be subject to the approval of the Board of Directors.

ARTICLE VIII – MEETINGS

SECTION 1

The regular meetings of AAF-NM shall be held as such times and places as the Board of Directors may determine.

SECTION 2

Special meetings may be called by the President, by the Board of Directors 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 the meeting.

ARTICLE IX – QUORUMS

SECTION 1

Twenty-five percent of the active members shall constitute a quorum for the transaction of business at any meeting of AAF-NM.

SECTION 2

One-half of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE X – ELECTIONS

SECTION 1

Election shall be held at the meeting prior to the Annual Meeting. Only active members in good standing may be nominated for office or be allowed to vote. Any member in good standing can nominate his/herself for the board or any other member to run.

SECTION 2

The Board of Directors shall appoint, at least forty-five (45) days before the Election Meeting, a Nominating Committee of five (5) members in good standing, a majority of which must not be members of the Board of Directors. The board is elected in the month of June. Electronic ballots shall be sent out for elections.

SECTION 3

The Nominating Committee shall prepare a slate of nominees. No candidate shall be proposed for the office unless his/her consent to serve has been secured. The committee shall report these nominations electronically to all members at least thirty (30) days prior to election. If there are more nominees than available seats, the nominee with the most votes is elected. Ballots are based upon need of positions.

SECTION 4

Additional nominations may be made by written petition signed by at least ten (10) active members, provided all such additions shall be in the hands of the Nominating Committee at least fourteen (14) days prior to the Election Meeting.

ARTICLE XI – PARLIMENTARY AUTHORITY

Roberts’ Rules of Order, Revised, shall be the authority of AAF-NM in all matters not covered by these By-Laws.

ARTICLE XII – AMENDMENTS

SECTION 1

The By-Laws may be amended by a two-thirds vote of the active members present at any business meeting. A quorum must be present.

SECTION 2

Amendments must be proposed in writing, signed by at least five (5) active members in good standing; and a copy thereof must be presented to the Board of Directors at least two (2) weeks before the meeting to which it is moved for adoption.

SECTION 3

Notice of any proposed amendment shall be provided to each member of AAF – NM no more than one (1) week after it has been presented and approved. This may also be done through the AAF – NM publication.

AMENDMENT I: Whistleblower Policy

General

The American Advertising Federation - New Mexico’s (AAF-NM) Code of Ethics and Conduct (the “Code”) requires directors, officers and employees to observe high

standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the AAF-NM, each director, officer and employee must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An individual who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment, board position and/or membership of AAF-NM. This Whistleblower Policy is intended to encourage and enable board members and employees to raise serious concerns within the AAF-NM prior to seeking resolution outside the AAF-NM.

Reporting Violations

The Code addresses AAF-NM's open door policy and suggests that board members and employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the president is in the best position to address an area of concern. However, if one is not comfortable speaking with the president or is not satisfied with the president's response, the individual is encouraged to speak with another member of the executive committee or other board member.

Each Board member will be provided an opportunity to ask questions about the policy and must sign an affidavit indicating they have received and understand the aforementioned policy.

This policy also applies to all active members of AAF-NM.