

Ad2OKC Bylaws

Written January 26, 2006—approved by Ad 2 National July 2006

Amended March 2008, May 2008, April 2009, March 2010, November 2010, March 2013, July 2013, May 2015

Article I. Name

The organization shall be known as Ad2OKC, hereinafter referred to as “Ad2.” Ad2 will serve the metropolitan Oklahoma City area.

Article II. Duration

The duration of Ad2 shall be perpetual.

Article III. Affiliation

Ad2 shall be affiliated with the American Advertising Federation, or its successor, the 10th District of the American Advertising Federation, or its successor, Ad 2 National or its successor, And the AAF Oklahoma City Ad Club.

Article IV. Membership

Section 1. Eligibility

Only those individuals and/or firms in good standing in the community who are engaged in the buying and selling of advertising and/or advertising materials, the creating of advertising, in the related fields of advertising, in furthering education of advertising, or in sympathy with the objectives of Ad2, shall be eligible for membership.

Section 2. Classification

There shall be three classifications of membership in Ad2: professional, student and affiliate. All memberships in Ad2 include all local, district, and national dues and all the privileges of Ad2, including the right to vote and hold office. (amended March 2010, May 2015)

Section 3. Year

Ad2 membership shall run on an annual basis. If a member joins mid-year, dues will be prorated and will be good through the end of the year. All memberships are renewable at the start of each calendar year. Ad2 fiscal year shall run from May 1 through April 30. (amended March 2010, May 2015)

Section 4. Age

Individuals shall be eligible for Ad2 membership at the age of 18, and remain eligible for membership until the age of 33. If general members will age out before their membership expires, they may continue receiving all benefits of membership, with the except of voting. None who will age out before their membership expires shall be nominated for an officer or board member position. (amended March 2010 and July 2013)

Article V. Election of Members

Section 1. Applications

The Board of Directors must approve applications for membership in Ad2.

Section 2. Archives

Applications may be filled out in writing or through interactive means, but shall be archived by a member of Ad2 in good standing. (edited May 2015)

Section 3. Company-Owned Memberships

Firms with membership(s) will assign a representative(s) as the regular or sustaining member(s). In case of change, the Secretary of Ad2 shall be notified in writing. (deleted transfer fee March 2010)

Article VI. Forfeiture of Membership

Section 1.

Any member knowingly committing any act contrary to the principles of Ad2 and so charged shall appear before the Board of Directors at a time designated by the Board. The Board will be the sole judge of any action, including forfeiture of membership.

Section 2.

The Treasurer shall call to the attention of any Board member who is 30, 60, or 90 days delinquent in dues or other Ad2 obligations. After 90 days, the Secretary shall then call the delinquent account to the attention of the member by certified letter/return receipt requested and/or by email/return receipt requested. Any member so notified who does not pay within ten (10) days from receipt of notification shall be automatically dropped from Ad2, and appropriate action shall be taken by the Treasurer in regard to any outstanding debt.

Section 3.

Ad2 officers or board members who have three unexcused board meeting absences within their one year term shall forfeit their position on the board, but may remain active members of Ad2. For an absence to be excused, the president must be notified before the board meeting starts and will decide if the excuse is valid. The President will send a personal written notice after two unexcused absences. (added March 2010, amended May 2015)

Article VII. Dues

Section 1.

Dues for all categories of membership shall be proposed by a majority affirmative vote of the Board of Directors, who in turn will submit the proposed dues to the entire membership in writing at least 30 days prior to the March Annual Meeting. Following the mailing of the proposed dues, it will be brought to the floor of the March Annual Meeting of Ad2. Following discussion, a vote will be taken. A majority of Ad2 voting members present at the Annual Meeting in good standing will rule on the proposed dues.

Section 2.

Dues for new members joining during the year will pro-rated and will continue through the end of the calendar year. All memberships are up for renewal at the start of the calendar year. (amended April 2009, May 2015)

Section 3.

The price for food/drinks at Ad2 events may or may not be covered by Ad2. (amended March 2010)

Section 4.

Any additional fees and assessments can be proposed by a majority affirmative vote of the Board of Directors, who in turn will submit the proposal to the entire membership in writing at least 30 days prior to the March Annual Meeting. Following the mailing of the proposal, it will be brought to the floor at the March Annual Meeting of Ad2. Following discussion, a vote will be taken. A majority of Ad2 voting members present at the Annual Meeting in good standing will rule on the proposal.

Section 5.

If new members are within one year of college graduation and do not yet have a professional advertising related position, student membership rate for dues will be allowed. (added March 2010)

Article VIII. Officers and Directors

Section 1.

The officers and directors will exercise any and all corporate powers conferred by law which are consistent with and reasonably necessary and incidental to the objects and purpose of this corporation, except that no powers will be exercised or actively engaged in otherwise and to an insubstantial extent, which in themselves are not in furtherance of Section 501 (c)(6) of the Internal Revenue Code of 1954, its rules and regulations, all as amended now or hereafter.

Section 2.

The officers of Ad2 shall be President, President-elect, Treasurer, and Secretary elected by the membership at the April annual meeting, and the immediate past president serving as Chairman of

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the Board. (amended March 2010, May 2015)

Section 3.

Officers and board members will serve in their position for one year (12 months) beginning with the April board meeting of the year elected. (amended March 2010)

Section 4.

The President will not have voting privileges. The Chairman of the Board gains voting privileges only in the event of a tie vote. (amended March 2010)

Section 5. Filling Officer Vacancies

In the event of death, resignation, or three board meeting absences by an Ad2 officer, the President shall appoint a current board member to the vacant position. If the President is leaving office, the President Elect shall immediately become President and appoint a new President Elect from the officers or board of directors at the next board meeting. In either circumstance, if none of the board members choose to accept the open officer position, the President shall nominate someone of his/her choosing from the current Ad2OKC membership roster. The nomination will then be confirmed by a vote of the Board of Directors at the next meeting. (amended November 2010)

Section 6. Filling Board Member Vacancies

In the event of death, resignation, or three board meeting absences by an Ad2 general board member, the President may decide whether or not to fill the position for the remainder of the term or reassign duties to other board members. If the President chooses to fill the position, it must be filled by a current Ad2 club member in good standing. The board shall vote to approve the nomination. (amended March 2010)

Section 7. Board Member Resignation

If a board member wishes to resign his or her position, it must be submitted to the President in writing or by email. (added March 2010, amended March 2013)

Section 8. Board Member Dismissal

The President may ask for any board member's resignation based on poor performance of duties after one verbal warning. If the request for resignation is contested, the Board of Directors will then vote at a regular board meeting to retain or dismiss the board member in question. A two-thirds majority of board members present is required to approve dismissal. The President and the board member in question may not vote. (added March 2010)

Article IX. Duties and Power

Section 1.

The President shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by Ad2. The President shall appoint all committees and committee chairpersons. In the absence of the President, the President Elect will preside at the regular meetings. If both are absent, the presiding officer will be selected by the President in advance. Each board member will receive a copy of the bylaws and their job duties at the beginning of the new term and will be asked to sign an acknowledgment form. (amended March 2010)

Section 2.

The President Elect shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by Ad2. (amended March 2010)

Section 3.

The Secretary shall keep the records of all Board of Director meetings of Ad2. (amended March 2010)

Section 4.

The Treasurer shall keep the financial records and shall direct receipts of all monies paid to Ad2 and direct deposit of such moneys in a bank designated by the Board of Directors. The Treasurer shall be

responsible for the collection of all dues and accounts and a fiscal report will be made at each Board Meeting. The Treasurer shall be bonded for an amount to be determined by the Board of Directors.

Section 5.

All duties and responsibilities of Officers and Board of Directors may be amended by a majority vote of the Board.

Section 6.

Board of Directors meetings will be held on the first Monday of each month. In addition, there may be special meetings called by the President. The President may change a board meeting date. (amended March 2010 and March 2013)

Section 7.

Two-thirds of current board members shall be considered a quorum at a Board of Directors meeting for conducting business (amended March 2008, May 2015)

Section 8.

The entire legal responsibility for and management of the affairs of Ad2 shall be vested in its Board of Directors.

Section 9.

Financial obligations for Ad2 exceeding \$25 and up to \$50 shall first have approval of the President. Financial obligations for Ad2 exceeding \$50 shall first have the approval of the Board of Directors.

Section 10.

Payments of Ad2 shall be approved by the Board of Directors, and all checks must have the signature of either the President or the Treasurer. (amended March 2013)

Section 11.

The five officers shall present a budget to the Board of Directors in May for approval. (amended March 2010)

Article X. Election of Officers and Directors

Section 1.

The President of Ad2 shall appoint, on or before the January board meeting of each year and with the approval of the Board of Directors, a Nominating Committee of at least four club members in good standing. The committee shall meet and select for approval of the current Board of Directors at least one nominee for each position on the Board of Directors, including officers, all for one year terms. (amended March 2010)

Section 2.

The Nominating Committee shall report its nominees to the Board of Directors in January and to members of Ad2 at the regular club meeting in February.

Section 3.

Additional nominations may be made for any position up until the vote must be taken at the April Annual Meeting. Once candidates are announced, the floor will be opened for any additional candidates to run for a position. Candidates must be present at the election in order to run unless absence is cleared by the outgoing President before the April meeting. (amended March 2010, May 2015)

Section 4.

All members of Ad2 shall be notified in writing as to the nominees of each position and the date of election 15 days before the election takes place. (amended May 2015)

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Section 5.

The election of officers and board members shall take place by secret ballot at the March club meeting. Write in votes will not be counted. Those elected will be announced within one week. (amended March 2010)

Section 6.

Absentee Ballots will not be accepted for officer elections. (amended May 2015)

Section 7.

Newly elected or appointed officers and board members will be inducted at the April board meeting, which outgoing and incoming board members will attend. (amended March 2010)

Article XI. Meetings

Section 1.

Regular club meetings will be held on roughly a monthly basis. In addition, there will be special meetings scheduled by the Board of Directors. The Board of Directors may change a regular meeting date. (amended March 2008, March 2013, and May 2015)

Section 2.

The purpose of the meetings are to socialize with peers in Oklahoma City's advertising and communications industry, to provide networking opportunities, to update members on the public service and education efforts of Ad2, and to reach out to new members and guests to encourage them to get involved.

Section 3.

Ten percent of the membership shall be considered a quorum at a regular meeting for conducting business.

Article XII. Amendments

These bylaws may be altered, amended, or added to in writing by first a majority vote of the Board of Directors present, who in turn will submit changes made to the entire membership in writing. Board members will be notified at least 24 hours in advance when bylaws will be voted upon at the board meeting. (amended March 2010)

Article XIII. Parliamentary Authority

Robert's Rules of Order, Revised, shall be the authority of Ad2 in all matters not covered by these bylaws.