

## **By Laws**

Revised Sept.16, 2005

### **ARTICLE I - Name**

The name of this organization (hereafter referred to as the Corporation or the Association) shall be The Advertising Club of Oakland, Inc., d/b/a Greater San Francisco Ad Club.

### **ARTICLE II - Purposes**

The purposes for which Greater San Francisco Ad Club is formed are:

To encourage, promote, develop and recognize quality advertising and its practitioners in the Bay Area;

To widen the public knowledge of the social and economic services of advertising;

To further truth in advertising among its own members and others and maintain and extend public confidence therein;

To further understanding and knowledge of advertising in general among students and provide assistance and encouragement to those students interested in the advertising industry;

To provide a convenient means whereby advertising professionals may meet to network and discover new and improved techniques in the art and science of advertising;

To serve the East Bay community through philanthropic events and programs which benefit both the general public and the local advertising industry;

And to accomplish all of the purposes set forth in its Articles of Incorporation.

### **ARTICLE III - Membership**

Section 1. Any person, irrespective of race, color or creed, or any firm or corporation may become a member of this corporation under conditions prescribed in these bylaws and prescribed from time to time by the Board of Directors.

Section 2. There shall be five major classification of members in the Corporation: Corporate, Individual, Honorary, Complimentary and Student/Teacher.

Section 3. Corporate, Individual, Honorary and Complimentary members shall have the right to all the benefits of the Corporation including the right to vote and hold office and to share in the assets of the Corporation. Student members shall not vote or hold office.

Section 4. Corporate membership will apply to companies with two or more members, each member having full membership privileges.

Section 5. All Past Presidents shall be classified as Honorary.

Section 6. The Board of Directors may, by majority vote, award Complimentary memberships to those who have furthered the goals of the Corporation. Terms of Complimentary membership shall be set at the time the membership is awarded.

Section 7. Student membership will apply only to full-time students enrolled in advertising, marketing or business courses.

Section 8. The Board of Directors may establish other classification of membership and determine their qualification.

Section 9. A Corporate member, or an Individual membership when held in the name of a firm or corporation, may at any time designate individuals to act for and in behalf of the member in participating in the activities of the Association.

Section 10. No applicant in any classification shall be admitted to membership except by a majority vote of the entire membership of the Board of Directors.

Section 11. Members in any classification may be expelled or suspended by a majority vote of the entire membership of the Board of Directors.

A. The President or any three members may present to the Board of Directors written charges subscribed by themselves against any member that the conduct of the member so charged has endangered or is likely to endanger the good order, welfare or character of the Association, or is at variance with the purposes and provisions of the bylaws. If it shall appear to the Board of Directors on inquiry, after ten (10) days' written notice to the member so charged of the nature of the charges and an opportunity given him to be heard in his defense, that his conduct has endangered or is likely to endanger the good order, welfare or character of the Association, or is at variance with the purposes and provisions of these bylaws, the Board of Directors may by majority vote suspend or expel such member or declare his membership forfeited. An expulsion or forfeiture shall operate to vest in the Association all the right, title and interest of such expelled member in and to the property and assets of the Association.

B. A member suspended or expelled for cause other than non-payment of dues shall have the right within one month after receiving notice of action to appeal to the members of the Association by filing a notice of such appeal with the President of the Board of Directors, and a special meeting shall be called to be held sixty (60) days after the filing of such appeal, but if they shall not so appeal or unless such action of the directors be reversed as herein provided, such suspension or expulsion shall stand. If two-thirds of the members present at such meeting shall by secret ballot reverse the action of the Board of Directors, the appellant shall be restored to membership, but until such reversal they shall not be entitled to any of the privileges of a member.

Section 12. Any member in good standing in an American Advertising Federation member club, shall be admitted to membership without payment of the initiation fee, upon certification by the former club of such good standing and subsequent approval of the Board of Directors.

Section 13. A member shall be considered in good standing if dues are current in accordance with Article IV, Section 1, and not in violation of these bylaws.

#### **ARTICLE IV - Finance**

Section 1. Dues and fees of members shall be as follows

A. Corporate and Individual members shall pay an initiation fee of \$15.00 and full dues to be determined by the Board of Directors from time to time. Dues shall be payable annually in advance of the first day of January. No membership shall be accepted by the Board of Directors until the initiation fee and dues are paid in full. The Board of Directors may reduce or suspend the initiation fee for a period of not less than 30 days nor more than 90 days.

B. Honorary members shall not be subject to any initiation fee, dues or assessment.

C. Student members shall pay one-quarter dues of the Individual members but shall pay no initiation fee.

D. No special assessment shall ever be levied upon the membership except by a majority vote of the members of the Association.

Section 2. The Board of Directors shall establish adequate rules and regulations for the receipt, conservation and disbursement of funds of the Association, and shall order an annual financial statement following the close of each fiscal year.

Section 3. The Advertising Club of Oakland Permanent Fund, created on May 15, 1930, is being continued, and the method of administration is set forth fully in Article X.

#### **ARTICLE V- Administration**

Section 1. The Board of Directors shall be the governing body of the Association, There shall be a total of twelve directors, exclusive of ex officio members, who shall be elected as set forth in Sections 2 and 3 of this Article.

The chairmen of any subsidiary groups, upon approval by the entire membership of the Board of Directors, shall be ex officio members of the Board of Directors.

All Past Presidents holding Honorary membership shall be ex officio members of the Board of Directors, without voting privilege, unless duly-elected members of the Board.

Section 2. At the last regular meeting in March of each year the President shall announce to the members the appointment of a Nominating Committee of five members — three from the Board of Directors and two from among those members holding voting privileges. At the first regular meeting in April the Nominating Committee shall present to the members an alphabetical listing of candidates willing to serve as a Director of the Association, equal to the number of vacancies to be filled, together with a brief statement of the candidates' qualifications.

Subsequently, any three members of the Association may nominate a candidate for Director by signing a nomination, including a brief statement of their qualifications, and delivering or mailing it to be received by the Executive Secretary of the Association not later than the first regular meeting in April. The Nominating Committee shall then determine if these candidates are available and willing to serve. If so, the persons nominated shall be included on the ballot

Section 3. The written ballot shall specify the number of Directors required to be elected to make up the full Board of twelve and instruct the members to vote for that number of candidates. The ballot shall be presented to the membership for voting on the first regular meeting in may.

The Executive Secretary of the Association and the Chairman of the Nominating Committee shall count the votes. The candidate receiving the highest number of votes shall be elected. Then the candidate receiving the next highest number of votes shall be elected. This procedure shall continue in sequence until the required number of candidates are elected. In case of a tie, the person holding membership in the Association for the longest period of time shall be elected.

All Directors shall be elected for two years. The terms of all Officers and Directors shall begin on the first day in June following their election. Interim vacancies on the Board of Directors shall be filled by appointment by the President, subject to approval by the Board of Directors, for the unexpired term of the vacant Directorship.

Section 4. At the first regularly-scheduled meeting of the Board of Directors in June, the members of the new Board of Directors shall proceed to elect from among their number a President, two Vice Presidents, and a Treasurer of the Association, whose duties and responsibilities shall be assigned to them by the Board of Directors. These four officers, plus one additional Director appointed by the President, shall constitute the Executive Committee of the Board of Directors, who shall be responsible for the selection of an Executive Secretary, consideration of new projects and of other than routine expenditures, for recommendation or presentation to the Board of Directors. The Executive Committee shall have no authority to act without approval of the Board of Directors.

The President shall be ex officio Chairman of the Executive Committee and ex officio member of all other Committees. The President shall represent the Corporation at the annual American Advertising Federation national convention, funds permitting.

Section 5. The Board of Directors shall establish the time, place and rules for conduct of its meetings, but if any member of the Board be absent from three regular meetings of the Board without notifying the Executive Secretary in advance of just cause, he/she shall be automatically dropped from the Board.

Section 6. The Executive Committee shall select an Executive Secretary of the Association who shall be the executive officer of the Association and ex officio secretary of the Board and of all Committees, without voting privilege. They shall serve at the pleasure of the Executive Committee and shall receive such compensation as the Board of Directors may determine.

Section 7. The President shall create such committees as shall be necessary for the proper conduct of the affairs of the Corporation and prescribe the manner of their selection and operation.

Section 8. The Board may affiliate the Association with any other association and withdraw the Association from affiliation with any such association or organization.

Section 9. Any officer of the Association, or member of the Board of Directors, may be recalled from office by a vote of two-thirds of the Corporate, Individual and Honorary members of the Association, initiated by a recall petition signed by one-third of the Corporate, Individual and Honorary members.

Section 10. Upon the election of new officers of the Board of Directors, the immediate Past President shall become the Chairman of the Board and serve in that capacity as an ex-officio member for one year.

#### **ARTICLE VI - Meetings**

Section 1. Regular meetings of the association shall be held at times and places designated by the Board of Directors. The Executive Committee may change the day for holding any meeting or may call any special meeting, subject to approval by the Board of Directors.

Section 2. The annual meeting shall be held on the last regular meeting in May each year.

Section 3. The Board of Directors shall meet at least once each month, at times and places to be determined by the Board. Simple majority shall constitute a quorum.

Section 4. The Executive Committee and all other committees shall meet on call of their respective chairmen or any two members.

#### **ARTICLE VII - Amendments**

Upon ten days' prior written notice to all members holding voting privileges, these bylaws may be amended by a two-thirds majority vote of those members holding voting privileges present at any regular meeting, except that Article IV, Section 3, and Article X in its entirety or any part thereof may be amended only as provided in Article X, Section 8.

The Board of Directors, or any ten voting members of the Association in good standing, may propose amendments.

#### **ARTICLE VIII - Procedure**

Except as otherwise herein provide, proceedings of all meetings shall be according to Robert's Rules of Order. No voting by proxy or mail shall be permitted.

#### **ARTICLE IX - Residuary Powers**

All powers and duties not expressly lodged elsewhere are hereby vested in the Board of Directors, which is charged with the responsibility of establishing rules and regulations for the proper conduct of the business of the Association. It shall be the obligation of the Board of Directors to make reports to the membership, in writing, of the financial condition to the Association.

## **ARTICLE X - Permanent Fund**

Section 1. The Advertising Club of Oakland Permanent Fund is a trust fund established to create income which shall be used for scholarships as approved by the Board of Directors, or benefits to the Association of a permanent nature. The Trustees shall be the sole judge of what is principal and what is income in connection with said Permanent Fund.

Section 2. The principal of the Permanent Fund shall be administered by the Trustees in a manner consistent with good investment practice to the end of enlarging the Fund or increasing its earnings and may not be used in any other manner than for investment.

Section 3. The income from the Permanent Fund, at the discretion of the Trustees, shall be added to the capital or used for scholarships, or for purposes of permanent benefit to the AdMark. The method of administration of the scholarship fund, and choice of its recipient, shall be designated by resolution of the Board of Directors.

Section 4. There shall be three Trustees elected by the Board of Directors to administer said Permanent Fund. Two of these Trustees shall serve until they resign, cease to be members of the Association, or become unable to serve by reason of incapacity. The third Trustee shall be the Association's Immediate Past President. If they are unable to serve or in case of a vacancy, the Board of Directors shall elect a third Trustee from among their number to complete a one-year term.

Section 5. The Trustees shall receive no compensation for their services and shall be under no liability whatever by reason of this service as Trustee for any loss or damage that may happen to the Permanent Fund or any part there of except by reason of their own fraud.

Section 6. The Trustees are hereby given all general powers not prohibited by law in the administration of said Trust Fund. No bonds shall be required of the Trustees.

Section 7. The Trustees actions in connection with the administration of said Fund will be decided by a majority vote.

Section 8. To alter, amend or terminate this trust, first the proposed amendment, alteration or termination must be approved at a regularly called meeting of the Board of Directors by a two-thirds vote thereof. Second, upon ten days' prior written notice to all members holding voting privileges, proposed change must be approved by a two-thirds vote of the Corporate, Individual and Honorary members of the Association in good standing at any regular meeting of the membership.