

The CONSTITUTION & BYLAWS of the
AMERICAN ADVERTISING FEDERATION – SPACE COAST

ARTICLE I

Name of ~~American Advertising Federation – Space Coast~~ and Affiliation

The organization shall be known as the AMERICAN ADVERTISING FEDERATION – SPACE COAST (AAFSC) and shall be affiliated with the American Advertising Federation (AAF) and ~~American Advertising Federation District 4 (AAF D4) the~~ ~~AAF members, not part of AAFSC, shall receive AAFSC membership discounts and pay the same fees as AAFSC members for meetings and events.~~

ARTICLE II

Objectives

The objective of AAFSC shall be:

- ~~Foster~~ truthfulness and high standards in advertising
- ~~Promote~~ exchange of advertising ideas, education, and resources
- ~~Develop~~ a better understanding of advertising to the consuming public
- ~~Recognize~~ local advertising excellence
- ~~Aid~~ in combating unfair or restrictive legislation harmful to the advertising industry
- ~~Cooperate~~ with and promote civic and nonprofit public service organizations and their projects

ARTICLE III

Membership

Section 1. All applications for membership or any transfer (by name) of membership shall be subject to approval by the Board of Directors. ~~If~~ a member demonstrates the lack of concern as established by the objectives of AAFSC, their membership will be subject to the removal by the Board of Directors.

Section 2. No person shall be denied membership because of race, religion, sex, or political affiliation.

Section 3. ~~Only persons of good standing, who support the objectives of AAFSC, shall be eligible for membership in AAFSC.~~

Section 4. The Board shall set dues and additional membership requirements.

Section 5. Up to three members of any single organization may have voting privileges.

Section 6. ~~Membership categories shall be documented in the Policy Manual.~~

ARTICLE IV

Dues and Initiation Fees

Section 1. The Board of Directors shall establish dues and initiation fees for all members, ~~which shall be documented in the Policy Manual.~~

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~~Deleted: Section 2. FULL MEMBERSHIP – Only persons of good standing who buy, sell, or create advertising or who support the objectives of AAFSC – Space Coast shall be eligible for Full membership. Only Full Members shall be eligible to vote and be counted to establish a quorum. A maximum of three (3) voting members are allowed from any one company or organization.~~

~~Section 3. ASSOCIATE MEMBERSHIP – Associate memberships are available for any interested people who work for a company or organization with at least one Full member. Associate members will be given a reduced membership rate and will have no voting rights. Full time students who are interested in pursuing a career or involved in activities affiliated with advertising or faculty members may also apply for Associate membership.~~

~~Section 4. HONORARY MEMBERSHIP – Persons, who in the opinion of the Board of Directors, have given distinguished service in the field of advertising or to the Federation. AAFSC may be elected by the Board of Directors for the remainder of the current fiscal year. Such members shall have the same status as an associate member.~~

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~~6.1 CORPORATE – Any organized group (company, school, professional association, etc.) may have two or more of their employees, students, teachers, professional association members, etc. as part of their Corporate membership. Such members shall have all rights and privileges of Professional Members, with the limitations of this Article Sections 5 and 6.2.~~

~~6.2 PROFESSIONAL (Individual) – Professional Members must be engaged in a business that buys, sells, creates, or is an educator in the area of advertising or marketing products or elements thereof. Professional Members shall have voting rights. Corporate members meeting these requirements shall be counted as Professional members.~~

~~6.3 AFFILIATE (Student and Supporting Individuals) – Any individual currently enrolled in a university, college, trade school, or high school is eligible for Affiliate membership. Any individual ... [1]~~

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Section 2. The Treasurer, ~~in accordance with the rules set forth in the Policy Manual, shall collect initiation fees (if any) and dues, and notify members of past due membership payments as set forth in the Policy Manual.~~

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Section 3. ~~Only members, whose dues are current and are in a voting member classification as designated in the Policy Manual, shall be entitled to vote on AAFSC business and elections or hold a position on the Board.~~

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ARTICLE V

Board of Directors and Officers

Section 1. The management of the affairs of the ~~AAFSC~~ shall be vested in the Board of Directors.

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Section 2. The Board of Directors shall consist of not less than eight (8) voting members elected by the ~~voting~~ members of the ~~AAFSC~~; four (4) of whom shall be a President, President Elect, Secretary and Treasurer and three (3) Directors. The Immediate or most recent ~~voting~~ Past President will be the eighth member. The Board of Directors may consist of up to fourteen (14) members.

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Section 3. Any ~~voting~~ member in good standing shall be eligible for election to the Board of Directors. The term of office for the Directors and ~~Officers~~ shall be complete at the end of the fiscal year or when their respective successors take office.

Section 4. Any Board member shall be removed from the Board without the requirement of a vote if he or she has missed three (3) ~~Board meetings~~ ~~within the current fiscal year~~ without a Board accepted excuse. ~~Any member of the Board may be reinstated by the Board for the balance of the term, for which they are being reinstated.~~

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Section 5. Any Board member or officer who demonstrates consistent nonperformance of duties as outlined in the ~~AAFSC's~~ Constitution and Bylaws or egregious behavior in violation of acceptable ethical and performance standards of the ~~AAFSC~~ may be removed from office by a ~~two-thirds~~ vote of the Board.

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Section 6. No company or organization may have more than one (1) employee as an officer and may have no more than two (2) employees on the Board. ~~The Board of Directors may waive this rule fully or in part for up to one year, ending with the installation of a new Board, by a two-thirds vote of all active Board members; the membership may override and reject such a Board decision.~~

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Section 7. ~~If~~ the Board membership is less than the minimum outlined in Section 2 of this Article, the ~~remaining~~ Board of Directors shall appoint a successor as soon as practical.

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Section 8. ~~If~~ the Board wishes to add a Director to the Board of Directors, not exceeding the maximum number of members, the Board of Directors may appoint such a Director by a two-thirds vote of all ~~Board~~ members.

Section 9. Any new member of the Board, appointed by the Board of Directors, shall take office immediately and shall serve the remainder of the term of the current Board.

ARTICLE VI

Duties of Directors and Elected Officers

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Section 1. It shall be the duty of the President to preside at all meetings, to provide leadership for the AAFSC and to represent the AAFSC at the AAF D4 and in all other necessary capacities not delegated to the other officers.

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The President also will function as the AAFSC's liaison with the AAF and AAF District 4. The President shall appoint all committees and name the chairperson of each, such appointments to be made subject to the approval of the Board of Directors. With Board approval the President is authorized to sign and/or authorize contracts and obligations of the AAFSC, is authorized to open and close bank accounts, sign checks, and control funds on behalf of the AAFSC.

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Section 2. The President Elect shall have all the authority of the President if the President is unable to exercise his or her responsibilities. In the absence of the President, the President Elect shall preside at all meetings and to execute the duties of the President or Treasurer in the absence of the President or Treasurer.

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Section 3. It shall be the duty of the Secretary to ensure written notice is given by mail or E-mail of all meetings of the AAFSC, and to keep the minutes of each meeting. He or she shall conduct the correspondence pertaining to the office, shall keep records of the AAFSC, and make them available electronically or hard copy to any member upon request. The Secretary shall maintain the Policy Manual and ensure the most current version of the Policy Manual and these bylaws are readily available to all members.

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Section 4. The Treasurer is authorized to open and close bank accounts, sign checks, collect all sums due the AAFSC from all sources, pay authorized bills on presentation by the President, make current monthly reports at the Board of Directors meeting, supervise, under the control of the Board of Directors, the finances of the AAFSC, and prepare all budgets. The only expenditures the Treasurer is authorized to pay are those that are a part of a Board approved budget or other expenditures approved by the Board. The Treasurer shall serve as chairperson of the finance committee.

Section 5. The Board of Directors shall hear all grievances, audit all accounts, approve applications for membership and transfer memberships, approve appointments and approve AAFSC expenditures.

ARTICLE VII
Committees

Section 1. The President shall appoint the following standing committees and chairperson(s), selected from all members, and shall assign a member of the Board of Directors as additional ex-official member of each committee. All standing committees shall serve until the end of the fiscal year or until their successors are appointed.

- **Membership.** To secure additional members. To promote attendance at AAFSC meetings and to arrange for the reception at those meetings.
- **Programs.** To arrange programs, meeting locations, and all other necessary details for all AAFSC meetings, including social activities and other events.
- **Government Relations.** To study and report to the Board of Directors any proposed governmental legislation affecting advertising in any of its forms, and to recommend action by the AAFSC.
- **American Advertising Awards.** To plan, supervise and promote the annual AMERICAN ADVERTISING AWARDS competition. The AMERICAN ADVERTISING AWARDS

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Chairperson is also responsible for naming the AMERICAN ADVERTISING AWARDS sub-committees and their chairpersons.

Section 2. The President may appoint additional committees, including but not limited to committee(s) for Publicity, Education, Public Service, Website/Newsletter, Fundraising and Special Awards. Committees may be combined.

Section 3. Past recipients of the AAF Silver Medal, who are current members, shall have the responsibility of choosing further recipients of the award, based on candidates submitted by members which may or may not be awarded on an annual basis. In the absence of at least two qualified past AAF Silver Medal recipients, the Board of Trustees may, with any past AAF Silver Medal recipient, select someone to receive the award. Members must submit qualifications of the nominated candidate for their consideration.

Section 4. No committee shall have the authority to commit the AAFSC on matters of policy or to create financial obligation. All committee plans and actions shall be subject to the approval of the Board of Directors.

Section 5. The AMERICAN ADVERTISING AWARDS Chairperson is responsible for establishing a budget for approval by the Board of Directors. Expenditures will be supervised by the AMERICAN ADVERTISING AWARDS chairperson and approved by the AAFSC Board of Directors.

ARTICLE VIII
Meetings

Section 1. The Annual Meeting, where annual elections for officers and the Board occur, should be held within 60 days before the end of the fiscal year.

Section 2. The regular meetings of the AAFSC shall be held at such times and places as the Board of Directors may determine and may include virtual meetings.

Section 3. Notice of all AAFSC Membership meetings shall be sent by the Secretary to all members of the AAFSC at the member's last known e-mail address at least seven (7) days prior to the date of such meeting.

Section 4. A schedule of regular meetings of the Board of Directors shall be set up by the Board with a goal of having meetings once per month.

Section 5. All business to be voted on unless noted otherwise will be determined by majority vote.

ARTICLE IX
Quorums

Section 1. Twenty-Five percent (25%) of the voting members shall constitute a quorum for the transaction of business at any meeting of the AAFSC.

Section 2. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of Board business unless noted otherwise.

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Section 3. A majority of any committee shall constitute its quorum.

ARTICLE X
Elections

Section 1. The Board of Directors shall appoint, at least sixty (60) days before the date of the annual meeting, a nominating committee of at least five (5) voting members, to be chaired by the outgoing Past President. No more than 50%, including the outgoing Past President, shall be a member of the current Board of Directors.

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Section 2. The nominating committee shall prepare a slate of nominees, one (1) name for each office and up to nine (9) directors, and shall report these names to the Secretary no later than thirty-five (35) days prior to the annual meeting.

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Section 3. The Secretary shall announce the names of the candidates by E-mail to all members at least thirty (30) days prior to the annual meeting so that they may nominate alternative choices, if so desired.

Section 4. Nominations from members must be returned to the AAFSC Secretary at least fourteen (14) days prior to the annual meeting. The Secretary shall tally all nominations and the name(s) most mentioned for each office shall be placed on the ballot along with the nomination committee's choice for each office open for election and E-mailed at least seven (7) days prior to the annual meeting to all members.

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Section 5. No candidate shall be proposed for office unless his or her consent to serve has been secured.

Section 6. Election shall be held at the Annual Meeting.

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Section 7. Prior to voting for a contested position for an officer or a member of the Board of Directors, the candidates contesting the position shall each have the opportunity to address the membership. The Board of Directors shall determine the amount of time, not less than three (3) minutes, for each candidate in a contested position to speak.

Section 8. On the date set for the election, the chairperson of the nominating committee shall preside at the election. Two (2) tellers, appointed by the Board of Directors shall assist. The tellers may not be candidates for election.

Section 9. The election shall be by secret ballot for any office for which more than one candidate has been nominated or if requested by any candidate. If the number of Directors nominated exceeds the number of Director positions available, the election for Directorships shall be by secret ballot. Each voting member may cast votes for up to nine (9) individual directors. The candidates receiving the most votes for any position shall be elected. The nomination committee chairperson shall open the ballots in the presence of the tellers. The chairperson shall announce the results of the election and declare the officers and directors elected. If a candidate for any position with three or more candidates does not receive 50% or more of the votes, a second vote to select from the top two vote getters shall be taken. If there is a tie between two or more candidates and it is necessary to break the tie, the chairperson of the nominating committee shall use a random selection process to select a winner or select the remaining two candidates for a runoff election.

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Section 10. The last month of fiscal year ~~should~~ serve as the transition period for ~~nominated~~ officers and directors to attend the ~~AAFSC~~ Board of Directors meetings and otherwise learn the responsibility of their elected position.

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ARTICLE XI
Policy Manual

Section 1. A Policy Manual shall be kept that defines the operation of the AAFSC.

Section 2. Established policies and operational procedures shall be included as well as new or revised operational procedures and policies passed by the Board.

Section 3. As new policies and procedures are approved by the Board the Policy Manual shall be updated and made available to all members as soon as practical.

ARTICLE XII
Amendments

Section 1. The Constitution and Bylaws may be amended by a vote of ~~voting~~ members.

Section 2. Proposed amendments ~~shall~~ be submitted to each member of the Board of Directors by the AAFSC Secretary by ~~printed copy~~ or E-mail no less than one (1) week prior to presentation to the ~~voting members~~ and must be approved by The Board prior to presentation to the ~~voting members~~ for a first reading.

Section 3. Proposed amendments must then be read and/or distributed to the general membership from the floor at one (1) ~~AAFSC membership~~ meeting. Changes may be proposed at this meeting, but to move forward as proposed new bylaws the changes must be approved by a vote of both the ~~voting members~~ and the Board.

Section 4. Proposed amendments must be sent to all ~~voting~~ members by ~~printed copy~~ or E-mail at least seven days prior to a second ~~Membership~~ Meeting, held at least two weeks after the first reading, at which the proposed amendments will be presented to the ~~voting members~~ for voting. This shall be at the first meeting following the reading ~~at which there is a quorum~~. Minor changes or corrections may be made at this meeting with the approval of the membership, but substantial changes must be delayed until a subsequent meeting after they are approved by the Board and distributed to all ~~voting~~ members by ~~printed copy~~ or E-mail at least seven days prior to the next ~~membership~~ meeting at which the proposed amendments will again be presented to ~~voting members~~ for voting.

Section 5. The Constitution & Bylaw changes must be approved as a complete document and shall take effect immediately upon approval unless an alternate date of effectiveness is stated within the bylaws.

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ARTICLE XIII
Board of Trustees

Section 1. There shall be a Board of Trustees consisting of all past Presidents of the ~~AAFSC~~ who are members in good standing.

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Section 2. The most recent Immediate Past President in good standing of the AAFSC, shall serve as chairperson of the Board of Trustees and may call meetings at his/her discretion.

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Section 3. The duties of the Board of Trustees shall be as follows: They will be available to the Officers and Directors of the AAFSC, in an advisory capacity. They will be available for assistance to committee chairpersons. They will serve as the scholarship committee, reviewing applicants and awarding scholarships within the budget established by the Board of Directors. They will serve as the audit committee at the close of each fiscal year.

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ARTICLE XIV

Voting without an in-person meeting

Section 1. The Board and voting Members may meet using email or in a virtual live meeting and conduct AAFSC business. The process of counting and verifying votes shall be documented in the Policy Manual.

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Section 2. For situations requiring a secret ballot the Board shall establish a procedure and document the process in the Policy Manual.

ARTICLE XV

Indemnification

The AAFSC shall indemnify every officer, director, or committee member against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding (including settlement of any suite or proceeding, if approved by the then Board of Directors) to which he/she may be a part by reason of being or having been an officer, director, or committee member of the AAFSC. Such officers, directors, or committee members shall not be liable for any mistake of the judgement, negligent or otherwise except for their own individual willfully misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the AAFSC shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the AAFSC (except to the extent they may also be members of the AAFSC), and the AAFSC shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other right to which any officer, director, or committee member or former officer, director, or committee member may be entitle. The AAFSC shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonable available.

ARTICLE XVI

Miscellaneous

Section 1. The AAFSC 's fiscal year shall coincide with that of the AAF D4 and shall be documented in the Policy Manual.

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Section 2. Parliamentary Rules. Robert’s Rules of Order (current edition) shall govern the conduct of the AAFSC proceedings when not in conflict with Florida Law, the Articles of Incorporation, or these Bylaws.

Section 3. Conflicts. If there are conflicts between the provisions of Florida law, the Articles of Incorporation, and these Bylaws, the provisions of Florida law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Chartered by the American Advertising Federation: July 1984
Amended: 1997
Amended: 13 March 2002
Amended: April 15, 2008
Amended: June 15, 2016
Amended: June 20, 2018
Amended: June 23, 2020
Amended: June 29, 2022

BYLAWS CERTIFICATE

The undersigned certifies that [s]he is the Secretary of the Board of the AAFSC and that, as such, [s]he is authorized to execute this certificate on behalf of the Board, and further certifies that the foregoing Bylaws constitute the Bylaws of the AAFSC, duly adopted by vote of the Membership on June 29, 2022.

Dated:

, Secretary

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Parliamentary Authority ¶

Section 1. Robert's Rule of Order, Revised, shall be the authority of the AAFSC Federation in all matters not covered by these Bylaws....

