

Bylaws
American Advertising Federation Topeka, Inc.
Chartered June 1958
Incorporated April 1992

ARTICLE I, NAME

This organization shall be known as the American Advertising Federation Topeka, Inc., formerly known as the Topeka Advertising Federation, Inc., and shall be affiliated with the American Advertising Federation.

ARTICLE II, PURPOSES

The purposes of this organization shall be to promote greater effectiveness in the use of advertising as an instrument for distribution, to foster higher standards of practice in advertising and selling, to expand recognition of advertising as a profitable business tool, to monitor and influence government legislation and regulations that directly affect the advertising process, and to cultivate a better understanding of the economic and social value of advertising to the consuming public.

ARTICLE III, MEMBERSHIP

Section 1.

The following persons are eligible for membership: (a) Persons of good standing in the community who are engaged in buying, selling or creative advertising or related relations activities or who are affiliated with an organization or business that utilizes an advertising or advertising-related function in part of its operations; (b) Persons of good standing in the community, who may, by virtue of interest or study, wish to expand their knowledge of advertising.

Section 2.

Applications for membership shall be submitted to the Board of Directors for verification of the applicant's qualifications.

Section 3.

Applications submitted to the Board must be approved by a two-thirds vote of Board members present for membership to be granted.

ARTICLE IV, INITIATION FEES AND DUES

Section 1.

Dues for members shall be payable annually and shall include affiliation with the American Advertising Federation and the Ninth District of the American Advertising Federation.

Section 2.

The Board of Directors shall establish the amount of annual dues at the beginning of each club year and shall subsequently assess new members an amount prorated to the first day of the next month nearest their appointment to membership.

Section 3.

Any member whose dues have been in arrears for 60 days shall be so notified by the Treasurer and provided an additional 30 days grace period during which full dues payment must be received. If payment is not received by the end of the 30-day grace period, membership shall be forfeited. Reinstatement shall require full dues payment and assessment of prevailing initiation fee.

Section 4.

Company memberships in the American Advertising Federation Topeka may be obtained under the following conditions:

(a) A company is defined as any business, partnership or organization with three or more employees who are eligible for membership in the American Advertising Federation Topeka as defined in Article III, Section 1 of the Constitution and Bylaws of American Advertising Federation Topeka.

(b) The Board of Directors shall establish the amount of annual dues for company memberships at the beginning of each club year. Such dues shall provide for national and district affiliations with the American Advertising Federation.

(c) A company membership shall consist of three or more individuals, identified by an authorized company representative as candidates for membership in AAFT, subject to the conditions of Article III of this Constitution and Bylaws.

(d) If an individual who is a member in good standing under company membership provisions becomes disassociated with the company holding membership, the membership is retained by the company. The company may then select a replacement for the vacant membership subject to the provisions of Article III and Article IV, Section 1.

(e) An individual losing company membership status may elect to continue membership under individual membership status, by paying appropriate dues as provided for under Article IV, Section 1.

(f) Club members who hold membership under company membership provisions shall have the same voting rights and club privileges as individual members.

ARTICLE V, BOARD OF DIRECTORS AND OFFICERS

Section 1.

The Board of Directors shall exercise the administrative and fiscal powers of the American Advertising Federation Topeka, pursuant to the laws of the state of Kansas.

Section 2.

The Board of Directors shall consist of four to six members (not including officers) elected by the general membership of the club, and of officers as are elected under the provisions of Article V.

Section 3.

The term of office for directors shall be for two years.

Section 4.

The officers shall consist of a Chair of the Board/Past President, a President, a First Vice President, a Secretary, and a Treasurer. Any active member in good standing shall be eligible for election as an officer.

Section 5.

In the event a board member is elected to serve in an officer capacity, the Board will appoint someone to serve the remainder of the board member's unexpired term.

Section 6.

The Board may appoint, on recommendation of the President, ex officio non-voting directors to the Board. Ex officio directors may serve as standing committee chairs.

Section 7.

The Board of Directors, at its first meeting following the annual election meeting of the club, shall elect its officers, whose terms shall be for one year except as described in Section 9 of this article.

Section 8.

If, during the course of the club year, the office of President becomes vacant, the First Vice President shall assume the office of President and a new First Vice President shall be elected to fill the unexpired term.

Section 9.

Officers elected by the Board may be removed from office for cause during the club year by a three-fourths vote of the Board. The Board of Directors may vote to recommend to the membership that any director missing four (4) regularly scheduled meetings of the Board of Directors, or three (3) regularly scheduled general membership meetings within a fiscal year, be terminated from the Board of Directors.

Section 10.

The Board of Directors shall meet within 30 days of the annual meeting and shall set at that time a regular schedule of meetings, to occur at least once per month during the club year. Changes in scheduled meeting dates may be made by majority consent of all board members. Special meetings may be called by the President with five days notice or by petition from four board members.

Section 11.

The Board of Directors, at its discretion, may employ a paid Executive Director, whose duties and compensation shall be defined by the Board. The Treasurer will also review the Executive Director's financial management of the club.

ARTICLE VI, DUTIES OF OFFICERS AND DIRECTORS

Section 1.

The President shall be the chief executive officer of the club and the Board of Directors and shall preside over all meetings of the club and of the Board of

Directors. The President shall be an ex-officio member of all committees except the Nominating Committee and shall appoint all committees, with the exception of the Nominating Committee, such appointments to be subject to the approval of the Board of Directors. This person shall act as Chair of the Volunteer of the Year Committee. The President and the Treasurer shall sign all written contracts and obligations of the club, which must have prior approval of the Board of Directors to be legal and binding.

Section 2.

The First Vice President shall be vested with all the powers and shall perform all duties of the President in the absence or disability of the latter. The First Vice President shall oversee the awards committee, will attend any and all conferences associated with AAFT, 9th District and/or AAF as required by the Board, and will assist and monitor the duties of the President for preparation of Presidency. The First Vice President shall be in charge of long-range planning of program emphasis and overview, new club projects and community involvement. They shall also oversee any updating of the AAFT Constitution and Bylaws.

Section 3.

The Program Chair shall be vested of all powers and shall perform all duties of the First Vice President in the absence or disability of the latter. The Program Chair shall serve as Co-Chair of the awards committee and will assist and monitor the duties of the First Vice President and President for preparation of Presidency.

Section 4.

The Chair of the Board (Past President) shall chair the Executive Committee and Nominating Committee.

Section 5.

The Secretary shall record the minutes of all meetings of the club and of the Board of Directors, issue notices of board meetings, keep all club records and perform all other duties customarily pertaining to the office.

Section 6.

The Treasurer oversees all responsibilities with any and all income and expenses associated with AAFT. This includes but is not limited to: credit cards, cash, checks, bookkeeping, general ledgers, financial reports, membership dues and tax administration – subject to verification by a certified public accountant. The Executive Director also maintains the currency and accuracy of the club membership database.

Section 7.

The Board of Directors shall be charged with the general management of the club and shall hear all grievances, account for all expenditures and carry out those duties defined specifically in this Constitution and Bylaws.

Section 8.

The President shall serve as the club's official representative to the annual convention of the American Advertising Federation, when funding is available. The President's inability to make such representation will authorize the Board to name, by majority vote, an alternate club representative.

ARTICLE VII, COMMITTEES

Section 1.

(a) The Executive Committee shall consist of the club officers. The Chair of the Board shall serve as the Chair of the Executive Committee.

(b) The Executive Committee shall be empowered to exercise the authority of the Board of Directors on such duties as approved by the Board of Directors.

(c) The Executive Committee shall appoint the Finance Committee which shall consist of the First Vice President and other members of the Board of Directors. The Finance Committee shall perform such duties as defined by the Executive Committee.

Section 2.

The Executive Committee, based on recommendations of the President, shall name standing committees and appoint a Chair of each. All standing committees shall be comprised of members of the Board of Directors and members from the general membership. Standing committees shall serve to advise and recommend to the Board of Directors, which shall have authority over all standing committee decisions and actions. Standing Committees include but are not limited to:

Awards - To plan and implement an annual, local Awards Presentation. To then forward the winners, according to AAF rules, to the Ninth District Addy Competition.

Membership - To secure additional members. To promote attendance at club meetings and to arrange for the reception of those attending.

Program - To arrange programs for all club meetings.

Education/Diversity, Equity & Inclusion – To plan and supervise the educational work of the club. To coordinate an annual special event/program that brings students and practitioners together for education and networking. To promote AAFT scholarships, review applications, and recommend a recipient to the Board. The committee chair shall serve as primary AAFT liaison to students and academic members in the surrounding communities of the club. To manage and organize any and all activities that serve to broaden the cultural makeup of AAFT's membership.

Nominating - The Chair of the Board shall head the Nominating Committee. This Committee shall consist of not less than two (2) board members and one (1) member from the general membership. The Nominating Committee shall make nominations to fill Board vacancies at the expiration of Board terms.

Communications/Publicity – To regularly produce and distribute the club communications, serving as the primary source of information about club activities and membership. To produce and distribute other printed and/or electronic communications as needed, such as club roster/directory, newsletters, and to distribute information to the website/social media coordinator. To secure desirable publicity, and otherwise to promote the prestige and standing of the club in the community. To promote better public understanding of advertising.

Silver Medal – To receive and evaluate nominations to honor an individual who has demonstrated a long-term commitment to our advertising community with a lifetime achievement award. This committee, chaired by the previous year’s honoree and including at least four (4) additional previous recipients, recognizes individuals for creative ability, outstanding contributions to the advertising profession as a whole and service to the community. Should the committee determine no qualified nominee exists, the award need not be given.

Carolyn Terhune Volunteer of the Year – To receive and evaluate nominations for an outstanding individual who has made valuable contributions to AAFT and the advertising profession in the past year. The committee, co-chaired by the previous year’s honoree and the current AAFT President and including at least four (4) additional previous recipients, acknowledges individuals for their contributions to advertising through their volunteerism and leadership of others in the profession. As co-chair of the committee, the current AAFT President is ineligible for the award. Should the committee determine no qualified nominee exists, the award need not be given.

Section 3.

The Board of Directors, based on recommendations of the President, shall appoint such special committees as may be needed to carry out the work of the club and shall name the Chair of each. Special committees may include but are not limited to:

Public Service – To develop and oversee any advertising/promotional projects that inform the public of causes and programs deemed important to our community by the Board.

Special Projects – To coordinate events and activities associated with fundraising opportunities for AAFT and the AAFT educational scholarship program.

Government Relations – To study and report to the Board of Directors any proposed state or city legislation affecting advertising in any of its forms and to recommend and oversee action by the club if deemed desirable.

Section 4.

No standing committee shall have the authority to commit the club on matters of policy or to create financial obligations. 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 the club shall be held at such times and places as the Board of Directors may determine.

Section 2.

Special meetings of the general membership may be called at the President’s discretion or will be called by the President upon written petition by at least 10 percent of the members in good standing.

Section 3.

An annual Operating Planning meeting shall be conducted by the First Vice President/Incoming President in May or June.

ARTICLE IX, QUORUMS

Section 1.

One-third of the directors shall constitute a quorum at Board meetings.

Section 2.

Attendance by ten (10) percent of the general membership in good standing and a presiding officer shall constitute a quorum at general membership meetings.

ARTICLE X, ELECTIONS

Section 1.

The annual election of board members shall be conducted during the club's April or May regular monthly meeting.

Section 2.

Notice of the annual election meeting and any special meeting shall be provided every active member in writing or via electronic communication at least ten (10) days and no more than sixty (60) days prior to the election meeting.

Section 3.

Prior to the election at the annual meeting, nominations from the general membership for Board positions may be submitted to the Nominating Committee, who shall notify the entire general membership of such additional nominations.

Section 4.

Nominations for Board positions may not be made from the floor at the election meeting.

Section 5.

No candidate shall be proposed for office before the general voting membership unless his consent to serve has been obtained.

Section 6.

Election shall be by written or electronic ballot.

Section 7.

Two election tellers, exclusive of members of the Board or candidates for election, shall tabulate the ballots and present the results to the presiding officer.

ARTICLE XI, INDEMNIFICATION OF OFFICERS & DIRECTORS

Section 1.

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or on the right of the club) by reason of the fact that such person is or was a director or officer of the club, or is or was serving at the request of the club as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2.

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the club to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the club, or is or was serving at the request of the club as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the club, and except that no indemnification shall be made in respect of any claim, issue of matter as to which such person shall have been adjudged to be liable to the club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3.

Expenses incurred and amounts paid in settlement with respect to any action, suit or proceeding of the character described above may be advanced by the club prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the director or officer, in form and substance satisfactory to the club, to repay such amounts so advanced as shall not ultimately be determined to be payable to him under this Article.

Section 4.

Any indemnification under Sections (1) and (2) of this Article, unless ordered by a court, shall be made by the club only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5.

It is the intention of this Article that the club indemnifies directors and officers to the

fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.

Section 6.

The club shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the club, or is or was serving at the request of the club as director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the club would have the power to indemnify such person against such liability under the provisions of this section.

Section 7.

Employees or agents of the club may be entitled to indemnification pursuant to this Article and the standards set forth in Sections (1) and (2). Such employees or agents are entitled to indemnification and advancement of expenses only upon a determination that indemnification of such employees or agents is proper in the circumstances because such employees or agents have met the applicable standard of conduct set forth in Sections (1) and (2) of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

ARTICLE XII, NON-PROFIT ORGANIZATION

Section 1.

This organization shall operate as a non-profit organization. Any income received shall be applied only to the non-profit purposes and objective of the organization, administrative costs, and no part of the income shall inure to the benefit of any officer or member.

Section 2.

If this organization were to dissolve, all remaining funds in the treasury after payment of debts would be turned over to the Topeka Community Foundation to be added to the AAFT scholarship endowment fund.

ARTICLE XIII, AMENDMENTS

Section 1.

Amendments to this Constitution and Bylaws must be in writing, signed by at least five club members in good standing and presented to the Board of Directors.

Section 2.

Notice of any proposed amendment shall be mailed or emailed to each active

member no more than one week after it has been presented to the Board of Directors.

Section 3.

Approval of amendments must be obtained by either (a) a two-thirds affirmative ballot vote of members in good standing at a regular club meeting or (b) by two-thirds affirmative official ballot vote of members in good standing responding to a proposed change presented to the entire membership by mail or email.

ARTICLE XIV, MISCELLANEOUS

Section 1.

In recognition of the benefits and services available to this organization and its members through its affiliation with the American Advertising Federation, it shall be the policy of this organization to exercise its rights and privileges of participation in the government and activities of the American Advertising Federation whenever possible. At the discretion of the Board of Directors, this organization shall also provide for its proper representation at any meetings and conventions of the American Advertising Federation and the Ninth District, in accordance with the bylaws thereof, and shall provide for such representation when preparing the annual budget.

Section 2.

The Board of Directors shall provide for the prompt payment of all dues and other obligations and shall require the prompt completion and submission of all reports required by the American Advertising Federation and the Ninth District.

Section 3.

The use of any corporation name as a reference on the printed matter of any firm or person is hereby strictly forbidden, unless application to use such is presented to the Board of Directors in written form and approved by a majority vote of the Board of Directors.

Section 4.

The corporation shall at no time endorse or recommend any candidate for public office.

Section 5.

No officer or member of the corporation shall use the corporation as a means of furthering any personal, political or other aspirations, nor shall the corporation as a whole take an active part in any movement not in keeping with the objectives of the Club.

Section 6.

Any person who applied and is duly elected to membership in the corporation shall be deemed to have accepted this Constitution and these bylaws and shall be bound by them in all respects as if they had been a member at the time of their adoption.

Amended: June 1987, April 1990, August 1993, August 2003, November 2007, February 2012, April 2024