



THE ADVERTISING CLUB OF WESTERN MASSACHUSETTS
P.O. Box 1022 | West Springfield, MA 01090-1022 | adclubwm.org

CONSTITUTION & BY-LAWS

As amended 29 August 2018

ARTICLE I

This organization shall be known as the Advertising Club of Western Massachusetts.

ARTICLE II

Purposes

(a) To collaboratively promote the value of marketing, advertising, graphic design, and communications by nurturing creativity, professionalism, and comradeship through educational programs, networking opportunities, and recognition of creative excellence.

(b) To confer the Order of William Pynchon and the Pynchon Medal upon such citizens of Western Massachusetts, who, in the opinion of the Trustees of the Pynchon Award, have rendered distinguished service to the community.

ARTICLE III

Membership

Section 1. There shall be three classes of membership.

(a) ACTIVE MEMBER: An individual who pays the established Club dues shall be considered an Active Member, and enjoy full Club privileges, including the right to vote and eligibility to hold office. Each Active Member shall have one vote.

(b) LIFETIME MEMBER: A Club member for whom the Advertising Club wishes to express its regard and respect because of outstanding accomplishments or meritorious service to the Club, may be elected a Lifetime Member by the Board of Directors. A Lifetime Member shall pay no dues but shall be entitled to all Club privileges including the right to vote or hold office.

(c) HONORARY MEMBER: Every recipient of the Pynchon Medal shall automatically become an Honorary Member of the Club. An Honorary Member shall pay no dues but shall be entitled to all Club privileges except the right to vote and hold office.

Section 2. Membership may be terminated by voluntary resignation in writing to the Club Administrator or may be prompted by failure to pay dues, as detailed in Article IV.

ARTICLE IV

Dues

Section 1. The annual dues for Members shall be established by the Board of Directors.

Section 2. The Club's fiscal year shall run from September 1 to August 31. Dues shall be paid within 60 days of invoice date in order to remain an Active Member. Members whose dues remain in arrears after 60 days shall have their membership terminated.

ARTICLE V

Officers

Section 1. (a) The officers of the Club shall be: president, ex-officio president; vice president; and treasurer. In the absence or temporary disability of any of these, the Board of Directors shall appoint a temporary successor.

THE ADVERTISING CLUB OF WESTERN MASSACHUSETTS

(b) The President shall be elected for a term of one year and shall not serve more than two consecutive terms.

(c) In the event of the permanent inability of the president to serve, the vice president shall serve until the next Annual Meeting.

Section 2. Limitations.

An officer may serve as co-chair of multiple committees only with approval of the president and Board of Directors.

Section 3. Removal of Officer from Office

Any officer of the Club may be removed with or without cause, at any time, by two-thirds of the Board of Directors vote of the Board of Directors present and voting at a regular meeting where previous notice has been given, if in their judgment, the best interest of the Club would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office. Any officer who has been removed as a member of the Board of Directors shall be permanently ineligible for re-election to the Board of Directors.

ARTICLE VI *Board of Directors*

Section 1. (a) The Board of Directors shall be comprised of four (4) officers (president; ex-officio president; vice president; and treasurer); and no more than thirteen (13) directors.

(b) The Board of Directors shall be charged with the management of the Club's affairs, shall direct all its policies, and shall listen to all grievances. Regular meetings of the Board of Directors shall be held at least six (6) times within the Club year.

(c) Special Directors Meetings shall be held at the call of the president or of three (3) directors. One more than half the total number of directors comprising the Board shall be considered a quorum. For example: eight (8) for a board of seventeen (17) Directors. One more than half the number of directors present at a meeting shall be considered a majority.

(d) Directors shall be elected for a term of one year.

(e) In the event of a long-term board vacancy, or vacancy created by the resignation of any director, the Board of Directors shall have the power to fill such position(s).

Section 2. Limitations.

A Director may serve as co-chair of multiple committees only with approval of the president and Board of Directors.

Section 3. Removal of Director from Office

Any member of the Board of Directors may be removed with or without cause, at any time, by two-thirds vote of the Board of Directors present and voting at a regular meeting where previous notice has been given, if in their judgment, the best interest of the Club would be served thereby. A director who has been removed as a member of the Board of Directors shall automatically be removed from office. Any member who has been removed as a member of the Board of Directors shall be permanently ineligible for re-election to the Board of Directors.

ARTICLE VII *Duties of Club Officers and Board of Directors*

Section 1. Officers

(a) The president of the Club shall be chairperson of the Board of Directors.

(b) The president shall preside at all meetings of the Club and appoint positions unless otherwise provided by the voting membership and shall perform such duties as usually pertain to the office of the president. The president, with the approval of the Board of Directors, shall appoint any additional special committees that may be needed, or disband any committees that may no longer be needed, to carry on the regular or special activities of the Club. The president shall be an ex-officio member of all Committees. The president shall, with the treasurer, approve all written contracts and obligations of the Club and sign checks, drafts and other orders for money as needed. The president shall call a meeting of Club officers

THE ADVERTISING CLUB OF WESTERN MASSACHUSETTS

and the Board of Directors when informed by the treasurer that fifty (50) percent of the Club's treasury has been expended in any given fiscal year of the Club.

The president, with the approval of the Board of Directors, shall appoint the following standing committees and name the Chairperson or Co-chairpersons of each: Communications; Creative Awards; Membership; Programming; Scholarship; and William Pynchon Award Presentation; in addition to any additional special committees that may be needed to carry on the regular or special activities of the Club, and which shall be specified in the Advertising Club of Western Massachusetts Board Policy Manual, and which may be amended by majority vote of the Board of Directors from time to time. The Chairperson or Co-chairpersons of each committee shall appoint such members as deemed necessary and advisable, with approval of the president.

(c) The ex-officio president shall serve as advisor to the Club and Chairperson of the Trustees of the Order of William Pynchon.

(d) The vice president shall assist the chairpersons of the Creative Awards program and the Pynchon Award presentation. In the absence of the president, the vice president shall perform the duties of the president.

(e) The treasurer shall manage monies due the Club and shall pay such bills as are approved by the officers of the Club. The treasurer shall keep proper books of account and make a detailed and duly audited report to the Board of Directors at the Annual Meeting of the Club, which report shall be in writing and filed with the secretary to become a part of the Club records. The treasurer shall sign checks, drafts and other orders for payment of money. The treasurer shall also be responsible for managing the preparation of the Club's tax returns. The treasurer shall, at the Club's expense, be bonded in the amount of money expected to represent the cash assets of the Club for the current year, as determined by the Board of Directors. The treasurer shall notify the Board of Directors when, in any one fiscal year, the depletion of the Club's treasury approaches fifty (50) percent of the total treasury at the beginning of said fiscal year.

Section 2. Directors

(a) Directors shall serve, as appointed by the president, with approval of the Board of Directors, as chairpersons and committee members of the following standing committees: Communications; Creative Awards; Membership; Programming; Scholarship; and William Pynchon Award Presentation; and any additional special committees as specified in the Advertising Club of Western Massachusetts Board Policy Manual, and which may be amended by majority vote of the Board of Directors from time to time.

ARTICLE VIII *Nominations & Elections*

Section 1. The election of Officers and Directors to fill expiring terms shall be by ballot prior to the Annual Meeting each year.

Section 2. Nominations shall be sought from the membership of one or more candidates for each office of the Club and for the Board of Directors prior to the Annual Meeting each year. A list of nominees shall be provided to each Active Member, and the vote of the membership shall be solicited. Officers and Directors for the ensuing year shall be elected by a majority of those who respond.

ARTICLE IX *Appointed Positions*

Section 1. The president, with the approval of the Board of Directors, shall appoint a Club Administrator.

(a) The Club Administrator shall serve as Club secretary and assist the officers and committee chairs as required. The Club Administrator may, at the discretion of the Board of Directors, be paid to do so.

Section 2. The president, with the approval of the Board of Directors, shall appoint a Club Historian.

(a) The Club Historian shall maintain appropriate historical records of annual membership, officers, boards of directors, printed materials and news clippings from Club events and other historical material.

THE ADVERTISING CLUB OF WESTERN MASSACHUSETTS

ARTICLE X

The Order of William Pynchon

Section 1. There shall be a permanent Board of Trustees of the William Pynchon Award, consisting of the current Club president and five (5) immediate past presidents. The ex-officio president of the Club shall act as Chairperson. Each year, the current president of the Club becomes a member of this Board of Pynchon Trustees, and each year the retired president who has been longest on the Board shall be automatically retired from the Board. There shall always be six (6) Pynchon Trustees including the current president, and each Trustee shall have one vote. Should one or more trustee be unavailable, retired trustees shall be solicited, beginning with the most recent retired trustee and working back chronologically.

Section 2. Recipients of the Pynchon Award shall be elected by unanimous vote of the Trustees. Recipients of the Order of William Pynchon shall automatically become an Honorary Member of the Club. An Honorary Member shall pay no dues but shall be entitled to all Club privileges except the right to vote and to hold office.

ARTICLE XI

Meetings

Section 1. There shall be regular business meetings of the Club during the Club's fiscal year which shall be September 1 through August 31, at such times and places as the officers and Board of Directors shall determine.

Section 2. Special meetings of the Club shall be held when called by the president or the Board of Directors, or upon a written request to the President of twenty-five (25) percent of the Club's membership stating the purpose of the meeting, provided that at least two weeks' notice of the meeting is given to all members of the Club.

Section 3. In addition to the regular business meetings, the Board of Directors shall meet at such times and places as they shall select at the call of the President or of two (2) Directors.

Section 4. The Annual Meeting shall be held within 60 days of the start of the fiscal year, and the incoming Officers and Board of Directors introduced.

ARTICLE XII

Amendments

Section 1. The Constitution and By-Laws may be amended by the following method: proposed amendment(s) or additions shall be presented to the Board of Directors. The Board of Directors shall then submit to the Club its recommendations, with response mechanism indicated. A deadline for receiving the member's vote will be prominently placed on the form. The proposed amendment(s) or additions may be adopted by two-thirds majority vote as indicated by responses received by the deadline indicated.