

## CHAPTER CONSTITUTION

Whereas the American Marketing Association, an association of individuals interested in advancing the discipline of marketing, provides for the formation of chartered chapters to promote frequent contact and discussion among any members to advance the profession, the First Alaskan Chapter of the American Marketing Association is established

### ARTICLE I - NAME AND PURPOSES

Section 1. Name The name of this organization shall be the Alaska Chapter of the American Marketing Association.

Section 2. Purposes To advance marketing ethics, education and effectiveness in all sectors of the economy

The Alaska Chapter of the American Marketing Association shall endeavor, through study, frequent meetings for the interchange of ideas, and sponsorship of marketing projects, to further the purposes of the American Marketing Association. The Chapter will be operated as a non-profit educational organization.

### ARTICLE II – RELATIONSHIPS WITH THE AMERICAN MARKETING ASSOCIATION

Section 1. Precedence of American Marketing Association Constitution and Bylaws. This Chapter shall operate in accordance with the Constitution and the Bylaws prescribed by the Board of Directors of the American Marketing Association, a copy of which is attached to and an integral part of this document. This Chapter Constitution and Bylaws may contain additional provisions insofar as they are not in conflict with the Articles of Incorporation, Constitution, and the Bylaws of the Association.

Section 2. Policies. The Alaska Chapter shall cooperate with the Association and operate in accordance with the Association policy. The right to continue as a Chapter and use the American Marketing Association name and trademark is subject to revocation by three-fourths vote of the Board of Directors of the Association in the event of failure by the Chapter to operate in accordance with policy established by the American Marketing Association.

### ARTICLE III – MEMBERSHIP

Section 1. Qualifications. Any person who qualifies for and accepts membership in the American Marketing Association may be admitted to membership in this Chapter.

Section 2. Procedures. Provisions regarding qualifications and application for membership, admission to membership, term and termination of membership, resource for denial or termination of membership, and arbitration procedures resulting therefrom

are adopted by and binding for this Chapter as specified in the Constitution of the American Marketing Association.

#### ARTICLE IV – VOTING RIGHTS AND MEMBERSHIP MEETINGS

Section 1. Voting Rights. All Chapter members in good standing, with the exception of student members, shall have one vote on all Chapter matters upon which members are entitled to vote.

Section 2. Meetings of Members. Membership meetings may be scheduled by action of the Board of Directors, the President, or by a membership petition signed by two percent or ten (whichever is greater) of the voting members. Notice of such meeting shall be mailed to each voting member at least thirty days prior to its scheduled time. Each action taken at such membership meeting which requires total membership ratification or rejection shall be submitted to the total voting membership for such action by mail.

#### ARTICLE V – ANNUAL ELECTION

Section 1. Nominating by Nominating Committee. The Nominating Committee shall consist of (1) up to three of the most recent available past Presidents of the Chapter, with the second most recent serving as Chairperson; (2) an equal or greater number of members-at-large to be selected by the Chairperson with due consideration of experience in the affairs of the Chapter and with the approval of the President; (3) the current President who shall serve as an ex officio member.

Section 2. Nominations by Nominating Committee. The Nominating Committee shall nominate annually from among the voting members of the Chapter candidates for each position to be filled. At a minimum, the offices shall consist of president, vice president and secretary-treasurer. Elective offices for this Chapter are specified in the Bylaws.

Section 3. Nominations by Chapter Membership. Any member may recommend candidates to the Nominating Committee. The name of any eligible member may be proposed by petition signed by two percent or ten (whichever is greater) of voting Chapter members eligible to vote, properly submitted, for a specific position other than for President and Secretary-Treasurer. The nominee so proposed shall be added to the slate presented by the Nominating Committee. *Such petition shall be accompanied by needed biographical data and a written statement of the proposed candidate indicating his or her ability and willingness to serve if elected.*

#### ARTICLE VI – BOARD OF DIRECTORS AND ADMINISTRATION

Section 1. Function and Composition. The business and property of the Chapter shall be managed and controlled by the Board of Directors. The Board shall consist of elected officers and such additional members as may be provided by the Bylaws. The immediate past president shall be an ex officio member of the Board of Directors. The specific number of officers and directors with titles and definitions of authority,

responsibility, and duties shall be designated in the Bylaws. Any voting member of the Chapter shall be eligible for election to the Board of Directors. One half of the Board members shall constitute a quorum.

Section 2. Terms and Offices. Each director shall be elected or appointed, as specified, for a term of one year, with half the number being elected or appointed, as specified, each year. Each officer shall be elected for a term of one year but may be elected for the preceding designated office in the second fiscal year.

Section 3. Meetings. The Board of Directors shall meet at least six times a year, at such times and places as the President of the Chapter, or as a majority vote or petition of the Board shall determine. Officers and directors who fail to attend Board meetings for three consecutive times may be dropped at the discretion of the Board.

Should the President be unable to continue in office, the President-Elect if in office, or, if not, the first Vice President, shall constitute such ratification. In the event the President, President-Elect, and first Vice President are unable to serve, the Secretary-Treasurer shall call a meeting of the Board of Directors to elect successors.

Section 5. Executive Committee. The Board of Directors shall be authorized to appoint its own Executive Committee to have jurisdiction over questions of policy, subject to resolutions duly adopted by the members. The Executive Committee, if constituted, shall meet as often as is deemed necessary to give purpose and direction to the President. The Executive Committee shall not overrule, rescind, or revoke actions previously voted by the entire Board. Actions taken shall be fully reported in minutes circulated to the Directors.

Section 6. President. The President shall be the chief executive officer of the Chapter, performing all duties expected of the office and required by the Articles of Incorporation (if any), Constitution and Bylaws, or if not specified, those approved by the Board of Directors. The President shall be a member of ex officio of all committees, sections, boards, councils, and task forces.

Section 7. President-Elect. The President-Elect, if in office, shall automatically succeed to the Presidency at the end of the year following his or her election to office of President-Elect. He or she shall grant aid to the President in the carrying out of his or her duties and responsibilities in a mutually satisfactory coordinated effort designed to provide a continuity of Chapter administration. The President-Elect shall act in the extended absence of the President or in the case of his or her disability and in these cases, shall have all rights, responsibilities, authority, and duties of the President, notifying the President in writing immediately upon his or her return of actions so taken in his or her name. If the office of President-Elect is not filled, the first Vice President shall perform all of the above duties except that he or she shall not succeed automatically to the Presidency.

Section 8. Secretary-Treasurer. If circumstances warrant, a Secretary and a Treasurer may be elected in place of a Secretary-Treasurer. The Secretary-Treasurer shall conduct correspondence with members and others, prepare the minutes and historical records of the Chapter, receive applications concerning membership, record dues and keep records of the dues status of each member, see that all disbursements are properly approved, maintain contact with all activities of the Chapter, supply information to the officers, and perform other duties usual to the office of an organization Secretary-Treasurer, under advisory supervision of the President and the Board. The Secretary-Treasurer shall conduct elections. The Secretary-Treasurer shall also deposit all monies received in banks approved by the Board, prepare an annual budget, make investments as authorized by the Board, supervise disbursements and payments, and serve as financial counsel to the Board. *Proper accounting records shall be kept by the Secretary-Treasurer.* The Secretary-Treasurer shall prepare reports of the financial condition of the Chapter whenever required by the Board or the President. At least once annually a financial report shall be submitted to the membership and to the national office of the American Marketing Association. All records shall be transmitted to the successor.

The Secretary-Treasurer shall be responsible for adherence to the provision of the Constitution and Bylaws of the American Marketing Association as they relate to the operation of Chapter activities, such as

1. Submit a list of Chapter officers to the national office of the American Marketing Association within ten days after the election;
2. Submit all changes in the Chapter Constitution and Bylaws within ten days after approval of such changes by the Chapter;
3. Submit recommendations for change of Chapter dues to the national office of the American Marketing Association along with a record of the vote on such proposal by the Chapter membership; and
4. Submit the annual audited Chapter financial statement.

An Assistant Secretary and an Assistant Treasurer may be elected in addition to the Secretary-Treasurer. If elected, they shall perform such duties as may be prescribed in the Bylaws.

Section 9. Paid Administration. The Board of Directors may employ a qualified person or persons, who may or may not be a member of the Chapter, to provide staff for the Chapter and to exercise such powers and authority as may be delegated by the Board.

Section 10. Control and Disposition of Assets,

(a) The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise including real estate for any purpose of the Chapter and the American Marketing Association.

(b) The American Marketing Association shall not be responsible for any debts or obligations of the Chapter, and the Chapter shall not be responsible for any obligations or the Association.

(c) Termination of membership of any member of the Chapter removal, or death, or resignation, or dissolution of the Chapter, or otherwise, shall terminate all equity of that member in the property, assets, and funds of the Chapter and the Associations.

(d) In the event of a dissolution of a Chapter any assets remaining, after payment of all its liabilities shall have been made or provided for, shall be transferred to the general funds of the American Marketing Association.

(e) The Board of Directors shall annually appoint an auditor to audit the financial records of the Chapter. A copy of the Auditor's report and the annual financial statement of the Chapter shall be sent to the national office of the American Marketing Association.

(f) The Secretary-Treasurer of the Chapter and both paid and unpaid regular and casual staff members and help shall be bonded at all times.

## ARTICLE VII – BYLAWS

Subject to this Constitution, the basic ruled for the management and government of this Chapter shall be sent forth in the Bylaws. The Bylaws are an integral part of this document.

## ARTICLE VIII – AMENDMENTS

Section 1. Constitution. For a period of two years from the date of its adoption by the Chapter Board of Directors, this Constitution may be amended by an affirmative vote of two-thirds of the Board of Directors, provided notice of the amendment has been given each Director. All amendments are subject to ratification by the Association Board of Directors.

Thereafter, this Constitution may be amended by a majority vote of those members voting within thirty days after sending the ballots to all members eligible to vote via email, initiated by one of the following procedures, (1) by the Board of Directors; or (2) upon petition of two percent or ten (which-ever is greater) of members eligible to vote addressed to the Board through the Chapter President, with or without recommendations. Changes in the Constitution must be promptly communicated to the membership.

Section 2. Bylaws. The Bylaws may be amended by an affirmative vote of two-thirds of the Board of Directors, provided notice of the amendment has been given each Director. Notice to the Board can be by mail at least thirty days prior to the meeting; by inclusion on previously mailed agenda; or by balloting by mail subsequent to the Board

meeting. Changes in the Bylaws must be communicative promptly to the membership. All amendments are subject to ratification by the Association Board of Directors.

Proposed changes in the Chapter membership dues must be submitted to a vote of the entire voting Chapter membership for approval or rejection. Notice of such action and the results shall be promptly communicated to the national office of the American Marketing Association. If the dues change falls within established guidelines, the changes will be submitted to the Association Board of Directors for ratification

## CHAPTER BYLAWS

### ARTICLE I – MEMBERSHIP CLASSES AND DUES

Section 1. Membership Classes. Membership classes shall be consistent with those of the currently approved constitution of the American Marketing Association.

Section 2. Dues.

Chapter dues for all professional members shall be \$40.00. Chapter dues for all student members shall be \$15.00.

All dues are payable to the national office of the American Marketing Association upon admission to membership and annually thereafter. The amount of Chapter dues shall be determined by the members of the Chapter by ballot and are subject to approval by the Association Board of Directors.

### ARTICLE II – ELECTIVE OFFICES

Section 1. The Nominating Committee. The composition of this Chapter's Nominating Committee is a minimum of two board of directors and the past president,. Duties shall consist of the preparation of nominations for the ensuing election of Chapter officers. The Committee must give an opportunity for nominations by Chapter members at one regular meeting.

Section 2. Election Schedule. The official list of nominees proposed by the Committee and any candidates nominated by petition shall be announced at a regular meeting, or by mail, no later than February 1. Any member nominated by petition for a specific position shall be added to the election ballots if the petition is postmarked and received at the Chapter Secretary's office prior to February 15. Election ballots shall be mailed to voting members prior to April 1 and only properly marked ballots returned postmarked prior to May 1 shall be tabulated. Officers assume responsibility on the first day of fiscal year, July 1, and remain in office until June 30 of the following year.

Section 3. Offices. Chapter *offices which are subject to election* are:

President  
President-Elect  
Secretary  
Treasurer

Board members to represent the following disciplines: advertising, public relations, market research, sales management and media.

Section 4. Removal. An elected officer of the Chapter may be removed from office for conduct detrimental to the best interests of the Chapter by the affirmative vote of 75% or more of the officers present at a meeting of the Chapter officers and constituting a quorum for the purposes of conducting business at such meetings, providing that fourteen (14) days prior written notice of such meeting is delivered to each officer by registered or certified mail, return receipt requested, by any officer. Any such notice shall specify that such meeting is for the purpose of voting on a resolution to remove a named officer and shall describe to conduct deemed by the person issuing the said notice of the alleged conduct. At any meeting held pursuant to this Section, the officer subject to removal shall have the right to appear with counsel of his or her choice, and shall have the right to appear with counsel of his or her choice, and shall have the right to present evidence on his or her behalf and to hear evidence in support of the charges made against him or her pursuant to reasonable rules established from time to time by the Chapter officers.

### ARTICLE III – COMMITTEES AND APPOINTIVE OFFICERS

Section 1. Sections, Committees, and Boards. With an affirmative vote of two-thirds of the Board of Directors, other committees and individuals may be designated to serve on projects to promote the welfare of the Chapter. These appointments and charters of responsibilities, duties, and authorities, limitations, and termination and/or renewal or review dates of these groups must be filed for inclusion in the minutes of the Board or Executive Committee meeting. In no event shall any group so appointed not be subject to Board or Executive Committee review once each year. Committee chairmen can be non-voting members of the Chapter Board of Directors, at the discretion of the President.

### ARTICLE IV – ADMINISTRATION

Section 1. Chapter Year. The fiscal year of the Chapter shall coincide with the fiscal year of the Association, i.e., July 1 to June 30.

Section 2. Chapter Meetings. Regular Chapter meetings open to all members will be held at least six times a year.

Section 3. Attendance at Meetings. All meetings are open to members and non-members provided the non-members are invited to attend by a member of the Chapter.

### ARTICLE V – Charitable Gaming

Section 1. Net Proceeds. Upon the dissolution of the American Marketing Association Alaska Chapter, the disposition of net proceeds from charitable gaming conducted under this chapter, must go to a permittee, other than a multiple-beneficiary permittee.