

# **Carolinas Association of Advertising and Marketing Professionals, Inc.**

## **Bylaws**

(Revised November 7, 2013)

### **Article I - Name**

The name of this nonprofit trade association shall be Carolinas Association of Advertising and Marketing Professionals (CAAMP).

### **Article II - Definitions & Terms**

#### **Section 1**

Promotional Products - A promotional product is any useful article, carrying an advertising message, distributed for its advertising and sales promotion value without condition of sale.

#### **Section 2**

Distributor Member - A distributor is a company (or a company that maintains a division, department or affiliate) whose primary business includes developing ideas for the use of promotional products, buying such products from suppliers and reselling them to end buyers.

#### **Section 3**

Supplier Member - A supplier is a company that manufactures, converts, warehouses or decorates promotional products for sale to promotional products distributors or to a firm maintaining a division or affiliate devoted to reselling promotional products.

#### **Section 4**

Supplier Representative Member – A Supplier Representative Member is an independent company, contracted by one or more suppliers to market their products and services to distributors.

#### **Section 5**

Business Services Member – A Business Services Member is a company that sells services, information or products (other than promotional products) that support the normal conduct of business.

### **Article III - Purpose of the Association**

The Carolinas Association of Advertising and Marketing Professionals is formed to promote business among distributor, supplier, supplier representative and business services members; to advance the image of promotional products and their use in the North and South Carolina market place; promote the highest standards of business and professionalism among its members and the promotional products industry in general; and create a meeting place for education, idea exchange, and friendship among suppliers, suppliers reps, distributors and business service providers.

## **Article IV - Membership**

### **Section 1 - Eligibility**

Membership in CAAMP is in the name of a business firm and is not an individual with the exception of recipients of the Hall of Fame Award. All Distributor, Supplier, Supplier Representative and Business Services firms meeting the requirements in Article IV, Section 2 and Section 3 of these Bylaws are eligible for membership.

### **Section 2 – Annual Dues**

Members shall pay annual dues according to the structure as determined by the Board of Directors. The dues structure may be changed by a vote of two-thirds (2/3) of the Board of Directors.

### **Section 3 - Member in Good Standing**

A member in good standing is one who has paid all dues, fees and assessments.

### **Section 4- Classifications and Qualifications for Membership**

Distributor Membership:

- (1) Distributor members must be engaged in the purchase of promotional advertising products from suppliers, develop ideas relative to the sale of those products, and sell these products to end buyers.
- (2) Distributors members must sell on the open market in competition with other Distributors, bill completely in their own name, and operate their own place of business.

Supplier Membership

Suppliers must be engaged in the manufacturing, importing, imprinting or other processing of promotional products and business gift products sold through promotional products distributors, or maintain a division or department devoted exclusively to promotional products and business gifts or provide the promotional products industry with services not for resale.

Supplier Representative Membership

Supplier Representatives must represent one or more Supplier firms who meet CAAMP Supplier Membership eligibility guidelines.

Business Services Membership

Business Service providers must be engaged in the providing of services or goods to companies involved in the industry of promotional advertising.

Hall of Fame Membership

Recipients of the Hall of Fame Award will be Life Time Members and annual dues for their member company shall be waived. This member may serve on boards and committees as long as they meet the criteria set forth by Article IV, Section 3.

### **Section 5 – Application**

All applications for membership or reapplication for membership must be approved by the Executive Director and the Chairman of the Membership Committee.

### **Section 6 - Representation**

Each member firm shall have one vote on matters under consideration by the General Membership.

### **Section 7 – Voluntary Resignation**

Membership in CAAMP may be terminated by voluntary action of the member upon written notice to the Membership Committee Chairman or Executive Director. The rights and privileges of members terminate immediately upon withdrawal or cancellation. Membership will automatically cease upon no longer being engaged in business in the promotional products industry. Annual membership dues are non refundable.

### **Section 8- Expulsion and Suspension**

A Member may be suspended or expelled from CAAMP for due cause including non-payment of dues, violation of the By-laws, or any lawful agreement, or practice properly adopted by CAAMP. Suspension or expulsion must be approved by at least two-thirds of the entire Board of Directors. A statement of the charges against the member must be mailed by registered mail to the last recorded address of the member firm at least twenty (20) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting and an invitation to appear before the Board of Directors at that meeting to present any defense against the charges. Termination of membership shall not release the member from any liability for dues or fees accrued prior to the date of final determination.

## **Article V – General Membership Meetings**

### **Section 1 - Annual Meetings**

The annual business meeting of CAAMP shall be held once a year at which time the results of annual elections will be announced plus other business deemed appropriate by the Board of Directors.

### **Section 2 – Special Meetings**

The President may call special meetings of CAAMP at any time. Notice of the date, time, and place of all special meetings will be furnished to all members at least fourteen (14) days in advance of the meeting date. Notice shall be considered properly given if the postmark of the notice is dated or e-mailed at least ten business days prior to the meeting and addressed to the member's representative at the current address shown on the membership roster.

### **Section-3– Quorum**

Ten members plus the President or President-elect and one Director shall constitute a quorum at any annual or special meeting.

## **Article VI - Order of Business**

### **Section 1 - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

### **Section 2 - Amendment of Bylaws**

All bylaw changes must be approved by a majority vote of the Board of Directors before being presented to the General Membership. Final approval will be by a two-thirds (2/3) vote of those present at a meeting of the General Membership.

## **Article VII – Annual Election for Board of Directors**

The election of Board of Directors shall be by secret ballot containing the names of nominees proposed by the Nominating Committee, General Membership and Executive Committee. Voting may be accomplished by any method authorized in the Policy and Procedures Manual.

## **Article VIII - Board of Directors**

### **Section 1 - Government**

The governing body of CAAMP is the Board of Directors. The Board of Directors shall adopt such policies, rules, and regulations for the conduct of the Association and for the conduct of the Board as it shall determine are in the best interests of the membership. The Board of Directors shall have authority to engage and discharge employees and agents of CAAMP, fix salaries, admit, suspend, or expel members, and to take any other actions necessary to conduct the business of CAAMP in accordance with the Bylaws. The Board of Directors shall be responsible for electing four (4) officers who will serve for the term of their office as established in the Bylaws.

### **Section 2 – Policies and Procedures**

The Board of Directors shall maintain a Policies and Procedure Manual which shall contain rules implementing these bylaws. The Policies and Procedure Manual shall be approved by majority vote of the Board of Directors.

### **Section 2 - Composition**

The Board of Directors will consist of nine (9) members, four (4) Officers, (5) five Directors. The Executive Director and the Immediate Past President will serve as nonvoting ex officio members of the Board of Directors. Each member company may have only one member of the Board of Directors at one time.

### **Section 3 – Terms of Office**

Directors shall be elected for a term of three (3) years, terms begin January 1. Directors may serve two(2) consecutive terms. A director having served two (2) consecutive three year terms shall not be eligible for reelection until after the expiration of a period of one year. In no case, may a Director serve more than seven (7) years in a row. A member is not eligible to be elected to a term if they are not eligible to serve the entire three (3) year term. If a Director leaves the employ of a member firm and is not re-employed within sixty (60) days, his/her directorship shall automatically terminate. If a Director is in the employ of a member who ceases to be a member in good standing, his/her directorship shall automatically terminate. In the event of death, resignation, incapacity or disqualification of an elected Director, the Executive Committee shall appoint a replacement to fill the unexpired term.

### **Section 4 – Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly and at times and places to be designated by the President. The Executive Director will be responsible for giving reminder notices of meetings to all Directors at least five (5) days in advance of the meeting. Meetings will be held in accordance with the Policy and Procedures Manual.

### **Section 5- Board Quorum**

The President or President-elect and four (4) Directors shall comprise a quorum.

## **Article IX - Officers**

### **Section 1 - President**

The President shall preside at meetings of the Board of Directors and the membership. The President shall be an ex-officio member of all committees (except the nominating committee) with the rights to vote on all matters before the committee.

## **Section 2 - President-elect**

In case of death or absence of the President or his/her inability from any cause to act, the President-elect shall assume the duties of the President.

## **Section 3 - Secretary**

Shall be responsible for taking minutes for all Board of Directors, Executive Committee and General Membership meetings and distribute these minutes to the Board of Directors or any member that requests a copy.

## **Section 4 - Treasurer**

Shall supervise the collection of all dues and fees from the members, account for all moneys received and expended for the use of CAAMP, and supervise disbursements authorized by the Board of Directors. Shall report at each meeting of the Board of Directors, and to the membership at the annual meeting, on the financial position of CAAMP.

## **Article X – Executive Committee**

The Executive Committee will be composed of the five (5) officers, President, President-elect, Secretary, Treasurer, and the Immediate Past President. The Executive Committee will meet as required to conduct the business affairs of CAAMP and have the full authority to act for the Board of Directors when the Board of Directors is not in session. The Executive Director will serve as an ex-officio non-voting member of the Executive Committee.

## **Article XI - EXECUTIVE DIRECTOR**

The Board of Directors will determine when the services of an Executive Director are needed. The Executive Director will report to the President as his/her immediate supervisor. The President shall communicate all wishes of the Board of Directors to the Executive Director.

## **Article XII - Indemnity**

Subject to the appropriate state laws of North and South Carolina, CAAMP shall indemnify any and all officers, directors, committee chairs and the Executive Director against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after a suit is commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them, by reason of being or having been directors, officers, committee chairs or an Executive Director, except in relation to matters as to which such directors, officers, committee chairs, or Executive Director, shall be adjudged in any action, suit or proceeding to be liable for his/her own negligence or misconduct in performance of his/her duty subject to the power of any court to award indemnification notwithstanding such adverse determination. Such indemnification shall be in the addition to any other rights to which these indemnified may be entitled under any laws, Bylaws, agreement, vote of members, or otherwise.

## **Article XIII - Liability Insurance for Corporate Agents**

CAAMP is authorized, to the extent permitted by law and considered reasonable by the Board of Directors, to purchase and maintain insurance on behalf of the officers and directors against any liability asserted against him or her and arising for service to CAAMP.

## **Article XIV - Dissolution and Merger**

CAAMP may be dissolved or merged with another association with the approval of two-thirds of the members, either present or voting by proxy at a meeting specifically called for this purpose. At least fourteen (14) days notice must be given in writing, mailed to the members' address shown on the current roster, and the notice shall state that a merger or dissolution will be the issue under consideration plus include the disposition of all remaining funds. Notice shall be considered properly given if the postmark of the notice is dated at least ten business days prior to the meeting and addressed to the member's representative at the current address shown on the membership roster. On dissolution or merger of CAAMP, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such a manner, or to such an organization or organizations organized and operated exclusively as an exempt organization or organizations under section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.