



*Oregon Chapter
of the
American Marketing Association*

Constitution and Bylaws

Amendment Changes:

June 15, 1992

August 21, 1992

December 15, 1992

March 20, 2007

Constitution of the Oregon Chapter

Article I – Name

Oregon Chapter of the American Marketing Association

Article II – Objectives

The Oregon Chapter shall endeavor, through frequent meetings, study, publications, sponsorship of local marketing projects and such other activities as may be desirable to further the following objectives to the American Marketing Association:

- 1) To encourage the development and practice of scientific marketing management.
- 2) To improve the methods and standards of marketing, planning, and research.
- 3) To contribute to the development of marketing principles and improvements in the teaching of marketing subjects.
- 4) To provide a medium for the discussion and interchange of ideas, experiences, and techniques in marketing.
- 5) To develop better public understanding and appreciation of marketing problems.
- 6) To study and discuss legislation and judicial decisions related to marketing.
- 7) To encourage sound practices and high ethical standards in all marketing activities.

Article III – Membership

Membership in the Oregon Chapter shall be contingent upon affiliation with the American Marketing Association, International Headquarters. Members of the American Marketing Association, International Headquarters within the territory of the Oregon Chapter shall be required to join the local Chapter as Professional members. The right to be nominated and elected as an officer or director of the Chapter shall be restricted to those who are affiliated with the American Marketing Association, International Headquarters as members and who are Professional members of the Oregon Chapter. Subject to the foregoing provisions, each active member shall have one vote.

Members in good standing of other local chapters and of the American Marketing Association who move into the Oregon Chapter territory shall be accepted as members of the Oregon Chapter upon application and presentation of credentials to the Director of Membership . These members shall be regarded as current in dues in the Oregon Chapter until the expiration of the dues period of membership in the originating local chapter.

Student members of the Oregon Professional Chapter shall not have the right to vote and hold office in the Chapter.

Article IV – Officers

The officers shall be:

- President
- President-Elect
- Immediate Past President
- Secretary
- Treasurer
- Director of Programs
- Director of Membership
- Director of Communications
- Director of Community Outreach
- Director of Sponsorships
- Director of Research
- Director of Human Resources

Article V – Board of Directors

The governing body of the Chapter shall consist of the officers as voting members.

The Board of Directors shall have all governing powers of the organization other than those specifically reserved to the membership in the Constitution.

Article VI – Tenure

The officers of the Oregon Chapter shall hold office for one (1) year, except for the President-Elect who is elected to the “elect” position and automatically assumes the office of the President one year later. There is no limit to the number of times someone can be elected into a particular office.

The installation of new officers shall take place at the last meeting of the fiscal year.

Article VII – Qualifications

Officers and directors shall be elected as the Bylaws designate.

Article VIII – Removal

Officers or directors who fail in the performance of their duties may be removed from office for cause by a vote of at least three-quarters of the full Board of Directors.

Article IX – Council of Governors

The Council of Governors shall consist of all past Presidents of the Chapter. They shall remain Council members as long as they retain membership in the Chapter. The Chapter's Immediate Past President shall be Chairman of the Council. Additional offices, if necessary, shall be established at the discretion of the Council.

Article X – Committees

The committees shall be a Financial Planning Committee, Nominating Committee and such other committees as may be created.

All special Task Forces and their chairpersons shall be created and appointed by the President with the approval of the Board of Directors and shall serve until discharged or until their successors are appointed. The President shall be an ex-officio member of all committees.

Article XI – Dues

Annual dues shall be assessed each member. The amount of such dues shall be established as the Bylaws dictate.

Article XII – Constitution and Amendments

The Constitution is the heart and soul of the chapter and provides for the overall foundation by which the Chapter is to exist and be driven. Amendments to this Constitution may be presented at any time by a majority of the Board of Directors or by any ten (10) members of the Chapter. The Board of Directors may, at its discretion, submit such amendments to the membership by mail or electronic poll conducted by the Secretary, in which case a majority of the ballots cast shall be required for adoption.

If the Board of Directors does not choose to conduct a poll as above, the suggested amendments shall be submitted at the next ensuing meeting, in which case a two-thirds vote at this meeting shall be required for amendment adoption. Amendment presentation originating from the general chapter membership shall require prior approval by the Chapter Board of Directors.

Article XIII – Bylaws and Amendments

The Bylaws are separate but governed under the Chapter Constitution and are appropriated to direct the successful, day-to-day, operation of the Chapter. The Board of Directors may, by a two-thirds vote of its

full membership, create or change whatever Bylaws are necessary to conduct said operations. The Board of Directors shall advise the membership at the next regular meeting of the membership of all Bylaw changes.

Ten (10) members of the general membership may petition a Bylaws change. Such a Bylaw change shall be referred to the membership by distribution by the Secretary. In such a poll, a majority of the votes cast shall be necessary for approval.

Article XIV – Dissolution

- 1) No part of the net income or assets of the Oregon Chapter, American Marketing Association, shall ever inure to the benefit of any directors, officer, or member thereof or to the benefit of any private persons.
- 2) In the event of dissolution of the Oregon Chapter, American Marketing Association, or any assets remaining, after payment of all its liabilities shall have been made or provided for, shall be transferred to the general fund of the American Marketing Association, International Headquarters.

Article XIV – Control and Distribution 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 Association.
- b) The Association shall not be responsible for any debts or obligations of the Chapter nor shall the Chapter represent that the Association is responsible for any obligations of the Chapter. The Chapter shall not be responsible for any other debts or obligations of the Association.
- c) Termination of membership of any member of the Chapter by 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 Association.
- d) In the event of dissolution of the Chapter, any assets remaining after payment of all its liabilities shall be transferred to the general funds of the American Marketing Association, International Headquarters.

Article XV – Chapter Year

The fiscal year of the chapter shall coincide with the fiscal year of the American Marketing Association, International Headquarters.

Bylaws of the Oregon Chapter

1. Duties of Officers, Directors, and Governors

The President-Elect and the Directors assist the President. The President-Elect shall automatically succeed to the Presidency at the end of the year following his election to the office of President-Elect. He shall assist the President by carrying out such duties and responsibilities as may be delegated to him by the President or the Board of Directors. In the event of the President's absence or extended incapacity, he shall assume the rights, responsibilities, authority, and duties of the President.

The Immediate Past President shall automatically become a voting member of the Board of Directors the year immediately following his/her term as president. Their responsibility is to offer their experience as a president which is invaluable to the Board of Directors and for continuity from year to year. They may assist the President in matters of chapter management and special projects.

The Secretary shall conduct correspondence with members and others, prepare the minutes and historical records of the Chapter and maintain contact with all activities of the Association, both national and regional. The Secretary shall submit approved monthly minutes and financial reports to International Headquarters on a monthly basis or as directed by International Headquarters. The Secretary shall conduct the routine of all elections, including balloting. The Secretary shall be responsible for adherence to the provisions of the Constitution and Bylaws of the American Marketing Association as they related to the operation of Chapter activities, namely: "The Chapter Secretary shall submit a list of the Chapter Officers to the Secretary of the American Marketing Association within ten days after their election, as well as any and all changes in the Chapter's Constitution and Bylaws within ten days after the approval of such changes by the Chapter. Submit recommendation or change in chapter dues to the International Headquarters of the American Marketing Association along with a record of the vote on such proposal by the Chapter membership; and submit the annual audited Chapter financial statement to the International Headquarters of the American Marketing Association."

The Treasurer shall collect dues from the National Treasurer and other monies due the Oregon Chapter, deposit same in an institution and manner approved by the Directors, prepare budget of income and disbursements for approval by the Board of Directors and supervise disbursements and serve as financial counsel to the Directors. He/she shall issue checks as authorized in the budget which will be counter-approved by Chapter representatives designated by the Directors at the beginning of each fiscal year. He/she shall prepare reports of the financial condition of the Chapter whenever required by the Directors or the President. A copy of the financial statement and budget shall be submitted to the Chapter Secretary for inclusion in monthly chapter reports to American Marketing Association International Headquarters. An auditor shall be appointed by the President to audit the books of the Chapter after July 31 at the end of each fiscal year.

The Director of Programs shall be responsible for the development of programming and selecting and confirming the location for all meetings. Programming can include, but is not limited to, luncheons,

professional development programs, annual conference, Marketing Award of Excellence (MAX), and networking events. Information regarding these events are communicated to the Director-Communications for notification of membership and appropriate target audiences of those meetings. The Director of Programs shall carry out any special duties as may be assigned by the President. The Director of Programs shall preside over any meeting of the Board of Directors or membership in the absence of the President and President-Elect.

The Director of Membership shall be responsible for promoting affiliation with the American Marketing Association, International Headquarters and concurrent membership in the Oregon Chapter, and encouraging membership renewal. He/she shall also be responsible for maintaining a current list of Oregon Chapter members and carrying out any special duties assigned by the President.

The Director of Communications shall, at the direction of the Board of Directors, communicate details of the Chapter activities to the public at large through publicity releases, newsletter, promotional, electronic or other means, and shall carry out such special duties as may be assigned by the President.

The Director of Community Outreach shall be responsible for coordinating the chapter's activities with the community at large and shall carry out such special duties as may be assigned by the President.

The Director of Sponsorships shall be responsible for obtaining sponsorship, both cash and in-kind, for Chapter activities and programs. This includes, but is not limited to, determining sponsorship package offerings, writing and carrying out contractual agreements between the sponsors and the Chapter, and coordinating sponsorship activities with other Directors. He/she shall also carry out such special duties as may be assigned by the President.

The Director of Research shall be responsible for all research conducted at the direction of the Board of Directors. Analysis of research projects, such as membership satisfaction and post event polls, shall be reported to the board on a timely basis. He/she shall also carry out such special duties as may be assigned by the President.

The Director of Human Resources shall be responsible for managing all volunteers of the Chapter and providing volunteer resources to the Board of Directors. He/she is also responsible for the Chapter Job Bank and shall carry out such special duties as may be assigned by the President.

Chairpersons – Any Director can appoint a Chair(s) for an area(s) of under that Director's responsibility.

New Directors: The President-Elect of the Chapter may add any directorship that he/she deems critical to the success of the Chapter and their year as president after concluding that that position would not fall under a directorship already in existence. (See section 4 below)

2) Meetings, Voting and Proxies

Regular meetings will be held once a month subject to the discretion of the Board of Directors. During all board, or other meetings, of the Board of Directors, the Director position carries the single voting rights for their area. The Director may designate a person to represent their area for a specific meeting(s) and may carry the voting proxy of the Director. The President must be informed of all proxies prior to the vote.

3) Nominating Committee

The Nominating Committee shall consist of three members, one of which shall be the President-Elect (elected to position in the previous year) and one of which shall be elected by the Board of Directors. The other member is to be appointed by the President who shall also appoint the Chairperson. No Nominating Committee member shall be eligible for the slate prepared by that Committee.

The Nominating Committee shall notify members of the Chapter of up-coming elections, collect any nominations and prepare a list of one or more nominations for each officer and directorship then deliver this list to the Secretary.

4) Elections and Vacancies

The Secretary shall distribute to the members a ballot no less than three (3) weeks prior to the due date set by AMA International Headquarters. Members shall be given at least 10 days to return their ballot to the Secretary. Each member in good standing of the Chapter may return one ballot. Balloting may be by electronic or paper ballot, returned validated with signature or membership number. The Secretary shall then check each return against the membership list and turn over the checked ballots to the Nominating Committee for the official count. The candidate receiving the highest number of votes for each office shall be elected. The Secretary is responsible for submitting to International Headquarters of the American Marketing Association the results of the election within 10 days of the results being announced. The Board of Directors will decide any ties by majority vote.

Any new Director position must be added to the ballot by the President-Elect for the coming year and voted into office by the membership to receive a vote at the Board of Directors table.

Post-election, any vacancy in an elective position shall be filled by appointment by the president with the approval of the Board of Directors, except that a vacancy in the position of President shall be filled pro tempore by the President-Elect pending a confirming vote of the Board of Directors to be followed by their own anticipated term as President. If in the event the President-Elect is not able to fill the position until their own norm succession, the Board of Directs shall elect an Interim President to serve out the vacating President's term.

5) Dues

Oregon Chapter dues for Professional members shall be set by the Board of Directors payable to the National Treasurer of the American Marketing Association upon admission to membership and annually thereafter.

6) Financial Planning Committee

The Financial Planning Committee shall be made up of the President, President-Elect, Treasurer, and one at large member (not on the Board). The purpose of the Financial Committee is to oversee the Chapter's financial condition and make sure that the Chapter is in good financial standing. The committee will meet at least quarterly to review the finances and budget. They will report to the board their findings.

7) Financial Reserves

In order to encourage sound Chapter financial management, there shall be a reserve fund set aside from the Chapter's operating fund. The reserve fund shall contain those excess funds not needed immediately for the operation of the Chapter. The Reserve Fund shall be invested in secure instruments overseen by a reputable financial advisor, the Financial Planning Committee, and approved by the Board of Directors. The Reserve Fund must contain at least 50% of the previous fiscal year's cash operating revenues (cash income, not including in-kind, unrealized revenues or other adjustments made for accounting purposes).

8) Resignation and Dropping

Any member in good standing may resign.

Failure to pay dues within 120 days will automatically drop the delinquent from membership, provided written notice has been given of delinquency. Failure to maintain membership in the American Marketing Association will automatically cancel membership in the Oregon Chapter.

9) Parliamentary Authority

Robert's Rules of Order, latest revised edition, shall be the parliamentary authority of all matters not specified in the Constitution of Bylaws of this Organization.