

TUCSON CHAPTER OF THE AMERICAN MARKETING ASSOCIATION CHAPTER CONSTITUTION

PREAMBLE

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 members to advance the profession, the Tucson Chapter of the American Marketing Association is established.

ARTICLE I, NAME, ORGANIZATION, AND AREA SERVED

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

Section 2. Organization. The Chapter shall operate as a duly incorporated not for profit Arizona corporation.

Section 3. Area Served. The Chapter shall serve the Arizona counties of Pima, Pinal, Cochise and Santa Cruz.

ARTICLE II, PURPOSES

The purposes of the Chapter shall be:

1. To foster study and research in the field of marketing.
2. To develop sound thinking in marketing theory and more exact knowledge and definition of marketing principles.
3. To develop and promote marketing management.
4. To provide opportunities where marketing professionals can meet to share ideas, concerns, and to exchange information in both informal and formal settings.
5. To improve the methods and technique of marketing research.
6. To contribute to the improvement of marketing education.
7. To develop better public understanding and appreciation of marketing problems and marketing excellence.
8. To encourage and uphold sound, honest practices, and to keep marketing work on a high ethical plane.

[Note: 3 original purposes have been deleted.]

ARTICLE III RELATIONSHIPS WITH THE AMERICAN MARKETING ASSOCIATION

Section 1. Precedence of American Marketing Association Constitution and By-Laws.

This chapter shall operate in accordance with the Constitution and By-laws prescribed by the Board of Directors of the American Marketing Association. This Chapter Constitution and By-laws may contain additional provisions insofar as they are not in conflict with the Articles of Incorporation, Constitution, and By-laws of the Association.

Section 2. Policies.

This chartered Chapter shall cooperate with the Association and operate in accordance with Association policy. The right to continue as a Chapter and use the American Marketing Association name and trademark are 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 IV, MEMBERSHIP

Section 1. Qualifications.

Any individual person who is or becomes a member of the American Marketing Association and who resides in the area served by the Chapter may be admitted to membership in the Tucson Chapter. There shall be no corporate or business firm memberships.

Section 2. Mandatory Chapter Membership.

Any person who becomes a Professional member of the American Marketing Association while residing in the area served by the Tucson Chapter shall be required to be a member of the Tucson Chapter and shall pay Chapter dues.

Section 3. Members Affiliating From Other Chapters.

Members in good standing of other chapters who move into the area served by the Tucson chapter and who affiliate with the Tucson chapter, shall be considered as paid up in dues to this Chapter until the expiration of the dues period for which they have paid-up membership in their former Chapter.

Section 4. Procedures.

Provisions regarding qualifications and application for membership, admission to membership, term and termination of membership, recourse 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 V, 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 meetings shall be sent to each voting member at least thirty days prior to meeting dates. Each action taken at such membership meetings which requires total membership ratification or rejection shall be submitted to the total voting membership for such action by mail or e-mail.

ARTICLE VI, ANNUAL ELECTION

Section 1. 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 Chairman; (2.) an equal or greater number of members-at-large to be selected by the Chairman with due consideration of experience in the affairs of the chapter and with approval of the President; (3.) the current President who shall serve as an ex officio member. Chapter By-laws may specify that at-large members may be elected rather than appointed. No member of the Nominating Committee may be nominated for any office or for a directorship while serving as a member of the Nominating Committee.

Section 2. Nominations by Nominating Committee and Minimum Offices.

The Nominating Committee shall nominate annually from among the voting members of the Chapter, candidates for each elective office and directorship to be filled. As a minimum, the offices shall consist of President, President-elect, Vice President, Secretary and Treasurer. Elective offices for this Chapter are specified in the By-laws.

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 a petition signed by two percent or ten (which ever is greater) of voting Chapter members eligible to vote, properly submitted, for a specific position other than for an office which is filled by an officer-elect who automatically succeeds to the designated office in the second fiscal year. 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 ability and willingness to serve if elected. By-laws shall prescribe a time schedule that will permit reasonable opportunity to petition between the announcement of nominations and the elections.

ARTICLE VII, 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 elective officers, such additional elected members as may be provided by the By-laws, and the immediate past president who 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 as designated in this document. Any voting member of the Chapter shall be eligible for election to the Board of Directors, except a member of the Nominating Committee. One half of the Board members shall constitute a quorum.

Section 2. Terms of Office.

Each officer and director shall be elected for a term of one year, but may be elected for the preceding year as an officer-elect, automatically succeeding to his/her designated office in the second fiscal year. The Treasurer may be nominated for re-election to serve a maximum of two consecutive years.

Section 3. Meetings.

The Board of Directors shall meet 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 three _ times may be removed upon two-thirds vote of the entire Board.

Section 4. Vacancies.

In the event of a vacancy, the President shall fill the office or directorship by appointment for the remainder of the term of office, subject to ratification of a majority of the entire Board of Directors.

Should the President be unable to continue in office, the President-elect if in office, or if not, the Vice President shall assume office and obtain ratification of her/his action by the Board of Directors. A majority vote of the entire Board shall constitute such ratification. In the event the President, President-elect, and Vice President are unable to serve, the Secretary 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 any actions previously voted by the entire Board, but shall act to implement the decisions of the 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, Constitution and By-Laws, or if not specified, those approved by the Board of Directors. The President shall be a member ex officio of all committees, boards, and task forces.

Section 7. President-Elect.

The President-elect shall automatically succeed to the presidency at the end of the year following his/her election to the office of President-elect. She/he shall grant aid to the President in the carrying out of his/her duties and responsibilities in a mutually satisfactory coordinated effort designed to provide a continuity of Chapter administration. She/he shall act in the absence of the President or in the case of her/his disability, and in these cases, shall have all the rights, responsibilities, authority and duties of the President, notifying the President immediately upon his/her return of actions so taken. The President-elect will also serve as Director of Membership.

Section 8. Vice President.

The Vice President shall be responsible for seeing that all Chapter programming is accomplished. This includes all regular Chapter programming and any special events that shall be scheduled. This position will perform any additional tasks assigned to it by the President and will act in the absence of both the President and President-elect in the same manner as the President-elect acts in the absence of the President in Section 7, above. The Vice President will also serve as Director of Programming.

Section 9. President-elect or Vice President.

If the office of the President-elect is not filled, the Vice President shall perform all the duties outlined in Sections 7 and 8 except that she/he shall not succeed automatically to the Presidency.

Section 10. Secretary

The Secretary shall conduct correspondence with members and others, prepare the minutes and historical records of the Chapter, 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 under advisory supervision of the President and Board. The Secretary shall conduct elections. The Secretary will also serve as Director of Communications.

The Secretary shall be responsible for adherence to the provisions of the Constitution and By-laws 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 10 days after the election;
2. Submit all changes in the Chapter Constitution and By-laws within 10 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 a proposal by the Chapter membership.

The position shall also perform any additional tasks assigned to it by the President.

Section 11. Treasurer.

The Treasurer shall record dues and keep records of the dues status of each member, see that all disbursements are properly approved, and perform other duties usual to the office of an organization Treasurer under advisory supervision of the President and the Board. The 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 a financial counsel to the Board. Proper accounting records shall be kept by the Treasurer. The Treasurer will also serve as Director of Finance.

The 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.

Section 12. Secretary-Treasurer.

If the positions of Secretary and Treasurer are combined, the office shall be responsible for all duties included in Sections 10 and 11.

Section 13. Directors At Large.

Directors at Large shall perform any duties assigned to them by the President.

Section 14. 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 15. 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 obligation of the Chapter.
- 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 a dissolution of a Chapter, any assets remaining, after payment of all 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 Treasurer of the Chapter and any paid or unpaid regular and casual staff members and help shall be bonded at all times.

ARTICLE VIII, BY-LAWS

Subject to this Constitution, the basic rules for the management and government of this Chapter shall be set forth in the By-laws. The By-laws are an integral part of this document.

ARTICLE IX, AMENDMENTS

Section 1, Constitution

This constitution may be amended by a majority vote of those members voting within thirty days after sending ballots to all members eligible to vote, initiated by one of the following procedures:

1. By the Board of Directors;
2. Upon petition of two percent or ten (whichever is greater) of members eligible to vote addressed to the Board through the Chapter President, with or without recommendation.

Amendments to the Constitution are subject to ratification by the Association Board of Directors and shall be promptly communicated to the membership.

Section 2. By-laws.

The By-laws may be amended by an affirmative vote of two-thirds of the entire membership of the Board of Directors, provided notice of the proposed amendment has been given each Director at least thirty days prior. All amendments are subject to ratification by the Association Board of Directors and shall be promptly communicated to the membership.

Proposed changes in the Chapter membership dues structure must be submitted to a vote of the entire 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 for submission to the Association Board of Directors.

Submitted to the membership for approval September 18, 2002.

TUCSON CHAPTER OF THE AMERICAN MARKETING ASSOCIATION CHAPTER BY- LAWS

ARTICLE I, MEMBERSHIP CLASSES AND DUES

Section 1. Membership Classes.

Association and Chapter membership shall be divided into the following classes:

- a. **Professional** members shall be those members who have professional interest in marketing.
- b. **Student Members** shall be full-time registered students interested or engaged in the study of marketing. Student members shall have the privilege of renewing at the student rate each year for the ensuing three years, at which time their membership status shall be changed automatically to "Associate." Student members of the Association shall be excused from mandatory Chapter membership. Members of the Association shall not have office-holding or voting privileges in the Chapter unless also holding Chapter membership.
- c. **Associate Members** shall be those members who have held student membership in the Association and when no longer eligible for student membership have been converted to Associate status. Associate members shall have full office holding and voting privileges in the Association and, if holding Chapter membership, also in the Chapter. An Associate Member shall be excused from mandatory Chapter membership during the first year of Associate membership.
- d. **Emeritus Members** shall have been Professional members of the Association for at least twenty years and either attained the age of 65 years or be retired. Privileges include a regular voting membership, receiving all mail and publications universally distributed to members and affiliation with the Chapter should she/he choose. One half of designated dues shall be remanded to the Chapter in full payment of Chapter dues. Emeritus membership applications are available only upon request from the member.
- e. **Executive Members** shall be members who give added support to the activities of the Association by paying annual dues of \$100.00 and shall have all rights and privileges of regular voting members plus such additional recognition as may be determined by the Association Board of Directors. Chapter affiliation is automatic, and dues in the amount of that assessed a regular member are remanded to the Chapter by the Association.

Section 2. Dues.

In addition to Association dues, Chapter dues for a Professional Member shall be \$30; for an Associate Member, \$15; and for a Student Member \$10.

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, ELECTIONS

Section 1. The Nominating Committee.

The composition of this Chapter's Nominating Committee is as specified in the Chapter constitution. Duties shall consist of the preparation of nominations for the ensuing election of Chapter officers and directors.

Section 2. Election Schedule and Balloting.

Elections will be held in keeping with the procedures and deadlines stipulated annually in the American Marketing Association's "Chapter Officer's Guide." Once a slate has been received from the Nominating Committee, election ballots shall be sent to all voting members by the Chapter Secretary in adequate time

to meet the Association's deadlines. Only properly marked ballots returned prior to the deadline shall be tabulated. Ballots shall be returned to the outgoing President, who shall, with the Secretary and one other member assistant, tabulate the votes. Nominees having the greatest number of votes cast shall be deemed elected.

Section 3. Terms of Office.

Terms of office shall be as specified in the Chapter constitution for officers and directors. Officers assume responsibility on the first day of the fiscal year, July 1, and remain in office until June 30 of the following year.

Section 4. Offices and Directorships.

Chapter offices and directorships that are subject to election are President, President-elect, Vice President, Secretary, and Treasurer.

The immediate Past President shall be a member ex officio of the Board of Directors.

The President shall have the right to appoint Directors at-large as are needed to adequately complete the work of the Chapter. Such appointments must be approved by a majority of the sitting Board of Directors.

ARTICLE III, COMMITTEES

Section 1. Standing Committees.

The standing committees of this Chapter shall be those specified in this section. Chairs shall be appointed annually by the President, with the exception of committees where the Chapter Constitution designates an officer as "Director." In those cases, the Chapter officer serves as the committee chair. Committees shall be responsible to the offices designated herein:

- Meetings/ Programs – responsible to the Vice President/Director of Programming
- Membership – responsible to the President-elect/Director of Membership
- Nominating – responsible to the President
- Communications – responsible to the Secretary/Director of Communications
- Collegiate and Student Relations – responsible to the President
- Education – responsible to the President
- Hospitality – responsible to the President

Duties of the standing committees shall be those usually appertaining and as determined by the Board of Directors from time to time.

Section 2. Other Committees, Boards and Task Forces.

The President or the Board of Directors may establish such other committees, boards, and task forces, and may appoint their chairs and members, as may be desirable for Chapter welfare and operations and may determine their responsibilities and authorities. All such actions shall be filed for inclusion in the minutes of the Board of Directors.

Such committees, boards, and task forces shall terminate not later than the end of the fiscal year in which they are established.

ARTICLE IV. AUTHORIZATION OF EXPENDITURES.

Section 1. Budgeted Items.

Members of the Chapter Board of Directors may without prior approval of the Board spend or obligate the Chapter to pay up to \$50 per item or \$300 per event or activity if such item has been included in the Chapter budget or an event or activity budget approved by the Board of Directors. Such expenditure or

obligation shall be reported to the Treasurer and/or to the Board of Directors at the next Board meeting following the action.

Section 2. Non-budgeted Or Other Items.

All non-budgeted expenditures and obligations and those exceeding the dollar limitations of Section 1, hereof, shall have prior approval of the Board of Directors.

ARTICLE V, ADMINISTRATION

Section 1. Chapter Year.

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

Section 2. Chapter Meetings.

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

Approved by a majority vote of the GTAMA Board of Directors, Board Retreat, July 2002. Presented to the membership September 18, 2002.