

AMA Knoxville - Constitution & Bylaws

Summary of Changes

FORMATTING

- Changed font to Arial to adhere to brand guidelines.
- Changed Section numbers from Roman numerals to Arabic numerals for clarity. (I to 1, II to 2, etc.)

CONSTITUTION

- Updated organization name to AMA Knoxville.
- Art. II - Purpose, Sec. 1, Purposes: Removed space between 501 and (c).
- Art. IV - Membership, Sec. 4: Broadened non-discrimination clause to include non-discrimination against color, gender expression, marital status, sexual orientation and military status.
- Art. V - Annual Election, Sec. 3, Nominations by Chapter Membership: Changed number of petition signers from “2% or 10 (whichever is greater)” to only “2%.”
- Art. VII - Financial Policies, Sec. 1: Removed space between 501 and (c).
- Art. VII - Financial Policies, Sec. 3: Changed Financial Standing Committee’s role in deciding use of reserve fund to “advice” instead of “approval.”

BYLAWS

- Art. I - Chapter Focus, Sec 1: Updated to “marketing student(s)” (plural) to reflect that we now usually award more than one scholarship.
- Art. IV - Nomination and Election Procedures, Sec. 2: Updated clause to show procedure and deadlines based on American Marketing Association requirements.
 - Must send proposed slate to members by Jan. 15.
 - Process for nominations by members.
 - Changed number of petition signers from “2% or 10 (whichever is greater)” to only “2%.”
 - Election ballots must be distributed to members by Feb. 1.
 - Candidates must run individually, not as a slate, with write-in options for each position.
 - Election must be completed by Mar. 1.
- Art. VII - Administration, Sec. 2: Added “Luncheons” to meetings that are open to members with a minimum of six per year.
- Website Policy: Changed “KAMA” to “Chapter” and updated website address.
- Added line to indicate date that bylaws were approved by the Board of Directors.

CONSTITUTION – ~~Knoxville AMA~~ AMA Knoxville

Preamble:

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

Article I – Name

The name of the organization shall be the Knoxville Chapter of the American Marketing Association, hereinafter sometimes called the AMA Knoxville Chapter.

Article II – Purpose

Section 1. Purposes. The purpose and objectives of the Knoxville Chapter are exclusively for charitable, educational and scientific purpose, including for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501(c)(3) (removed space between 501 and (c)) of the Internal Revenue Code of 1986, as amended. Specifically, without limiting the generality of the foregoing, the objectives of the Chapter include creation, promotion and providing services, programs, and other functions of an educational manner and with respect to the members of the Chapter intended to:

- Advance the art, science, and practice of marketing products and services.
- Act as vehicle for personal and professional growth of marketing professionals.
- Provide for interchange between various segments of the professional marketing community.
- Establish the Knoxville Chapter as the community focal point for the exchange of marketing ideas, interests and knowledge.
- Promote professionalism in the practice of marketing.
- Promote a greater understanding of marketing principles and practices to the membership as well as the general public.

Section 2. In order to communicate clearly and succinctly the purpose of the AMA Knoxville Chapter, the following phrase is appropriate. The purpose of the Chapter shall be:

- to enhance and inform marketing professionals in the region which this Chapter serves and
- to educate and inform the general public about the function and purpose of marketing.

Article III – Relationship 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 Bylaws prescribed by the Board of Directors of the American Marketing Association, which is an integral part of this document. This Chapter's Constitution and Bylaws may contain additional provisions insofar as they are not in conflict with the articles of incorporation, Constitution and Bylaws of the Association.

Section 2. Policies. This 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 failure by the Chapter to operate in accordance with the policies established by the American Marketing Association.

Article IV – 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 qualification 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.

Section 3. This Chapter shall encourage diverse membership growth as reflected in the marketing community in this region.

Section 4. ~~This Chapter shall not discriminate by age, race, religion, sex, national origin or physical handicap.~~ This Chapter does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Article V – Annual Election

Section 1. Nominating Committee. The Nominating Committee shall consist of at least three members, appointed by the President with the Board approval. The President shall appoint a chairperson from among the committee.

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. The slate should strive to reflect the gender, racial and business diversity represented in the Chapter's membership. At a minimum, the officers shall consist of President, President-Elect, Secretary/Treasurer. Elective officers 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 a petition signed by 2% ~~or 10 (whichever is greater)~~ of voting Chapter members eligible to vote, properly submitted, for specific positions other than for President. 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. Bylaws shall prescribe a time schedule that will permit reasonable opportunity between the announcement of nominations and the elections.

Article VI – Board of Directors

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 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 duty will be designated in the Bylaws. Any voting member of the Chapter shall be eligible for election to the Board of Directors.

Section 2. Vacancy. Should the President be unable to continue office, the President-Elect, if in office, shall assume office. In the event that the President and President-Elect are unable to serve, the Secretary shall call a meeting with the Board of Directors to elect successors.

Article VII – Financial Policies

Section 1. This Chapter is chartered in Tennessee as a not-for-profit corporation. The corporation shall operate in the spirit of the tax-exempt educational corporation under Section 501(c)(3) ~~(removed space between 501 and (c))~~ of the Internal Revenue Code.

Section 2. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or device including real estate for any purpose of the Chapter and the American Marketing Association.

Section 3. American Marketing Association shall not be responsible for any debts or obligations of the Chapter, nor shall the Chapter represent that the American Marketing Association is responsible for any obligations of the Chapter, and the Chapter shall not be responsible for any obligations of the Association. The principal in the Chapter's reserve fund may not be used for any reason before: First, receiving the ~~approval~~ **advice** of the Financial Standing Committee, and second receiving the approvals of 75% of the Chapter Board of Directors. If, for any reason, cash flow becomes a problem, or if the Board does not manage the funds prudently, the Board should devise ways to generate income without using the reserve fund.

Section 4. Termination of the 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 the member of the property, assets and funds of the Chapter and Association.

Section 5. In the event of the dissolution of the Chapter, any assets remaining, after payment of all its liabilities shall have been made or provided for, shall be transferred to general funds of the American Marketing Association.

Section 6. The Board of Directors shall annually appoint an auditor to audit financial records of the Chapter. A copy of the auditors report and the annual financial statement of the Chapter shall be sent to the national office of the American Marketing Association.

Section 7. The Treasurer of the Chapter shall be bonded.

Article VIII – Rules of Order and Members Voting in Quorums

Section 1. Roberts Rule of Order, newly revised, shall be the Parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by special rules of procedure adopted by this Chapter.

Section 2. Voting. Only current professional members shall be allowed to vote.

Section 3. Quorums. Board of Directors: A majority of the Board of Directors shall constitute a quorum. Special Meetings: Any special meeting of the Chapter will deal only with the business mentioned in the notice and only that business may be voted on. Two-thirds majority approval of all voting members present is necessary for passage of that business. A quorum is not required.

Article IX – Bylaws

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

Article X – Amendments

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

Thereafter, this Constitution may be amended by a majority vote of those members voting within thirty days after sending the ballots via electronic mail or postal ballot to all members eligible to vote, initiated by one of the following procedures: (1) by the Board of Directors: or (2) upon petition of 2% or ten (whichever is greater) of members eligible to vote addressed to the Board through the Chapter President, with or without recommendation. Changes in the Constitution must be promptly communicated to the membership.

Section 2. Bylaws. The Bylaws may be amended by two-thirds majority of the votes cast by Board members provided the proposed amendment was presented at least 30 days prior to the vote. Changes in the Bylaws must be communicated promptly to the membership.

BYLAWS

Article I – Chapter Focus

Section 1. The Chapter shall annually honor an outstanding marketing professional, provide a scholarship for ~~an~~ outstanding collegiate marketing student(s) and recognize the member(s) whose continuous service to the Chapter has been extraordinary.

Section 2. The Chapter's scholarship endowment fund, a central focus of this Chapter, will be administered through the Financial Standing Committee with a member at large service as its executor at the request of the Committee with Board approval.

Article II – Membership Classes

Section 1. The membership classes shall be consistent with those of the currently approved Bylaws of the AMA.

Article III – Dues

Section 1. The annual Chapter dues shall be established by the Board of Directors, approved by a majority of the members voting on this issue, and made public to the membership if there are any changes (from previous annual dues).

Section 2. Local Chapter dues will be \$40 a year.

Section 3. All annual national and local dues are payable to the international office of the American Marketing Association.

Article IV – Nomination and Election Procedures

Section 1. Members in good standing are eligible for nomination as a Board member of the Chapter. The Nominating Committee will solicit recommendations from the general membership and present a slate to the voting members. The President-Elect shall become President and serve for a period of one year. If the President-Elect should be unable to serve as President, a President should be elected from the slate prepared by the Nominating Committee.

Section 2. Election Schedule. ~~The official list of nominees proposed by the committee shall be announced at a regular meeting or via electronic mail no later than February 1. Any member~~

~~subsequently nominated by petition for a specific position shall be added to election ballots if the petition is postmarked or time stamped and received at the Chapter Secretary's office within a minimum of one week after the nominated slate is sent to members. Election ballots shall be mailed to voting members via electronic mail or postal ballot by March 1st and only properly marked or time stamped electronic mail ballots received by March 25th shall be tabulated. A minimum of two electronic mail reminders should be issued during this voting period. Board members assume responsibility on the first day of the fiscal year, July 1st, and remain in office until June 30th of the following year.~~

1. The nominating committee must prepare a slate of one or more candidates for each board position. This slate must be sent to members by January 15th to allow sufficient time to send the election ballot by February 1st. There is no official form to use when sending the slate to members, but members must be informed in writing that they may recommend candidates to the nominating committee by submitting a petition signed by 2% of the eligible voting members.
2. Election ballots must be distributed to all chapter members in good standing (excluding student members, who don't have voting rights) by February 1st so that election results can be finalized and reported by March 1st. There is no official form to use when sending the ballot members, but candidates on the ballot must run individually, not as an entire slate, and there must be space on the ballot designated for write-in candidates for each open board position. Voting may be conducted via email, using the email address as verification of those members' right to vote.
3. Elections must be completed by March 1st and the results announced to the membership soon after. Board members assume responsibility on the first day of the fiscal year, July 1st, and remain in office until June 30th of the following year.

Section 3. Removal. An elected Board member of the Chapter may be removed from office for conduct detrimental to the best interest of the Board of Directors present at a meeting of the Chapter Board of Directors constituting a quorum for purposes of conducting business at such by an officer. Any such notice shall specify that such meeting is for the purpose of voting on a resolution to remove the named officer and shall describe the conduct deemed by the person issuing the said notice to be detrimental to the best interest of the Chapter and grounds for such removal with evidence on his or her behalf and hear evidence in support of the changes made against him or her pursuant to the reasonable rules established from time by the Board members.

Article V – Board of Directors

Section 1. The Board of Directors of the Knoxville Chapter shall consist of a President, President-Elect, Immediate-Past President, Secretary, Treasurer and the Vice Presidents of the Committees and general directors deemed necessary.

Section 2. The Board should be considered viable with a minimum of three members: President, President-Elect, Secretary.

Section 3. Duties. The Board of Directors shall have general charge and control of the affairs, funds, and properties of this Chapter. It shall present to the membership all proposed major program activities. In respect to questions regarding the interpretation of the Bylaws, the decision of the Board of Directors shall control and be final.

Section 4. Vacancies. Vacancies among the Board of Directors shall be filled by the President with approval of the Board.

Section 5. Meetings. The Board of Directors shall hold regular meetings. The number of meetings is to be determined by the Board. There shall be a minimum of four Board meetings per year. Special meetings may be called by the President or by written request of three members of the Board. Vocal notice of the time and place shall be given to each member of the Board at least forty-eight hours in advance of the meeting or written notice seventy-two hours in advance of the meeting shall be deemed sufficient notification.

Article VI – Officers

Section 1. The Board of Directors of the Knoxville Chapter shall consist of a President, President-Elect, Immediate Past President, Secretary, Treasurer, and the Vice Presidents of the Committees and Directors.

Section 2. Nominations. The Nominating Committee will present a slate for the positions to be filled. The slate of nominees will be announced via electronic mail or postal mail to all voting members. Members shall have a minimum of one week to provide nominations to the Nominating Committee.

Section 3. Officers will be elected for a one-year term and may serve more than one term (except the President and President-Elect). Directors will be elected for a one-year term.

Section 4. Board members may not serve more than four consecutive terms in the same office; unless otherwise approved by the Board of Directors.

Section 5. Board members shall assume their duties on July 1st; or the first day of the fiscal year under which the Chapter operates.

Section 6. The powers and duties of the officers shall be as follows:

- **President** – The President shall be the Chief Executive Officer of this Chapter; shall provide an agenda and preside at all membership and Board of Directors meetings of the Chapter; and shall be the ex-officio member of all committees. The President shall serve as an ex-officio member of the Nominating Committee as relates to procedures and policies only. The President shall, with the approval of the Board of Directors, appoint other committees not otherwise provided for. The President shall be the official representative of this Chapter.
- **President-Elect** – The President-Elect shall assist the President, assume the duties of the President in his/her absence, and serve as ex-officio member of all committees. She/He may conduct membership and Board meeting assigned by the President.
- **Secretary** – The Secretary will record minutes of the official Chapter meetings, notify Board members of meetings, and work with the appointed committees. The Secretary will maintain

records of external correspondence with AMA, shall oversee the maintenance of files, and keep a current list of the names and addresses of members.

- **Treasurer** – The Treasurer shall be the custodian of the funds of this Chapter, shall collect all dues, assessments, and receive all monies. The Treasurer shall make payments in accordance with the budget that has been approved by the Board of financial statements to the Board of Directors. Treasurer shall turn over to his/her successor all books and financial records and shall take a listed receipt thereof. The Treasurer shall be bonded and prepare financial records for the annual review which must be completed and sent to AMA by August.

Article VII – Administration

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

Section 2. Luncheons and chapter meetings will be open to all members and to be held at least six times a year.

WEBSITE POLICY

In compliance with our 501(c)(3) status, the **KAMA Chapter** may solicit sponsors to underwrite expenses associated with <http://www.kama.org> <https://www.amaknoxville.com/>.

Site sponsors may display one logo or company name on the site. The logo of the site host may also be displayed.

These guidelines may be amended at any time by the Board of Directors.

"These bylaws were approved by the Board of Directors on _____"