

# **Constitution of the Willamette Valley Chapter of the American Marketing Association**

## *Article I – Name*

Willamette Valley Chapter of the American Marketing Association

## *Article II – Objectives*

The Willamette Valley Chapter is a non-profit business association with the purpose of:

- 1) Promoting by means of example high moral and ethical business and marketing standards, as well as to stimulate the use of high standards of marketing practices, i.e., to foster ethical and effective use of marketing knowledge;
- 2) Encouraging and supporting personal and professional growth throughout the membership;
- 3) Communicating to the membership, as well as the interested public, the best that is known about marketing techniques and effective selling skills;
- 4) Generating new knowledge about marketing, i.e., to discover better marketing methods;
- 5) Providing an environment and activities that will foster meaningful contacts and peer relationships between members;
- 6) Effectively promoting the Chapter to the marketing segment of the education and business community, and to further the purposes of the American Marketing Association, International Headquarters.

## *Article III – Membership*

Membership in the Willamette Valley 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 Willamette Valley 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 Willamette Valley 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, International Chapter who move into the Willamette Valley territory shall be accepted as members of the Willamette Valley Chapter upon application and presentation of credentials to the VP of Membership. These members shall be regarded as current in dues in the Willamette Valley Chapter until the expiration of the dues period of membership in the originating local chapter. Student members of the Willamette Valley Professional Chapter shall not have the right to vote or hold office in the Chapter.

## *Article IV – Officers*

The officers of the Willamette Valley Chapter shall be:

- President
- President-Elect
- Immediate Past President

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Secretary  
Treasurer

#### *Article V – Board of Directors*

The governing body of the Chapter shall consist of the elected officers, the elected Vice Presidents, and one to two additional board members 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 and board members of the Willamette Valley 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 President one year later. There is no limit to the number of times someone can be elected into a particular office, with the exception of Treasurer, who may be nominated for reelection to serve a maximum of five years.

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

#### *Article VII – Qualifications*

Officers and board members shall be elected as the Bylaws designate.

#### *Article VIII – Removal*

Officers or board members 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 – Committees*

The committees shall be: Membership, Programming, Sponsorship, Nominating, Financial 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 X – Dues*

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

#### *Article XI – Constitution and Amendments*

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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 XII – 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 XIII – Dissolution*

- 1) No part of the net income or assets of the Willamette Valley Chapter, American Marketing Association, shall ever inure to the benefit of any directors, officers or member thereof or to the benefit of any private persons.
- 2) In the event of dissolution of the Willamette Valley 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 American Marketing Association, International Headquarters.
- b) The American Marketing Association, International Headquarters shall not be responsible for any debts or obligations of the Chapter nor shall the Chapter represent that the American Marketing Association, International Headquarters is responsible for any obligations of the Chapter. The Chapter shall not be responsible for any other debts or obligations of the American Marketing Association, International Headquarters.
- 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 American Marketing Association, International Headquarters.

- 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.