



Direct Marketing Association of Washington

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## **BYLAWS**

### **DMAW Mission Statement**

*The purpose of this association is to promote the exchange of information among our members; to encourage and support the highest ethical business standards; to promote use and understanding of multi-channel direct response marketing; and to encourage and support the teaching and study of multi-channel direct response marketing in an academic environment, as well as through the association itself.*

### **DMAW Bylaws**

#### **Article I**

##### **PURPOSES AND OFFICE**

**Section 1.** The name of the Association shall be: Direct Marketing Association of Washington, Inc. doing business as DMAW.

**Section 2.** The Direct Marketing Association of Washington is a 501(c)6 professional trade association, incorporated in the District of Columbia, of persons with a professional interest in multi-channel direct response marketing. The purposes of the Association are to provide an exchange of information that will increase members' skills and keep them informed of developments in this field; to observe the highest ethical business standards; to promote a public understanding of and to encourage student interest in this field.

**Section 3.** The Association shall have and continuously maintain a principal office in the Washington, D.C. Metropolitan Area (Area). Other offices may be located within or without the Area as the Board of Directors may decide.

#### **Article II**

##### **MEMBERS**

**Section 1.** Classes of Members. The Association shall have four classes of membership. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) **INDIVIDUAL.** Individual members are those responsible for the payment of their own dues (dues can be paid either through a personal or corporate form of payment). They generally fall into one of three categories (1) persons who are engaged primarily in creating or using direct response advertising media, (2) persons with a professional interest in this field, or (3) persons who are engaged primarily in the manufacture of materials or supplying of services for this field. The Board of Directors shall have the power to determine the proportion of these categories of members as they are related to the total membership of the Association. Active members whose membership dues are current shall be able to vote and hold office.

(b) **CORPORATE.** Organizations can join DMAW and designate a given number of their employees as members based on the current dues structure. Should the employee leave the organization, the organization shall designate another employee as a member. The organization generally falls into one of three categories (1) those who are engaged primarily in creating or using direct response advertising media, (2) those with a professional interest in this field, or (3) those who are engaged primarily in the manufacture of materials or supplying of services for this field. The Board of Directors shall have the power to determine the proportion of these categories of members as they are related to the total membership of the Association. To hold office or to vote, corporate membership dues must be current and only the individuals who are the “designated corporate members” are eligible to vote or hold office.

(c) **LIFETIME.** Persons who in the opinion of the Association have always given distinguished service in the field of direct marketing. Lifetime members may be elected upon unanimous vote of those present at a regular or special meeting of the Board of Directors. Lifetime members shall be entitled to vote but not hold office.

(d) **STUDENT.** Persons enrolled full-time in graduate or undergraduate programs in local colleges or other schools who have a career interest in direct marketing. Student members shall not be entitled to vote or hold office.

**Section 2.** Active members shall be those Individual, Corporate, Nonprofit Group, Nonprofit Individual, Student, and Emeritus members whose dues are current and all Lifetime members.

**Section 3.** Members of all classes shall be entitled to regular communications about the Association and direct marketing news, and shall be entitled to member rates for Association events.

## **Article III**

### **MEETINGS OF MEMBERS**

**Section 1. Meetings.** The regular meetings of the Association shall be held at such times and places as the Board of Directors shall determine. Meetings can be held in person, by telephone, or online. Attendance by phone, by proxy, or online may be deemed to satisfy any requirement for a quorum. Active members may be counted toward a quorum if they give a valid signed and dated proxy to another active member who presents it at the meeting. A separate signed and dated proxy is required for each meeting; the same one is not valid at more than one meeting. Voting by proxy is not permitted, but a majority of the active members attending a meeting at which a quorum is created by one or more proxies is the action of the membership. Members

appointed as proxy must be physically present at the meeting in question for their proxy to count. Members cannot proxy via phone or online.

**Section 2. Annual Business Meeting.** An Annual Business Meeting shall be held for the purpose of announcing and introducing the newly elected Directors and for the transaction of such other business as may come before the meeting. Business meetings of the members may be called by the President of the Board of Directors, or upon the written request of not less than one-tenth of the members having voting rights.

**Section 3. Quorum.** Thirty-five (35) active members in good standing or 10% of the active members in good standing, whichever is smaller, shall constitute a quorum for the transaction of business at an Annual or Special Business Meeting provided that notice of the business to be transacted has been given to all members eligible to vote in accordance with Section 4 below.

**Section 4. Notice of Meeting.** Notice of an Annual or Special Business Meeting of the Association shall be sent by email at least 10 days in advance of the meeting and/or shall be announced in *Marketing AdVents* one month prior to the meeting.

## **Article IV**

### **BOARD OF DIRECTORS AND OFFICERS**

**Section 1. General Power.** The affairs of the Association shall be managed by its Board of Directors.

**Section 2. Number and Tenure.** The total number of directors shall be at least twelve (12), consisting of the President, Vice President/President Elect, Secretary, Treasurer and other elected Directors. The Executive Committee, defined as the President, Vice President/President Elect, Secretary, Treasurer and Executive Director, may be increased at such times as deemed necessary by a vote of the Board. All directors shall enter upon their official duties when elected and shall serve for a term of two (2) years, or the balance of the term they are filling. No Director may serve more than three full consecutive terms unless they serve one or more years as an officer.

Periodically there will be election years where it may be necessary to stagger Board terms to maintain continuity on the Board. When necessary, and to prevent a turnover of two thirds of the Board, one third of the newly elected Board Members will be elected to serve a term of one year, one third of the Board Members will serve a two-year term and one third of Board Members will be elected to serve a three-year term. The terms will be decided by interest level, lot or approval of the Executive Committee. Thereafter, terms will continue for two-year periods.

**Section 3. Advisory Committee.** Former Presidents of the Association will serve as non-voting Ex-Officio members of the Board and will act as an advisory committee as requested by the Board of Directors.

**Section 4. Qualification.** Each director and officer shall be an Individual or Corporate Active member.

**Section 5. Resignation or Death.** In the event of death or resignation of any director or officer, the Board of Directors shall elect a successor who shall take office immediately and complete the term of the vacated position. In the event of the death or resignation of an officer, succession shall occur as specified in Article V.

**Section 6. Meetings of Directors.** Special Board meetings may be called by the President or upon written notice thereto by at least three directors. Directors are expected to attend these meetings in their entirety in person, by phone or by other electronic means as approved by the Board for that meeting.

**Section 7.** At all meetings of the Board a majority of the directors in person or by phone shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by statute or by the charter or by these bylaws. If a quorum shall not be present at any meeting of directors, the directors present thereat may by majority vote of those present adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Meetings may be held in person, by telephone conference, or by other electronic means as approved by the Board for that meeting.

**Section 8. Executive Director.** The Board of Directors may, at its discretion, employ a paid Executive Director whose duties and compensation shall be as defined by the Board of Directors. The Board of Directors shall be empowered to employ such additional staff as may be required. The Board of Directors may direct the Executive Director or other senior staff member to act as Secretary, in which case the staff member will perform all the duties of Secretary but will not hold a voting position within the Board of Directors.

**Section 9.** Should a Board Member be absent four or more times per year from regularly scheduled meetings in their entirety of the Board, it shall be within the discretion of the Board to ask for such member's resignation. Failing resignation, the Board has the option to terminate the Board Member and select a new member to complete the term of the vacated position, as provided in Article IV, Section 5.

## **Article V**

### **NOMINATION & ELECTION OF OFFICERS**

**Succession.** The Vice President/President Elect shall succeed the President upon expiration of the President's term of office. The new Vice President, Secretary and Treasurer positions shall be open to all Board members in good standing. The incoming President shall invite board members in good standing to serve and nominations may be made by any Board member. Nominees shall be interviewed by the Executive Committee and a slate will be presented to the Board and if there is only one candidate per position, the nominees will be voted as a slate. If there is more than one candidate for any position, then each position will be voted, and the winner shall be chosen by a majority vote of the Board by secret ballot. Under normal succession, the selection of officers shall begin no later than December of each year, and voting for officers shall take place at the first board meeting of the year in January.

## Article VI

### NOMINATION & ELECTION OF DIRECTORS

**Section 1.** The election of Directors shall be accomplished by email and electronic voting completed no later than the first of December of the current year. The candidates must be announced by the Board to the active membership at least fifteen (15) days before voting commences. Terms will begin January 1. The results of the election will be announced within five (5) days of the election and the new board will be introduced at the Annual Business Meeting.

**Section 2.** The Nominating Committee shall be appointed by the President at the June board meeting and announced at that time. The Nominating Committee shall consist of the President, the Vice President, the Executive Director and three (3) members of the Board not currently running for election. The current President shall be Chairman of this committee.

**Section 3.** By the first week of September, the Nominating Committee shall submit to the Board a list of nominees to fill vacancy on the Board plus no less than three (3) additional nominees. No more than one nominee shall be employed by the same organization. This list of nominees shall be made available on request of any member of the Association.

**Section 4.** Additional nominations, via an open call to the membership, may be made by petition signed by at least 15 active members either in person or by email and filed with the Executive Director at least 15 days before the elections are open.

**Section 5.** The President or a person designated by the President shall announce via email the names of all the nominees to the membership following the approval of the list of candidates by the board of directors. The Executive Director shall email to all active members biographies of each candidate, including any candidates from the Open Call for Nominees, not later than two weeks prior to the opening of elections.

**Section 6.** No candidate shall be proposed for office unless his/her consent to serve has been secured.

**Section 7.** All Active members may vote. Thirty-five (35) active members in good standing or 10% of the active members, whichever is smaller, shall constitute a quorum.

**Section 8.** The candidate(s) receiving the highest number of votes shall be elected. In the event of a tie for the last number to be elected, such tie shall be broken by the current Board of Directors in a manner in which it chooses.

## Article VII

### DUTIES OF DIRECTORS AND OFFICERS

**Section 1.** The President shall be the chief executive officer of the Association and shall preside over all meetings of the Association and of the Board of Directors. The President shall appoint all committees, except the Executive Committee. Such appointments to be subject to the approval of the Board of Directors. The President and the Secretary (or the Executive Director, acting on instructions of the President,) shall sign all written contracts and obligations of the

Association, which must have prior approval of the Board of Directors to be legal and binding. Each year the President shall prepare an Annual Report on the State of the Association to be distributed to all members in good standing upon request. This report may be either a written document or presented orally at the Annual Business Meeting of the Association.

**Section 2.** The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the latter.

**Section 3.** The Secretary shall be responsible for the recording of minutes of all meetings of the Association and of the Board of Directors, issuing notice of meetings, and keeping all Association records including membership records. The Secretary shall perform all other duties customarily pertaining to the office.

**Section 4.** The Treasurer shall be responsible for the receiving and depositing in the name of the Association, in a bank or trust company selected by the Board of Directors, all Association moneys, issuing receipts and making all authorized disbursements. If the Board of Directors elects, an employee reporting to the Executive Director may perform these duties, and shall provide regular accurate reports to the Treasurer to present to the Board and the membership. (Such employee would NOT be a member of the Board of Directors.)

**Section 5.** Duties of Directors. Each director shall serve on one of the standing committees as stipulated by the board)

**Section 6.** The Board shall approve all continuing policies and procedures of the Association, put these in writing, distribute to each officer and director and make these available at the request of any member.

**Section 7.** Indemnification: The DMAW shall indemnify its officers, directors and employees to the fullest extent permitted by law for all costs, damages, liabilities and including reasonable attorney fees that they incur in the defense of any action brought against them by reason of their being officers, directors or employees of the DMAW. This indemnification shall include to the extent requested by an officer, director or employee the advancement of costs and expenses incurred with the defense of any such action and/or the assumption of the defense to any such action. However, such indemnification shall not be required in cases where the officer, director or employee has been adjudged by competent authority to be liable for gross negligence or is guilty of misconduct.

## **Article VIII**

### **COMMITTEES**

**Section 1.** The President, with the approval of the Board, may appoint committees and a chair of each as needed. Members of the committee shall commence the performance of their duties when appointed and shall serve until their successors are designated.

**Section 2.** No committee shall have authority to commit the Association on matters of policy, plans or to create financial obligations, without approval of the Board of Directors.

**Section 3.** Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the Act of the committee.

**Section 4.** The duties and procedures of all standing committees and special committees shall be in writing, distributed to the Board and made available at the request of any member.

## **Article IX**

### **DUES**

**Section 1.** Dues shall be established by the Board of Directors.

**Section 2.** Lifetime members shall be exempt from all dues.

**Section 3.** Special dues may be established by the Board of Directors for Student and Corporate membership classifications, or other groups as determined by the Board of Directors.

**Section 4.** Any member of the Association whose dues have been in arrears for 30 days after the last official notification (renewal notice) from the Association shall be dropped from membership. In the event that a member dropped from membership would wish to reinstate their membership prior to the end of a membership year, such member may do so but is subject to all membership conditions as required of a new member.

## **Article X**

### **SEAL AND LOGO**

**Section 1.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, District of Columbia.”

**Section 2.** Members may identify themselves as members of the Association by using the Association’s name, acronym, and/or logo on stationery, business cards, websites, and other communications media. In consideration of this license, each member that uses DMAW’s name, acronym, and/or logo on any communication to a client or prospective client, agrees to indemnify and hold the Association and its directors, officers, employees, and agents (“the Indemnified Parties”) harmless from and against all amounts paid or payable, of whatever kind or nature, including but not limited to legal fees and expenses, by any Indemnified Party on account of any claim, demand, or lawsuit arising in connection with the member’s performance of services, or failure to properly or adequately perform services, for any client.

## **Article XI**

### **FISCAL YEAR**

The fiscal year of the Association shall be determined by the Board.

## **Article XII**

### **AMENDMENTS TO THE BYLAWS**

Provided notice of the specific proposed alteration, amendments or repeals be sent at least 15 days to the membership in advance, these bylaws may be altered, amended or repealed by an affirmative vote in three ways: 1) at any regular meeting of the members where a quorum is present, 2) at any special meeting of the members at which a quorum is present or 3) via email and electronic voting where a quorum of affirmative votes is required (See Article III, Section 3 for the definition of Quorum).

## **ARTICLE XIII**

### **CHAPTERS**

**Section 1.** The DMAW may from time to time establish “Chapters” in geographic areas outside of the Washington, DC metropolitan area for the purposes of serving direct marketers who live and/or work there. The Board of Directors may create such chapter(s) and delegate such program and budgetary responsibility to the chapter(s) as the Board decides. The Board of Directors may grant the chapter(s) a voting position on the DMAW Board of Directors.

**Section 2.** The DMAW Board of Directors may disband such chapters when it is in the best interests of the DMAW as a whole.

**Section 3.** Chapters may establish committees to help DMAW members and direct marketers in the area served by such chapters, and to work with the entire DMAW. In all cases, Chapters, Chapter members, and Chapter committees, including any governing committee or Chapter Board, will follow all the bylaws of the DMAW and will not commit DMAW resources without the approval of the DMAW Board of Directors.