

# BYLAWS

of the

## SOCIAL MARKETING ASSOCIATION of NORTH AMERICA

Adopted by the Board of Directors

June 9, 2016, Updated October 2017, Updated May 2018

### ARTICLE 1 - NAME, ORGANIZATION, PURPOSE

**Section 1: Name.** The name of the corporation shall be the North American Social Marketing Association.

**Section 2: Organization.** The Social Marketing Association of North America is organized exclusively as a business league, within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986. Subject to the limitations stated in the articles of incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the State of Virginia Nonstock Corporation Act (Va. Code Title 13.1, Chapter 10), and Sections 501(a) and 501(c)(6) of the United States Internal Revenue Code.

**Section 3: Purpose.** The corporation's primary purpose shall be to:

1. Establish a network of social marketing professionals for resource sharing and collaboration.
2. Provide conference, networking and meeting opportunities for social marketing professionals.
3. Increase awareness of social marketing among foundations, non-profit organizations, corporations, and governments.
4. Establish a common vernacular and criteria for social marketing programs and strategies.
5. Create training opportunities and certificate programs for social marketing professionals.
6. Advocate for the advancement and use of social marketing.

7. Protect the social marketing brand.

## **ARTICLE 2 – MEMBERSHIP**

**Section 1: Classes.** There shall be one class of members.

**Section 2: Voting.** Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the articles of incorporation, or the bylaws of the corporation.

**Section 3: Qualifications.** Membership in the corporation is open to any person whose interest and philosophy support the purpose of the corporation as identified these bylaws. Membership shall not be denied because of race, origin, creed, gender, religion, sexual orientation, or age.

A person shall become a member of the corporation by payment of annual dues, at a rate which shall be determined by the board of directors.

**Section 4: Termination of Membership.** The board of directors may terminate a membership by a majority vote of the board of directors after giving the member at least fifteen days written notice by first class or certified mail of the termination and the reasons for the termination. The board of directors shall provide an opportunity for the member to be heard by the board, orally or in writing, not less than five days before the effective date of the termination. The decision of the board shall be final and shall not be reviewable by any court.

## **ARTICLE 3 – MEETINGS OF MEMBERS**

**Section 1: Annual Meeting.** The regular annual meeting of the members shall be held in June, at a time and place to be determined by the board of directors.

**Section 2: Special Meetings.** Special meetings of the members shall be held either at the call of the board of directors or by the call of the holders of at least ten percent of the voting power of the corporation with a minimum of fifteen members by a demand signed, dated, and delivered to the corporation's secretary or president. Such demand shall describe the purpose for the meeting

**Section 3: Notice.** Notice of each meeting shall be given to each member at the last record of email address, or physical address by first class mail, not less than ten days before the meeting. Notice via the corporation's newsletter not less than ten days

before the meeting shall be considered sufficient notice. The notice shall include the date, time, place, and purpose of the meeting.

**Section 4: Quorum and Voting.** Those votes represented at a meeting of the members, with a minimum of fifteen members, shall constitute a quorum. A majority vote of the members present at an annual or special meeting shall be the act of the members, unless the bylaws or the law provide differently. No business shall be transacted without a quorum.

**Section 5: Meeting by Telecommunication.** Any regular or special meeting of the members may be held by telephone or telecommunications in which all members participating may hear and communicate with each other. The vote of any member by telephone or telecommunications or any other means by which all members participating may not hear and communicate with each other shall be prohibited.

**Section 6: Proxy.** There shall be no voting by proxy.

**Section 7: Action by Consent.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all of the members of record on the date of the action.

## **ARTICLE 4 – BOARD OF DIRECTORS**

**Section 1: Board Role.** The affairs of the corporation shall be managed by the board of directors.

**Section 2: Number of Directors.** The board of directors shall consist of up to sixteen (16) and not fewer than five directors.

**Section 3: Distribution of Directors.** Two director seats shall be reserved for directors from Canada and Greenland. Two director seats shall be reserved for directors from the United States of America. One director seat shall be reserved for directors from Mexico. One director seat shall be reserved for directors from Central America from Panama north and the Caribbean from Grenada north.

**Section 4: Board Elections.** Until December 31, 2019, election of new directors and election of current directors to a succeeding term shall be by a majority vote of the directors then in office.

Effective 1 January 2020, election of new directors and election of current directors to a succeeding term shall be by a vote of the members in good standing. Voting shall conclude at the annual meeting of the members.

**Section 5: Terms.** All directors shall serve three-year terms. The board of directors shall make provisions to stagger the terms of directors so that each year the terms of as close as possible to one-third (1/3) of the directors shall expire.

**Section 6: Term Limits.** No director shall be elected to serve three full consecutive terms or nine consecutive years. A director may serve a partial term followed by up to two full terms. Any director, having termed-out, may be re-elected to the board after a two-year hiatus.

**Section 7: Removal.** Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the directors then in office.

**Section 8: Removal for Cause.** Any director may be removed for cause by a majority vote of the members present at an annual or special meeting of the members OR by a majority vote of the directors then in office. Cause shall consist of:

- 1) Illegal activity taken as a member, director, or in association with the corporation;  
or
- 2) Violation of the bylaws, articles of incorporation, or any corporate policy established by an act of the board of directors; or
- 3) Failure to perform the duties of a director in good faith, or in the best interests of the corporation, or consistent with the purpose of the corporation as stated in the articles of incorporation or bylaws.

**Section 9: Vacancies.** Vacancies on the board of directors and newly created board positions will be filled by a majority vote of the directors then in office. The approved successor shall hold office for the unexpired term of the vacant position.

**Section 10: Resignation.** A director may resign at any time by delivering written notice to the board of directors.

**Section 11: Compensation.** Directors shall not receive compensation for their services as directors. Directors may be reimbursed for reasonable expenses related to board service.

## **ARTICLE 5 – MEETINGS OF BOARD OF DIRECTORS**

**Section 1: Regular Meetings.** Regular meetings of the board of directors shall be held at a time and place agreed upon by the board of directors. Notice of such meetings shall describe the time, date, and place of the meeting and shall be

delivered to each director personally or by telephone or by email or by mail not less than ten days prior to the meeting. Distribution of a schedule of upcoming meetings to directors shall constitute notice. The board of directors shall hold regular meetings at least quarterly.

**Section 2: Special Meetings.** Special meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of such meetings shall describe the time, date, place, and purpose of the meeting and shall be delivered to each director personally or by telephone or by email or by mail not less than three days prior to the special meeting.

**Section 3: Meeting by Telecommunication.** Any regular or special meeting of the board of directors may be held by telephone or telecommunications in which all directors participating may hear and communicate with each other. The vote of any director by telephone or telecommunications or any other means by which all directors participating may not hear and communicate with each other shall be prohibited.

**Section 4: Presumption of Assent.** A director present at a board of directors meeting at which action on any corporate matter is taken is presumed to have assented to the action taken unless:

- (a) the director's dissent or abstention from the action taken is entered in the minutes of the meeting;
- (b) the director delivers his or her dissent or abstention to the person acting as the secretary of the meeting before the adjournment; or
- (c) the director delivers such dissent or abstention to the secretary of the corporation immediately after the adjournment of the meeting.

The right to dissent or abstain shall not apply to a director who voted in favor of such action.

**Section 5: Quorum.** A quorum at a regular or special meeting of the board of directors shall consist of one-half (1/2) of the number of directors in office immediately before the meeting begins. No business shall be transacted without a quorum. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors.

**Section 6: Action by Unanimous Consent.** Any action required or permitted by the articles of incorporation, the bylaws, or the laws of the State of Washington to be taken at a meeting of the board may be taken without a meeting in the form of a

consent in writing, setting forth the action so taken, to be executed by original signatures by all of the directors then in office. Such consent may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

## **ARTICLE 6 – OFFICERS**

**Section 1: Officers.** The officers of the corporation shall consist of the president, the vice-president, the secretary and the treasurer. All officers shall be directors of the corporation. Any two offices may be held by the same person, except the president and secretary. In addition to the powers and duties specified in the bylaws, the officers shall have such powers and duties as the board of directors may prescribe by resolution.

**Section 2: Election.** Officers shall be elected annually to serve one-year terms.

Until 31 December 2019, election of officers shall be by a majority vote of the directors then in office.

Effective 1 January 2020, the board of directors shall nominate a slate of officers to a vote of the members in good standing. Voting shall conclude at the annual meeting of the members.

**Section 3: Term Limits.** No officer shall serve in the same position for more than three years. Any director, having termed-out of an officer position, may be re-elected to that position after a one-year hiatus.

**Section 3: President.** The president shall be the chief executive officer of the corporation. The president shall act as the chair of the board of directors and may delegate such duty to some other director at his/her discretion.

The president may sign deeds, contracts, or other instruments of the corporation, except when the signing and execution thereof have been expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

**Section 4: Vice-President.** In the absence or disability of the president, the vice-president shall act as president and shall have all powers and authority of the president except as limited by resolution of the board of directors.

The vice-president shall have, to the extent authorized by the president or the board of directors, the same powers as the president to sign deeds, contracts, or other instruments. The vice-president shall perform such other duties as from time to time may be assigned by the president or the board of directors.

**Section 5: Secretary.** It shall be the duty of the secretary to keep written records of the proceedings of the board of directors and, when requested by the president, to sign and execute with the president any deeds, contracts or other instruments in the name of the corporation. The secretary shall ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law and shall perform such other duties as from time to time may be assigned by the president or the board of directors. The secretary shall maintain or shall cause to be maintained an accurate and current list of all members.

**Section 6: Treasurer.** The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall provide regular reports to the board of directors as to the financial condition of the organization. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general shall perform all of the duties incident to the office of treasurer.

**Section 7: Vacancies.** Vacancies in any office arising from any cause may be filled by the board of directors at any regular or special meeting of the board of directors.

**Section 8: Removal.** Any officer may be removed by the board of directors whenever in its judgment the best interest of the corporation will be served thereby.

**Section 9: Resignation.** An officer may resign at any time by delivering written notice to the board of directors.

## **ARTICLE 7 – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1:** Each director or officer now or hereafter serving the corporation and such person's heirs and personal representatives shall be indemnified by the corporation to the fullest extent permitted by State of Virginia law against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a director or officer. The foregoing indemnification does not extend to matters as to which a director or officer is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties. An indemnification under this

article may not be deemed exclusive of any other rights under any bylaw, agreement, act of the board of directors, or otherwise.

## **ARTICLE 8 – COMMITTEES**

**Section 1: Committees.** The board of directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the board of directors or may be advisory committees. Committees exercising functions of the board of directors shall do so subject to the express direction of the full board of directors by resolution, and subject to the conditions in Sections 2 and 3 of this article.

**Section 2: Limitations of the Powers of Committees.** No committee shall have the authority of the board of directors in reference to mending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors.

**Section 3: Responsibilities of Directors.** The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director of any responsibility imposed upon it or him or her by law.

## **ARTICLE 9 – EMPLOYEES**

**Section 1: Executive Director.** The board of directors may, at its discretion, employ an executive director. The executive director shall serve at the pleasure of the board of directors and shall execute such business of the corporation as determined by the board of directors. The executive director may hire such staff as is necessary to fulfill the purposes of the corporation, and shall supervise such staff and perform such other duties as assigned by the board.

**Section 2: Employees as Directors.** No employee of the corporation shall serve as a director.



## **ARTICLE 10 – ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 1: Fiscal Year.** The fiscal year of the corporation shall be the twelve-month period beginning January 1 and ending December 31.

**Section 2: Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

**Section 3: Loans Prohibited.** No loans shall be made by the corporation to any director.

**Section 4: Contracts.** The board of directors may authorize any officer or officers, or any agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

**Section 5: Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as determined by the board of directors.

**Section 6: Books and Records.** The corporation shall keep at its registered office, its principal office in Virginia, or at its secretary's office if in Virginia, the following:

- (1) Current articles and bylaws;
- (2) A record of members, including names, addresses, and classes of membership;
- (3) Correct and adequate records of accounts and finances;
- (4) A record of officers' and directors' names and addresses;
- (5) Minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board. Records may be written, or electronic if capable of being converted to writing.
- (6) Current resolutions of the board of directors.

The records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership.

Cost of inspecting or copying shall be borne by such member except for costs for copies of articles of incorporation or bylaws. Any such member must have a purpose

for inspection reasonably related to membership interests. Use or sale of member lists by such member if obtained by inspection is prohibited.

**Section 7: Budget and Financial Transactions.** The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

**Section 8: Amendment of Bylaws.** These bylaws may be altered, amended, or repealed by two-thirds (2/3) of the directors provided, however, that ten days notice must be given to each director prior to the taking of any vote to alter, amend, or repeal the bylaws.

**Section 9: Amendment of Articles of Incorporation.** The articles of incorporation may be altered, amended, or repealed by two-thirds (2/3) of the directors provided, however, that thirty days notice must be given to each director prior to the taking of any vote to alter, amend, or repeal the articles of incorporation.

**Section 10: Rules of Procedure.** The rules of procedure at meetings of the board of directors shall be the rules contained in Robert's Rules of Order Newly Revised so far as applicable and when not inconsistent with the bylaws, the articles of incorporation, or any resolution of the board of directors.

Such rules of procedure may be suspended at the discretion of the chair or by a vote of two-thirds (2/3) of the directors present.

**CERTIFICATE**

The Undersigned hereby certify that the board of directors of the corporation duly adopted the foregoing bylaws on the 9th day of June, 2016. The bylaws were updated on May 20, 2018 by the Directors noted below after a full board vote.



\_\_\_\_\_  
Kelley Dennings \_\_\_\_\_, Director



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Brian Biroscak \_\_\_\_\_, Director