



DALLAS / FORT WORTH  
AMERICAN MARKETING ASSOCIATION

# 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 DALLAS/FORT WORTH Chapter of the American Marketing Association is hereby established.

## ARTICLE I NAME AND PURPOSES

Section 1. Name: The name of this organization shall be the Dallas/Fort Worth Chapter of the American Marketing Association (hereinafter titled Chapter).

Section 2. Purposes: The purposes and objectives of the Dallas/Fort Worth Chapter are exclusively for charitable, educational, and scientific purposes, including for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. Specifically, without limiting the generality of the foregoing, the objectives of the Chapter include the creation, promotion, and providing of services, programs, and other functions to and with respect to the members of the Chapter intended to:

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

Section 3. Not-for-Profit Designation: The organization shall be operated as a nonprofit educational corporation as chartered by the State of Texas.

## ARTICLE II RELATIONSHIP WITH THE AMERICAN MARKETING ASSOCIATION

Section 1. Precedence of the American Marketing Association Constitution and Bylaws: This Chapter shall operate in accordance with both the Constitution and Bylaws prescribed by the Board of Directors of the American Marketing Association (hereinafter titled the

Association), a copy of which is attached to and is an integral part of this document. This Chapter 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 chartered 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 of failure by the Chapter to operate in accordance with policy established by the American Marketing Association.

### **ARTICLE III MEMBERSHIP**

Section 1. Qualification: 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 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 IV 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. Meeting 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 voting members (whichever is greater). Notice of such meetings shall be mailed or announced by electronic means to each voting member at least thirty days prior to its scheduled time. Membership balloting may be by mail or electronic means as allowed by state law.

### **ARTICLE V ANNUAL ELECTION**

Section 1. Chapter Officers and Directors: Chapter Officers and Directors shall be nominated and elected as provided for in the Constitution and Bylaws.

Section 2. Nominations: Nominations for Chapter Officers and Directors may be made either by the Nominating Committee, or by the members, as provided for in the Bylaws.

### **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 the following elected members: President, President-Elect, Immediate Past President, Secretary, and

Treasurer, as stipulated in the Bylaws. Additional Board members may be appointed by the President and ratified by the Chapter Board of Directors as described in the Bylaws. The chapter Executive Director will be an ex officio member of the Board.

Section 2. Terms of Office: Each Director shall be elected to a one year term corresponding to the fiscal year of the Chapter, July 1 through June 30. The President will be elected for the preceding year as the President-Elect, automatically succeeding to his or her designated office in the second fiscal year.

Section 3. Meetings: The Board of Directors shall meet at least six times a term at such times and places as the President of the Chapter, or as a majority vote or petition signed by two percent or ten (whichever is greater) of the Board shall determine. Officers or Directors declared absent and unexcused for three consecutive meetings may be removed at the discretion of the Board.

Section 4. Vacancies: In the event of a vacancy for any position except the President or President-Elect, the President shall fill the office or directorship by appointment for the remainder of the term, subject to ratification by a majority of the Board of Directors.

In the event that the President and President-Elect are not able to serve, the Secretary shall call a meeting of the Board of Directors to elect successors who will serve in those offices for the remainder of the terms.

Section 5. 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 Bylaws, including those approved by the Board of Directors.

- A. The President shall be a member *ex-officio* of all committees, sections, Boards, councils, and task forces.
- B. The President has the responsibility to appoint the people to non-elected positions needed to accomplish the goals and objectives of the Chapter.
- C. The President will provide an "Affirmation that the Organization Operates Effectively without Risk or Secrets" annually at the final Chapter Board of Directors meeting before the beginning of the next fiscal term.

Section 6. President-Elect: The President-Elect will provide support to the President and shall automatically succeed to the Presidency at the end of the term following his or her election to the office of President-Elect as outlined in the Bylaws.

Section 7. Secretary: The Secretary shall create, maintain, and make the records of the Chapter available to all stakeholders as outlined in the Bylaws. This will include the Minutes of the Chapter Board of Directors and Executive Committee meetings.

Section 8. Treasurer: The Treasurer shall be responsible for all the financial records and operations of the Chapter as outlined in the Bylaws.

Section 9. Conflict of Interest: Any member of the Chapter Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat or refrain from discussion and voting on said item.

## **ARTICLE VII ADMINISTRATION**

Section 1. Executive Director: The Chapter may employ an Executive Director who will act as the manager of the organization's operations.

- A. The Executive Director is recruited, selected, and employed by the Board of Directors, and reports directly to the President.
- B. The Chapter Board of Directors will provide clearly written expectations and qualifications for the position, as well as reasonable compensation.

Section 2. Bonding: If financially feasible, the Chapter Treasurer and both paid and unpaid regular and occasional staff members and volunteers shall be bonded at all times, in amounts determined by the Chapter to be commercially reasonable.

Section 3. 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 Association.
- B. The Association shall not be responsible for any debts or obligations of the Chapter nor shall the Chapter represent that the Association is responsible for any obligations of the Chapter. The Chapter shall not be responsible for any other debts or obligations of the Association.
- C. 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 Association.

Section 4. Financial Management: To maximize control of Chapter resources, the Chapter Board of Directors will ensure accountability for all financial resources and will maintain checks and balances by processes described in the Chapter Policy Manual.

Section 5. Privacy Policy: In accordance with the privacy policies of the American Marketing Association, the Dallas/Fort Worth Chapter will take every reasonable precaution to release member information only to approved entities for the intended purposes of communication, networking, and conducting business among themselves as is consistent with the mission of the organization.

Section 6. Reporting Improprieties and/or Misuse of Chapter Assets: The Board of Directors shall maintain procedures for Officers, Directors, volunteers and members to report good-faith concerns about alleged accounting and/or financial improprieties and/or misuse of Chapter assets as delineated in the Chapter Policy Manual.

## **ARTICLE VIII AMENDMENTS**

Section 1. Constitution: This Constitution may be amended by a majority vote of those chapter members voting within thirty days after ballots have been sent to all members eligible to vote.

- A. These communications may be initiated by any of the following procedures: (1) by the Board of Directors, or (2) upon petition of two percent or ten eligible voting members (whichever is greater) addressed to the Board through the Chapter President, with or without recommendation.
- B. The process for voting will be delineated in the Chapter Bylaws.
- C. Changes in the Constitution must be promptly communicated to the membership

as described in the Chapter Bylaws.

Section 2. Bylaws: The Bylaws 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 at least thirty days prior to the vote as specified in the Chapter Bylaws. Changes in the Bylaws must be communicated promptly to the membership. All amendments are subject to ratification by the Association Board of Directors.

Section 3. Dues Structure: Proposed changes in the Chapter membership dues must be submitted in accordance with Association policies to the eligible voting Chapter membership and approved by a majority of those voting. Notice of such action and the results shall be promptly communicated to the International Headquarters of the American Marketing Association for approval and implementation according to Association policies and procedures.

*Revisions to this Constitution were approved by the Board of Directors of the Dallas/Fort Worth Chapter of the American Marketing Association on November 17, 2009, and by chapter vote on \_\_\_\_\_ (date).*

*The American Marketing Association International Headquarters approved the revisions on (date)\_\_\_\_\_.*

*Michelle Lemire  
President 2009-2010  
Dallas/Fort Worth Chapter of the American Marketing Association*

# BYLAWS

## ARTICLE I MEMBERSHIP CLASSES ANDS DUES

Section 1. Membership Classes: The membership classes of the Chapter shall be consistent with those of the currently approved Bylaws of the American Marketing Association.

Section 2. Dues: There will be chapter dues as determined by the membership. All dues are payable to the International Headquarters of the American Marketing Association upon admission to membership and annually thereafter. The amount of the Chapter dues shall be determined by the eligible voting members of the Chapter by ballot, according to procedures established by the Association, and are subject to approval by the Association Board of Directors. A simple majority of those members returning the ballot is required to change the chapter dues.

## ARTICLE II ELECTIVE OFFICERS

Section 1. Elected Officers: Elected officers of the chapter shall include the President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

Section 2. The Nominating Committee: Committee members for the upcoming fiscal term's election shall be appointed by the current President in compliance with Association procedures. Duties of the Nominating Committee shall consist of the preparation of nominations for the ensuing election of Chapter Directors.

Since the President will have been elected for the preceding year as the President-Elect, and automatically succeeds to the office of President in the second fiscal year, there is no need for the President to be on the ballot again.

The following are required to be on the ballot each year:

- President-Elect
- Secretary
- Treasurer

The Chapter's Nominating Committee will have five members. These will include:

- A. Three members-at-large appointed by the President, who shall designate a chairperson from among the three.
- B. The most recent available Past President who is willing to serve.
- C. The President-Elect (if having been elected by the membership as President-Elect during the previous term's election).
- D. The current President serving as an ex-officio member.

The President is empowered to appoint additional members if the committee should number less than five before their duties are discharged. No member of the Nominating Committee may be nominated by the Nominating Committee for an elected office.

Section 3. The Nominations Process. Duties shall consist of the preparation of nominations for the ensuing election of Chapter Directors in accordance with Association guidelines and

procedures, and meeting Association deadlines. 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 members (whichever is greater) who are eligible to vote for that opening, properly submitted for a specific position.

- A. The Committee must give an opportunity for nominations by Chapter members, to be announced at one regular monthly meeting, in the monthly enewsletter, and on the chapter website.
- B. Additional nominations for elected positions will be taken from the eligible voting membership until the stated deadline, when nominations will close. At-large nominations must be accompanied by a petition supported by two percent of the total number of non-student members or ten non-student members (whichever is greater). These additional nominations will be included on the ballot prior to the commencement of voting.
- C. In order to serve as President-Elect, a member must have served on the Board of Directors for a minimum of one term prior to taking that office.
- D. All elected and appointed Board members must be members of the Association with dues paid.

Section 4. The Election Process: Chapter elections must be held annually and completed by the deadline stated by the Association. The Chapter Secretary or Chairperson of the Nominating Committee should handle balloting for the election. The timetable for the election cycle shall provide for notification of the Chapter's eligible voting members at a time that is consistent with the currently approved procedures of the Association, and will follow the process established by the Association:

- A. Every non-student member of the Chapter will have one vote. Student members are not eligible to vote for Directors for the professional AMA chapter. Student members may hold only appointed offices and they have no voting rights.
- B. Individual Membership IDs will be required in order to vote and ballots will include instructions about how to access that information.
- C. The results of the election will be reported to the Board of the Chapter by the Chair of the Nominations Committee at the first Board of Directors meeting immediately following the election.
- D. In the event of a tie vote from the membership-at-large for any elected position, the current Board of Directors shall be empowered to select that Director from the slate of contenders by a simple majority vote.
- E. The final results of the election shall be ratified by the Board of Directors, and reported to the chapter members and International Headquarters of the American Marketing Association in accordance with Association guidelines.
- F. Directors assume responsibility on the first day of the fiscal year, July 1, and remain in office until June 30 of the following year.

Section 5. Duties of Elected Officers: The duties of the elected officers shall be:

A. 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 Bylaws, or if not specified, those approved by the Board of Directors. The Presidency will be a three term commitment to serve on the Board of Directors of the Chapter: the President will be elected as President-Elect, assume the Presidency the next term, and then serve as Immediate Past-President the following term.

The President's duties and responsibilities will include, but not be limited to:

- Being responsible to the membership of the organization for overseeing the operations, programming, and strategic planning of the chapter to achieve its stated mission.
- Being a member *ex-officio* of all committees, sections, Boards, councils, and task forces.
- Appointing the people to non-elected positions needed to accomplish the goals and objectives of the Chapter. The Chapter Board of Directors will need to ratify any appointments by the President to the Board of Directors by a simple majority vote.
- Appointing the Nominating Committee and helping them meet their responsibilities according to these Bylaws.
- Ensuring the preparation of a budget that includes the anticipated expenditures and income related to all activities.
- Attending events, committee meetings, and Chapter Board of Directors and Executive Committee Meetings.
- The President will provide an "Affirmation that the Organization Operates Effectively without Risk or Secrets" annually at the final Chapter Board of Directors meeting before the beginning of the next fiscal term.
- Prepare a final report of the term's activities, including a final financial statement.
- Coordinate with other Officers, Directors and committee chairs as needed.
- Oversee the activities and responsibilities of any Executive Director.

B. President-Elect — He or she shall provide aid to the President in carrying out the duties and responsibilities of the Presidency in a mutually satisfactory, coordinated effort designed to provide continuity to Chapter administration. This will include, but not be limited to:

1. Automatically succeeding to the Presidency at the end of the term following his or her election to the office of President-Elect.
2. Acting in the extended absence of the President, or in the case of his or her disability, and in these cases shall have all the rights and responsibilities, authority, and duties of the President, notifying the President immediately upon his or her return of actions so taken in his or her name.
3. In the event that the President-Elect permanently succeeds the President prior to the completion of the President's term of office, the newly vacant office of President-Elect will be filled by an appointment by the new President. The office of President will be added to the next regularly scheduled election by the membership, along with the offices of the next President-Elect, Secretary, Treasurer, Director of Programming, and Director of Membership. The election process for the President will be consistent with the process employed for the other elected offices as delineated in this document.
4. Preparing a budget including the anticipated expenditures and income related to the office of President-Elect.
5. Attending events, committee meetings, and Chapter Board of Directors and Executive Committee Meetings.

C. Secretary — The Secretary shall manage communications and records intended for the Chapter Board of Directors, Executive Committee, and Association headquarters that are not otherwise managed by an Executive Director. This will include, but not be limited to:

1. Maintaining reports about the Chapter.
2. Supplying information to the Officers and Directors.
3. Conducting correspondence as required.



4. Preparing the Minutes of the Chapter Board of Directors and Executive Committee meetings.
5. Convening the Nominating Committee and overseeing the conduct of elections according to the instructions of the President and Association guidelines.
6. Performing other duties usual to the office of an organization Secretary, under the advisory supervision of the President and the Board of Directors.
7. Preparing a budget including the anticipated expenditures and income related to the office of Secretary.
8. Attending events, committee meetings, and Chapter Board of Directors and Executive Committee Meetings.
9. Reviewing Constitution and Bylaws by March 1 for any updates or revisions needed.

D. Treasurer — The Treasurer shall be ultimately responsible for all the financial activities of the Chapter including records, planning, and collections of funds. This will include, but not be limited to:

1. Preparing an annual budget with the approval of the Chapter Board of Directors.
2. Making investments as authorized by the Board of Directors.
3. Supervising disbursements, payments, and the collection of income received from events, services, and other sources.
4. Supervising the deposit in the Chapter bank accounts of all monies received by the Chapter.
5. Serving as financial counsel to the Board.
6. Ensuring the preparation of proper accounting reports and tax returns.
7. Preparing reports of the financial condition of the Chapter prior to each Chapter Board of Directors meeting or as required by the Board or President.
8. With the approval of the President, appointing a Finance Committee to assist in financial activities.
9. Preparing a financial report at least once annually that shall be submitted to the membership and to the International Headquarters of the American Marketing Association
10. Attending events, committee meetings, and Chapter Board of Directors and Executive Committee Meetings.

Section 6. Executive Committee: The Executive Committee shall include all of the elected Officers for the current term plus the most immediate Past-President (if available) and the chapter's Executive Director, if such position exists. Additional Executive Committee members may be appointed at the discretion of the President and approved by the Board.

The Executive Committee shall meet as often as is deemed necessary to give advice and counsel 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 decisions of the Board. Any policy recommendations or changes must be approved by the Board. Actions taken shall be fully reported in Minutes circulated to the Board of Directors. Executive Committee members shall provide supervision and advice to other Chapter leaders as designated by the President.

Section 7. Removal from Elected Office: An elected Director of the Chapter may be removed from office for conduct detrimental to the best interests of the Chapter or dereliction of duty. The process of removal from office shall be as follows:

- A. A member of the Executive Committee, Board of Directors, or member of the chapter in good standing may provide a written resolution to a member of the Executive

Committee requesting that a Director be removed and including the reason for that recommendation.

- B. This written notice of the recommendation shall be conveyed to the President, President-Elect, or Secretary and will then be provided to each of the Board of Directors at least fourteen (14) days prior to the next regularly scheduled meeting of the Board of Directors, or fourteen (14) days prior to a special meeting scheduled by the President or President-Elect.
- C. This written notice of the removal resolution shall be accompanied by a written verification confirming receipt which will be returned by each Board member to the Chapter Secretary. This return receipt can be conveyed by registered or certified stamped mail or from the Board member's email address. The Secretary will maintain a record to ensure that all members were successfully notified.
- D. Any such notice shall specify that such meeting is for the purpose of voting on a resolution to remove a named Director and shall describe the conduct deemed by the person issuing the said notice to be detrimental to the best interests of the Chapter and grounds for such removal with sufficient specificity as to give reasonable notice of the alleged conduct.
- E. At any meeting held pursuant to this Section, the Director subject to removal shall have the right to appear with counsel of his or her choice, and shall have the right to present evidence on his or her behalf and to hear evidence in support of the charges made against him or her pursuant to reasonable rules established from time to time by the Chapter Directors.
- F. The motion to remove an elected Director will be offered through a motion from a member of the Board of Directors and, after being seconded and an opportunity for the Director named to refute the charges, a vote shall be taken. An affirmative vote of 75% of the members of a quorum of the Board of Directors is necessary in order to remove an elected Director. The Board member will be notified of the action of the Board in writing within one week.

Section 8. Resignation from Office. The resignation of any Director shall be effective upon the date of receipt and acknowledgment by the President.

### **ARTICLE III COMMITTEES AND APPOINTIVE OFFICES**

Section 1. Standing Committee Leadership: The Executive Vice Presidents of the Standing Committees of the Chapter-are appointed by the Chapter President with the confirmation of a majority of the rest of the Board of Directors. Each Executive Vice President shall be a member of the Board of Directors.

Section 2. Standing Committee Leadership Responsibilities: The President will appoint Executive Vice Presidents to preside over each of the following committees in order to achieve the stated mission of the chapter:

- A. Membership – Presides over a committee that develops and implements strategies for building membership, retaining current members, and providing membership value in coordination with the mission of the chapter.
- B. Programs – Presides over a committee that establishes a program of events designed to provide value to the marketing community and support the chapter's mission.
- C. Marketing and Communications— Presides over a committee dedicated to providing the infrastructure and materials necessary to keep the membership and the public informed of Chapter activities.

- D. Community and Media Outreach - Presides over a committee dedicated to generating communications that will keep the public informed of Chapter activities, and coordinate with community organizations to further the mission of the chapter.

Section 3. Adding Committees and Boards: The President may name such other committees and designate the persons to serve thereon as may be considered desirable to promote the welfare of the Chapter, such as:

- A. Sponsorships - Presides over a committee dedicated to securing and building relationships with sponsors willing to provide support for the strategic objectives of the chapter.
  - B. Volunteers - Presides over a committee dedicated to securing and retaining volunteers who will provide the workers for all the other chapter committees
  - C. Collegiate Relations - Presides over a committee dedicated to facilitating relationships with area collegiate chapters.
- These appointments and charters of responsibilities, duties, and authorities, limitations, and termination and/or renewal or review dates of these groups must be filed for inclusion in the Minutes of the Chapter Board of Directors Board meeting.
  - Those appointed to these positions are subject to a Chapter Board of Directors review once each term.
  - Committee chairs can be designated as voting or non-voting members of the Chapter Board of Directors at the discretion of the President and with the confirmation of the Board of Directors.

Section 4. Removal from Appointed Office: An appointed Director of the Chapter may be removed from office for conduct detrimental to the best interests of the Chapter or dereliction of duty. Absence from three consecutive meetings of the Board of Directors by any Director shall terminate his/her Board of Directors membership unless reasonable explanations are submitted by the Director and are accepted by the Board of Directors.

The process of removal from office shall be as follows:

- A. The President shall determine that the Director is no longer able to perform the role in the best interests of the Chapter and shall ask the Director for a resignation.
- B. In the event that the President has made a good-faith effort to communicate with that Director without a response, the President will proceed to notify the other members of the Board of Directors that the appointment is to be rescinded.
- C. The President will place the resolution of removal on the agenda of the next Chapter Board of Directors meeting
- D. The Chapter Board of Directors will discuss the removal and vote whether to confirm the removal. A vote is required by at least two-thirds of the members of the Board of Directors present at a meeting at which a quorum is present.

## **ARTICLE IV ADMINISTRATION**

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

Section 2. Chapter Meetings: Information about Chapter values, processes, and decisions shall be readily available to all Chapter members whether by attending governance meetings or from published materials.

- A. Regular general Chapter meetings open to all members will be held at least six times a year.
- B. The schedule of the Chapter Board of Directors meetings shall be included on the Chapter website. Members are invited to attend.
- C. Meetings will be conducted according to the stipulations of Robert's Rules of Order.
- D. Minutes from the Chapter's Board of Directors meetings and Executive Committee meetings will be posted on the Chapter website for members to read.

Section 3. Executive Director: An Executive Director may be recruited, selected, and employed by the Board of Directors, and reporting directly to the President. The Board shall provide clearly written expectations and qualifications for the position, as well as reasonable compensation.

The Executive Director will provide administrative support to the Chapter President and Board of Directors, including carrying out the Board's goals and policies. The Executive Director will attend all Board and Executive Committee meetings, submit a monthly report, answer questions from Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 4. Financial Management: Fiscal processes and policies will be maintained that ensure the security of Chapter resources, and will be detailed in the Chapter Policy Manual.

Section 5. Reporting Improprieties and/or Misuse of Chapter Assets: If an Officer, Director, employee, or member has a good-faith concern about the use of Chapter assets, the concern should be submitted to the Secretary of the Chapter who will act as the Compliance Officer for investigating and resolving all reported concerns.

- A. The Secretary shall notify the President and President-Elect immediately upon receipt of any concern that has been reported.
- B. As appropriate, the President or President-Elect will notify the national headquarters of the American Marketing Association.
- C. It is preferable that a concern be submitted in writing and include the name of the person reporting the concern, but an oral report and anonymous submission will be accepted provided that the concern is described specifically with documentary evidence, if available.
- D. A concern shall be considered "good faith" if the report is made without malice or consideration of personal benefit, and the Secretary or other recipient has a reasonable basis to believe that the report is true. A report does not have to be proven true to be made in good faith. Good faith will be considered to be lacking when the report is known to be malicious or false.
- E. The Secretary, serving as the Compliance Officer, shall be responsible for investigating concerns and shall be responsible for ensuring that appropriate actions are taken. Depending upon the nature of the concern, the Secretary will consult with the Chapter Finance Committee, members of the Executive Committee and Board of Directors, as well as outside consultants, investigators, fraud examiners or legal counsel.
- F. When a concern is reported, the information shall be considered confidential to the extent that confidentiality does not hinder the investigation. The Chapter cannot guarantee confidentiality of the concern but disclosure of the concern will be provided to the appropriate parties on a need-to-know basis.
- G. If an Officer, Director, employee, or member is being investigated as the result of a concern that has been filed, he or she may be given the circumstances of the concern. This disclosure may allow the subject to deduce the identity of the person

who filed the concern although reasonable efforts will be made to maintain confidentiality.

- H. Identification of the person filing the concern may be necessary in order to perform the investigation, to allow law enforcement to perform an investigation, or if the person accused of impropriety is entitled to the information as a matter of legal right in disciplinary proceedings.
- I. If an Officer, Director, employee, or member reports a good faith concern, without malice or information that is known to be false, that person shall not suffer retaliation for his or her disclosure.

*These revised Bylaws were approved by the Board of Directors of the Dallas/Fort Worth Chapter of the American Marketing Association on November 17, 2009.*

*American Marketing Association International Headquarters approved the request on \_\_\_\_\_.*

*Michelle Lemire  
President 2009-2010  
Dallas/Fort Worth Chapter of the American Marketing Association*