

CADM Bylaws

As amended, through November, 2017

ARTICLE I—NAME AND OFFICE

Section 1. The name of this association shall be “THE CHICAGO ASSOCIATION OF DIRECT MARKETING, INC.” known for marketing purposes as CADM.

Section 2. The Chicago Association of Direct Marketing (CADM) is an Illinois not-for-profit corporation whose principal office shall be in the Chicago, Illinois area at a location designated by the Board of Directors.

ARTICLE II—PURPOSES AND OBJECTIVES

Section 1. The Chicago Association of Direct Marketing (CADM) serves its members, Chicago's multichannel response marketers. CADM provides a high-quality and collaborative forum for the exchange of ideas; fosters member development through business, educational and social opportunities, and acts as an industry advocate.

ARTICLE III—MEMBERSHIP

Section 1. Qualifications. Membership shall be open to all persons and organizations concerned with the business of response and information-based marketing.

Section 2. Application and Admission. Application for admission shall be made and shall state the name, address and nature of the business of the applicant. The applicant shall agree to pay applicable dues and to be bound by these Bylaws.

Section 3. Classes of Membership. There shall be four classes of membership:

a. *Premier Member:* Any individual who has a business interest in or is a buyer, supplier or user of response or information-based marketing in any form. A Premier Member may vote and hold office.

b. *Corporate Member Company:* Any organization which has a business interest in response or information-based marketing in any form. Each Corporate Member Company may be represented by two to nineteen persons depending on dues paid, and each such person shall have all the rights and privileges of a Premier Member. In addition, all other employees and guests of a Corporate Member Company may participate in Association activities at the Basic Member price, but may not vote nor hold office.

c. *Corporate Plus Member Company:* Any organization which has a business interest in response or information-based marketing in any form. Each Corporate Plus Member Company may be represented by 20 or more persons depending on dues paid, and each such person shall have all the rights and privileges of a Premier Member. In addition, all other employees and guests of the Corporate Plus Member Company may participate in Association activities at the Basic Member prices, but may not vote nor hold office.

CADM Bylaws

As amended, through November 2017

d. *Life Member*: The Board of Directors may, at its sole discretion, confer Life Membership. Life Members shall not pay dues, but shall have all the rights and privileges of Premier Members for life.

Section 4. Privileges. Each Premier Individual and Life Member, and each assigned Premier Member from Corporate and Corporate Plus Member Companies shall be entitled to vote and hold office.

Section 5. Dues.

a. The amount of the dues for each membership class of the Association shall be determined annually by the Board of Directors.

b. Members who fail to pay their dues within thirty (30) days from the time they are due shall be notified by the chief staff executive, and if payment is not made within the next succeeding thirty (30) days, he/she shall, without further notice and without hearing, be dropped from the membership rolls and forfeit all rights and privileges of membership. Alternatively, the Board of Directors may at its discretion prescribe procedures for extending the time for payment of dues and continuation of premier membership privileges upon a request of a premier member for good cause shown.

Section 6. Resignation and Termination

a. A member who fails to comply with the Bylaws of the Association shall be subject to expulsion or suspension by the Board of Directors, provided that such member is given notice of the meeting at which the question of suspension or expulsion will be discussed. The member shall have the right to appear, in person or through a representative, and be heard at such meeting by the Board of Directors before a final vote on the question of such suspension or expulsion shall be taken.

b. A member may resign by filing a notice of resignation with the Secretary-Treasurer or his/her designated representative.

ARTICLE IV — MEETINGS OF MEMBERS

Section 1. Annual. The Annual Meeting of the Association shall be held each year at such time and place as shall be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association may be called by the Board of Directors at any time; or shall be called by the President.

Section 3. Notice. Notice of the time and place of any meeting of the Association, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than ten (10) days prior to the meeting.

Section 4. Quorum. At an annual or special meeting of the members, a quorum shall consist of three (3) percent of the voting membership.

CADM Bylaws

As amended, through November 2017

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of the voting members present.

ARTICLE V—BOARD OF DIRECTORS

Section 1. Board role, size, and compensation. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall consist of 5 officers (President, Vice President, Secretary, Treasurer, and Immediate Past President), and up to eight (8) directors, but not fewer than four (4) directors. The board receives no compensation other than reasonable expenses.

Section 2. Terms. All board members shall agree to serve either a one-year or two-year term and all board members except the President & Vice President are eligible for re-election for up to three (3) consecutive terms. The Vice President upon completion of his/her term shall become President of the Association.

Section 3. Meetings and Notice. The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4. Board Elections. All Board Members shall be elected or re-elected by the voting membership and announced at the annual meeting. Board Members will be elected by a simple majority of the voting membership.

Section 5. Election procedures. A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

Section 6. Quorum. At least fifty percent of board members shall constitute a quorum at any meeting of the board and must be present for business transactions to take place and motions to pass.

Section 7. Officers and Duties. There shall be five officers of the board, consisting of a President, Vice-President, Immediate Past President, Secretary and Treasurer. Their duties are as follows:

a. President: The President shall preside at all meetings of the Board of Directors and shall be a member *ex-officio* of all committees except the Board Development Committee. The President, subject to the approval of the Board of Directors, shall appoint such standing and special committees as may be required by the Bylaws or as he/she may find necessary.

b. Vice President: The Vice President shall preside in the absence of the President. The Vice President shall chair committees on special subjects as designated by the board.

c. Immediate Past President: The Past President shall preside over the Board Development Process. The Immediate Past President shall provide guidance to the Executive Committee.

d. Secretary: The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting

CADM Bylaws

As amended, through November 2017

announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

e. Treasurer: The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the membership, board members, and the public.

Section 4. Vacancies. When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 5. Resignation, termination, and absences. Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess unexcused absences from board meetings. After reasonable discussion and notification, a board member may be removed for any reason by a three-fourths vote of the remaining directors.

Section 6. Special meetings. Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least two weeks in advance.

ARTICLE VI—COMMITTEES

Section 1. Committee formation: The board may create committees as needed, including, but not limited to, Tempos, Programming, Marketing, Membership, Sponsorship, Direct From The Heart, and Education. All directors shall hold a committee portfolio and shall assign committee chairs for his/her assigned portfolio. The board President may appoint committee chairs at his/her discretion.

Section 2. Executive Committee. The four officers, plus the immediate past president, serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be August 1 – July 31. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

CADM Bylaws

As amended, through November 2017

Section 4. Board Development Committee. The Board Development Committee, acting in accordance with these Bylaws, shall present to the membership at least 30 days before the annual meeting one nomination for each Officer and Director position to be elected.

ARTICLE VII — DIRECTOR & STAFF

Section 1. Executive Director. The executive director is hired and managed by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VIII — LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Liability. No Director or Officer of the Association shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or Officer except to the extent dictated by law.

Section 2. Indemnification. The Association shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by laws.

Section 3. Advance Payments. Expenses incurred in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, to the extent permitted by laws.

Section 4. Non-exclusivity. The indemnification permitted by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by laws.

Section 5. Insurance. The Association may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the Association would have the power to indemnify such person against liability under the provisions of this Article VII.

Section 6. Reports. If the Association has paid indemnity or advanced expenses under this Article VII to a Director, Officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE IX — PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws or by action of the Board of Directors, the current edition of Robert's Rules of Order Newly Revised shall govern any question of parliamentary procedure.

ARTICLE X—AMENDMENTS

CADM Bylaws

As amended, through November 2017

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the articles of incorporation.

ARTICLE XI — DISSOLUTION

The Association shall use its funds and assets only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds or assets shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds or assets remaining after payment of the Association's obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations or business leagues to be selected by the Board of Directors.