



Direct Marketing Association of Washington
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BYLAWS

DMAW Mission Statement

Our mission is to provide education, networking, and professional development programs for our community and members to encourage and support the highest ethical business standards and to promote the field of nonprofit direct response marketing, fundraising, and advocacy to have a lasting impact on nonprofit missions.

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 maintain a registered agent in Washington, DC in accordance with applicable laws and regulations. Other offices may be located within or without the Washington, DC-Maryland-Virginia area.

Article II

MEMBERS

Section 1. Classes of Members. The Association shall have different membership classifications and associated rights with each different membership type. Current membership information and membership levels can be found in DMAW's Standards of Operations manual.

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 or virtually. Attendance virtually may be deemed to satisfy any requirement for a quorum. Active members may be counted toward a quorum.

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 if 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.

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 minimum total number of directors shall be twelve (12), including the President, Vice President/President Elect, Secretary, Treasurer, Immediate Past President and other elected Directors. The Executive Committee, comprising the President, Vice President/President Elect, Secretary, Treasurer, and Executive Director, may be expanded as necessary through a Board vote.

In the event the Board deems it necessary to increase its membership, a formal discussion shall take place, followed by a vote.

All directors shall assume their official duties January 1 and serve a term of two (2) years or for the remaining duration of the position they are filling.

A director may not exceed three consecutive full terms, except when serving as an officer. In such cases, their term limit as a director resets, allowing them to serve an additional three full consecutive terms.

No more than one Board member shall be employed by the same organization. Furthermore, to ensure diversity, no more than two organizations within the same parent company may be elected to or serve on the Board simultaneously. In the event that a board member changes companies and there is already a representative from the new company on the board, the two representatives are required to engage in a discussion within 30 days to determine which one will resign. Once the decision is made, both representatives must promptly advise the board of the resolution. The vacant position will be filled according to Article IV, Section 4 of these bylaws.

Section 3. Qualification. Each director and officer shall be a member in good standing.

Section 4. 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.

Section 5. Meetings of Directors. 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 or virtually as approved by the Board for that meeting.

Section 6. At all Board meetings, a majority of directors, whether present in person or virtually, shall constitute a quorum for business transactions. The decisions made by a majority of directors present at any meeting with a quorum shall be considered the act of the Board of Directors, unless otherwise specified by statute, charter, or these bylaws.

In the event a quorum is not present, the directors in attendance, by a majority vote, may adjourn the meeting from time to time without additional notice, other than an announcement at the meeting, until a quorum is established.

Meetings may take place in person or virtually, as approved by the Board for that specific meeting.

Section 7. 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 8. 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 a member's resignation. Failing resignation, the Board has the option to terminate the Board Member and elect a new member to complete the term of the vacated position, as provided in Article IV, Section 4.

Article V

NOMINATION & ELECTION OF OFFICERS

Succession

The Vice President/President Elect is designated to assume the presidency upon the conclusion of the President's term. The positions of Vice President, Secretary, and Treasurer will be available to all Board members who are in good standing.

In the regular course of succession, the process of selecting officers will commence no later than October each year. The incoming President will extend invitations in writing to all board members in good standing to serve in these roles. Additionally, any Board member has the right to make nominations.

The Executive Committee will then conduct interviews with the nominees. A slate of candidates will be presented to the Board no later than 30 days prior to the December board meeting.

The voting of the slate of officers will occur during the December board meeting. Subsequently, the new officers will take office effective January 1.

Article VI

NOMINATION & ELECTION OF DIRECTORS

Section 1. The election of Directors shall be accomplished by email and electronic voting to be completed no later than the first week of November 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 formally introduced either in-person or virtually at a January event.

Section 2. The Nominating Committee shall be appointed by the President no later than the June board meeting, with the announcement made at that time. The Nominating Committee shall be composed of the following members: the President (who shall serve as the chairperson of the committee), the Vice President, the Executive Director, three (3) members of the Board not currently running for election, a representative from the DEI committee and the YDMAW Board Liaison.

Section 3. By the September board meeting, the Nominating Committee shall submit to the Board a list of nominees to fill vacancies on the Board plus no less than three (3) additional nominees. No more than one nominee or active Board member shall be employed by the same organization. Furthermore, no more than two organizations within the same parent company may be elected to or serve on the Board at any given time. This list of nominees shall be made available on request of any member of the Association.

Section 4. 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. Biographies of each candidate shall be emailed to all active members no later than two weeks prior to the opening of elections.

Section 5. No candidate shall be proposed for office unless his/her consent to serve has been secured.

Section 6. 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 7. The candidate(s) receiving the highest number of votes shall be elected. In the event of a tie for the last position, the current Board of Directors will break the tie in a manner of its choosing.

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 nominate all committees, except the Executive Committee, subject to board approval. The Executive Director acting on the President's instructions, signs all written contracts and obligations up to and including \$20,000, which have been approved by the board via the annual budget.

Each year the President shall prepare an Annual Report on the State of the Association and said report may be either a written document placed on the website behind the member wall or presented verbally at the Annual Business Meeting of the Association. At a minimum, standing committees include Finance, Membership, Programs, Marketing, a young professionals committee, and Diversity, Equity, and Inclusion (DEI.) Additional committees are detailed in the operating documents.

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 distributing the minutes from the Board of Directors meetings prior to the next meeting of the Board of Directors. At the board meeting, the Secretary shall bring the minutes to the attention of the board and ask for approval of the minutes as submitted or amended. The Secretary shall enter the approved minutes into the record. 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 but would not be a member of the Board of Directors. Regular and accurate reports from this employee will be provided to the Treasurer to present to the Board and the membership.

Section 5. Duties of Directors. Each director shall serve on a minimum of one of the standing committees as outlined in Article VII, Section 1.

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.

Section 8. The Executive Committee shall be comprised of no more than one representative of any parent company at one time.

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 for all levels of membership.

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

Section 3. 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

Authority to amend, alter, or repeal the bylaws resides with the Board of Directors. Proposed changes undergo a formal process of review, discussion, and approval by the board. Members must receive notice of proposed bylaws changes at least 15 days in advance, before being asked to vote on the proposed changes.

Voting can occur at any regular or special meeting where a quorum is present. Alternatively, voting can take place via email and electronic means, requiring a quorum of affirmative votes (See Article III, Section 3 for the definition of Quorum).

ARTICLE XIII

Chapters

Section 1. The DMAW may establish from time to time “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 DMAW.

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, 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.