

AMERICAN ADVERTISING FEDERATION

BYLAWS*

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*As amended at the Annual Business Meeting during the AAF National Conference June 11, 2010, Orlando, FL.

ARTICLE I—NAME

The name of the organization is the AMERICAN ADVERTISING FEDERATION INC. (hereinafter called FEDERATION).

ARTICLE II—PURPOSE

The FEDERATION’S purpose is to provide national leadership on issues involving and affecting advertising, and, through the efforts of its national membership:

To strive for the betterment of advertising and its service to the public by encouraging, recognizing and rewarding excellence in all fields of advertising, including public service advertising.

To cooperate with government officials at the federal, state and local levels, and to represent the industry’s positions before legislative and administrative bodies.

To enhance the knowledge and skills of advertising practitioners, support and promote advertising education and encourage talented young people to enter the advertising profession.

To promote and encourage the maintenance of high ethical industry standards, including support and expansion of self-regulatory programs designed to ensure that advertising is truthful and accurate.

To promote a better understanding of the functions and value of advertising among the public, in academia and in the halls of government.

To promote and encourage fellowship, understanding and cooperation among the various disciplines of the advertising profession.

ARTICLE III—MEMBERSHIP

1. The following shall be eligible for membership in the FEDERATION:

A. Duly organized advertising clubs or federations, regardless of official name, so long as a primary purpose relates to the advancement of the advertising profession.

B. Companies which buy, sell, use or provide advertising services.

C. Duly organized Ad 2 clubs or federations, regardless of official name, so long as a primary purpose relates to the advancement of the advertising profession.

D. Duly organized national or regional associations representing special areas of interest in advertising.

E. Duly organized student advertising chapters on college or university campuses.

F. Duly organized entities located outside the boundaries of the United States.

2. The Board of Directors of the FEDERATION shall judge the qualifications for membership and shall elect all new members by majority vote. In so doing, the Board may establish from time to time such conditions of membership as it deems appropriate to carry out the purposes of the FEDERATION.

3. Regular and Ad 2 clubs or federations and AAF student chapters shall be chartered by the FEDERATION upon affirmative action by the Board of Directors. Standards for qualification for a charter shall be set by the Board of Directors.

4. Each application from an advertising club or federation for a charter shall be referred to the President for investigation, consideration and recommendation to the Board of Directors.

5. Applications for membership from companies and national or regional associations shall be referred to the President for investigation, consideration and recommendation to the Board of Directors.

6. Applications for membership from student advertising chapters shall be referred to the Academic Division for investigation, consideration and recommendation to the Board of Directors.
7. Except as otherwise provided in Article IV, any membership may be discontinued for cause by two-thirds vote of the annually elected members of the Board of Directors, provided that the member concerned has been given full and timely notice of the charges or allegations against it and a full opportunity to present its case to the Board.

ARTICLE IV—DUES

1. The annual dues for each class of membership except District dues shall be at the rate recommended by the Finance Committee and approved by the Board of Directors.
2. Districts may not levy dues on clubs/ federations within such districts in excess of 42% of the amount of dues paid by such clubs/federations to the national FEDERATION.
3. Dues of advertising clubs or federations (including Ad 2 clubs/federations and

AAF student chapters) holding charters from the Federation shall be billed and collected on an annual or semi-annual basis.

4. Dues of all other classes of members shall be billed and collected on an annual basis.
5. The Board of Directors may revoke the charter of or suspend from membership, any advertising club/federation or AAF Student Chapter which fails to remit dues in accordance with the rates established.
6. The Board of Directors may suspend from membership any other class of member which fails to remit dues in accordance with the rates established.
7. A suspended or discontinued member that has paid delinquent dues shall be reinstated to full membership status upon a majority vote of the Board of Directors.

ARTICLE V—BOARD OF DIRECTORS

1. The Board of Directors shall exercise the administrative and fiscal powers of the FEDERATION, pursuant to the laws of the State of New York. All activities and policy decisions of constituent members, divisions, regions, districts,

committees and councils which may have an effect on the operation of the FEDERATION and the national policies established by the Board of Directors shall be subject to review and approval by the Board of Directors, upon its own initiative or in response to the request of a member or a regional or district officer. In reaching its decision on such matters, the Board shall afford all interested parties notice and an opportunity to present their views. The decision of the Board in such matters shall be final and binding.

2. The Board of Directors shall consist of all past National Chairs and the following members to be elected annually, as provided under Article IX: All National Officers (Article VII, Section I); Vice Chair and Secretary-Treasurer, Council of Governors; Thirty-two (32) Directors-At-Large; Five (5) Club/Federation Representatives; Immediate Past Chair of the Council of Governors, an Eastern Corporate Vice Chair, a Western Corporate Vice Chair, and a Central Corporate Vice Chair; the Chair and Vice Chair of the Mosaic Council on Multiculturalism; and

the National ADDYS Committee Chairs.

3. Directors-At-Large shall be representative of company members of the FEDERATION. They shall be elected as follows: Seven (7) from the advertising agency category; Seven (7) from advertiser companies; Seven (7) from media or advertiser service companies; and Eleven (11) to be elected without regard to category. The Chair shall designate one (1) of the Thirty-two (32) Directors-At-Large to serve as Corporate Chairs to represent the interests of company members on the Executive Committee. Club/Federation Representatives shall be representatives of the five (5) AAF club size divisions, and the Ad 2 division, as such divisions are from time to time fixed by the Board of Directors.
4. If a directorship becomes vacant, the Chair of the Board and/or the President/CEO in consultation with one another shall nominate and the Board may elect a representative of a member in good standing to serve for an unexpired term except that vacancies among Regional Chairs, Divisional Chairs and District Governors shall be filled in accordance

with Regional, Division or District procedures. An office may be considered to be vacant if the incumbent during his/her term ceases to be representative of the company, club/federation or other membership classification held at the time of his/her election or appointment or the company or the membership classification is no longer a member in good standing.

5. The Executive Committee shall be composed of twenty (20) of the Board of Directors as follows: The Chair of the Board; the Vice Chair; the Treasurer; the Assistant Treasurer; the Secretary; the Assistant Secretary; the Corporate Chair; the Corporate Vice Chair (East); the Corporate Vice Chair (West); the Corporate Vice Chair (Central); the Mosaic Council Chair; the Mosaic Council Vice Chair; the Immediate Past Chair; the Council of Governors Chair; the Academic Committee Chair; the Eastern Region Chair; the Central Region Chair; the Western Region Chair; ADDYS Committee Chair and the President & CEO. The Executive Committee of the FEDERATION shall also function as the Finance

Committee. The responsibility of the Finance Committee includes the recommendation of a fiscal policy and dues structure for all classes of members for approval by the Board, and such other duties as may from time to time be assigned. Except for authority to amend these Bylaws, change the provisions relating to membership, fill vacancies on the Board, or establish annual dues, the Executive Committee shall possess and may exercise the powers of the Board in the management of this FEDERATION in all cases in which specific directions shall not have been given by the Board or the general membership. A majority of the Committee shall constitute a quorum.

6. There shall be at least two (2) regular meetings of the Board each year. Special meetings of the Board may be called by the Chair, the President, or, on written request, by ten (10) members of the Board. Notice of all meetings of the Board shall be sent by mail, facsimile or e-mail by the Secretary-Treasurer or other persons performing those duties at least ten (10) days before the meeting.

7. A quorum of the Board shall be thirty-three percent (33%) of the annually elected Directors then in office. Less than a quorum shall be sufficient to adjourn. There shall be no voting by proxy nor can substitutes attending for Directors vote at any meeting except as otherwise provided under Article XI. Except as otherwise provided in these Bylaws, a majority of the votes cast at a meeting at which a quorum is present shall decide all questions.
8. The term of office for all officers and elected Directors, except District Governors, Club/Federation Representatives and Directors-At-Large, shall be for one (1) year commencing on July 1 following the National Conference at which they are elected, or at the date of appointment or until their successors are elected. The Chair of the Board shall be elected for a one-year term. The term of office for each District Governor shall be for one (1) year commencing from the date of elections or until at the date a successor is elected by the District through the end of the (1) year term. The term of office for Directors-At-Large, and Club/Federation Representatives, shall

be for two (2) years commencing from the date of election; one half of these officers to be elected each year. No Director-At-Large or club/federation representative shall serve more than two (2) consecutive terms in the specific membership category without a waiver from the Nominating Committee.

9. At any time that dissolution of the FEDERATION is authorized, pursuant to law, the Board of Directors shall apply and distribute its assets as follows:

A. All liabilities and obligations of the FEDERATION shall be discharged, or adequate provision made therefore;

B. assets held on condition requiring return or other disposition in case of dissolution shall be so returned or disposed of; and

C. all other assets shall be distributed to such other not-for-profit corporation or corporations as in the judgment of the Board of Directors will best serve the purposes and objects for which this FEDERATION is organized.

ARTICLE VI—REGIONAL AND DISTRICT ORGANIZATIONS

1. For convenience and efficiency of operation and to encourage the meeting together of members within reasonable geographic limits, the FEDERATION shall be divided into Regions and Districts as follows:

A. REGIONS: There shall be three (3) Regions within the FEDERATION as follows: The Eastern Region shall encompass the states of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Maryland, Delaware, Virginia, North Carolina, Georgia, Florida, Tennessee, Alabama, Mississippi, that part of Louisiana east of the Mississippi River; the District of Columbia; the Caribbean area; and the provinces of Newfoundland, New Brunswick, Nova Scotia, Quebec and Ontario. The Central Region shall encompass the states of Ohio, West Virginia, Kentucky, Indiana, Illinois, Michigan, Wisconsin, Minnesota, Iowa, Missouri, Arkansas, North Dakota, South Dakota, Nebraska, Oklahoma, Kansas, Texas, except El Paso,

that part of Louisiana west of the Mississippi River and the provinces of Manitoba and Saskatchewan. The Western Region shall encompass the states of Alaska, Hawaii, Washington, Oregon, California, Nevada, Montana, Idaho, Wyoming, Utah, Colorado, Arizona, New Mexico, El Paso, Texas and the provinces of Alberta and British Columbia.

B. DISTRICTS: Each Region shall be divided into Districts, the number and boundaries of which shall be set by the Board of Directors in consultation with the Council of Governors and the affected clubs/federations. The membership of District organizations consists of advertising clubs/federations and the AAF Student Chapters, which maintain active affiliation with the FEDERATION nationally. All member advertising clubs/federations and AAF Student Chapters, located within the boundaries of a District are, by reason of that fact, members of that District and are obligated to support District activities which are consistent with national policies of the Board of Directors pursuant to Article VI.

ARTICLE VII—OFFICERS

The following shall comprise the national officers of the FEDERATION:

1. National Officers:
 - Chair of the Board
 - Presidents Emeriti
 - Vice Chair of the Board
 - Chair, Council of Governors
 - President/CEO
 - Corporate Chair
 - Chair, Eastern Region
 - Chair, Central Region
 - Chair, Western Region
 - Chair, Academic Division
 - Secretary
 - Chair, Ad 2 Division
 - Assistant Secretary
 - Immediate Past Chair of the Board
 - Treasurer
 - Assistant Treasurer
 - District Governors
2. All officers shall be nominated and elected as provided for in Article IX.
3. In the event of a vacancy in the positions of National

Vice Chair, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary or Corporate Chair, the Chair of the Board in consultation with the President/CEO shall appoint a replacement to complete the unexpired term of office. In the case of a vacancy among other national offices, the replacement shall be made in accordance with existing procedures.

ARTICLE VIII—DUTIES OF OFFICERS

1. The Chair of the Board shall be the chief officer of the FEDERATION and shall preside at all meetings of the Board and Executive Committee and perform all the duties commonly incident to the office. He shall be an ex-officio member of all committees and shall appoint such trustees as are required to administer special funds.
2. The National Vice Chair shall serve as assistant to the Chair and in his absence will act in his place. In the event of the resignation, death or incapacity of the Chair, the National Vice Chair will succeed, but in the event of his inability to do so, the Board may designate one of the Regional Company Chairs.

3. The President shall be the chief executive officer of the FEDERATION and will act as general manager. He will be appointed by the Board of Directors and will be responsible to them and shall render such reports as they may require. He may appoint special and standing committees to assist in the work of the FEDERATION and shall be an ex-officio member of all committees. He shall be responsible for the employment and direction of the other FEDERATION employees. He will serve as principal liaison with members and will actively promote all activities to further the aims of the FEDERATION. He will also serve as the AAF representative on the Board of Directors of the Advertising Educational Foundation.
4. The Secretary or a designated representative shall keep accurate minutes of all meetings of the Board of Directors, the Executive Committee and all other official meetings of the FEDERATION. If the Secretary is absent or unable to act, his duties shall be assumed by the Assistant Secretary.
5. The Treasurer shall have general supervision of the monies and funds of the FEDERATION. He shall report on the financial condition of the FEDERATION at all Board meetings. The Treasurer may delegate such of his duties to a qualified member of the President's staff as he deems appropriate. If the Treasurer is absent or unable to act, his duties shall be assumed by the Assistant Treasurer.
6. The Presidents Emeriti shall perform such duties as the Board of Directors or President may from time to time assign.
7. The FEDERATION may, by resolution of the Board of Directors, direct the Treasurer to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer, or employee of the FEDERATION in an action brought by a third party against such person, whether or not the FEDERATION is joined as a party defendant, for an act alleged to have been committed by such person while a director, officer or employee, or by the FEDERATION, or by both, provided the Board of Directors determines that such director, officer or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the FEDERATION. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of this paragraph shall apply to the estate, executor, administrator, heirs, legatees or devisees of a director, officer or employee and the term "person" where used herein shall include the estate, executor, administrator, heirs, legatees or devisees of such person.
8. Regional Chairs shall be responsible for carrying out the aims and purposes of the FEDERATION within the Regions. They shall preside at all regional conventions and conferences held by their respective Regions and shall perform such other duties as may be assigned them by the National Chair of the Board of Directors.
9. Regional Vice Chairs shall serve as assistants to their respective Regional Chairs and shall succeed and serve out the balance of the terms of their Regional Chairs if a vacancy occurs. In the

temporary absence of a Regional Chair, the Regional Vice Chair will act in his or her place except having the right to vote at National Board meetings.

10. Regional Secretaries shall keep accurate minutes of all meetings of the Region.
11. District Governors shall serve as liaison between the clubs/federations, student chapters and the FEDERATION and actively promote all activities to further the aims of the FEDERATION.
12. Each District Lt. Governor shall serve as an assistant to the District Governor and in his absence shall act in his place including having the right to vote at National Board meetings.

**ARTICLE IX—
NOMINATIONS AND
ELECTIONS**

1. The nominating committee of the National Board of Directors shall consist of the National Vice Chair, the Chair of the Council of Governors Nominating Committee, the President/CEO, the immediate past National Chair and two (2) past Chairs of the FEDERATION with two regions represented. The immediate past National Chair of the

FEDERATION shall serve as Chair of the committee.

2. The Nominating Committee shall make one nomination for Chair of the Board, National Vice Chair, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, National ADDY Chairs, and one nomination for each vacancy among Directors-At-Large and club/federation representatives at the opening session of the business meeting at the National Conference. The Committee also may nominate a President Emeritus or Presidents Emeriti. Additional nominations may be made from the floor at this time.
3. The Nominating Committees to present candidates for Regional offices in each Region shall consist of five (5) representatives of active members appointed and chaired by the Immediate Past Regional Chair. The Regional Nominating Committees shall make one (1) nomination for each position to be filled and shall announce such nominations at the opening session of the Regional Business Meetings at the National Conference. Additional nominations may be made from the floor at this time.

4. Regional officers, including Regional Chairs shall be elected by representatives of FEDERATION members within the region in accordance with procedures established by each region and approved by the National Board of Directors.
5. The Chair, National Vice Chair, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, Directors-At-Large and club/federation representatives and any Presidents Emeriti shall be elected at the first business meeting of the FEDERATION at the time and place of the National Conference as defined in Article XVI.
6. The Chair of the Council of Governors shall be elected as provided for in Article X and shall be confirmed by the Board of Directors.
7. The Chair of the Ad 2 AAF Division shall be elected by the Ad 2 Division as provided for in Article XI and confirmed by the Board of Directors.
8. The Chair of the Academic Division shall be elected by the Academic Division as provided for in Article XII and confirmed by the Board of Directors.

9. District officers shall be elected at an annual District conference of the clubs/federations in each District in accordance with the procedures established within each District.

10. A chartered advertising club/federation and Student chapter shall be represented for voting purposes by duly-appointed delegates at National and Regional meetings. Each club/federation and Student chapter shall be entitled to one voting delegate at such meetings. Those clubs/federations and Student chapters with more than one hundred (100) members each shall be entitled to one additional voting delegate for each one hundred (100) members or major fraction thereof up to a maximum of five (5) voting delegates. Voting at District meetings shall be as designated by the individual Districts.

11. Each club/ federation and Student chapter shall file with the Secretary or designee prior to the first business session of the convention the number of present members within the club/federation and Student chapter and only those so listed shall be entitled to vote. Only those accredited delegates actually

present may cast votes and there shall be no voting by proxy.

12. Company members shall be entitled to two (2) voting delegates at all national and regional conventions. Company members desiring to exercise their right to vote shall file with the Secretary, or designee, prior to the first business session of the convention, names of their accredited delegates. However, no person may vote both as a company member and as a club/federation delegate, and there shall be no voting by proxy.

13. Every voting delegate must represent a member in good standing of the FEDERATION.

ARTICLE X—COUNCIL OF GOVERNORS

1. The Council of Governors shall be composed of all District Governors, Lt. Governors and immediate past Chairs and Chair of the Ad2 Division and Chairs of Eastern, Central, and Western Regions, plus the Chair, Vice Chair and Secretary-Treasurer who shall be elected by the members of the Council from among their present or past members who are currently affiliated with

a member club/federation in good standing.

2. The Council of Governors shall operate under Rules and Procedures as established and approved by its members and ratified by the National Board of Directors.

ARTICLE XI—AD 2 DIVISION

1. Ad 2/AAF shall be composed of all duly chartered Ad 2 clubs/federations. It is desirable, but not mandatory, that such clubs/federations be sponsored by a presently chartered, senior club/federation in the community. Ad 2/AAF shall also be composed of Young Professional Sections which have been established as part of duly chartered senior clubs/federations prior to June 1, 1991 and are approved as Ad 2 Division members by the AAF Board of Directors.

2. To qualify for a charter, an Ad 2 club/federation must limit its membership to persons thirty-two (32) years of age or under who are engaged in, or assisting, in the buying, selling or producing of advertising or public relations, or similarly employed in a closely related field.

3. The Ad 2 clubs/federations shall at the time of the annual National Conference, elect a National Ad 2 Chair who shall work in cooperation with the AAF President and staff and Ad 2 clubs/federations to actively promote all activities to further the aims of the FEDERATION, and who shall represent and serve the Ad 2 clubs/federations at all meetings of the Board of Directors.
4. Ad 2 clubs/federations shall, at the time of the National Conference, elect an Ad 2 Chair-Designate. The Chair-Designate shall serve as assistant to the Chair and in the Chair's absence will act in his place, except having the right to vote at National Board meetings.
5. The Ad 2 Division shall operate under the policies and procedures as established and approved by its members and ratified by the AAF National Board of Directors.

ARTICLE XII—ACADEMIC DIVISION

1. The Academic Division shall be composed of all duly chartered AAF Student Chapters located on college and university campuses and shall operate under the rules and

procedures as established and approved by its members and ratified by the AAF National Board of Directors.

2. To qualify for charter, chapters must meet such standards as may be set forth from time to time by the Academic Division and approved by the Board of Directors.
3. The Academic Division shall elect its own officers at the time of the annual National Conference. The Chair of the Academic Division shall be elected from among the academicians members.
4. The Chair of the Academic Division shall serve on the national Board of Directors and on the Executive Committee with full voting rights on all policy matters. The Chair shall be the chief officer of the Division responsible for carrying out policies established by the national Board and for representing the interests of the Academic Division at all meetings of the national Board and Executive Committee.
5. The Academic Division shall be responsible for advancing the interests of students engaged in the study of advertising and promoting close ties and liaison

between teachers and students in advertising and advertising professionals.

6. AAF Student chapters shall pay such dues to the FEDERATION as shall from time to time be determined by the national Board.

ARTICLE XIII—THE ADVISORY COUNCIL

1. All past Chairs of the FEDERATION shall be permanent members of The Chair's Advisory Council and directors of the FEDERATION with full voting privileges.
2. The Council shall be advisory to the Chair and the Board on matters of policy referred to the Council for review.
3. The immediate past Chair of the Board shall serve as Chair of the Council. If unable to serve or a vacancy occurs, the Chair of the Board shall designate another member of the Council as Chair.

ARTICLE XIV—OFFICERS AND STAFF

1. The principal office of the FEDERATION shall be as designated by the Board of Directors. It shall be the headquarters of the President and shall be staffed with sufficient people to carry out the aims of the FEDERATION as

approved by the Board of Directors.

2. Western Region services will be determined by the Board of Directors in consultation with the officers and clubs/federations in the Western Region.

ARTICLE XV—MEETINGS

1. The National Conference shall be held annually at such place and time as is determined by the Board of Directors. At this conference the annual business meeting for conduct of the affairs of the FEDERATION shall be held.
2. A regional conference may be held annually in each region. The time and place of such conference shall be selected by the members within the Region and approved by the Board of Directors. The time of such conference shall be set so that no two regional conferences fall within the same week.
3. District conferences may be held within each region at such time and place as may be selected by the clubs/federations within each district.

ARTICLE XVI—QUORUM

1. At any National, Regional or District business meeting of the FEDERATION, thirty-three percent (33%) of the member clubs/federations then in good standing and represented in person by one (1) or more delegates at the meeting shall constitute a quorum.
2. All motions or resolutions to prevail at any National, Regional or District meeting must receive a majority of the votes cast in person, unless otherwise provided herein.

ARTICLE XVII—CONDUCT OF MEETINGS

1. Robert's Rules of Order shall govern all National, Regional and District meetings of the FEDERATION and of its Board of Directors, divisions and committees, except where otherwise provided in these Bylaws.

ARTICLE XVIII—AMENDMENTS

1. Except as specified below, these Bylaws may be amended, altered or repealed by majority vote of the members present in person at any National Conference of the organization at which a quorum is present,

provided, however, that any such amendment shall first have been approved by the Board of Directors. All proposed amendments of these Bylaws approved by the Board shall be distributed to delegates at the time of registration and shall be posted on a bulletin board which shall be placed for convenient inspection of the delegates to the conference, not later than **nine** o'clock p.m. of the day proceeding the business session thereof.

2. Any proposed amendment to these Bylaws which would affect the regional structure of the organization, the method of nominating or electing national officers and Directors, the provisions relating to the National Conference, the maintenance of offices, or the method of amending these Bylaws must be approved by a two-thirds vote of the National Board of Directors then in office, and then approved by a majority of the voting members present in person at a National Conference.

*Conforming Amendment:

All references to "Chairman" or "Chairmen" shall be amended to "Chair" or "Chairs".

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