

By-Laws of the Advertising Federation of Greater Hampton Roads

ARTICLE I – NAME

- A. The name of this corporation is “The Advertising Federation of Greater Hampton Roads” (doing business as “AAF Hampton Roads”) hereinafter referred to as “AAFHR” and shall be affiliated with the American Advertising Federation (AAF) and the Third District AAF.

ARTICLE II – PURPOSES

The purposes of AAFHR are:

- A. To strive for the betterment of advertising in all areas affecting the advancement and general welfare of commerce, the advertising profession, and its service to the public.
- B. To protect advertising from legislation and regulation, which would over regulate and unduly restrain advertising and which would be harmful to the advertising industry.
- C. To establish and promote industry self-regulation by the practitioners of advertising.
- D. To develop a better understanding of the role and benefits of advertising among governmental authorities, the consuming public, and in schools and universities, and to encourage and assist the best students to enter advertising as a career, and in the local market in particular.
- E. To recognize excellence in advertising.
- F. To assist and promote public service causes.
- G. To offer programs to promote fellowship, communication, diversity, career enhancement, and education among members of the advertising industry.

ARTICLE III – MEMBERSHIP

- A. All applications for membership or any transfer of membership shall be subject to approval by the Board of Directors.

- B. Membership in this organization shall be made by application and full payment of dues only, presented on the approval from, and endorsed by, a member of AAFHR in good standing.
- C. Any person shall be eligible for membership provided that he or she is engaged in buying, selling, creating or producing advertising, publicity or public relations, or is associated with a business closely related to advertising, or who support the objectives of AAFHR.
- D. Categories of membership are established by AAFHR's Board of Directors and include: Corporate, Sub-Corporate, Professional, Individual, Educational, Honorary, and/or other categories as the Board may deem appropriate.
- E. Honorary members shall be those who have rendered distinguished advertising service (such as past Silver Medal Winners). Honorary members shall be entitled to vote and/or hold office.
- F. Educational members shall be students, faculty, or military personnel studying, teaching, or affiliated with advertising, marketing, or public relations. Educational members shall be entitled to vote and/or hold office.
- G. Any member who refuses or neglects to pay any indebtedness due to AAFHR within thirty (30) days after formal demand has been made by notice from the Treasurer and President shall be reported by the Treasurer to the Board of Directors for action. All delinquent accounts will be reported by the Treasurer at monthly Board meetings.
- H. The Board of Directors shall have the power to terminate the membership of any member who has been reported delinquent by the Treasurer. It shall take a simple majority vote of the Board of Directors to expel a member for indebtedness to AAFHR.
- I. Any member may be expelled from AAFHR by three-quarters (3/4) vote of the Board of Directors.
- J. Any Corporate, Sub-Corporate, or Professional member in good standing, who by good reason of change in position or representation of firm and continues to create, produce, buy or sell advertising but moves into a firm having representation in AAFHR, shall automatically forfeit their membership. His/her membership shall immediately be assigned to another member of the corporation having purchased it. He/she shall be allowed to reapply as an Individual member or a Corporate, Sub-Corporate, or Professional member in association with their new position and/or employer.
- K. In the case of forfeiture of membership, dues will not be refunded in either of the above cases.

- L. Resignation of any member shall become effective upon written notice to the President or Secretary of AAFHR. No dues or fees shall be refunded.

ARTICLE IV – DUES AND INITIATION FEES

- A. Dues and initiation fees for members shall be established by the Board of Directors. Dues are applicable for 12 calendar months after payment and shall be renewed on revolving basis. Charges are payable in advance and apply to the anniversary month in accordance with AAFHR's July-June fiscal year. AAFHR shall accept cash, company or personal checks, PayPal, and Visa, MasterCard, American Express credit cards, or debit cards for membership payments.
- B. Annual membership dues shall be reviewed, and if necessary, set at the first Board of Directors meeting of the year. Local dues changes may begin on July 1 (which is the beginning of AAFHR's fiscal year and coincides with that of the American Advertising Federation) and take effect with the anniversary of the month the member joined AAFHR.
- C. Membership dues and initiation fees shall be attached to these By-Laws as Appendix A. Transferees from other AAF Clubs or Federations shall not be required to pay initiation fees. Their status for annual dues should be determined and transferees billed for the remainder of their dues period.
- D. Corporate, Sub-Corporate, and Professional members' dues shall include all food and meeting expenses with the exclusion of special events such as the ADDY® Awards and Rising Star events, such as the Auction and Golf Tournament. Corporate, Sub-Corporate, and Professional members receive \$10 off for ADDY® Awards entry fees as long as they RSVP by the deadline.
- E. Individual members will pay guest fees for all food and special functions (with \$10 off for ADDY® Awards entry fees, Winter Holiday Social, Beach Bash, and Rising Star events, such as the Auction and Golf Tournament) if they attend.
- F. Educational members will pay guest fees for all food and special functions if they attend.
- G. Honorary members shall be exempt from all dues, food and service at meetings, parties, and banquets (with the exception of the ADDY® Awards and Rising Star events, such as the Auction and Golf Tournament, if they attend) as long as they RSVP by the deadline.
- H. Dues for Corporate, Sub-Corporate, Professional and Individual members shall include American Advertising Federation and Third District AAF dues, which fees shall be remitted by AAFHR through its Treasurer.

- I. Any member of AAFHR whose dues or meeting fees have been in arrears for thirty (30) days shall be so notified by the Treasurer. If such arrears are not paid within thirty (30) days after such notification, the delinquent member may be dropped from membership with no refund or credit given (see Article VI-B). Renewal date for members paying late shall be the date their previous membership term expired if membership term is to be contiguous. Only those members whose dues and fees are current shall be entitled to vote on AAFHR business and elections, or hold a position on the Board.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS

- A. The management of the affairs of AAFHR shall be vested in the Board of Directors. The Board of Directors shall have charge of the general management of AAFHR, approve all applications for membership, hear all grievances, authorize and audit all expenditures, and approve all non-elected appointments.
- B. The Board of Directors shall consist of from twelve (12) to sixteen (16) members elected by the AAFHR membership, five (5) of whom shall be Officer-Directors as are elected under the provisions of Article X, and the Immediate Past President who shall serve ex-officio as a member of the Board of Directors. Other Directors include the Chairpersons of the Standing Committees and up to three (3) At Large positions.
- C. The elected Officer-Directors of AAFHR shall consist of a President, Vice-President - Programs, Vice-President - Membership, Secretary, and Treasurer.
- D. The Committee Chair-Directors of AAFHR shall ideally consist of seven (7) Committee Chairs (Governmental Affairs, Public Service, Communications, Advertising Education, Diversity & Multicultural Initiatives, Fundraising, and ADDY® Awards).
- E. AAFHR Officer-Directors, Committee Chair-Directors, and At-Large Directors must be paid members of AAFHR in good standing. Committee Members are encouraged, but not required, to be members of AAFHR.
- F. Any AAFHR member in good standing shall be eligible for election to the Board of Directors. The term of office for Officers and Directors shall be for 12 months in accordance with AAFHR's July-June fiscal year or until their respective successors are elected and take office. Each Board of Directors member shall be required to sign a fiduciary agreement.
- G. By majority vote, the Board of Directors is empowered to remove any Director who has missed three (3) Board meetings and three (3) regular AAFHR meetings without a legitimate reason, or who has demonstrated non-performance of duties as outlined in AAFHR's By-Laws. In the event of death, resignation, or removal of any Director,

the Board of Directors shall elect a successor who shall take office immediately and serve until the next annual election.

- H. By three-quarter (3/4) vote of quorum present, the Board of Directors is empowered to create any additional Board of Directors positions.
- I. No Director shall receive any compensation for any service rendered to this corporation.
- J. The retiring President shall automatically become a Director for one (1) year immediately following his or her incumbency as President. If that person cannot serve any immediate Past President position(s), the position will be filled at the discretion of the Board of Directors.

ARTICLE VI – DUTIES OF OFFICERS

- A. The President shall be the Chief Executive Officer of AAFHR and as such provide active leadership for AAFHR. He/she shall preside over all meetings of AAFHR and represent AAFHR in all necessary capacities not delegated to the other Officer-Directors. The President shall be an ex-officio member of all Committees except the Nominating Committee, and shall appoint all Committee Chair-Directors with the exception of the Nominating Committee; such appointments shall be subject to the approval of the Board of Directors. The President will also act as AAFHR's primary liaison with the AAF and the 3rd District AAF. The President and the Treasurer shall sign all written contracts and obligations of AAFHR, which must have prior approval of the Board of Directors to be legal and binding.
- B. The President-Elect shall represent AAFHR at the June National Convention of the American Advertising Federation and the April and August conferences of the 3rd District AAF. Reasonable and customary expenses as determined by the Board of Directors such as registration fee, hotel, round-trip and local ground transportation shall be reimbursed by AAFHR to the President-Elect, or his/her alternate, for these conventions or conferences, if that person so requests. In the event of the inability of the President-Elect to attend these conventions or conferences, his/her alternate shall be appointed by the Board of Directors. Should additional members wish to attend (such as the outgoing President or State Governor); the Board of Directors will determine whether any or all expenses may be reimbursed.
- C. The Vice President - Programs shall arrange programs for all AAFHR meetings; promote attendance at AAFHR meetings; arrange for all meetings to include location and collection of tickets; be responsible for members; reservations; maintain a record of attendance at all meetings; and supervise and promote social activities of AAFHR. He/she shall assist the President in all his/her duties and shall be vested with all the powers and perform all the duties of the President in the absence or disability of the latter.

- D. The Vice President - Membership shall secure additional members, process membership applications, report membership statistics, and take steps to retain current members and present new members to AAFHR. He/she shall assist the Vice President - Programs in all his/her duties and shall be vested with all the powers and perform all the duties of the Vice President - Programs in the absence or disability of the latter.
- E. The Secretary shall give written notice of all meetings of AAFHR, and shall keep the minutes of each meeting. He/she shall conduct the correspondence of AAFHR under the direction of the Board of Directors and/or the President, send out all notices, handle all mail, and keep non-financial records of AAFHR, including copies of all past and current meeting notes and handouts. The Secretary also chairs the AAF National Club Achievement Competition process, is responsible for scheduling meetings beginning each December, coordinating the efforts of the Committees submitting entries, working with the Public Service Committee to execute and publicize it, and ensuring the completed entries are submitted by the March deadline.
- F. The Treasurer shall supervise, under the control of the Board of Directors, the finances of AAFHR, in a bank or trust company selected by the Board of Directors, all AAFHR monies; collect all sums due AAFHR from all sources; issue receipts; make all authorized disbursements; and at each Summer Annual Planning Meeting Retreat render an itemized statement, certified to by a Review Committee, chaired by an AAFHR Past President, of the financial condition and the receipts and disbursements of AAFHR for the current July-June fiscal year. The President and Treasurer shall be bonded for an amount to be determined by the Board of Directors, and are responsible for compiling, sending to an accountant if desired, and filing AAFHR's annual tax return via certified or registered mail no later than November 15 of each year.
- G. The immediate Past President shall finalize uncompleted projects from the previous year and assist the new President as needed, up to and including approving and signing the tax return for his/her term year.

ARTICLE VII – COMMITTEES

- A. AAFHR shall have following standing Committees: Programs, Membership, Finance, Government Relations, Public Service, Communications, Advertising Education, Diversity & Multicultural Initiatives, Fundraising, and ADDY® Awards.
- B. The President shall, with the approval of the Board of Directors, appoint the Chair of each standing Committee. All Committee Chairs shall serve for 12 months or until their successors are appointed. Briefly, their responsibilities are:

1. Membership – To secure additional members, process membership applications, report membership statistics, and present new members to AAFHR. It may investigate the character, business, and social standards, and eligibility of persons proposed for membership, and reports its findings to the Board of Directors.
2. Programs – To provide a planned program and/or speaker for all AAFHR meetings; to arrange for all meetings to include locations and collection of fees; to be responsible for members; reservations; to maintain a record of attendance at all meetings; and to supervise and promote social activities of AAFHR.
3. Finance – To supervise, under the control of the Board of Directors and the Treasurer, the finance of AAFHR and to prepare all budgets.
4. Government Relations – To maintain a vigilance on legislative activity whereby the Committee may study and report to the Board of Directors any pending or proposed city, state, or national legislation affecting advertising in any of its forms; to recommend a form of action by AAFHR, if deemed necessary; and to be responsive to the national legislative activities of the AAF when such involvement is requested. The Government Relations Committee shall keep membership informed of local, state and national legislation affecting the advertising industry.
5. Public Service – To bring professional advertising and promotion assistance to civic, charitable, and public service projects as are approved by the Board of Directors; to promote (under the direction of the Secretary) the AAF National Club Achievement Competition (due each March); to assist other Committee Chairs in preparing the materials needed for entering, and to supervise the preparation of entries; to work toward effective self-regulation and higher standards of ethics and good taste in advertising and develop a close working relationship between AAFHR and the local Better Business Bureau and Retail Alliance.
6. Communications – To secure desirable publicity and otherwise to promote the achievements, activities, prestige and standing of AAFHR in the community including, but not limited to, press releases, taking photographs, serving as liaison with website host and such publications as AAFHR shall authorize, including AAFHR's newsletter.
7. Advertising Education – To plan and execute programs to educate the public and advertising practitioners on the role and benefits of advertising in our society. The Committee is responsible for all aspects of the "Rising Star" Scholarship and working in the creation of and relations with student AAF chapters.

8. Diversity & Multicultural Initiatives – To encourage diversity in AAFHR’s business dealings, within the advertising community, and the committee at large. He/she shall take the lead in soliciting opportunities for diverse practitioners of advertising.
 9. Fundraising – To secure sponsorships for regular meetings and events, special meetings and ADDY® Awards. This Committee contains and oversees annual fundraising events such as the Rising Star Auction and Rising Star Golf Tournament (for which Event Chairs must be appointed by the President or Fundraising Chair).
 10. ADDY® Awards – To plan, execute, and promote an annual local ADDY® Awards Competition, and to forward the winners to the District level.
 11. Silver Medal Award – To plan, execute, and promote the Silver Medal Award program which recognizes men and women who have made outstanding contributions to advertising and the local community. This Chair is traditionally chaired by the immediate Past-President.
- C. The Programs and Membership Committees shall be chaired by the respective Vice-Presidents. The Finance Committee shall be chaired by the Treasurer.
 - D. The President shall, with the approval of the Board of Directors, also appoint such special Committees as may be needed to carry on the work of AAFHR and shall name the Chair of each.
 - E. The President shall be ex-officio member and engaged in the activities of all Committees.
 - F. All standing Committees should consist of at least three (3) members, exclusive of the President.
 - G. Officers and Committee Chairs are required to provide a monthly report to the Secretary one (1) week prior to scheduled monthly Board meetings.
 - H. No Committee shall have the independent authority to commit AAFHR on matters of policy or to create financial obligations. All Committee plans and actions shall be subject to the approval of the Board of Directors.
 - I. AAFHR shall not take part in any movement not in keeping with the stated purpose and objectives of AAFHR.
 - J. Any project suggested for sponsorship by AAFHR, at any meeting of AAFHR, shall be referred by the solicited Board Member to the Board of Directors.

ARTICLE VIII – MEETINGS

- A. The Annual Business Meeting of AAFHR shall be held no earlier than April and no later than May of each year.
- B. A schedule of no fewer than nine (9) monthly meetings for membership and guests with topics related to advertising, plus the ADDY® Awards, shall be scheduled each July-June program year. Monthly meetings shall be publicized and aimed at members and non-members. The fees for these meetings shall be determined by the Board with the guidance of the Vice President - Programs and Treasurer. It is the policy of AAFHR to charge those who RSVP but do not appear without sufficient notice.
- C. AAFHR's monthly meetings – the exact time, date, place and fee (member and non-member) to be determined by the Board of Directors – shall constitute the regular meetings of AAFHR. A schedule of regular meetings of the Board of Directors shall be set by the Board within sixty (60) days after the Annual Planning Meeting, which shall be held no later than July of each year.
- D. Meetings of the AAFHR Board may be held in July and August at the discretion of the Board.
- E. Special meetings may be called by the President, by the Board of Directors, or by written request from ten percent (10%) of the members in good standing.
- F. An attendance of twenty-five percent (25%) of the members in good standing (excluding Honorary and Educational) shall be necessary for a quorum at any meeting of AAFHR.
- G. The Board of Directors shall meet monthly on the call of the President. The President shall notify each member of the Board of Directors. Special meetings of the Board of Directors may be called by the President by notice in writing, mailed to each of the members of the Board at least five (5) days before the called meeting. Special meetings of the Board of Directors may also be called by the Secretary upon written notice to him/her, signed by at least four (4) Board members. The requirement of five (5) days notice may be waived upon consent of a majority of the Board members, expressed in writing or by attendance at the called meeting.
- H. Notice of the Annual Business Meeting and of each special meeting shall be sent by the Secretary to every member of AAFHR at his/her last known address at least two (2) weeks prior to the date of such meeting giving the date, hour, place and purpose of the meeting.
- I. It is the policy of AAFHR to promote networking with members of other local industry related organizations such as AMA, PRSA, and AIGA. As such, AAFHR will work with these groups to create and/or promote various social or program events as they

arise. Any entry fees for these events will be over and above AAFHR's fees and member dues.

ARTICLE IX – QUORUM

- A. Twenty-five percent (25%) of the members in good standing (excluding Honorary and Educational) shall constitute a quorum for the transaction of business at any regular meeting of AAFHR.
- B. Twenty-five percent (25%) of the Board of Directors shall constitute a quorum at its meetings. Members may vote by proxy with a sealed ballot provided to a Board member.
- C. A majority of any Committee shall constitute its quorum.

ARTICLE X – ELECTIONS

- A. The Board of Directors of AAFHR shall be elected as follows: Elections shall be held at its Annual Business Meeting in person, no earlier than each April and no later than each May and shall be by secret ballot unless the quorum agrees by two-thirds (2/3) majority to vote by a show of hands or voice. Only AAFHR members in good standing may be nominated for office or be allowed to vote.
- B. The AAFHR Board of Directors shall appoint, at least ninety (90) days before the Annual Business Meeting, a Nominating Committee of no fewer than five (5) members in good standing, a majority of whom must not be members of the Board of Directors. The Nominating Committee shall be chaired by the immediate Past President, unless he/she is unable to serve. In said case, another Past President shall be appointed by the Nominating Committee (outgoing Past President excepted).
- C. The AAFHR Nominating Committee shall prepare a slate of nominees from interested candidates. No candidate shall be proposed for office by the Committee or the membership, unless his/her consent to serve has been secured. The Committee shall report its nominations to all members at least thirty (30) days prior to the elections and shall inform them that they may nominate alternate choices if they so desire.
- D. Nominations from the membership must be presented to the AAFHR Secretary at least fifteen (15) days prior to the election. The Secretary shall tally all nominations from the membership and only names which have been presented for nomination by ten percent (10%) or more of the members shall be placed on the ballot along with the Nominating Committee's choices for each office open for election.

- E. Not later than ten (10) days before the election, the Nominating Committee shall issue the final slate in writing to all voting members eligible on that day, incorporating any additional candidates who have been properly endorsed.
- F. On the date set for the elections, the Chair of the Nominating Committee shall preside at the elections. He/she shall be assisted by two (2) tellers, appointed by the Board of Directors. The tellers may not be candidates for elections. The Secretary or his/her representative shall provide final ballot to only those members in good standing attending the election. Each member shall mark his/her ballot, and return it to the ballot box. Members wishing to vote by proxy may return the election slate, marked with his/her choices and signed, to the Secretary or his/her representative before the election.
- G. The Chair shall open the ballots in the presence of the tellers and the votes tallied. A written report shall be given immediately to the President, who shall announce the results of the elections and declare the Officers and Directors elected.
- H. The person receiving the highest number of votes cast shall be declared elected. A majority vote of those voting is required to elect the Officers. A plurality vote (top three vote getters) of those voting is required to elect no more than three (3) At Large Directors. In the case of a tie vote for the Board of Directors, the elections shall be decided by lot.
- I. All Directors shall be elected annually and shall take office on July 1 of each new AAFHR year, and shall hold office for twelve (12) months from that date, or until their successors shall be elected and qualified. The month of May shall annually serve as a transition period for new Officers and Directors, who should utilize this period to attend AAFHR's Board of Directors Meetings and otherwise learn the responsibilities of their elected positions.

ARTICLE XI – ADOPTION OF BY-LAWS

- A. This document shall become the By-Laws of the Advertising Federation of Greater Hampton Roads (AAF Hampton Roads) by a two-thirds (2/3) vote of the members present, if a quorum, at any regular or special meeting, provided members have been given written notice at least two (2) weeks in advance.

ARTICLE XII – PARLIAMENTARY AUTHORITY

- A. In the absence of rules in these By-Laws, the proceedings of AAFHR shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE XIII – AMENDMENTS

- A. The By-Laws may be amended by a two-thirds (2/3) vote of the members present at any business meeting. A quorum must be present.
- B. Any Articles may be suspended at any meeting of AAFHR by the two-thirds (2/3) vote of the members present. A quorum must be present.
- C. No amendment shall be put to a vote unless a written or electronic notice shall have been mailed to each member of AAFHR at least two (2) weeks prior to the meeting at which the amendment is to be voted upon. Said notice shall state the proposed amendment(s).
- D. Notice of any proposed amendment shall be mailed or e-mailed to each member of AAFHR no more than one (1) week after it has been presented to the Board. They may also be done through AAFHR's website.

Amended and ratified by the membership on April 21, 2009.

APPENDIX A

1. Member dues should be revisited yearly, especially after a dues increase is implemented by AAF or 3rd District AAF. A dues increase by AAF and/or 3rd AAF does not automatically trigger a dues increase, only a review and possible adjustment.
2. Corporate members' dues shall be \$1,000 per consecutive 12 month period and include one (1) Corporate member and three (3) Sub-Corporate members. Corporate and Sub-Corporate memberships are transferable.
3. Professional members' dues shall be \$250 per consecutive 12 month period. Professional memberships are transferable.
4. Individual members' dues shall be \$95 per consecutive 12 month period. Individual memberships are not transferable.
5. Educational members' dues shall be \$35 per consecutive 12 month period. Educational memberships are not transferable.
6. Honorary members shall be exempt from all dues, food and service at meetings, parties, and banquets (with the exception of the ADDY® Awards and Golf Tournament, if they attend) with a valid RSVP. Due to the nature of guaranteeing a minimum for food service, Honorary members who walk up for meetings pay the non-member price.
7. Transferees from other AAF Clubs or Federations shall not be required to pay initiation fees. Their status for annual dues should be determined and transferees billed for the remainder of their dues period.

Dues levels approved by Board of the Advertising Federation of Greater Hampton Roads (AAF Hampton Roads) on April 7, 2009.