

CONSTITUTION AND BYLAWS

American Advertising Federation-Charlotte, Inc

(Amended May 14, 2008)

ARTICLE I

Name

Section 1. The name of this Club shall be American Advertising Federation-Charlotte, Inc.

Section 2. It shall be affiliated with the (national) American Advertising Federation and the Third District AAF

ARTICLE II

Objects and Policy

The particular objects for which this Club is formed are:

1. To provide and promote a better understanding of the functions of advertising and its value.
2. To apply the skills, creativity and energy of the advertising industry whenever it is needed to help solve social problems.
3. To advance the standards of advertising through a voluntary program of self-regulation.
4. To promote good fellowship and a free exchange of ideas.
5. This club shall be non-sectarian, non-partisan and non-profit.

ARTICLE III

Membership

Section 1. Qualifications: Membership for the Club shall be restricted to those actively engaged in the advertising or related professions.

Section 2. By a unanimous vote of the membership, honorary membership may be bestowed on any business or professional person who, because of character and achievement, is worthy of such honor. Honorary members shall not be eligible to hold office or to vote.

Section 3. There shall be an associate membership for persons in the advertising or related professions at a reduced membership fee plus a guest charge for those meeting which they attend.

Section 4. There shall be an educator-student-membership for persons teaching or studying advertising or related subjects. The annual dues shall be the same as the amount paid by the Club in national AAF and Third District AAF dues for the members. In addition, the educator-student members shall pay a guest charge for those meetings which they attend. Such member is not eligible to hold office or vote, but may chair or serve on Club committees.

Section 5. Members shall conduct themselves in a professional, ethical and disciplined manner in all Club affairs and at all Club functions, and shall refrain from any actions which would reflect discredit upon the Club in the community.

ARTICLE IV Officers and Directors

Section 1. Officers shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary and a Treasurer.

Section 2. The officers shall constitute an Executive Committee to come together on call by the President or by any three members of the committee for the consideration of special matters in the interim between regular meetings of the Board of Directors.

Section 3. The Board of Directors shall be seven in number, each serving a three-year term. Two directors will be elected each year except in those instances where a vacancy occurs and an additional Board Member(s) must be elected to fill such vacancy. The outgoing President automatically becomes a member of the Board of Directors for a one-year term. If the President serves for a second term, a third Board member will be elected. The highest staff official of the Better Business Bureau will be an ex-officio member of the Board of Directors without voting privileges.

Section 4. The elected officers and the elected members of the Board of Directors shall have full voting rights. All appointed Committee Chairpersons shall become ex-officio members of the Board of Directors and will be invited to attend Board meetings without voting privileges.

Section 5. Three consecutive absences by any Board member from the regularly scheduled meetings of the Board of Directors without a valid excuse shall be cause for replacement of the Board at the discretion of the Executive Committee.

ARTICLE V Duties of Officers

Section 1. The duties of the officers shall be such as are implied by their respective titles and such as are specified in these Bylaws. All officers shall keep a permanent record of their work and turn it over to their successors. The annual reports of all officers shall be filed with the Secretary and become a permanent record of the Club.

Section 2. The President shall preside at all meetings of the Club, the Executive Committee and the Board of Directors. The President shall appoint standing Committee Chairpersons subject to ratifications by the ex-officio member of all committees except the Nominating Committee. The President shall approve all disbursements of funds, as directed by the Board of Directors, for all items not specifically included in the annual budget. The President shall see that the Treasurer of the Club is bonded in an appropriate amount to protect the financial interests of the Club, and at the expense of the Club. The President shall appoint, at the May board meeting, or a special called meeting, a special committee of no fewer than three Club members who shall review the financial records of the Club with the outgoing and incoming Presidents and Treasurers, in order to assume an accurate and orderly transition in the bookkeeping and accounting functions of the Club; this committee may, at their discretion, recommend to the Board of Directors the use of outside accounting consultants for the completion of their responsibilities. This committee shall report their findings to the Board of Directors at the June meeting.

Section 3. The 1st Vice President shall perform the duties of the President in the event of absence and shall perform such duties as designated by the President. In case of death or resignation of the President, the 1st Vice President shall become President for the unexpired term.

Section 4. The 2nd Vice President shall perform the duties of the President in the event of absence, and the absence of the 1st Vice President; and shall perform such duties as designated by the President. In case of death or

resignation of the President and 1st Vice President, the 2nd Vice President shall become President for the unexpired term.

Section 5. The Secretary shall keep a correct record of the proceedings of all meetings of the Club, of the Executive Committee and of the Board of Directors. The Secretary shall keep a list of names and addresses of all members; and shall preserve in a permanent file all records and letters of value to the Club and its officers, to be transferred to the next Secretary at the end of Club's year.

Section 6. The Treasurer shall have charge of all monies and shall report thereon when requested by the president. The Treasurer shall collect dues and shall notify new members of amount due and date payable. The Treasurer shall pay all bills for budget items as due and others as authorized by the Board of Directors and approved by the President. The Treasurer shall keep an itemized report in permanent file of all receipts and expenditures and give written report of same at Board meetings. The Treasurer shall pay to the Treasurer of the AAF all monies due; shall pay the Treasurer of the 3rd District AAF all monies due. The Treasurer shall turn over to his/her successor, within ten days of vacating office, all books, records, and papers.

ARTICLE VI Duties of the Board of Directors

Section 1. The Board of Directors shall act in policy making capacity with full voting rights.

Section 2. The Board of Directors shall be consulted on major policy decisions prior to putting such decisions before the Club for action.

Section 3. The Board of Directors shall have charge of the general management of the Club. This shall include Club policies, administration and relationships with the community. The Board of Directors shall be responsible for maintaining the professional reputation of the Club, and shall take appropriate disciplinary action against any member whose actions have been judged damaging to the Club. By a majority vote, the Board of Directors may suspend such member for a period not to exceed twelve (12) months; by a two-thirds (2/3) majority vote, the Board of Directors may terminate the membership of such member, in which event the member may not re-apply for membership for a period of two-years. In the event of suspension or

termination of membership, the member will automatically forfeit any future membership dues which have been paid to the Club.

Section 4. The Board of Directors shall authorize the annual budget of the Club and all expenditures that are not included in such budget.

ARTICLE VII Duties of the Executive Committee

Section 1. The Executive Committee shall transact any business of the Club in the interim between Board meetings and shall report same to the Board of Directors for its information.

Section 2. The Executive Committee shall make recommendations to the Club regarding proposed amendments to the Bylaws.

Section 3. The Executive Committee shall supervise the affairs of the Club and shall devise and develop measures for its growth and development.

Section 4. The Executive Committee shall ratify appointments of standing committees.

ARTICLE VIII Committees

Section 1. Shortly after assuming office, the President shall appoint Standing Committee Chairpersons as are necessary for the well being of the Club. The President may also from time to time appoint special committees as necessary.

Section 2. No committee shall have the authority to commit the Club on matters of policy or to create financial obligations without prior Board approval. All committee plans and actions shall be subject to approval of the Board of Directors.

ARTICLE IX Nominations & Elections

Section 1. At the February meeting, a Nominating Committee of three members shall be appointed. The Chairperson shall be appointed by the President, one member by the Board of Directors and a third member by the general membership. The Nominating Committee shall present to the April meeting a slate consisting of one or more nominees for each office and for the vacancies in the Board of Directors. Nominations may be made from the floor at the April meeting. Nominations shall remain open until the May meeting prior to the voting for each office.

Section 2. Officers shall be elected at the May meeting. Installation of officers shall be at the May meeting.

Section 3. The outgoing President shall automatically become a director for a one-year term. Two other directors shall be elected for a three-year term except in those instances where one or more vacancies have occurred during the year, necessitating the election of more. Their election shall be at the same time and in the same manner as the election of officers. In the event of the re-election of the President, an additional director shall be elected for a one-year term.

Section 4. Vacancies among the officers or Board shall be filled for the unexpired term by the President with the approval of the Executive Committee, except as provided in Article V, Section 3 and 4.

Section 5. No President or Vice President shall hold the same office for more than two consecutive years. An interval of two years shall elapse before a member is eligible for re-election to the same office.

Section 6. When three or more candidates are nominated for an office, and one does not obtain a majority of the votes cast, another ballot will be taken with the two candidates having the highest number of votes participating in the runoff. The candidate receiving the majority will be elected.

ARTICLE X Meetings

Section 1. Regular meetings shall be held monthly, usually August thru May, at a time and place to be determined. The time and place of the meeting to be approved by majority vote of the Board of Directors or the Executive Committee.

Section 2. There be a meeting of the Board of Directors each month preceding the regular meetings. The Board meetings may be dispensed with during those months when there is not a regular meeting, on recommendation of the President.

Section 3. Special meeting may be called by the President or by any ten members, provided that all members are notified of the time, place and purpose of such meetings at least one week in advance. No matter shall be considered except that stated in the meeting notice.

Section 4. The regular May meeting of each year shall be designated as the Annual Meeting, at which time reports summarizing the year's activities shall be given and the installations of officers held.

ARTICLE XI Quorum

Section 1. Thirty-three and one-third percent of the members of this Club shall constitute a quorum at any meeting. A majority of the members of the Executive Committee shall constitute a quorum of that body. A majority of the elected members of the Board of Directors shall constitute a quorum of that body.

ARTICLE XII Dues

Section 1. The Annual dues shall be set by the Board of Directors. The dues shall include dues for the national AAF, dues for the Third District AAF and meals. The remainder of the dues shall be for local club use. Full dues are payable upon application for membership

If a member shall have personally paid his/her initiation fee and annual dues, and shall change his/her business affiliation within the advertising profession, his/her membership shall remain in effect for that year and he/she shall be eligible for membership in future years without re-application.

If a member shall have had his/her annual dues paid by his/her company, and shall change his/her business affiliation, the company may submit the application of a new member to replace the former member. The new member shall be credited with the applicable prepaid dues of the former member. If the former member remains within the advertising profession and chooses to

remain a member of the club he/she may do so by paying dues and resubmitting a membership form. If an individual shall have discontinued his/her membership in the Club either by choice or by being in arrears with his/her dues over 60 days, he/she must submit another application for membership.

Section 3. A member is in good standing only when his/her dues are paid. A person whose dues are in arrear over 60 days shall no longer be considered a member and must relinquish any office or Board position held.

Section 4. All dues shall be considered as an annual commitment by the member for the full Club year, and shall not be refundable if membership is discontinued for any reason.

Section 5. The fiscal year shall be from July 1 to June 30, inclusive.

ARTICLE XIII Amendments

Section 1. These Bylaws may be amended by a two thirds vote of the members present at any regular meeting, provided that notice of the proposed amendments shall have been given at a previous meeting, or in the written meeting notice.

ARTICLE XIV Parliamentary Procedure

“Robert’s Rule of Order, Revised” shall govern this Club in all cases to which they are applicable and insofar as they are not inconsistent with these Bylaws.

ARTICLE XV Prohibited Activities

“No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be

the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.”