

Bylaws of the 8th District of the American Advertising Federation

ARTICLE I. NAME

The name of the organization shall be the 8th District of the American Advertising Federation (*AAF*).

ARTICLE II. PURPOSE

The purpose of this organization is to provide leadership on issues involving and affecting the advertising industry and through the efforts of its members:

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

To cooperate with the government officials at the state and local levels and to represent the industry's positions before the 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 standards, including support of self-regulatory programs designed to ensure that advertising is truthful and accurate.

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

SECTION 1. This organization will foster the formation and aid the development of clubs/federations and college chapters in the AAF's 8th District, which includes the states of Minnesota, North Dakota, South Dakota, and Wisconsin, or as it may from time to time be otherwise defined by the AAF Board of Directors in consultation with its Council of Governors and the affected clubs/federations.

SECTION 2. Act as liaison between the local clubs/federations and college chapters encouraging and coordinating their participation in the programs of the AAF.

ARTICLE III. MEMBERSHIP

SECTION 1. The membership of the 8th District consists of members of advertising clubs/federations and AAF College Chapters within the geographical boundaries of the District, which maintain active affiliation with the Federation nationally. All affiliated advertising clubs/federations and AAF College Chapters, located within the boundaries of District are, by reason of that fact, members of this District and are obligated to support District activities which are consistent with national policies of the AAF Board of Directors.

SECTION 2. There will be six (6) categories of membership:

1. Active Members
2. Ad 2 Members
3. Members at Large
4. Associate Members
5. AES Members
6. Honorary Members

SECTION 3. ACTIVE MEMBERS shall be those persons who are members of advertising clubs/federations within the jurisdiction of, and in good standing with the 8th District, and whose dues have been paid in full by their local clubs/federations.

SECTION 4. AD 2 MEMBERS shall be those members under 31 years of age, who are members of an Ad 2 affiliated club with the jurisdiction of, and in good standing with the 8th District, and whose District dues have been paid in full by their local clubs/federations.

SECTION 5. MEMBERS AT LARGE shall be a single membership provided for a person directly involved in the advertising industry located in the District, but residing in an area where there is no local AAF club/federation within 100 miles in any direction.

SECTION 6. ASSOCIATE MEMBERS shall consist of individuals or groups of persons in education or civic institutions who support the advertising industry and the programs of the 8th District.

SECTION 7. ADVERTISING EDUCATION SPONSORS (AES) MEMBERS shall consist of individuals or firms who, by the substantial degree of their support,

have evidenced their interest, approval and belief in the education work of the 8th District. An AES membership can be held in addition to any other class of membership.

SECTION 8. HONORARY MEMBERS shall be any persons who have rendered substantial service to the District and the advertising industry and have been nominated to honorary membership and elected by 2/3 vote by the Board of Directors. Honorary members shall not be required to pay District dues.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. The governing body of the 8th District shall be the Board of Directors, who shall have full authority over the business of the District.

SECTION 2. The Board of Directors shall be composed of delegates from clubs/federations in the District. Each club/federation shall have full freedom in choosing their method of appointing District Directors.

SECTION 3. All elected officers, Past Governors of the District, all Honorary members of the District, Past Chairmen from the Board of Directors of the American Advertising Federation from the 8th District and 8th District members serving on the Board of Directors of the AAF shall be ex-officio members of the District Board of Directors, and shall have one vote, not subject to proxy, when present at a Board of Directors meeting. Division 1 & 2 clubs will have two votes, Division 3 & 4 clubs will have one vote.

SECTION 4. The term of office of the Board of Directors shall be for one year starting July 1. Vacancies shall be filled by the affected club/federation, and shall become effective after the District Executive Director has received notification.

SECTION 5. Voting by proxy shall be allowed by any Director except Past Governors, current Officers, and those mentioned in Section 3, providing said proxy has been delivered in writing to the Executive Director for verification prior to the start of the business at which it is to be exercised. Such written proxy must be signed by the Director and by the President of the Director's club/federation.

SECTION 6. No one person shall have more than one vote except in the case of a member or ex-officio member of the Board holding the proxy of any absent club

delegate.

SECTION 7. Every Director and every Officer of the 8th District shall be indemnified by the District against all expenses and liabilities, including but not limited to attorney's fees and damages and litigation costs, as a result of any litigation or threatened litigation which he or she may become involved in by reason of his or her being or having been a Director or Officer of the 8th District or as a result of any settlement thereof, whether or not he or she is a Director or officer at the time the expenses are incurred, and such indemnification shall endure to the benefit of the heirs, executors and administrators of such a person, except in such cases where the Director or Officer is judged by a court of competent jurisdiction guilty of willful or intentional malfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the 8th District. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled, including but not limited to, those rights of indemnification currently set forth in the States Statutes that comprise the District.

SECTION 8.

A majority of members of the Board of Directors may call Special Meetings to consider specific matters of issues which are deemed by them to be appropriate for such meetings, which shall consider only such matters of issues as are specified in written notices of the Special Meeting, which must be sent to all Board members thirty days in advance of the meeting date. Such meetings can be conducted via conference calls.

ARTICLE V. DUES

SECTION 1. District dues shall be sent by the 8th District Board of Directors at the District Annual Business Meeting. Local clubs/federations, Ad 2 organizations, Members at Large, and Associate Members will be assessed District dues for each of their members on a per annum basis.

SECTION 2. Dues of the members of the 8th District shall be payable in advance on or before January 1 of each year and shall be paid to the Executive Director of the District by each affiliate club/federation based upon its then-current number of members. The District Executive Director shall notify clubs/federations thirty

(30) days in arrears on District dues. Clubs/federations whose District dues are not paid within ninety (90) days thereafter shall lose voting privileges at meetings of the District Board of Directors. The Executive Director will work with the staff of the national Federation to collect District dues of clubs/federations in arrears one hundred eighty (180) days after the District invoice date. At one hundred eighty (180) days after the District invoice date the District Board of Directors shall review and suggest recommended action to the AAF Board of Directors which may include suspension and/or revocation of the club/federation's AAF membership charter. The AAF Board of Directors shall, in consultation with the AAF Council of Governors, take appropriate action pursuant to the AAF Bylaws.

SECTION 3. Except for routine operating expenses, no debt shall be incurred or contracted except by approval of one-half of the members of the Board of Directors. All such bills contracted by the 8th District shall be promptly paid by the Executive Director and counter approved by the Governor. Dual signatures will be required for any expenses over \$500.

SECTION 4. Transportation and other reasonable and necessary expenses incurred by the Governor, 1st and 2nd Lieutenant Governors, Executive Director, and District Chairman in the performance of their duties shall be reimbursed by the 8th District, on the basis of original expense receipts providing such expenses do not exceed the available funds of the District. A Per Diem, to cover food expenses only, will be approved by the executive board each July. Mileage will be reimbursed in accordance with National (IRS) reimbursement guidelines.

SECTION 5. Dues for newly chartered clubs/federations shall begin on the first day of the quarter nearest to the date of their affiliation, and shall be prorated for the balance of the calendar year.

ARTICLE VI. OFFICERS

SECTION 1. Officers of the 8th District shall be the Governor, 1st Lieutenant, Governor, 2nd Lieutenant Governor and the District Chairman of the Board.

SECTION 2. Duties of the DISTRICT GOVERNOR shall be:

To preside as the Chief Executive Officer of the District and the Board of Directors. The Governor shall preside at all District meetings, shall have general supervision over the affairs of the District and the officers, shall act as a liaison

between the American Advertising Federation and the District, report for and represent the District at the AAF National Conference, and shall serve on the AAF Board of Directors and Council of Governors. The District will pay basic expenses on the basis of original receipts, providing expenses do not exceed the available funds of the District.

To supervise the fiscal activities of the District and, in conjunction with the Executive Director, sign all written contracts and obligations of the District, which must have prior approval of the Executive Committee. The Governor shall also supervise the reconciliation and auditing of District books every two years, along with the District's Executive Director.

To appoint all District Committee Chairs, assign each committee to one of the Executive Officers, and to serve as an ex-officio member of all committees except the Nomination Committee.

To visit, or cause to be visited, all clubs/federations within the District and otherwise keep in close touch with the network of clubs.

To communicate regularly with the members of the Board of Directors and with Clubs/Federation Officers, seeking their corporation and advice for the furtherance of the work with the District.

SECTION 3. The duties of the 1st LIEUTENANT GOVERNOR shall be:

To serve as a liaison between the Governor and the committees assigned to him/her by the Governor.

To assist the Governor in all District activities as the Governor so directs.

To assume the duties of the Governor in his/her absence due to illness or prolonged absence from the District. Attend all District, Regional and National meetings and conventions with District paying basic receipted expenses, where possible.

To organize, manage and promote all District and National AAF programs within the District including the National Student Advertising Competition (NSAC) and ADDY Awards.**SECTION 4.** The duties of the 2nd LIEUTENANT GOVERNOR shall be:

To serve as a liaison between the Governor and the committees assigned by the Governor.

To assist the Governor in all District activities as the Governor so directs.

To assume the duties of the 1st Lieutenant Governor in his/her absence.

To assume the leadership of the District if both the Governor and the 1st Lieutenant Governor are absent or incapacitated.

To attend all District, Regional and National meetings with the District paying basic, receipted expenses where possible.

To organize, manage and promote all District and National AAF programs within the District including the National Student Advertising Competition (NSAC) and the ADDY Awards.

SECTION 5. The duties of the DISTRICT CHAIRMAN OF THE BOARD shall be:

To serve as a liaison between the Governor and the committees assigned by the Governor.

To serve as Chair of the 8th District Education Foundation.

To serve as Chair of the District Past Governors Advisory Council.

To represent the District on the National Past Governors Advisory Council.

To perform such other duties as assigned by the Governor.

SECTION 6. The Executive Committee of the 8th District shall consist of the Officers of the 8th District Board of Directors.

SECTION 7. The Executive Committee of the 8th District shall be supported by an Executive Director. This individual or firm will serve as the chief operating officer of the 8th District of the American Advertising Federation. In this position, the individual or firm will be responsible for handling administrative and fiscal management details of district as outlined in the Executive Director contract. This position will be expected to operate as an independent contractor. The

Executive Director does not serve as an officer of the District nor hold voting privileges. The Executive Director will report to the membership of the District and their represented delegates primarily through the Governor and the remainder of the Executive Committee, including First Lieutenant Governor, Second Lieutenant Governor and Immediate Past Governor.

ARTICLE VII. OFFICER SUCCESSION

SECTION 1. SUCCESSION TO OFFICE. Should the Governor or 1st Lieutenant Governor become unable to serve because of death, illness, or withdrawal from District, the next officer in line shall succeed him/her in office immediately. In the case of the 2nd Lieutenant Governor being unable to serve for any of the stated reasons, a new 2nd Lieutenant Governor shall be appointed by the then Governor with the approval of the Board of Directors at the next regular or specially called Board meeting.

If the Governor, 1st Lieutenant Governor, and 2nd Lieutenant Governor, at the same time all become unable to serve, then the past Governor who has been out of office the fewest number of years and able to serve shall immediately become Acting Governor. The Acting Governor may appoint acting officers for the other vacant positions on the Executive Committee. In such case, the District Nominating Committee constituted pursuant to Article IX Section I hereof shall be chaired by the Chairman of the District who would now be the next Past Governor who has been out of office the fewest number of years and able to serve. The Nominating Committee shall, at the next regular or specially called Board meeting, present for immediate election at least one and no more than two nominees for each of the three offices and any other vacant office. At that time, additional nominees from the floor shall be permitted.

SECTION 2. VACANCY OF OFFICE. In the event of vacancy of any office other than Governor, the Governor shall fill said office by appointment subject to the approval of the Board of Directors at the next regular meeting or specially called Board Meeting.

SECTION 3. ELIGIBILITY.-In any circumstance of succession or appointment, none of the affected officers forfeits his/her eligibility for the same office the following term unless said succession or appointment occurs before

the summer meeting or September 1 of that year, whichever comes first.

ARTICLE VIII MEETINGS

SECTION 1. The Board of Directors shall meet at least three (3) times each year at the times and places voted on by the Board of Directors. One Annual Meeting, to be held in conjunction with the 8th District Spring Conference. A summer meeting is to be held in conjunction with the National AAF Conference and a meeting during the 8th District Fall Conference shall occur.

SECTION 2. To assure high quality of programs at District Conventions or Conferences, the responsibility for planning and presenting meetings shall be shared by the Executive Committee and the host clubs. A general outline of plans, dates and tentative budgets shall be submitted by the host club to the Executive Committee two (2) District meetings prior to the scheduled event. A detailed program and budget shall be submitted by the host club to the Executive Committee one (1) District meeting prior to the scheduled event.

SECTION 3. Special meetings of the Board of Directors may be called by the Governor or a majority of the Board. The date, time, place and purpose of the meeting shall be stated in the call, and at least thirty (30) days notice shall be given to the members.

SECTION 4. The Board of Directors may, at its discretion, delegate any of its authority not specifically stated in these bylaws to the Executive Committee or Executive Director.

SECTION 5. One half of the membership of the Board of Directors, shall constitute a quorum.

ARTICLE IX COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. An Executive Committee consisting of the Governor, 1st and 2nd Lieutenant Governors and the District Chairman of the Board shall exercise such powers as have been delegated to them by the Board of Directors and by these bylaws.

SECTION 2. The Governor shall appoint the Committee Chairs and general members to the following standing committees with the approval of the Executive Committee within thirty (30) days after the Annual Meeting, as needed by the

District: ADDY Education AES Ethical Standards Awards Foundation Advisory Board (Nat'l) Audit & Finance Leadership Conference Club Achievement Legislative Constitution and Bylaws Newsletter Conventions Nominations District Expansion Programs Diversity Publicity

SECTION 3. Duties of the standing committees shall be determined by the Executive Committee. Such other committees, standing or special, shall be appointed by the Governor with the Board's approval, or by the direction of the Board of Directors as shall from time to time be deemed necessary to carry on the work of the 8th District.

SECTION 4. AUDIT & FINANCE- This committee shall review the 8th District's financial accounts at the close of the fiscal year and shall report at the next regular Board of Directors meeting.

SECTION 5. LIMITATIONS- No committee shall have the authority to commit the organization to matters of policy and/or create financial obligations without the approval of the Board of Directors. All committee plans and action shall be subject to the approval of the Board of Directors.

ARTICLE X. ELECTIONS

SECTION 1. NOMINATIONS COMMITTEE- The Nominations Committee shall be chaired by the Chairman of the District. At the Annual Meeting/Spring Conference, the Chair shall request nominations for the 2nd Lieutenant Governor position and any other vacant officer positions that require voting the membership. Nominations, including those from the floor, will be accepted up until the time of voting at the Summer Meeting/AAF Conference.

SECTION 2. At the Annual District Meeting in June, officers shall be elected from the slate of nominees for a period of one (1) year, and their term of office shall begin July 1 of that year.

SECTION 3. All elections for offices for which there is more than one (1) nominee shall be by secret written ballot. Ballots shall be counted by no less than one (1) Past Governor, one (1) current club/federation President and one (1) general member in good standing, none of which shall be from the same club/federation.

SECTION 4. ELIGIBILITY- All nominees to the District Executive Committee must have served as an AAF club president. Club presidents concluding their year of service in the same year as the election may be nominated. These same eligibility requirements may not apply under Article VII, Section 2.

ARTICLE XI. DISTRICT PAST GOVERNORS ADISORY COUNCIL

SECTION 1. All Past Governors shall be permanent members of the District Past Governors Advisory Council (DPGAC) with full voting privileges when in attendance at a board meeting. No proxy votes shall be allowed.

SECTION 2. The DPGAC shall be advisory to the District Governor, the Executive Committee and the Board of Directions on matters of policy referred to the DPGAC for review.

SECTION 3. The District Chairman shall serve as Chair of the DPGAC. If the District Chairman is unable to serve or a vacancy occurs, the District Governor shall designate another member to the DPGAC as Chair.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall be the official parliamentary authority governing the conduct of all at the organization's meetings, except as otherwise provided in these Bylaws.

ARTICLE XIII. AMENDMENTS

The bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. Any Director or member may propose amendments, in writing, to the District Governor and the Executive Director at least sixty (60) days prior to the Board meeting at which the amendments are to be considered. Notice of proposed amendments shall be mailed by the Executive Director to each member of the Board of Directors at least thirty (30) days prior to the Board meeting at which the amendments are to be considered.

ARTICLE XIV. DISSOLUTION

At any time that dissolution of the 8th District AAF is authorized, pursuant to law, the Board of Directors shall apply and distribute its assets as follows:

Assets held on condition requiring return or other disposition in case of dissolution shall be so returned or disposed of.

All assets and properties shall be liquidated and proceeds paid to the

clubs/federations within the District in ratio to the dues paid according to the Bylaws in existence at the time of dissolution.

ARTICLE XV. STANDARDIZATION

SECTION 1. The 8th District shall encourage all clubs/federations to hold their annual election of officers before the month of July and have them officially take office July 1. A complete listing of members shall be presented to both the District and National AAF by July 1 allowing all three levels of membership to start their year at the same time and allow for past officers to be recognized at the District and National meetings.

SECTION 2. The 8th District shall urge clubs/federations to adopt a standard of identical titles and responsibilities for all officers, Board of Directors, and Committee Chairs that parallel District committees.

SECTION 3. The 8th District shall advocate all clubs/federations to strive for standardization of their annual ADDY[®] Awards Competition, relative to times, categories, trophies and name of awards.

SECTION 4. The 8th District shall ask clubs/federations to consider in other matters, as they arise, to strive for standardization among all clubs/federations with procedures of the District, and to further strive to integrate those standard procedures with those of the American Advertising Federation where applicable.

SECTION 5. No elected member shall hold more than one (1) office at a time, and no elected member may serve more than two (2) consecutive terms in the same office except under conditions described in Article VII, Section 3 of these Bylaws.

Bylaw Revisions October 2009