



Constitution & By-laws of the Advertising Federation of Columbus, Ohio, Inc.

ARTICLE I NAME

SECTION 1. This organization shall be known as The Advertising Federation of Columbus, Inc. ("Ad-Fed Columbus", and, website at www.AdFedColumbus.org) and shall be affiliated with the American Advertising Federation and the AAF Fifth District provided, however, such affiliation may be modified, amended or revoked by two-thirds majority vote of the membership upon recommendation or referral of the question by the Board of Directors.

ARTICLE II PURPOSE

SECTION 1. The purpose of this organization shall be to provide and promote a better understanding of the functions of advertising and of its value; to encourage further improvement in education and training for any person in advertising or preparing for a career in advertising; to apply the skills, creativity and energy of the advertising industry to help solve social problems; to help protect the advertising industry against harmful restrictions and educate the membership regarding the effects of possible taxation of advertising services; to advance the standards of advertising through the voluntary program of self regulation; and, to promote good fellowship and a free exchange of ideas.

ARTICLE III MEMBERSHIP

There shall be three classes of membership: Active, Student and Honorary.

SECTION 1. ACTIVE – Persons who are engaged in or interested in: buying, selling or creating advertising; or publicity; or in public relations; or who are connected with a business closely related to the advertising industry. New members in the Active classification shall require approval by the Board of Directors and each application for membership must be accompanied by current dues payment. Any renewal applications shall similarly be accompanied by current dues payment; failure to pay dues shall result in automatic termination of membership and voting rights.

SECTION 2. STUDENT – Full-time students studying advertising, public relations, communications or a related field, which membership category shall enjoy all the privileges of Active members except the right to hold an elected position and to vote. New members in the student classification shall require the approval of the Board of Directors and each application shall be accompanied by current dues payment; failure to pay dues shall result in automatic termination of membership and voting rights.

SECTION 3. HONORARY – Upon recommendation of the Board of Directors, persons who have given distinguished services in the field of advertising or advertising education may be named as Honorary members by majority vote of the membership at a regular or annual meeting.

SECTION 4. ETHICS AND PROFESSIONAL CONDUCT – Members shall conduct themselves at all times in such a manner as to support the professional image of the organization. Membership in the organization is a privilege and not a right. Personal behavior that does or could adversely effect the reputation or otherwise embarrass the organization is not acceptable. Unethical or non-professional conduct may be cause for termination of membership. The Advertising Federation of Columbus' Policies and Procedures Manual provides rules for addressing complaints regarding ethics and professional conduct.

ARTICLE IV



INITIATION FEES AND DUES

SECTION 1. Initiation and membership transfer fees for Active and Student membership classes shall be determined by the majority vote of the Board of Directors.

SECTION 2. Regular dues for Active members shall be determined by a majority vote of the Board of Directors and shall be payable annually on July 1. Members who join mid-year (six (6) months or later after the beginning of the fiscal year) shall pay a pro-rated fee based on the month of their enrollment. Membership dues shall include the affiliation fee in the American Advertising Federation and the affiliation fee in the AAF Fifth District.

SECTION 3. Dues for Student memberships shall be determined by majority vote of the Board of Directors.

SECTION 4. Honorary members shall not be required to pay initiation fees or dues.

SECTION 5. Past Presidents shall pay 50% of the regular dues established for Active members. At age 60 all regular dues shall be waived for past Presidents.

SECTION 6. Membership becomes effective on approval of the Board of Directors and receipt of the applicable membership dues. Nonpayment of dues, either initially or for purposes of membership renewal, shall result in termination of all rights and privileges of membership.

ARTICLE V

BOARD OF DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1. Commencing with elections to be held in 2005, the Board of Directors shall consist of fourteen (14) directors to be elected by the membership as hereinafter provided plus the immediate Past President who shall serve as a voting ex-officio member of the Board of Directors.

SECTION 2. The Board of Directors shall organize not later than thirty (30) days after election by electing from among the members of the Board of Directors a President, a First Vice President and a Second Vice President. These officers shall take office on July 1 for a term of one (1) year or until the election and qualification of their respective successors. No board member may hold the same office more than two (2) consecutive years. The Executive Committee shall consist of the President, First Vice President, Second Vice President, and the Executive Director.

SECTION 3. Directors shall be elected for a two (2) year term or until their respective successors are elected and qualified. Each year seven (7) directors shall be elected.

SECTION 4. In the event of death, disability or resignation of any officer or director, the Board of Directors shall, in case of an officer, designate another board member to serve in that capacity, and, in the case of director, elect a member of the organization in good standing to fill the directorship vacancy to serve the remainder of the term.

SECTION 5. The Board of Directors may, in its discretion, employ a paid Executive Director whose duties and compensation shall be established by the Board. The Board of Directors shall be empowered to employ such additional staff on such terms and conditions as may be required. Recommendation for the position of Executive Director shall be made to the Board of Directors by the President, First Vice President and Second Vice President on a unanimous basis. Termination of the Executive Director shall require the majority vote of the Board of Directors. Executive Director shall be an employee at will; termination of the employment relationship by either party shall require a thirty (30) day written notice to the non-terminating party provided, however, in the event of extraordinary circumstances declared by the Board of Directors, the Board may elect to terminate the employment relationship immediately but continue the compensation of the Executive Director for the subsequent thirty (30) day period.

SECTION 6. A schedule of regular meetings of the Board of Directors shall be established by the Board within thirty (30) days after an annual election of directors. Special meetings of the Board may be called by the President by a notice in writing to each of the members of the Board at least five (5) days prior to the meeting date. Special meetings of the Board may also be called upon written notice by at



least four (4) board members to the President and the Executive Director, following which the President shall give written notice to the balance of the members of the Board. The requirement of five (5) day notice may be waived either (a) by written consent of all board members, or (b) by actual attendance at the called meeting.

SECTION 7. Three (3) absences by a member of the Board of Directors from the regularly scheduled meetings of the Board of Directors shall result in automatic suspension from the Board and loss of voting privileges. Reinstatement shall be by the majority vote of the remaining board members and must occur, if at all, not later than the second regularly scheduled meeting subsequent to automatic suspension. In the event of no reinstatement, the member shall be dismissed as a member of the Board of Directors and that director's position shall remain vacant until the next regularly election.

ARTICLE VI DUTIES OF DIRECTORS AND OFFICERS

SECTION 1. The Board of Directors shall have charge of the general management of the organization, shall pass upon the eligibility of all applicants for membership, hear all grievances, authorize all expenditures and approve all appointments.

SECTION 2. The President shall be the Chief Executive Officer of the organization and of the Board of Directors. The President shall preside over all meetings of the organization and of the Board of Directors. The President shall nominate members to act as committee chairpersons. Such appointments shall be subject to the approval of the Executive Committee by majority vote. The President shall be a non-voting ex-officio member of all committees.

SECTION 3. The First Vice President shall be vested with all the powers and shall perform all of the duties of the President in the event of absence or disability of the President. The First Vice President shall be charged with the responsibility to serve as program chairperson. If the First Vice President is chairing another committee, Program Chair responsibilities may be delegated to a current member of the Board of Directors. As program chairperson, that person will arrange and maintain a record of scheduled organizational meetings and make plans for all speakers for various organizational programs. Such events and related activities shall be published in the minutes of the regular or special meetings by the Executive Director. The First Vice President shall be a non-voting ex-officio member of all committees.

SECTION 4. The Second Vice President shall be vested with all the powers and shall perform all of the duties of the First Vice President in the absence or disability of the latter. That person shall be empowered to act, or delegate to another member of the organization who may be, but shall not be required to be, a member of the Board of Directors, as the Treasurer and Chief Financial Officer (CFO) of the organization. The Second Vice President or delegate, as the case may be, shall be a nonvoting ex-officio member of all committees for purposes of ensuring that all committees operate within the approved budgets.

SECTION 5. The Executive Director will serve as Chief Operating Officer (COO) and Secretary of the organization. On behalf of the Treasurer, the Executive Director shall receive and deposit all monies in the name of the organization in a bank, savings and loan, or trust company, all of which must be a member of the FDIC. The Executive Director shall render an itemized statement, reviewed by an independent auditor, of the financial position of the organization within ninety (90) days following the close of the fiscal year. The Executive Director shall be bonded for an amount to be determined by the Board of Directors. All expenditures exceeding the amount specified in the Advertising Federation of Columbus' Policies and Procedures Manual shall require approval by a majority of the Board of Directors. The Executive Director shall be a non-voting ex-officio member of all committees for purposes of ensuring that all committees operate within the approved budgets. The Executive Director and President shall sign all written contracts and obligations of the organization, with approval of the Executive Committee which will, in turn, advise the full Board of Directors at the next Board Meeting.

ARTICLE VII COMMITTEES



SECTION 1. The President shall with the approval of the Board of Directors appoint the chairperson of each standing committee, unless otherwise specified in this section. The President, with the approval of the Board of Directors, may choose to combine or re-create the committees based on the current needs of the organization. All committee chairpersons shall serve for one (1) year or until successors are appointed. Committee responsibilities as determined by the Executive Committee shall include, but shall not necessarily be limited to the following:

ADDY AWARDS – To plan and execute the annual ADDY Award competition in a manner that fairly and accurately recognizes the creative efforts of the central Ohio advertising community.

ADVERTISING STANDARDS – To work toward higher standards of ethics and good taste in advertising. To work with the Better Business Bureau and the Local Advertising Review Board as jointly established by the Advertising Federation and the Better Business Bureau.

COMMUNICATIONS – To plan and execute publication of the organization's emails, Web site and newsletter.

EDUCATION – To plan and execute all educational projects of the organization.

FUNDRAISING – To plan and execute all fundraising, as approved by the Board of Directors, except for the ADDY Awards competition.

HOSPITALITY – To plan social functions and to promote attendance.

LEGISLATIVE – To maintain a current level of awareness of legislative activity whereby the Committee may study and report to the Board of Directors any pending or proposed legislation affecting the advertising industry in any of its forms.

MEMBERSHIP – To retain current members, secure additional members, present new members to the organization and create programs to integrate new members into the organization.

PUBLIC SERVICE – To plan and execute (a) services in an advisory capacity and/or actively aid in the field of advertising and publicity such as civic, charitable and public organizations as may be approved by the Board of Directors and (b) projects in the field of public service as approved by the Board of Directors.

PUBLICITY – To secure desirable and otherwise promote the prestige and high standing of the organization in the community.

SCHOLARSHIP – This committee shall consist of three (3) members, each appointed for a three (3) year term. The President shall appoint one (1) committee member each year from the general membership which member shall not be a member of the Executive Committee. Applications for scholarship must be submitted in writing, using the required AdFed form. After the winner is selected, the President shall make the announcement at a special program or organization meeting.

SILVER MEDAL – This committee shall include business leaders and AdFed members who are representative of the various segments of advertising, e.g. advertisers, agencies, media, etc. Only one award may be given annually. The organization may elect not to present the AAF Silver Medal in a given year. Nominations should be submitted in writing using the AdFed form provided. After the Silver Medallist is chosen, the President shall announce the winner and make the presentation of the award at a special program.

STEERING – This committee may be formed at the discretion of the President, and shall be responsible for maintaining continuity and direction of the organization. This committee shall consist of members in good standing of the organization.

SECTION 2. The President, with the approval of the Board of Directors, shall also appoint such special committees and committee chairpersons as may be needed to carry on the work of the organization.



SECTION 3. No committee shall have the authority to commit the organization on matters of policy or to create financial obligations. All committee plans and actions shall be subject to the approval of the Executive Committee.

ARTICLE VIII MEETINGS

SECTION 1. The annual meeting of the organization shall be held not more than sixty (60) days prior to the end of each fiscal year. Written notice of the annual meeting shall be sent by mail at least two (2) weeks prior to the date of the annual meeting to each member. Said notice shall give the date, hour and place of the meeting, as determined by the Board of Directors.

SECTION 2. The regular meetings of the organization shall be held at such time and places as the Board of Directors may determine.

SECTION 3. Special meetings may be called by the President, by majority vote of the Board of Directors or by written request from ten percent (10%) of the membership in good standing.

SECTION 4. Notice of the annual meeting and of each special meeting shall be mailed or published electronically to each member of the organization at least two (2) weeks prior to the date of such meeting, however, electronic notification shall be only as a result of a request by the individual member for notice and this medium.

SECTION 5. A true and accurate record of the Board of Directors meetings shall be kept by the Secretary or the Executive Director. These records shall be the property of the organization and shall be available for review in the office of the organization by a member in good standing upon oral or written request. Any copies of the records shall be at the cost of the requesting party. These records and all authorized correspondence shall be maintained by the Executive Director.

ARTICLE IX QUORUMS

SECTION 1. Twenty-five percent (25%) of the membership shall constitute a quorum for the transaction of business at any meeting(s) of the membership.

SECTION 2. A majority of the Board of Directors shall constitute a quorum for transaction of Board business.

SECTION 3. A majority of any committee shall constitute a quorum.

ARTICLE X ELECTIONS

SECTION 1. All elections shall be conducted on a time schedule sufficient for election announcement at the annual meeting. Only voting members in good standing may be nominated for office.

SECTION 2. Not less than seventy-five (75) days prior to the annual meeting of the organization, the President shall appoint (a) a Nominating Committee, a majority of which may not be members of the Board of Directors, (b) a chairperson from among such appointed members, and (c) an Inspector of Elections who shall not be a member of the Board of Directors. The responsibility of the Inspector of Elections shall be to certify to the Board of Directors not less than fifteen (15) days prior to the annual meeting that the nominating process has been properly followed in accordance with this Constitution and Bylaws.

SECTION 3. The Nominating Committee shall prepare a slate of nominees. No candidate shall be proposed for office unless the candidate's consent to serve has been secured in writing. At the time of election, not more than two (2) members from any one company may be elected to serve on the Board of Directors at any given time, provided, however, if any time during the year as a result of transfer or



other employment modification, more than two (2) members from one company are serving on the Board, no change shall be made in the Board membership. Nominees should be selected to represent the various needs and requirements of the organization. The Nominating Committee shall report such nominations to the entire membership at least sixty (60) days prior to the annual meeting. There shall be no attempt to artificially limit the number of nominees for office. AdFed Columbus is an open and sharing organization and does not intentionally seek to debar any qualified member in good standing from running for office.

SECTION 4. Additional nominations may be made in writing to the Nominating Committee by members at large, without the requirement of approval or endorsement of the Nominating Committee, provided that such written nomination(s) is received by the Nominating Committee at least forty-five (45) days prior to the annual meeting. The Nominating Committee will publish the full slate of nominees without delineating the source of nomination, that is, from the Nominating Committee or by additional nominations to the members not less than thirty (30) days prior to the annual meeting, and, the Inspector of Elections shall certify to the membership at the same time that the proper procedure for a nomination has been followed. Thereafter, any challenge to the nominating procedure must be received by the Board of Directors not less than fifteen (15) days prior to the annual meeting. The Board of Directors shall make a final determination with respect to the slate of nominees not less than ten (10) days prior to the annual meeting and such determination shall be final.

SECTION 5. At least ten (10) days prior to the final voting date, the Nominating Committee shall issue the final slate of nominees in writing complete with biographical information to all voting members. The Executive Director shall mail the final ballot, with an envelope marked "Ballot" to those members in good standing. Each member shall mark the ballot, enclose it in the envelope marked "Ballot" and return it to the AdFed office. This ballot must be received at least two (2) working days prior to the annual meeting. The ballot may either be returned by mail or personally delivered to the AdFed office and inserted in the ballot box.

SECTION 6. The Inspector of Elections shall preside at the election tabulation held at the AdFed office. The Inspector of Elections shall be assisted by two (2) tellers drawn from a list proposed by the Nominating Committee. The tellers shall not be candidates for election nor members of the Board of Directors. The Inspector of Elections shall open the envelopes and tally the vote in the presence of the tellers and the Executive Director. A written report shall be given to the President, who shall announce the results of the election at the annual meeting and declare the directors elected. Once the vote is complete and announced by the President, those elected and those who have not been elected shall be informed immediately by the Executive Director via telephone or email, and, by written notification.

SECTION 7. Nominees receiving the highest number of votes shall be elected directors. In the case of tie vote, the election shall be decided by lot, or coin flip, supervised by the chairperson of the Nominating Committee.

ARTICLE XI PARLIAMENTARY AUTHORITY

SECTION 1. Robert Rules of Order, Revised (9th Edition), shall be the authority of this organization in all matters not covered by these bylaws. The Executive Director at the direction of the President is authorized to engage a professional parliamentarian to assist the President or other chairperson at an annual or special meeting with respect to interpretation of parliamentary procedure.

ARTICLE XII AMENDMENTS

Article XII, Section 1 (b)

SECTION 1. Proposals for amendments to the constitution and bylaws may be proposed in either of the following two (2) manners:

a) From a committee of the Executive Committee, reviewed and approved for submission to the Board



of Directors by the entire Executive Committee, and the approved by a majority of the Board, for submission to the entire membership; or

b) From at least five (5) voting members in good standing with a copy thereof presented to the Board of Directors for discussion and recommendation at least two (2) weeks before the voting date or other deadline.

SECTION 2. Each voting member of the organization shall be notified of a proposed amendment no more than one (1) week after it has been presented to and reviewed by the Board of Directors, and not later than ten (10) days prior to the final voting date or deadline. This shall be done by mail or through electronic publication by a specially entitled email requiring member acknowledgment of receipt to those members who have requested such delivery. Although the preferred method or approval shall be at business meetings, the Board of Directors may direct that such vote be taken via ballots rather than at a business meeting. In the latter case, Executive Director shall mail the proposed revisions and accompanying ballot with an envelope marked "Ballot" to the voting members in good standing. Each member shall mark the ballot, enclose in the envelope marked "Ballot" and return it to the AdFed office by the stated deadline. The ballot may either be returned by mail or personally delivered to the AdFed office and inserted in the ballot box.

SECTION 3. The bylaws may be amended by a two-thirds vote of the voting membership responding to a mailed bylaw revision proposal, or present at any business meeting.

SECTION 4. The President shall preside at the ballot tabulation to be held at the AdFed office and shall be assisted by two (2) tellers, preferably the Executive Director, one member from the Board, and a voting member at large. The President shall open the envelopes in the presence of the others and the votes tallied by all tellers. A written report shall be prepared by the President, who shall announce the results via the mail or through the organization's publication.