

**CONSTITUTION AND BY-LAWS
OF THE
ORLANDO ADVERTISING FEDERATION**

(ADOPTED 1968, REV. 1986, REV. 1992, REV. 1998, REV. 2000, REV. 2001)

CONSTITUTION

ARTICLE I – Name / Territory

SECTION 1. The name of this organization shall be the Orlando Advertising Federation, Inc.

SECTION 2. The headquarters of this organization shall be located within the limits of Orange County, State of Florida, United States of America.

SECTION 3. This organization shall be an affiliate of the American Advertising Federation and the Fourth District of the American Advertising Federation.

SECTION 4. This organization shall take the form of a non-profit Florida corporation.

SECTION 5. This organization shall serve the Greater Orlando area of the State of Florida.

SECTION 6. The annual fiscal year of the Orlando Advertising Federation shall be July 1 - June 30. The Annual Meeting of the Federation shall be held in June.

ARTICLE II - Objectives

SECTION 1. The purposes for which this corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.*****
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SECTION 2. The objectives of this organization shall be to provide leadership on issues involving and affecting advertising and:

- To strive for the betterment of advertising and its services by encouraging, recognizing, and rewarding excellence in all fields of advertising.
- To provide forums for the interchange of advertising ideas, knowledge, and experience.
- To cooperate with government officials at the State and Local levels, and to represent the industry's positions before legislative and administrative bodies.
- To promote a better understanding of the economic and social value of advertising among the public, the media, academia, and government.
- To enhance the knowledge and skills of advertising practitioners by providing educational programming.
- To provide support to the Greater Orlando Area with public service, outreach, and initiatives.
- To elevate the profile of the Orlando advertising community locally, regionally, and nationally.
- To encourage individuals to enter the advertising profession by supporting and promoting advertising in educational institutions.
- To promote and encourage the maintenance of high ethical standards in advertising and related services.
- To promote and encourage fellowship, understanding, and cooperation among the various disciplines of the advertising profession.

ARTICLE III - Membership

SECTION 1. Membership in this organization shall be confined to persons of good standing who are engaged advertising related services subject to such additional qualifications or restrictions as may be determined by the Board of Directors.

SECTION 2. The qualifications and classes of members and their manner of admission are as provided by the By-Laws.

SECTION 3. The amount of annual dues payable to the OAF by its members shall be such amount as provided in the By-Laws.

ARTICLE IV – Executive Officers

SECTION 1. The Executive Officers of the organization shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. The terms of the Executive Officers shall be one year or until their respective successors are elected and take office.

SECTION 3. The Officers of the Federation shall be elected by the Board of Directors from their membership at their first meeting following the Annual Federation Election, and shall take their office during the first board meeting in the month of July following their election.

ARTICLE V – Board of Directors

SECTION 1. The management of the affairs of the Federation shall be vested in a Board of Directors.

SECTION 2. The Board of Directors shall consist of at least twelve (12) members elected by the active members of the Federation, the director or directors representing the Board of Trustees, the President of Ad2 Greater Orlando, and the Immediate past president for a total of fifteen (15) or more.

SECTION 3. Any active member of the Federation, in good standing, shall be eligible for election to the Board of Directors.

SECTION 4. The term of office for elected Directors shall be three (3) years.

SECTION 5. In the event of the death, resignation or removal of any elected Director, the President shall appoint a successor to fulfill the remainder of the year at which point the

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SECTION 6. The President, with the approval of the Board of Directors, shall appoint standing committees as defined by the By-Laws.

SECTION 7. A member of the Board may be removed as a Director by a three-fourths closed vote of the total number of Directors. On removal of a member of the Board of Directors, the Board of Directors shall elect a successor who shall take office immediately and serve until the next Annual Federation Election.

ARTICLE VI - Meetings

SECTION 1. Orlando Advertising Federation meetings shall be determined by the Board of Directors.

SECTION 2. Special meetings may be called by the President when approved by the Board of Directors, and shall be called by him without such approval upon written request for such special meeting by at least ten percent of the active members in good standing.

ARTICLE IX - Amendments

The Constitution may be amended in the following manner:

SECTION 1. A proposed amendment, signed by at least 15% of the active membership in good standing or signed by a majority of the Board of Directors, must be submitted in writing to the Board of Directors at least 30 days prior to the regular or special meeting at which it is moved for adoption.

SECTION 2. The Secretary shall provide each active member, in writing, the proposed amendment, a meeting notification, and a ballot at least 2-weeks prior to the date of the meeting at which the proposed amendment is moved for adoption.

SECTION 3. The Board of Directors shall place said amendment before membership for action within 45 days of date of receipt of proposed amendment.

SECTION 4. The amendment passes with two-thirds of the total ballots returned in favor of the proposed amendment.

ARTICLE I MEMBERSHIP

SECTION 1. Active Members are defined as persons of good standing who buy, sell or create advertising and whose business activities are primarily in the communities of the Greater Orlando Area.

SECTION 2. Lifetime Members are defined as persons of good standing who, in the opinion of the Directors, have given exceptional or lengthy service to the Orlando Advertising Federation, Inc.

SECTION 3. New members in the Active classification shall be accepted by the Board of Directors, in accordance with the following procedure: Names of prospective or proposed members shall be submitted to the Membership Committee, upon form provided, for investigation and report to the Board of Directors as to eligibility for membership. Upon approval of the Board of Directors and receipt of his application, accompanied by the prescribed initiation fee and dues, the applicant will be formally accepted into the Federation at its next regular meeting.

SECTION 4. Membership shall be held in the name of individuals and/or as company sponsored membership.

SECTION 5. Company sponsored memberships are memberships that are paid for by the employer and listed on the membership roster in the names of those persons assigned by the company. The company has the right to replace persons on the membership roster, but each new name must be accompanied by the payment of the initiation fee and have the approval of the Membership Committee and the Board of Directors. The first initiation fee stays with the first person assigned, even when that person moves to another place of employment. The portion of dues remaining in the membership year shall be used by the replacement of the company. In the case of an active/individual membership where the person wishes to retain the membership, then official notification must be made to the Membership Committee accompanied by a check for the remaining months of the fiscal year at the pro-rated monthly amount approved by the Board of Directors. The request shall also be subject to the approval of the Membership Committee and the Board of Directors.

SECTION 6. All members whose dues are delinquent 60 days, shall be automatically dropped from the roll of the Federation. Readmission to membership may be secured only by submitting a membership application which shall take the course prescribed for new members, except that no new initiation fee shall be required.

SECTION 7. Upon written complaint to the Board of Directors as to the conduct of any Federation member which is likely to react unfavorably upon the Federation, the Board of Directors may, by a three-fourths vote, rescind the membership of such offending member. However, any such member complained of shall be notified of such action and given the opportunity to present a defense against the complaint before the Board of Directors acts upon the complaint.

SECTION 8. Lifetime membership may be proposed by any member in good standing, in writing, to the Board of Directors, presenting the name and qualifications of the proposed Lifetime Member. The name and qualifications shall be read at two consecutive meetings of the Board of Directors, whereupon a two-thirds vote of the Board shall be required for acceptance. All consideration prior to such acceptance shall be held in the strictest confidence.

ARTICLE II DUES

SECTION 1. Annual dues for Active Members shall be established by the Board of Directors.

SECTION 2. Lifetime Members shall not be required to pay dues.

SECTION 3. The dues for Active Members, as specified herein, shall include dues in the American Advertising Federation and in Florida ... the Fourth District of the American Advertising Federation.

SECTION 4. Membership cards of all members shall carry the proper classification; i.e. ... Active or Lifetime plainly imprinted on the face of the card. Membership certificates shall carry a similar imprint.

SECTION 5. All dues shall be payable annually in advance, in accordance with the member's anniversary date.

SECTION 6. Initiation fees for all members shall be established by the Board of Directors.

SECTION 7. The foregoing schedule of dues and initiation fees shall be in force and effect until changed in accordance with Article III, Section 3 of the Constitution.

ARTICLE III DUTIES OF OFFICERS

SECTION 1. The President shall be the chief executive officer of the Federation and of the Board of Directors. He shall preside over all meetings of the Federation and of the Board of Directors. He shall be ex-officio member of all committees. The President shall sign all written contracts and obligations of the Federation in excess of \$25.00 which have met prior approval of the Board of Directors to be legal and binding on the Federation. President may, without Board approval, contract for single expenditures up to \$25.00. Furthermore, he will have the prime responsibility of the proper functioning of the Ad2/College Liaison, the Legislative Committee, **and the Executive Assistant position.**

SECTION 2. The President-Elect shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President. Furthermore, he shall have the prime responsibility for the proper functioning of the Community Service and Membership Committees.

SECTION 3. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of both the President and the President-Elect. Furthermore, he shall have the prime responsibility of the proper functioning of the Education, American Advertising Awards, and Diversity Committees.

SECTION 4. The Secretary shall record the minutes of all meetings of the Federation and of the Board of Directors, issue notices of meetings, keep all Federation records and perform all other duties customarily pertaining to the office. Furthermore, he shall have the prime responsibility of the proper functioning of the Communications, Public Relations, and Program Committees.

SECTION 5. The Treasurer shall receive and deposit in the name of the Federation, in a bank or financial institution selected by the Board of Directors, all Federation funds, make all authorized disbursements and issue receipts in the name of the Federation. Checks drawn on Federation funds shall be signed by 2 authorized signers from the Executive Committee. The Treasurer shall maintain adequate records of the Federation's financial transactions and shall furnish at each regular meeting of the Board of Directors an itemized statement of all receipts and expenditures of the Federation during the preceding month. A copy of this financial report shall be filed with and become a part of the minutes of such Board meetings. At the end of each fiscal year, the Treasurer shall render to the Board of Directors and the Federation membership an itemized statement of disbursements of the Federation for the fiscal year. This statement shall be certified by a Certified Public Accountant using standard accounting principals. Furthermore, he shall have the prime responsibility of the proper functioning of the Budget and Fund Raising Committee.

SECTION 6. The President and the Treasurer shall be bonded with a recognized bonding company, in an amount determined by the Board of Directors.

SECTION 7. The President shall serve as chairperson of the official Federation delegation to the Annual Convention of the American Advertising Federation and to the Annual Conference of the Fourth District American Advertising Federation. Expenses of registration fee and round trip transportation shall be paid by the Federation to the President and President-Elect for these conventions. In the event of the inability of the President and/or President-Elect to attend, their alternate(s) may be designated by the Board of Directors.

**ARTICLE IV
STANDING COMMITTEES**

SECTION 1. The Community Service Committee's duties shall consist of assisting in the promotion and advertising through Federation members, of approved civic projects and of supervising the Federation's activities in connection with civic projects.

SECTION 2. The Education Committee's duties shall consist of planning and supervising the educational activities of the Federation, both for its members and for students in colleges and secondary schools. **The education chair shall serve as the primary contact between OAF and any AAF college chapters in the Greater Orlando area.**

SECTION 3. The Budget & Fund Raising Committee's duties shall consist of the supervision, under the control of the Board of Directors, of the financing of the Federation and the preparation of all budgets.

SECTION 4. The Legislative Committee's duties shall consist of studying and reporting to the Board of Directors any proposed legislation affecting advertising in any of its forms, recommending action to the Board, and carrying out any other duties concerned with legislation as may be directed by the Board of Directors.

SECTION 5. The Membership Committee's duties shall consist of the direction of the work of securing new members, investigating proposed members and reporting its findings to the Board of Directors.

SECTION 6. The Program Committee's duties shall consist of providing interesting and educational programs of advertising significance for each regular Federation meeting.

SECTION 7. The Public Relations Committee's duties shall consist of securing desirable publicity regarding Federation meetings and activities and of otherwise promoting the prestige and standing of the Federation in the community.

SECTION 8. The Communications Committee's duties shall consist of being responsible for communications of the Federation including sending notices of all meetings and activities to membership.

SECTION 9. The Diversity Committee's duties shall consist of working to ensure inclusion of and promote opportunities for minorities in the advertising industry.

SECTION 10. The American Advertising Awards Committee's duties shall be to coordinate all local American Advertising Awards activities.

SECTION 11. The Ad 2 President shall serve as a voting member of the OAF Board of Directors, and shall serve as the primary contact between The Orlando Advertising Federation and Ad 2 Greater Orlando.

SECTION 12. All committee plans and activities shall be subject to the approval of the Board of Directors.

SECTION 13. Specific committee descriptions and responsibilities shall be as outlined in the OAF Policy Manual.

**ARTICLE V
ELECTION OF BOARD MEMBERS**

SECTION 1. The President, with the approval of the Board of Directors, shall appoint, at least sixty (60) days before the date of the Annual Federation Election, a Nominating Committee of three active members, only one of whom shall be a member of the Board of Directors. Such Director shall not be one whose term is expiring at this election. This Nominating Committee shall elect its own chairman at a special meeting called by the President immediately following its appointment.

SECTION 2. The Nominating Committee shall prepare a slate of nominees for the full-term directorships and for each unexpired term vacated by directors through death, resignation or removal since the preceding Annual Federation Election, and shall report these nominations in writing to the Board of Directors no later than thirty (30) days prior to the Annual Federation Election. Only one vote shall be allowed a past president who is serving on both the Board of Trustees and the Board of Directors.

SECTION 3. The Secretary shall announce the names of the nominees by mail to all Active Members of the Federation at least three weeks prior to the Annual Federation Election.

SECTION 4. Additional nominations may be made by written petition signed by at least five Active Members and filed with the Secretary at least fourteen days prior to the Annual Federation Election.

SECTION 5. No candidate shall be proposed for office unless his consent to serve has first been secured.

SECTION 6. The President, with the approval of the Board of Directors, shall appoint three election tellers who are not candidates for election, whose duty it shall be to count the ballots and to announce the results of the election.

SECTION 7. Voting shall be by secret written ballot. All Active Members in good standing shall be sent ballots by the Secretary by mail at least ten days prior to the Annual Federation Election, together with adequate directions as to where the ballots may be mailed or delivered to the election tellers, in the event the member is unable to attend the meeting. In case of ties, members attending the annual meeting will vote to break same. Mailed-in ballots shall not be opened until counting of ballots at Annual Meeting.

**ARTICLE VI
QUORUMS**

SECTION 1. Twenty-five percent of the Active Members, in person or represented by written proxy, shall constitute a quorum for the transaction of ordinary business at any meeting of the Federation.

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

SECTION 3. A Majority of any Committee shall constitute its quorum.

**ARTICLE VII
ORDERS OF BUSINESS**

SECTION 1. Robert's Rules of Order shall govern in all matters not covered by the Constitution and By-Laws.

SECTION 2. The normal order of business for all meetings of the Federation shall be prescribed by the presiding officer.

**ARTICLE VIII
CHANGES IN BY-LAWS**

SECTION 1. These By-Laws may be amended by a two-thirds vote of the Active Members present or represented by written proxy at any regular meeting, provided however, that any amendment must be submitted to the President in writing, signed by at least fifteen percent (15%) of the Active Membership in good standing or by a majority of the Board of Directors, at least four weeks prior to the meeting at which it is moved for adoption; and provided further, that the Secretary shall mail to the last known mailing address of each Active Member written notice

of such proposed amendment at least two weeks prior to the date of the meeting at which it is moved for adoption. The President shall place said amendment before membership for action within sixty days of date of receipt of proposed amendment.