

## **BY-LAWS**

### **OF**

#### **ORLANDO AREA ADVERTISING FEDERATION, INC.**

#### **D/B/A AMERICAN ADVERTISING FEDERATION-ORLANDO**

(ADOPTED 1968, REV. 1986, REV. 1992, REV. 1998, REV. 2000, REV. 2001, REV. 2009)

### **Article I. NAME AND OFFICES**

Section 1.01 Name. The name of this corporation is **ORLANDO AREA ADVERTISING FEDERATION INC. d/b/a AMERICAN ADVERTISING FEDERATION-ORLANDO** (hereinafter referred to as the “Federation”), and shall be affiliated with the **AMERICAN ADVERTISING FEDERATION** (hereinafter referred to as “AAF”) and the Fourth District AAF.

Section 1.02 Principal Office. The principle office of the Federation shall be located at such place within the limits of Orange County, State of Florida, United States of America, as the Board of Directors may from time to time designate.

Section 1.03 Registered Office and Agent. The Federation shall have and continuously maintain in the State a registered office and have a registered agent, as required by law. Such office may, but need not, be identical with the principal office of the Federation in the State of Florida. The Federation may from time to time change its registered office or its registered agent, or both, by a resolution of the Board of Directors that adopts the change and authorizes an officer to execute and submit for filing with the Department of State a statement of change setting forth the information required by law. Any new registered agent designated by such statement shall acknowledge in writing such statement, and any new or successor registered agent shall simultaneously file with the Department of State a written statement, in the form and manner prescribed by law, accepting the appointment and stating the registered agent’s familiarity with and acceptance of the obligations provided for under the laws of the State.

### **Article II. PURPOSES**

Section 2.01 Statement of Purpose. The Federation shall be a nonprofit corporation. As stated in the Articles of Incorporation, the purposes for which the Federation is organized are exclusively charitable and educational within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 (the “Code”), and the

Federation shall comply with this and all other provisions and restrictions set forth in the Articles of Incorporation.

In furtherance of the charitable and educational purposes of the Federation, the Federation shall provide leadership on issues involving and affecting the advertising industry, and, through the efforts of its members:

- To strive for the betterment of advertising in all areas affecting the advancement and general welfare of the business and its service to the public.
- To provide forums for the interchange of advertising ideas, knowledge and experience.
- To protect advertising from legislation and regulation which could over-regulate and unduly restrain advertising and which would be harmful to the advertising industry.
- To cooperate with government officials at the state and local levels and to represent the industry's positions before legislative and administrative bodies.
- To establish and promote industry self regulation by the practitioners of advertising.
- 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.
- To recognize excellence in advertising.
- To assist and promote public service causes.
- To offer programs to promote fellowship, communication, career enhancement, and education among members of the advertising industry.
- To elevate the profile of the greater Orlando area 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 fellowship, understanding and cooperation among the various disciplines of the advertising profession.

### **Article III. MEMBERSHIP**

Section 3.01 Approval. All applicants for membership or any transfer of membership shall be subject to majority approval by the Federation's Board of Directors.

Section 3.02 Eligibility. Membership shall be open to all persons of good standing who buy, sell, or create advertising, publicity, or public relations; who support the objectives of the Federation.

Section 3.03 Categories of Membership. Categories of membership shall be established by the Federation's Board of Directors and may include, without limitation, Individual, Corporate, Active, Associate, Lifetime, Honorary and other categories as the Executive Officers deem appropriate.

Section 3.04 Application. Prospective members who complete and submit the required application accompanied by the appropriate payments, shall be subject to an official vote requiring a majority approval by the Federation's Board of Directors. Those members who are voted in and approved by the Federation's Board of Directors will be referred to herein as "Federation Members."

### **Article IV. MEMBERSHIP DUES**

Section 4.01 Establishment. Dues for Federation Members shall be established by the Board of Directors. Dues are payable in advance of membership activation.

Section 4.02 Delinquent Accounts. Any Federation Member whose dues have been in arrears for thirty (30) days shall be so notified by the Federation. If such arrears are not paid within thirty (30) days after such notification, the delinquent Federation Member shall have his or her membership revoked. Only those Federation Members whose dues are current shall be entitled to vote on Federation business and elections, or hold a position on the Federation's Board of Directors.

Section 4.03 Discount. All former Federation Presidents shall be entitled to a fifty percent (50%) reduction of membership dues and shall be contingent on their dues being kept current and not in arrears.

Section 4.04 Lifetime Memberships. Lifetime memberships without expiration shall be granted to all Federation Silver Medal recipients.

### **Article V. BOARD OF DIRECTORS AND OFFICERS**

Section 5.01 Management. The management of the affairs of the Federation shall be vested in the Federation's Board of Directors (the "Board of Directors"). The Board of Directors shall have charge of the general management of the Federation, approve all

applications for membership, hear all grievances, authorize and audit all expenditures and approve all non-elected appointments.

Section 5.02 Number of Directors. The Board of Directors shall be elected by the membership of the Federation and consist of at least three percent (3%) of the total number of members.

Section 5.03 Officers. The executive officers of the Federation shall consist of a President, Vice President, Secretary, Treasurer and Ad 2 President. There may be such other officers of the Federation as the Board of Directors may determine from time to time. Any two or more offices may be held by one person.

Section 5.04 Eligibility. Any Federation Member in good standing shall be eligible for election to the Federation's Board of Directors. The term of office for Executive Officers shall be for one (1) year or until his or her resignation or removal or until their respective successors are elected and take office. Directors shall be elected for a term of three (3) years or until his or her resignation or removal or until their respective successors are elected and take office.

Section 5.05 Removal. By majority vote, the Federation's Board of Directors are authorized to remove a Director who has missed three (3) Board meetings without prior written notice or who has demonstrated non-performance of duties as outlined in the Federation By-laws. In the event of death, resignation, or removal of any Director, the President shall have the authority to appoint, with the prior majority approval of the Board of Directors, a successor who shall take office immediately and serve until the next annual election.

Section 5.06 Immediate Past President. The Immediate Past President shall serve as a Director on the Federation's Board of Directors. The Immediate Past President shall finalize uncompleted projects from the previous year and shall make himself/herself available to serve and assist the current President as needed or requested.

## **Article VI. DUTIES OF OFFICERS**

Section 6.01 President. The President shall be the chief executive officer of the Federation and as such provide active leadership for the Federation. He/She shall preside over all meetings of the Federation and represent the Federation in all necessary capacities not delegated to the other officers. The President shall be an ex-officio member of all Standing Committees except the Nominating Committee, and shall appoint all Standing Committee Chairs with the exception of the Nominating Committee. Such appointments shall be subject to the majority approval of the Federation's Board of Directors. The President will also act as the Federation's primary liaison with the AAF. The President shall sign all written contracts and obligations of the Federation, which must have prior majority approval of the Federation's Board of Directors to be legal and binding.

The President shall represent the Federation at the National Convention of the AMERICAN ADVERTISING FEDERATION and all conferences of the Fourth District AAF. Expenses related to registration fees, hotels and round-trip transportation shall be paid for by the Federation or reimbursed to the President, or his replacement. In the event of the inability of the President to attend these conventions, conferences, his replacement shall be the Vice President. Should the Vice President be unavailable, another replacement shall be appointed by the President and subject to majority approval from the Federation's Board of Directors.

Section 6.02 Vice President. The Vice President shall assist the President in all his/her duties and shall be vested with all the powers and shall perform all duties of the President in the absence or disability of the latter.

Section 6.03 Secretary. The Secretary shall give written notice of all meetings of the Federation to the Federation's Board of Directors and shall keep accurate and detailed minutes of each meeting. He/she shall conduct any correspondence to the Federation under the direction of the Federation's Board of Directors and/or the President, send out all notices, handle all mail and keep records of the Federation's official documents.

Section 6.04 Treasurer. The Treasurer shall supervise, under the control of the Federation's Board of Directors, the finances of the Federation, in a bank or trust company selected by the Federation's Board of Directors, all Federation monies; collect all sums due to the Federation from all sources; issue receipts; make all authorized disbursements; and at each meeting of the Federation's Board of Directors, present a current Balance Sheet, Profit & Loss Statement and Bank Account Summaries. At the final meeting of the Federation's Board of Directors, the Treasurer shall render an itemized statement certified by an Auditing Committee composed of three (3) individuals appointed by the President, of the financial condition of receipts and disbursements of the Federation of the current fiscal year. The Treasurer shall be bonded for an amount to be determined by the Federation's Board of Directors.

## **Article VII. BOARD OF TRUSTEES**

Section 7.01 Eligibility. All former Federation Presidents whose membership dues remain current and in good standing, shall be entitled to serve on the Federation's Board of Trustees (the "Board of Trustees"). The Board of Trustees shall be chaired as they deem appropriate and meet on a quarterly basis to address, without limitation, issues, concerns and suggestions to help guide and mentor the current Federation's Board of Directors.

Section 7.02 Voting Power. The Board of Trustees shall be entitled to one (1) vote on the Federation's Board of Directors; provided that at least one (1) representative member of the Board of Trustees is present at the time of the vote. Absence at the time of any vote will automatically disqualify the Board of Trustees' right to have their vote recognized.

## **Article VIII. AD 2 ORLANDO**

Section 8.01 Affiliation. Ad 2 Orlando is a direct affiliate of the Federation, serving as an organization within an organization. Ad 2 Orlando will operate under the governance of the Federation Constitution and Bylaws and the Ad 2 Orlando/AAF-Orlando Affiliation Agreement (see Schedule A). Ad 2 Orlando will retain its affiliation as part of AAF's National Ad 2 and its own delegates on the 4th District board.

Section 8.02 Mission. Ad 2 Orlando's mission is to provide young advertising, marketing and communication professionals with the contacts, education and leadership opportunities they need to become tomorrow's industry leaders. The Board of Directors is dedicated to supporting the Ad 2 Board of Directors' initiatives to serve the Federation's Members aged 18-32 and mentor them by teaching leadership skills and overall industry education.

Section 8.03 Management. The management of the affairs of Ad 2 Orlando shall be vested in the Ad 2 Orlando Board of Directors (the "Ad 2 Board of Directors"). The Ad 2 Board of Directors shall have charge of the general management of Ad 2 Orlando, approve all applications for membership, hear all grievances, authorize and audit all expenditures and approve all non-elected appointments.

Section 8.04 Ad 2 Board of Directors. The Ad 2 Board of Directors shall be elected by membership of Ad 2 Orlando and shall consist of at least three percent (3%) of the total number of the Ad 2 Orlando members.

Section 8.05 Eligibility. Only Ad 2 Orlando members in good standing may serve on the Ad 2 Board of Directors.

Section 8.06 Ad 2 Board Composition. The Ad 2 board is composed of a President and Ad 2 Committee Chairs, including but not limited to President-Elect, Communications Chair, Diversity Chair, Education Chair, Government Relations Chair, Membership Chair, Programs Chair, Public Relations Chair, Public Service Chair, Socials Chair and Sponsorships Chair..

Section 8.07 Membership Dues. Ad 2 Orlando membership is offered at a reduced rate, and Ad 2 Orlando members receive the benefits of Federation Members, except that they are not eligible to serve on the Federation Board or Directors, with the following exceptions:

- The Ad 2 Orlando president receives a one (1) year appointment to the Federation Board of Directors that coincides with his/her Ad 2 Orlando presidency.
- Members of the Ad 2 Board of Directors are eligible to run for election to the Federation Board of Directors after serving on the Ad 2 Board of Directors for a one (1) year period.

## **Article IX. STANDING COMMITTEES**

Section 9.01 Chair Appointments. The President shall, with the majority approval of the Federation's Board of Directors, appoint the chair of each one of the Federation's Standing Committees. All committee chairs shall serve for a one (1) year term or until resignation or removal or their successors are appointed.

Section 9.02 Mission. The Standing Committees and their appointed Chairs are responsible for shaping the present and future of the Federation. Each year, the Federation shall call upon Federation Members to serve as Standing Committee Chairs and Members to both plan and execute the Federation's highest profile initiatives including, but not limited to, the ADDY Awards, professional and social programs, strategic partnerships, and government relations. The Federation's Standing Committees also give back to the community by spearheading public service campaigns and by working with regional educational institutions in providing mentoring and scholarship programs to the next generation of advertising professionals.

Section 9.03 Duties. The duties and responsibilities of the Standing Committees shall include:

- Appoint enough committee members to manage all aspects of the committee's objectives.
- Lead the committee and guide its direction toward realizing those objectives.
- Oversee and manage the work, deadlines and responsibilities of committee members.
- Manage the budget allowances allocated for the committee.
- Employ fiscal responsibility to spending and income decisions.
- Secure the approval of the Federation's Board of Directors for all anticipated expenses before entering into any agreements or arrangements.
- Attend all of the Federation's Board Meetings and prepare a written report of the status of the committee's accomplishments and action plans.

Section 9.04 Standing Committees. Standing Committees may include, but shall not be limited to:

- **ADDY® Awards Planning**

The ADDY® Planning Committee is responsible for planning and executing the call-to-entries process and the awards ceremony for the local Orlando competition, as well as forwarding winners to district.

- **Communications**

The Communications Committee is responsible for keeping members informed about upcoming events, programs, special functions and general news using the 4<sup>th</sup> District AAF database e-mail application or other means when necessary.

- **Multi-Cultural Initiatives**

The Multi-Cultural and Diversity Initiatives Committee promotes the importance of ethnic diversity and multi-cultural initiatives within the Federation and the local advertising industry. The committee will identify opportunities for the Federation to expand their reach and value to more diverse markets, industries and members and encourage involvement and membership of diverse groups within the Federation.

- **Education & Scholarships**

The Education & Scholarships Committee serves as a resource for area colleges and universities through events such as the Student ADDY awards, educational tours, seminars, portfolio reviews, and mentoring opportunities. The committee will also assist with the screening of scholarship candidates.

- **Government Relations**

The Government Relations Committee monitors legislative activity affecting the advertising industry and lobbies for positive change. The committee works in conjunction with activities of AAF District 4 and AAF National Headquarters.

- **Membership**

The Membership Committee is dedicated to growing the Federation with ongoing recruitment efforts throughout the Orlando advertising community while ensuring that current members are getting the most out of their membership. This committee works in concert with all the other Federation committees, as it is also responsible for creating and producing updated membership recruitment and promotional materials.

- **Programs & Events**

The Programs & Events Committee is charged with providing social, educational and networking opportunities for Federation Members by offering speakers that foster actively interested members, well attended meetings and membership growth. In addition, the committee creates and implements various social events and educational programs. These programs are intended to enhance the knowledge advertising professionals about the industry. The committee will also seek out partnerships with other industry-related organizations in Orlando to provide additional exposure to speakers and seminars.

- **Historian**

The Historian Committee collects and maintains any documents or publications of potential future interest to the Federation. The Historian Committee also archives the entries submitted into the National Club Achievement Competition. Additionally, the Historian Committee captures important moments, events, programs and meetings

through pictures and video which are later archived and published on the Federation web site.

- **Marketing & Public Relations**

The Marketing & Public Relations Committee works with the local media to generate press and exposure for the Federation with the goal of enhancing the club's image within the Orlando business community while cultivating membership prospects. The committee also oversees the Federation branding efforts both in print and online and works to develop marketing materials/campaigns promoting the club.

- **Socials**

The Socials Committees identifies and plans social events for all demographics of the federation by investigating and securing potential locations to host special events. In addition, the Socials Committee oversees all creative for event materials and publicity for each event. The purpose of these socials is to provide members and prospects networking and deepen their relationships within the Federation.

- **Sponsorships**

The Sponsorships Committee recommends and solicits sponsorship programs for the various events of the Federation. The committee will define levels of sponsorships, work with individual event committees on sponsorship efforts, and explore sustaining sponsorships for the Federation. In addition, the committee will develop and implement strategies for attracting new sponsors, solicit targeted sponsorships, ensure sponsor benefits are provided and sponsors are satisfied with their participation, and develop sponsor "thank you" initiatives.

- **Strategic Partnerships**

The purpose of the Strategic Partnerships Committee is to foster relationships with organizations that share mutual goals and values thus creating a stronger and more unified coalition to address the diverse needs of the local community. From time to time, the Strategic Partnership Committee will seek out opportunities to combine events, activities, socials and programs of mutual interest in an attempt to increase overall attendance and participation with renegotiated revenue splits.

- **Web & Interactive Services**

The Web & Interactive Services Committee ensures that information on the Federation website is current and serves not only as a portal for current and prospective Federation Members but also as a source of revenue. The committee also improves the use of interactive tools and services.

- **Public Service**

The Public Service Committee will research, develop and deliver projects that effectively use advertising techniques to support local, regional and/or national programs on behalf of public interest and/or community betterment. Public service campaigns contribute greatly to the overall enhancement of advertising's image.

- **Silver Medal Award Selection**

The Silver Medal Award Selection Committee plans, executes and promotes the Silver Medal Award Program. The Silver Medal Award recognizes men and women who have made outstanding contributions to advertising and their community. Every year, this committee is chaired by the Immediate Past President and the current Silver Medal recipient. (See Schedule B).

- **Finance**

The Finance Committee supervises, under the control of the Federation's Board of Directors and the Treasurer, the finances of the Federation and prepares all budgets.

- **Advertising Standards**

The Advertising Standards Committee works toward effective self regulation and higher standards of ethics and good taste in advertising and develops a close working relationship between the Federation and the local Better Business Bureau.

- **Club Achievement**

The Club Achievement Committee promotes the national Club Achievement Competition to assist other committee chairs in preparing the material needed for entering, and to supervise the preparation of entries.

Section 9.05 Special Committees. The President, with the majority approval of the Federation's Board of Directors, shall also appoint such special committees as may be needed to carry on the work of the Federation and shall name the chair of each.

Section 9.06 Authority. No committee shall have the independent authority to commit the Federation on the matters of policy or to create financial obligations. All committee plans and actions shall be subject to the majority approval of the Federation's Board of Directors.

## **Article X. MEETINGS**

Section 10.01 Annual Business Meeting. The Annual Business Meeting of the Federation shall be held no later than the last day of June of each year.

Section 10.02 Meetings. A schedule of regular meetings of the Federation's Board of Directors shall be set by the Board within sixty (60) days after the annual election. Special meetings of the Federation's Board of Directors may be called by the President by notice in writing, sent to each of the members of the Board at least five (5) days before the called meeting. Special meetings of the Federation's Board of Directors may also be called by the Secretary upon written notices to him/her, signed by at least four (4) board members. The requirement of a five (5) day notice may be waived upon consent of a majority of the Federations Board of Directors, expressed in writing or by attendance at the called meeting.

Section 10.03 Special Meetings. Special meetings may be called by the President, by the Federation's Board of Directors, or by written request from ten percent (10%) of the Federation Members in good standing.

Section 10.04 Notice. Notice of the Annual Business Meeting and of each special meeting shall be sent by the Secretary to every Federation Member at his/her last known address at least two weeks prior to the date of such meeting giving the date, hour, place and purpose of the meeting.

## **Article XI. QUORUM**

Section 11.01 General Membership Business. For general membership business, quorum is not required so long as the Federation is compliant with Article X, Section 4 of these Bylaws.

Section 11.02 Board of Directors. One-third (1/3) of the Federation's Board of Directors shall constitute its quorum.

Section 11.03 Standing Committees. Fifty percent (50%) attendance of any Standing Committee shall constitute its quorum.

## **Article XII. ELECTIONS**

Section 12.01 Time and Eligibility. Elections shall be held at the Annual Business Meeting and shall be by secret ballot. Only Federation Members in good standing may be nominated for office or be allowed to vote.

Section 12.02 Nominating Committee. The Federation's Board of Directors shall appoint, at least sixty (60) days before the Annual Business Meeting, a Nominating Committee of three (3) Federation Members in good standing, a majority of whom must not be a member of the current Federation's Board of Directors.

Section 12.03 Nominees. The Nominating Committee shall prepare a list of nominees. No nominee shall be proposed for office by The Nominating Committee unless his/her consent to serve has been secured. The Nominating Committee shall report its nominations in writing to all Federation Members at least thirty (30) days

prior to the elections and shall inform them that they may nominate alternate choices if they so desire.

Section 12.04 Ad 2 Nominations. Forty-five (45) days prior to the election, the Nominating Committee chair shall ask the Ad 2 Orlando President if any members of the Ad 2 Board of Directors are eligible and willing to run for election to the Federation Board of Directors. Any interested and eligible members will be added to the slate presented to the membership.

Section 12.05 Timing. Nominations from the membership must be presented to the Federation's Secretary at least fifteen (15) business days prior to the Annual Business Meeting. 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.

Section 12.06 Ballot Procedure. Not later than ten (10) business days before the elections, the Nominating Committee shall issue the final nomination selection in writing to all voting Federation Members, incorporating any additional candidates who have been properly endorsed. The Secretary shall send the final ballot to only those Federation Members in good standing. Each Federation Member shall mark his ballot and personally deliver it to the Chair of the Nominating Committee at the Annual Business Meeting. Additional ballots may be available at the Annual Business Meeting.

Section 12.07 Tally. On the date set for the elections, the Chair of the Nominating Committee shall preside at the elections. He shall be assisted by two (2) tellers, appointed by the Nominating Chair and approved by the Federation's Board of Directors. The tellers may not be candidates for elections. The ballots shall be tallied by the tellers. 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.

Section 12.08 Transition Period. The Executive Officers shall, in their best efforts, designate a transition period between the Federation's Board of Directors.

### **Article XIII. ADOPTION OF BY-LAWS**

Section 13.01 Adoption. These By-Laws shall become the By-Laws of the Orlando Area Advertising Federation, Inc., d/b/a American Advertising Federation-Orlando upon approval by a two-thirds (2/3) vote of the Federation Members present at any regular or special meeting, provided Federation Members have been given written notice at least two (2) weeks in advance.

## **Article XIV. PARLIAMENTARY AUTHORITY**

Section 14.01 Parliamentary Authority. Roberts' Rules of Order Newly Revised shall be the authority of this Federation in all matters not covered by these By-Laws.

## **Article XV. AMENDMENTS TO BYLAWS**

Section 15.01 Power to Amend. The By-Laws may be amended by two-thirds (2/3) vote of the Federation Members present at any business meeting.

Section 15.02 Proposals. Amendments must be proposed in writing by Federation Members in good standing and a copy thereof must be presented to the Federation's Board of Directors at least two (2) weeks before the meeting at which it is moved for adoption.

Section 15.03 Notice. Notice of any proposed amendment shall be mailed or e-mailed to all Federation Members no more than one (1) week after it has been presented to the Federation's Board of Directors. This may also be done through the Federation's web-based publication or e-mail announcement.

## **Article XVI. MISCELLANEOUS**

Section 16.01 Books and Minutes. The Federation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board of Directors.

Section 16.02 Fiscal Year. The fiscal year of the Federation shall end on the last day of June in each year.

Section 16.03 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Florida Not For Profit Corporation Act (the "Act") or any successor thereto, or under the provisions of the Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **Article XVII. INDEMNIFICATION**

Section 17.01 Provision of Indemnification. Except as otherwise provided in Section 17.02 of these Bylaws, the Federation shall, to the fullest extent permitted or required by the Statute (as hereinafter defined), indemnify each Director, Officer, employee, or agent of the Federation against any and all liabilities, and advance any and all reasonable expenses as incurred by a Director, Officer, employee, or agent,

arising out of or in connection with any proceeding, including any appeal thereof, to which such Director, Officer, employee, or agent is or was a party because he or she is or was a Director, Officer, employee, or agent of the Federation, or because he or she is or was serving at the request of the Federation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, Board resolution, the Statute or otherwise. The Federation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section 17.01 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Federation would be obligated to indemnify such person under this Section 17. The term "Statute," as used in this Article, shall mean Sections 617.0831, 617.0834, 607.0831 and 607.0850 of Florida Statutes and all amendments thereto which permit or require the Federation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 607.0850 of the Florida Statutes.

Section 17.02 Private Corporation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is an "excess benefit transaction" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 617.0835 of the Florida Statutes or any similar successor provision thereto.

SCHEDULE A

AD 2 ORLANDO/AMERICAN ADVERTISING FEDERATION-ORLANDO  
AFFILIATION AGREEMENT

**AD 2 ORLANDO/AMERICAN ADVERTISING FEDERATION-ORLANDO  
AFFILIATION AGREEMENT  
November 26, 2008**

**Affiliation**

Ad 2 Orlando is a direct affiliate of the American Advertising Federation-Orlando (AAF-O), serving as an organization within an organization.

Ad 2 Orlando will operate under the governance of the AAF-O Constitution and Bylaws, and will maintain an Ad 2 Operating Manual, as recognized in the AAF-O Constitution and Bylaws.

Ad 2 Orlando will retain its affiliation as part of AAF's National Ad 2.

Ad 2 Greater Orlando will retain its own delegates on the 4<sup>th</sup> District level.

Ad 2 Orlando's mission is to provide young advertising, marketing and communication professionals with the contacts, education and leadership opportunities they need to become tomorrow's industry leaders.

The AAF-O Board of Directors' dedication to Ad 2 is to support the Ad 2 Board of Directors' initiatives to serve the AAF-O membership ages 18-32 and mentor them by teaching leadership skills and overall industry education.

**Membership**

A unified membership structure will be applied: any eligible person between the ages of 18 and 32 will be given a "dual membership" into AAF-O and Ad 2.

Prospective Ad Fed members meeting the Ad 2 eligibility requirements (18-32) will become Ad 2 members at the Ad 2 membership rate and will receive the full benefits of both Ad 2 and AAF-O.

If, however, a prospect aged 32 years or younger would like to be only an AAF-O member to be identified as such, they will pay the higher AAF-O member rate. Ad 2 members aging out of Ad 2 will automatically be able to renew as AAF-O members at the AAF-O rate.

The AAF-O Treasury will pay district and National dues for both AAF-O and Ad 2 members.

AAF-O and Ad 2 databases will be updated and maintained by the AAF-O Executive Assistant.

Ad 2 Membership rate for both new and renewal memberships shall be \$70.

**Structure**

AAF-O recognizes two Board of Directors — one AAF- Board of Directors to oversee the business of all AAF-O members and second Ad 2 Board of Directors to oversee the business and initiatives catered to the Ad 2 membership. The Board of Directors will consist of the respective President and appointed or elected Committee Chairs or Co-Chairs.

Each year, the Ad 2 Board of Directors will elect a President from its membership. The President of Ad 2 Orlando shall sit as a voting member of the AAF-O Board of Directors, reporting directly to the AAF-O President. The AAF-O President shall also sit as a voting member of the Ad 2 Board of Directors to represent the vision for the organization as a whole.

Members of the Ad 2 Board of Directors are eligible to hold a position on the AAF-O Board of Directors if desired after serving on the Ad 2 Board of Directors for a one-year period.

While Ad 2 and AAF-O Committee Chairs(s) will correspond regularly with one another, the Ad 2 and AAF-O Presidents are responsible for ensuring the collaboration between the Board of Directors.

The Ad 2 Orlando President, will appoint the following Committee Chairs, to comprise the Ad 2 Board of Directors. All Chairs report directly to the Ad 2 Orlando President.

**Public Service Chair(s):**

- The Ad 2 Public Service Chair and Committee will maintain an autonomous public service project in accordance with National Ad 2 and AAF guidelines.
- The Ad 2 President and Public Service Committee may or may not choose to participate in the additional public service initiatives of AAF-O, the 4th District and AAF.
- The Ad 2 and AAF-O Public Service Chairs will should ensure that public service efforts conducted in the local market do not erode or compete with each other

**Education Chair(s)**

- The Ad 2 Education Chair(s) will identify programs tailored to young professionals and students, such as resume, skill and portfolio building.
- Ad 2 and AAF-O Education and Education Program Chairs will collaborate to ensure programming content and dates are complimentary, not competitive.

**Communications Chair(s):**

1. The Ad 2 Communications Chair(s) is responsible for ensuring information on Ad 2 initiatives is communicated to all AAF-O members when deemed appropriate by the Ad 2 and AAF-O Communications Chairs.
2. Ad 2 may have a page on the AAF-O website, but will maintain their own website to represent the needs and interests of the Ad 2 membership.
3. Ad 2 may seek other communications mediums to reach the 18-32 demographic, including but not limited to social media and blogging websites.
4. Ad 2 will maintain a separate newsletter from AAF-O to represent the needs and interests of the Ad 2 membership.

**Programs Chair(s)**

1. The Ad 2 Programs Chair(s) will operate independently from the AAF-O Programs Committee to identify and plan educational programs, which interest the Ad2 membership. The Ad 2 and AAF-O Programs Chair(s) will ensure the content and dates of the events are complimentary, not competitive by outlining a calendar at the start of the year and communicating any changes to one another.
2. All communication that promotes Ad 2 programs will include the AAF-Orlando logo and note that any discounted member rates apply for all members — Ad 2 and AAF-O.

**Socials Chair(s)**

1. The Ad 2 Social Chair(s) will identify and plan social and networking events that will appeal to the Ad 2 membership. The Ad 2 Socials Chair and AAF-O Programs/Special Events Chair(s) are responsible for ensuring event dates are complimentary, not competitive. chair(s) will ensure the events are complimentary, not competitive by outlining a calendar at the start of the year and communicating any changes to one another.
2. The Ad 2 Socials Chair(s) and AAF-O Programs/Special Events Chair may also develop “joint” socials and events that foster networking among the entire AAF-O membership.
3. Communication that promotes Ad 2 programs will be distributed to all AAF-O members, include the Ad 2 and AAF-Orlando logo and specify that member rates apply for all members — Ad 2 and AAF-O.

4. Communication that promotes “joint” socials and events will be distributed to all AAF-O members, include the Ad 2 and AAF-Orlando logo and specify that member rates apply for all members — Ad 2 and AAF-O.

#### **Membership Chair(s)**

1. The Ad 2 Membership Chair(s) will identify segments of the 18-32 population from which to recruit new members and develop initiatives to recruit and retain them.
2. The Ad 2 and AAF-O Membership Chair(s) will ensure membership initiatives are catered to the appropriate demographic (18-32 for Ad 2 and 32+ for AAF-O) to position the affiliation as complementary and beneficial, not competitive.
3. The Ad 2 and AAF-O Membership Chair(s) should outline membership objectives and initiatives at the beginning of the year and communicate regularly to report any changes to objectives or results achieved.
4. Any printed membership collateral produced by either Ad 2 or AAF-O should carry both logos — Ad 2 and AAF-O to communicate the affiliation.

#### **Government Relations Chair(s):**

1. AAF-O represents the interests of the advertising community through continued lobbying to build relationships and communicate on legislative issues as needed.
2. Ad 2 Orlando will support these initiatives by appointing an Ad 2 Government Relations Chair, who will help plan initiatives in conjunction with the AAF-O Government Relations Chair, educate Ad 2 Board members on issues and ensure communication on legislative issues is distributed to Ad 2 members regularly and when necessary to act.

#### **Public Relations Chair(s)**

1. The Ad 2 Public Relations Chair will operate independently to oversee public relations activities, including but not limited to media relations and press releases, to position Ad 2 Orlando as the organization for young advertising professionals in the market.
2. The boilerplate copy used for releases distributed on behalf of the Ad 2 Public Relations Chair and AAF-O Public Relations Chair will note the affiliation between the groups to build and maintain accurate perceptions of a unified organization.
3. The Ad 2 and AAF-O Public Relations Chair(s) should outline public relations objectives and initiatives at the beginning of the year and communicate regularly to report any changes to objectives or results achieved.

#### **Sponsorship Chair(s):**

1. The Ad 2 Sponsorship Chair(s) will focus on securing sponsorships and in-kind donations to support initiatives set by the Ad 2 Membership, Programs, Socials and Education Chairs.
2. The Ad 2 and AAF-O Sponsorship Chair(s) will ensure that efforts to secure sponsors are complimentary, not competitive by outlining a list of needs and prospects at the start of the year and communicating regularly to report new any sponsors secured and opportunities identified.

#### **Treasury**

The AAF-O Treasurer will manage the financial reporting and documentation of all Ad 2 line items included in the AAF-O budget. Each year, Ad 2 will request an appropriate budget to serve the needs of AAF-O members ages 18-32, which will be used in a variety of ways as determined by the Ad 2 President and the Ad 2 Board of Directors.

Line items may include but are not limited to the following:

4AAF Conference Registration/Travel/Lodging  
AAF Conference Registration/Travel/Lodging  
4AAF Dues

AAF Dues  
National Ad 2 Dues  
Board Meetings/Rewards  
Club Achievement Entries  
Club Achievement Supplies/Shipping  
Membership Initiatives  
Programs  
Socials  
Education  
Communications  
Website Hosting

The Ad 2 President and President-Elect are responsible for submitting the requested budget to the AAF-O President in May of each year based on the needs identified by the Board of Directors.

Expenditures for each line item are to be reported monthly by the Treasurer at the AAF-O Board of Directors meeting, allowing the Ad 2 President to know, at all times, the budget status of Ad 2 line items.

The Ad 2 Orlando President and Board of Directors is responsible for submitting expense reports to the AAF-O Treasurer to document expenses and sending any income generated through Ad 2 initiatives to the Treasurer in a timely matter.

The Ad 2 President may, at any time, request additional budget line items for new/special programs identified for approval by the AAF-O Board of Directors.

### **Insurance Coverage**

As a direct **affiliate** of the Orlando Advertising Federation, Ad 2 will be covered under the insurance rider of AAF-O.

### **Identity**

Ad 2 will retain a separate logo for identity purposes. AAF-O and Ad 2 logos will coexist on all membership and programming collateral.

### **Affiliation Review**

On or before May of each year, the Ad 2 and AAF-O Presidents and President Elects shall meet to review the agreement and make alteration and/or enhancement recommendations if necessary or deemed appropriate. At this time, a recommended budget will be established for inclusion in the AAF-O Budget for the upcoming July-June fiscal year.

Both the Ad 2 and AAF-O Presidents, along with their respective Boards of Directors have the right to review at any time this affiliation.

**SCHEDULE B**

**AMERICAN ADVERTISING FEDERATION-ORLANDO SILVER MEDAL AWARD  
SELECTION AND RECOGNITION GUIDELINES**

**American Advertising Federation-Orlando  
Silver Medal Award  
Selection and Recognition Guidelines**

**History:**

The Silver Medal Award had historically been conducted, selected and given by the past Silver Medalists only. An annual luncheon or dinner would be scheduled and whichever past Silver Medalists could attend would be the selection committee. Selections were based on the four criteria as outlined by National AAF, however, the nomination and selection process had been loosely conducted through minimal written submissions and open discussion. The Silver Medal recipient would be announced and receive his/her award within the context of the ADDY Awards event.

Unfortunately, the Award had lost its esteem and value with the Central Florida advertising industry. It was perceived as something unattainable and would only be passed on to other older past industry leaders who were known within the circle of past Silver Medalists. Therefore, apathy and disinterest by American Advertising Federation-Orlando (AAF-Orlando) members and the ad community towards the Silver Medal Award was pervasive. In 1999-2000, the president, board leadership and past Silver Medalists went through a long process to restructure the entire approach to the nomination, selection and recognition process for the Award. The results and policies, as outlined in this document, have been followed since and have succeeded in repositioning the Silver Medal Award as one that is respected, attainable, inspirational and aspirational.

In addition to the four selection criteria defined by National AAF (Contributions to Company, Creativity, Advancement of the Industry, and Contributions to Community), the Selection Committee added a fifth criteria, due to its importance in the Central Florida ad community — Contributions to Education. This new criteria is defined as the nominee's contributions to advertising education at area high schools and colleges/universities, mentoring ad students or young professionals, and/or through contributions to help further advance the professional development and education of ad professionals in the market. The Silver Medal Award recognition ceremony and event has replaced a regular AAF-Orlando luncheon program event. It has become a signature event for AAF-Orlando.

**Committee Leadership and Responsibilities:**

- Current Silver Medalist is one of the two Silver Medal Committee Co-chairs.
- Immediate Past AAF-Orlando President is the other Silver Medal Committee Co-chair.
- The two shall divide up responsibilities for the selection and recognition process; their responsibilities include setting the date, time and location of the selection meeting, notifying the selection committee members, and overseeing the selection meeting. They will also notify the winner, provide them with information regarding the recognition ceremony, and organization the content of the recognition ceremony and event. (The AAF-Orlando Programs Committee is responsible for venue arrangements, logistics, event promotion and attendance.)

**Composition of the Selection Committee:**

- Seven (maximum number) past Silver Medal Award recipients

- Seven (maximum number) AAF-ORLANDO representatives, consisting of active Board Trustees (past presidents) and the current President of AAF-Orlando
- One member-at-large to serve as an outside, objective participant in the selection process. This person is identified and appointed by the Silver Medal Co-Chairs. The criteria for selecting the committee member-at-large is:
  - Not a current or past member of the AAF-ORLANDO Board of Directors
  - Not a past Silver Medalist
  - A recognized and respected senior leader in the Central Florida advertising industry that has a reasonable level of involvement and awareness in the business community and of other industry leaders. This person must be entrusted to participate in this process with objectivity, integrity, discretion and confidentiality.
- All Selection Committee members must be present at the Selection Committee to participate and cast a vote. They cannot participate by phone/teleconference or send a proxy.
- Nominators and nominees cannot sit on the Selection Committee.

### **Selection Process:**

- The call for nominations should be sent out in early August.
- The nomination period shall last a minimum of four weeks
- Nominations shall be sent to the designated Silver Medal Award Co-Chair.
- Nominations can be submitted electronically. Additionally, a hard copy submission with back-up documentation must be provided. The nomination form must have an original signature from the nominator.
- Each section of the nomination (contributions to company, creative, etc.) is limited to 250 words. A minimum of three, and no more than five, letters of recommendations for the nominee, one of which can be from the nominator, must accompany the submission.
- All requirements for nominations should be made clear on the AAF-Orlando Web site, on the nomination form and in the call to nominations.
- Nominations will only be accepted from members of AAF-Orlando; nonmembers may not submit.
- Only nominations received by the set deadline will be considered. No person shall be considered if his/her submission does not meet that deadline.
- The nomination form should provide for additional references, with company name and phone number, which will enable the Selection Committee Co-Chairs to verify, request and/or obtain additional information, if needed.
- The Co-Chairs may choose to assign to each Selection Committee Member a nominee for purposes of researching references, contacting nominee for additional information, and presenting that nominee to the Committee.
- If the Selection Committee does not feel that any of the nominees are
- qualified to receive the award, it is not mandatory that an award be presented each year.
- The Selection Committee Meeting should be held in September at a place, date and time determined by the Co-Chairs. The Co-Chairs will contact and determine which past presidents and which past Silver Medalists are available to serve on the Selection Committee and will notify them well in advance to reserve the Selection Meeting date on their calendars. Food is provided as a part of the AAF-Orlando annual budget for Silver Medal.

- Nominations received are considered only for the year submitted. If the individual nominated is not selected, he/she will need to be re-nominated again to be considered in future years. No resumes or nominations will be automatically carried forward from previous years. However, nominators should be thanked for their submissions and should be encouraged to update and re-submit the following year (see “Follow-Up” below).

### **Selection Meeting:**

- Co-Chairs prepare agenda and materials for the meeting. Each Selection Committee Member is provided with a file containing a photocopy of each nominee’s submission and any additional background information that has been attained since the submission deadline.
- The Co-Chairs objectively present each nominee and highlight points about his/her background, ad industry experience, etc.
- Selection Committee members are provided a scoring sheet to allow them to do an assessment of each nominee in each of the five areas of criteria.
- Discussion will be held on each of the nominees.
- The Selection Committee will agree through consensus to narrow down the field to the top two or three candidates. There may be further narrowing to the top two candidates if the group agrees on it.
- Once narrowed down, additional discussion is held on the nominees.
- A private, written vote is cast by each Selection Committee Member as to who they choose to award the Silver Medal.
- Votes are counted by the Co-Chairs and announced to the group.
- The Selection Committee agrees on who and the best way to notify the nominee’s nominator and/or company to set up notifying the recipient.
- All nominees, materials, and Selection Committee Meeting discussions remain entirely confidential. Nominees are not announced. The purpose of both points is to protect the integrity of the process, to not have anyone embarrassed that they were not selected and to respect the commitment to open and free discussion about each of the nominees amongst the committee members.
- Selection Committee Members may not divulge who the winner is to anyone until the Silver Medalist is told.

### **Recognition:**

- Co-Chairs coordinate notification/announcement to the winner before it is told to anyone else. All Selection Committee Members are invited to participate and attend the announcement.
- One of the Co-Chairs orders the Silver Medal medallion and plaque from AAF. Once received, they get them engraved with his/her name and year in time for the award ceremony.
- Co-Chairs work with Silver Medalist’s nominator and/or company to notify family, identify guest speakers and determine whether any other tributes will be included (i.e. the production of a video for the event).
- Co-Chairs define award ceremony/event agenda, flow, timing, etc.
- AAF-Orlando Communications Committee works with Co-Chairs to produce and distribute the following:
  - e-mail announcement of Silver Medalist, event date and time
  - printed invitation to be mailed to AAF-Orlando members and Silver Medalist’s personal/professional invitation list

- printed program for the Award ceremony/event
- AAF-Orlando Web site page tribute/announcement of new Silver Medalist

**Follow-up:**

- One of the co-chairs contacts nominators to thank them for participating and to suggest that they re-submit their nomination the following year. They should also contact the nominators when the call for nominations begins in August of the following year to remind them that they can re-submit their nominations.
- The co-chairs should gather all nominations and put them in the binder located in the AAF-Orlando storage unit.

*Updated: 2/2/08 by 2007 Silver Medal Selection Committee*