

Bylaws of the AMERICAN ADVERTISING FEDERATION DISTRICT XI

*As approved at Annual Meeting April 20, 1979 and Amended**

ARTICLE I

NAME. The name of this organization shall be the Eleventh District of the American Advertising Federation.

ARTICLE II

PURPOSE. The purpose of the Eleventh District of the American Advertising Federation is to provide leadership within the District, and through the efforts of its members:

- To support the activities and goals of the American Advertising Federation as outlined in AAF By-Laws;
- To further the development of advertising Clubs and Federations within the District;
- To lend support to the District's advertising Clubs and Federations;
- To maintain liaison with the District's AAF Corporate Members;
- To promote confidence in advertising; and,
- To support just and equitable legislation between the Clubs and Federations of the District and other phases of marketing.

ARTICLE III

MEMBERSHIP. Active Members shall consist of advertising Clubs/ Federations within the geographical boundaries of the District (states of Alaska, Idaho, Montana, Oregon, Washington, and Canadian Provinces of Alberta and British Columbia) which hold valid charters from the American Advertising Federation.

Corporate Members shall consist of firms within the geographical boundaries of the District which hold valid Corporate Memberships in the American Advertising Federation.

Collegiate Members shall consist of College Chapters within the geographical boundaries of the District which hold valid charters from the American Advertising Federation.

ARTICLE IV

DUES & DISBURSEMENTS.

DUES: All Clubs and Federations shall remit District dues of \$3.00 yearly per member of each Club/Federation based on membership as of January 1st and annually thereafter. Ad 2 Club/Federation dues will be assessed \$2.00 yearly per member. All dues must be paid in full 60 days prior to the Annual Meeting in order to vote.

District dues for Corporate Members and Collegiate Members will not be assessed, unless otherwise approved by the Board of Directors.

The Board of Directors may suspend from membership any member for non-payment of dues, reinstating that member by a majority vote when delinquent dues have been paid.

DISBURSEMENTS: Disbursement of funds shall be at the discretion of the Executive Committee, which shall also serve as the Finance Committee. All checks shall be signed either by the Treasurer, the Governor, the Governor-Elect or the Lieutenant Governor, after approval by the Board of Directors. All officers signing checks shall be bonded at the District's expense.

No officer or member of the Board shall receive remuneration other than travel expenses to attend official District and AAF meetings, following a full accounting made to the Board of Directors of all expenses.

ARTICLE V

GOVERNING BODY.

BOARD OF DIRECTORS: The governing body of the Eleventh District of the AAF shall be a Board of Directors consisting of the Officers of the District and the President of each Club/Federation in the District or their appointed representative.

OFFICERS: The Executive Committee will consist of the elected Officers of the District including Governor, Governor-Elect (in even-numbered years), the Treasurer, the Secretary and a past Governor, plus a Lieutenant Governor from each State/Province in the District with at least one active member. These officers will be elected by the accredited delegates of the member Clubs/ Federations at the business session of the Annual Meeting of the District. The Governor-Elect shall be elected in even numbered years to take office as Governor in odd numbered years.

EX-OFFICIO: The Immediate Past Governor of the Eleventh District and the predecessor shall also serve on the Board of Directors as Ex-officio members. They shall have voting privileges.

Members of District XI elected to National or Regional offices of AAF shall serve on the Board of Directors as Ex-officio members without voting privileges.

A member of the Board of Directors may qualify for more than one position on the Board, provided each person may cast and have counted only one vote.

ARTICLE VI

DUTIES OF OFFICERS.

The following are the duties of the District Governor:

- To communicate regularly with members of the District Board of Directors asking for their cooperation and advice for the furtherance of the work of the District;
- To visit as many advertising Clubs/Federations within the District as possible, and otherwise keep in touch

with the work of these groups;

- To encourage and foster the organization of new Clubs/Federations in the District in cooperation with the Regional and National officers of the AAF;
- To appoint all District Committee Chairs and to fill vacancies on the Executive Committee subject to approval of the Officers of the District;
- To preside at all meetings of the Board of Directors and meetings of the District; and,
- To maintain a liaison between the AAF and members of District XI and to attend key meetings of the AAF to actively represent the best interests of AAF members in District XI.

The following are the duties of the Governor-Elect:

- To assume the duties of the District Governor in his or her absence;
- To perform such other duties as may be assigned by the Governor and the Board of Directors;
- To attend all meetings of the Board of Directors and meetings of the District; and,
- To attend key meetings of the AAF to represent the best interests of AAF members in District XI.

The following are the duties of the Lieutenant Governors:

- To assume the duties of the District Governor or Governor-Elect in their absence. The Lieutenant Governor to preside will be elected by those Board Members in attendance at the meeting or those remaining in office in the event of disability or death;
- To assist in the organization and development of new Clubs and Federations in the District.
- To assist in the guidance of District committee activity and in the development of new projects for the Clubs/Federations in the District;
- To assist in the planning and preparation for the District meetings;
- To assist in the development of all District plans and the operation of District projects; and,
- To attend all official meetings of the Board of Directors and District.

The following are the duties of the Secretary:

- To keep the minutes of all meetings of the Board of Directors and of the District;
- To assist the Governor in carrying on correspondence; and,
- To perform such other duties as may be assigned by the Governor and Board of Directors.

The following are the duties of the Treasurer:

- To take charge of all funds collected by the District and make a full report of all receipts and disbursements to the Governor and the Board of Directors when requested, but at least annually;
- To receive and disburse funds at the direction of the Executive Committee; and,
- To perform such other duties, as may be assigned by the Governor and the Board of Directors.

ARTICLE VII

TERM OF OFFICE. The term of the Officers and Directors of the District shall be for one year, beginning July 1 and ending June 30, or until their successors are elected and have qualified. The term of the Governor shall be two years, which shall be renewed annually, or until a successor has been elected and qualified.

ARTICLE VIII

MEETINGS.

BOARD OF DIRECTORS: The District Board of Directors shall hold business meetings at the call of the District Governor, or upon a call approved by any three members of the Board of Directors. Such meetings shall be proceeded by two weeks written notice to all Board Members and the call shall include an agenda listing subjects to be discussed.

A majority of the Board of Directors shall be present at any called Board Meeting to constitute a quorum for the transaction of business.

The District Board of Directors may vote by mail, including electronically, provided that no proposition shall be declared to have been carried until it shall have received a majority of the votes of all members of the Board.

ANNUAL MEETING: There shall be an Annual Meeting of the District to be held in a place designated by the Annual Meeting assembled or by the District Board of Directors no less than 120 days prior to the time determined by the Board of Directors.

CONDUCT OF BUSINESS: The business of all District meetings shall be conducted according to Roberts Rules of Order, except where otherwise provided by the By-Laws.

ARTICLE IX

SELECTION OF A CITY FOR ANNUAL MEETINGS. The site for the Annual Meeting will rotate between the various States/Provinces of the District. The Governor shall appoint a Site Selection Committee from among members of each state to consider possible sites within the states that have active clubs and nominate one city. Site selection shall be subject to confirmation by the meeting delegates at the business session of the Annual Meeting assembled, unless the Board of Directors shall recommend alternate sites out of the District's boundaries, which shall also be subject to approval by the Annual Meeting assembled.

ARTICLE X

DISTRICT XI ACTIVITIES. The District Governor shall appoint Chairs, subject to the approval of the Executive Committee, for such activities as shall be needed to advance the interests of the District, including:

Governmental Affairs
Education
Awards/Recognition
Club Activities/Coordination
Club Organization
Corporate Membership

ARTICLE XI

NOMINATING COMMITTEE. The District Governor shall name a Nominating Committee Chair from among the past Governors of the District not seeking election as a District Officer at least ninety (90) days prior to the Annual Meeting. The Nominating Committee Chair shall appoint a committee of three to five members from Clubs/Federations in good standing.

The Governor, or Governor-Elect in even-numbered years, may present a slate of recommended candidates to the Nominating Committee at least sixty (60) days prior to the Annual Meeting. The Nominating Committee shall qualify all candidates and name a minimum of one person for each office in the Eleventh District.

The Nominating Committee Chair shall present the nominations to the Board of Directors at least thirty (30) days prior to the Annual Meeting of the nominees.

A representative of the Nominating Committee shall present the nominations to the delegates at the Annual Meeting. Additional nominations may be made from the floor. The representative of the Nominating Committee shall supervise the election of officers at the Annual Meeting of the Eleventh District of AAF.

ARTICLE XII

REPRESENTATION AT ANNUAL MEETING. Each Club/Federation in good standing shall be entitled to three (3) delegates and up to three (3) votes at the Annual Meeting of the District. Each delegate may cast only one vote, and each delegate must be present for that delegate's vote to be cast.

ARTICLE XIII

FISCAL YEAR. The fiscal year of District XI shall extend from July 1 - June 30.

ARTICLE XIV

AMENDMENTS TO THE BY-LAWS. The By-Laws may be amended by a three-fourths vote of the accredited delegates in attendance at the business session of the Annual Meeting of District XI.

(*For records of Amendments, refer to minutes of the Annual Meeting: 1986 Yakima, 1987 Spokane, 1991 Seattle, 1997 Anchorage, 1999 Boise, 2001 Spokane and 2008 Bend)