

AMENDED BY LAWS-JULY 2004

THE ADVERTISING CLUB OF METROPOLITAN WASHINGTON, INC.

ARTICLE I: NAME

The name of the organization shall be THE ADVERTISING CLUB OF METROPOLITAN WASHINGTON, INC. It is a nonprofit organization. It is the local ad club of the American Advertising Federation.

ARTICLE II: OBJECTIVES

- To promote better understanding and uses of advertising and public relations in all media, and to enhance its value and productiveness.
- To study and disseminate information and ideas that affect advertising and the interests of club members, and to encourage adherence to the highest standards of professionalism and truth in advertising.
- To cooperate with governmental, consumer, professional, and other bodies on matters affecting advertising, and to represent the industry's positions before legislative and administrative bodies.
- To seek constant improvement in the efficiency and value of advertising by fostering and stimulating better understanding of advertising through discussion, research, and education.
- To encourage cooperation with associations of interests representing advertisers, agencies, business, industry, and government, as well as media and suppliers concerned with or related to advertising.
- To help develop public awareness and understanding of the role and value of advertising as an integral part of our economic system.
- To promote and foster the recognition of the social responsibilities of advertising and to encourage our membership to assist in supporting and counseling civic/charitable activities where advertising, publicity, and public relations serve a community or national need and interest.
- To encourage interests in all aspects of advertising and marketing among students of area colleges and universities.
- To stimulate fellowship and cooperation among the members representing the advertising professional and related fields.

ARTICLE III: MEMBERSHIP

There shall be six classes of membership: Active, Non-Resident, Honorary, Life, Educational, and Retirement.

- Section 1.** **Active** – Persons of good legal, ethical, and credit standing and reputation in the Metropolitan Washington area whose chosen profession is the buying, selling, producing or creating of advertising, publicity or public relations, or who are otherwise involved in the advertising, marketing, communications and/or public relations business. Active members shall have all rights, privileges and obligations of membership.
- Section 2.** **Non-Resident** – Persons with the same qualifications as are required for Active memberships whose business is located outside of the Metropolitan Washington area. Non-Resident members shall have all rights, privileges and obligations of Active members except the right to vote and hold office.
- Section 3.** **Honorary** – Honorary membership may be proposed by any Active member and shall be conferred or withdrawn by unanimous vote of the Board of Directors, present or by proxy. Honorary members shall not be eligible to vote or hold office.
- Section 4.** **Life** – Life membership may be conferred only by unanimous vote of the Board of Directors, present or by proxy. Life membership may be conferred on a member who has made a significant contribution to the Club, the advertising profession, and/or the community at large, provided such person has been an Active member of the Club and has retired from full-time business activity. Life members shall be eligible to vote and hold office. Past presidents of the former Women’s Advertising Club of Washington and the Club who have not yet retired will become Life members upon retirement or at the age of 65 if they are still active in the Club.
- Section 5.** **Educational** – Qualified full-time students and instructors of advertising or related subjects at recognized schools, colleges and universities. Membership in this classification shall be limited to one year, subject to renewal, if the member maintains student status. Educational members shall not be eligible to vote or hold office.
- Section 6.** **Retirement** – Those members who retire from active business life may request Retirement classification from the Board of Directors. Retirement members shall retain the right to vote and hold office. Retirement members may be appointed by a two-thirds (2/3) vote of the Board of Directors, present and voting.
- Section 7.** New members in the Active, Non-Resident and Educational classifications must be accepted by a majority of the Board of Directors at a duly held monthly Board meeting.
- Section 8.** Firms sponsoring multiple memberships may have the privilege of transferring such memberships to other individuals within their firm, subject to the approval by a majority of the Board of Directors at a duly held monthly Board meeting.

ARTICLE IV: INITIAL FEES AND DUES

- Section 1. Dues and Fees** – All dues, fees and prices of and for the Ad Club shall be determined by the Executive Committee and approved by a majority of the Board of Directors at a duly held monthly meeting.
- Section 2. Non-Payment of Dues** – Any member of the Club whose dues have been in arrears for sixty (60) days shall no longer be a member of the club.

ARTICLE V: BOARD OF DIRECTORS AND OFFICERS

- Section 1. Club Management** – The management of the affairs of the Club shall be vested in the Board of Directors.
- Section 2. Composition** – The Board of Directors shall consist of no fewer than twelve (12) and no more than twenty (20) active voting members, each of whom shall be a member of the Club in good standing, and shall be elected by the membership of the Club. Six of the members shall be officers: The President (who shall also be the Chairman of the Board), the Vice-President, the Vice President of Programs, the Treasurer, the Secretary, and the Immediate Past President. In addition to the active voting members, there also shall be two (2) ex-officio non-voting members: the President of the Better Business Bureau of Metropolitan Washington, Inc. and the General Counsel of the Ad Club. The President of the Better Business Bureau shall not pay any dues as long as the reciprocal exchange of presidents shall exist. The General Counsel shall be appointed by the President to advise on legal matters and to assist the Ad Club in its provision of services to the membership and the advertising community.
- Section 3. Terms of Office** – The term of office for directors shall be two years, with no term limits. Terms of office shall be staggered so that only one-half of these directors need be elected each year. The term of office for each officer shall be two years, with no term limits, or until a successor is appointed and qualified.
- Section 4. Executive Committee** – The President, Vice President, Vice President of Programs, Secretary, Treasurer and Immediate Past President shall compose the Club Executive Committee. The Club President shall act as Chairman of the Executive Committee.
- Section 5. Succession (Board)** – In the event of the resignation, disability or death of any director, the Board of Directors by majority vote shall appoint a successor who shall take office immediately and serve until the next annual election. Priority shall be given the candidate who received the highest number of votes at the previous election without being elected.
- Section 6. Succession (President)** – In the event of the resignation, disability or death of the President, his or her position shall be filled by the Vice President.
- Section 7. Succession (Other Offices)** – A vacancy in the office of the Vice President, the Vice President of Programs, Secretary or Treasurer due to resignation, disability or death shall be filled until the next regular election by a majority vote of the Board of Directors present and voting on the nominee or nominees presented.

Should the successful candidate for any such office be a current holder of another office or other board member, the successor will also be elected by a majority vote of the Board of Directors, to serve until the next regular election.

Section 8. Executive Assistance – The Board of Directors may, at its discretion, employ -- (a) a paid executive director and/or executive secretary, and necessary staff members, or (B) an outside association management company -- to perform, manage, undertake, and/or assist the Club, the Board and Club members with respect to Club and Board functions, undertakings, responsibilities and activities. The duties and compensation shall be defined by the Board of Directors.

Section 9. Meetings – A schedule of regular meetings of the Board of Directors shall be set up by the President within thirty (30) days after the annual election. Special meetings may be called at the President’s discretion or upon written notice of the Board signed by at least seven (7) members of the Board. New officers and Board members elected on election day shall take office as of January 1.

Section 10. Indemnification - The Club may, in its unilateral discretion on a case-by-case basis, by resolution of the Board, direct the Treasurer to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer, employee, representative or agent of the Club in an action brought by a third party against such person whether or not the Club is joined as a party defendant, for an act alleged to have been committed by such person while a director, officer, employee, representative or agent of the Club, or by both, provided the Board determines that such director, officer, employee, representative or agent was acting in good faith within what he or she reasonably believed to be the scope of his or her employment or authority and for a purpose which he or she reasonably believed to be in the best interest of the Club. Payments authorized hereunder include amounts paid and expenses incurred in setting any such action or threatened action. The provisions of this paragraph shall apply to the estate, executor, administrator, heirs, legatees, or devisees of a director, officer, employee, representative or agent, and the term “person” where used herein shall include the estate, executor, administrator, heirs, legatees, or devisees of such person.

Article VI: DUTIES OF OFFICERS AND DIRECTORS

Section 1. President – The President shall be the Chief Executive Officer of the Club, and shall preside over all meetings of the Club, the Board of Directors and the Executive Committee and shall be an ex officio member of all committees except the Nominating Committee. The President, or Vice President with approval of the President, shall appoint all committee chairpersons with the exception of the Nominating Committee. All appointees are subject to the approval of the Board of Directors. The President, Vice President, Vice President of Programs, Treasurer, Secretary, Executive Director and/or the principal contact at an outside management company shall have authority to execute written contracts and

obligations of the club, provided that any contract or obligation in excess of \$1,000 must be executed by both the President and one other authorized signatory, and any written contract or obligation in excess of \$3,000 must be submitted to the Board of Directors for approval prior to execution.

- Section 2. Vice President** – In the absence of the President, the Vice President shall be vested with all the powers and duties of the President. The Vice President shall undertake those duties assigned to him or her by the President or the Board of Directors.
- Section 3. Vice President of Programs** – The Vice President of Programs shall oversee and coordinate all committees with the responsibility of preparing and delivering program content to Ad Club members and others.
- Section 4. Secretary** – The Secretary shall record the minutes of all meetings of the Board of Directors, shall issue notices of meetings, keep all Club records and perform all other duties customarily associated with the office. The Secretary is also responsible for communication with the Club’s membership through a Club newsletter. If there is a Communications Committee or a Newsletter Committee, the chairperson of that Committee shall work with the Secretary with respect to the newsletter.
- Section 5. Treasurer** – The Treasurer shall be responsible for receipts and deposits in the name of the Club, in a federally insured financial institution approved by the Board of Directors. The treasurer shall oversee the preparation of the annual budget, oversee all Club monies, make all authorized disbursements and present at each Board meeting an itemized statement of the current financial status of receipts and disbursements of the Club. All checks shall be signed by either (a) both the President and Treasurer; (b) the President and an assignee of the Treasurer approved by the Board; or (c) the Treasurer and an assignee of the President approved by the Board.
- Section 6. Board** – The Board of Directors shall be responsible for management of the Club and shall pass upon the eligibility of applicants for membership, hear all grievances, authorize and audit all expenditures and approve all appointments, as indicated herein. The Board also may, after due notice and the right to a hearing, suspend or expel a member from the Club for conduct prejudicial to or disruptive of the objectives of the Club as prescribed in Articles II and III of the Bylaws.
- Section 7. Executive Committee** - Its function is to conduct day-to-day management of Club matters and to oversee implementation of Board policies, while reserving all decisions as to the Club policy, image, goals and overall direction for the Board. Specifically, the Executive Committee shall not be authorized to make decisions with respect to any of the following issues absent Board approval: (a) scheduling or conducting of events; (b) elections; (c) any financial undertaking not present in the Board-approved annual budget; (d) membership; (e) forfeiture of Board membership or reprimands or (f) any other decision which entails a significant undertaking by the Club, reflects a policy decision as to direction of the Club or could expose the Club to challenge or controversy. Provided, however, that the Executive Committee may take action in lieu of the Board to an emergency basis

when exigencies require Board action before it is practicable for the Board to take such action. The Club President shall act as chairman. The Executive Committee shall meet prior to each Board meeting and at other times as deemed necessary by any member of the Executive Committee. A simple majority is required to decide questions before this Executive Committee, with at least three (3) votes necessary for approval. Issues which result in a tie vote may be submitted to the full Board of Directors at its next regular or special meeting.

Section 8. Meeting Attendance Requirements - By majority vote, the Board of Directors is empowered to remove any voting member of the Board of Directors who has missed three Board meetings in a calendar year without a legitimate reason or who has demonstrated non-performance of duties as outlined in the Club's Bylaws. The resulting vacancy shall be filled as set forth above.

Section 9. Past Presidents

- (a) All past presidents of the Club who are members of the Club shall be members of the Past Presidents Advisory Council.
- (b) The chairman of the Council may be the Immediate Past President of the Club and the Council shall also elect annually its own Vice Chairman and Secretary.
- (c) The Council shall keep itself informed of all business of the Club and shall present its views regarding policy through its Chairman directly to the Board of Directors and Executive Committee.
- (d) The Council shall meet upon notice from the Chairman at least once per year and members shall be invited to attend all regular and special meetings of the Board of Directors.
- (e) Members of the Council in addition to the Immediate Past President of the Club shall be invited to attend all meetings of the Board of Directors.
- (f) Business of the Council shall be transacted by a majority of members of the Council present at any officially scheduled meeting.

ARTICLE VII. COMMITTEES

Section 1. Chairpersons – The President or Vice President with approval of the President, with approval of the Board of Directors shall establish committees and appoint their chairpersons.

Section 2. Committee Authority – No committee shall have the authority to commit the Club on matters of policy or create financial obligations. All committee plans and actions shall be subject to the approval of the Board of Directors.

ARTICLE VIII: MEETINGS

- Section 1. Annual Meeting** – One membership meeting in each calendar year (which is also the fiscal year of the Club) shall be designated the Annual Meeting by the Board of Directors.
- Section 2. Regular Meetings** – The regular meeting of the Club shall be held at such times and places as the President with approval from the Board of Directors may determine.
- Section 3. Special Meetings** – Special meetings may be called by the President at the President’s discretion or shall be called by the President upon written request of any ten (10) Active members in good standing, provided notice of at least seven (7) days is given to the members. Notice may be by electronic (email) or other means.

ARTICLE IX: QUORUMS

- Section 1. Regular Meetings** – Twenty percent (20%) of the Active members shall constitute a quorum for the transaction of business.
- Section 2. Board of Directors and Executive Committee Meetings** – One-half (1/2) of the voting members of the Board of Directors or Executive Committee shall constitute a quorum for the transaction of Board or Executive Committee business. Unless otherwise specified in these Bylaws, the majority of members present and voting shall be required for Board or Executive Committee action. No vote may be taken absent a quorum.
- Section 3. Committee Meetings** – A majority of any committee shall constitute its quorum.

ARTICLE X: ELECTIONS

- Section 1. Nominating Committee** – The Vice President shall be chairperson of the Nominating Committee, which shall include four (4) additional Active Members of the Club of which not more than two (2) shall be members of the Board of Directors. The members shall be selected at least ninety (90) days before election day by a two-thirds (2/3) vote of the Board of Directors present and voting. The Nominating Committee chair, other officers and Board members may suggest names for consideration.
- Section 2. Slate of Candidates.** The Nominating Committee shall present a single slate of nominees to the Board no later than the September Board meeting. Members will be notified that additional nominations may be made by written petition signed by at least 50 voting members and filed with the chair of the Nominating Committee no later than the October Board meeting. No candidate shall be proposed for office unless his/her consent to serve has been secured. The committee shall report the slate of nominations by mail to all members at least thirty (30) days

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

Section 3. Election Results - Elections results shall be announced at the final Board meeting of the fiscal year, the Annual Election Meeting. Ballots will be sent by regular or electronic mail to all eligible members in good standing. All ballots may be returned by **mail** (regular, expedited or electronic) or fax. Ballots sent by mail must be received by the Ad Club office on the day before Election Day.

Section 4. Election Committee – Elections shall be supervised by an Election Committee appointed by the President, none of whom may be nominees. The Election Committee shall appoint two (2) or more election tellers, including no members of the Board of Directors or candidates for election, whose duty shall be to count the ballots and announce the results of the elections. The tellers may be paid staff members of the Club or the outside association management company.

Section 5. Only Active, Life and Retirement members in good standing may vote in the annual elections.

ARTICLE XI: AMENDMENTS

Section 1. The Bylaws may be amended in one of two ways: (1) by a two-thirds (2/3) vote of the members entitled to a vote at any business meeting where a quorum is present; or (2) by a two-thirds vote of the entire Ad Club membership where such vote is conducted via regular mail or electronic mail over a seven (7) day time period (the “**Electronic Process**”).

Section 2. Amendments to the Bylaws must be proposed in writing by at least five (5) Active members in good standing and a copy thereof must be presented to the Board of Directors at least two (2) weeks before the Club meeting or commencement of the Electronic Process in which they are to be considered. Adequate notice of the proposed amendment shall be furnished to the membership before said meeting.

ARTICLE XII: PARLIAMENTARY PROCEDURE

The Roberts Rules of Order Newly Revised shall be the authority of the Club in all matters not covered by these Bylaws.