**BY-LAWS OF AAF METRO PHOENIX, INC.**

*(The Phoenix Advertising AAF, Inc.)*

**Adopted by the General Membership**

*May 21, 1962*

*(Revised January, 1974) • (Revised September, 1982) • (Revised March, 1984) • (Revised May, 1995) • (Revised March, 2006) • (Revised November, 2007) • (Revised April, 2010) • (Revised, March 2012) • (Revised, April 2019) • (Revised, August 2022) • (Revised, September 2024)*

## ARTICLE I – NAME

Section 1. The name of this organization shall be: AAF METRO PHOENIX, INC. dba as AAF Phoenix hereinafter referred to as the AAF.

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## ARTICLE II – OBJECTIVES

Section 1. To further those activities which will make advertising and marketing best function as an economic factor in the interest of both buyer and seller by creating in the minds of the public a better understanding of and an increased confidence in advertising as an aid to buying.

Section 2. To advance the practice of advertising in its broadest sense through education of those engaged in advertising and related businesses and those preparing for such activity.

Section 3. To initiate or support activities having promotional, educational, civic or legislative value by promoting the advertising industry and the AAF, either locally, statewide, nationally or internationally, while maintaining equality and neutrality in the selection of such activities as to race, age, ethnicity, sex and religion.

Section 4. To provide an opportunity for discussion and education of advertising problems and solutions by those interested in the study of advertising.

Section 5. To promote fellowship among those interested in advertising and its related businesses.

Section 6: To provide a vehicle for creative competition among advertising professionals.

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## ARTICLE III – AFFILIATION WITH OTHER GROUPS

Section 1. The AAF may become affiliated with sectional, national or international organizations whose objectives shall be compatible with the objectives of the AAF.

Section 2. Affiliation with or withdrawal from such a group or groups shall be by vote of the Board of Directors.

Section 3. The Board of Directors shall be empowered to discharge financial and parliamentary obligations to such affiliates in a manner deemed to be in the best interests of the AAF.

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## ARTICLE IV – MEMBERSHIP

Section 1. General Membership may be conferred by a member of the Executive Committee or the Executive Director following criteria established by the Board of Directors upon any representative of his/her sponsoring firm (defined in Section 7 of this Article), or be a self-sponsored individual, who devotes a substantial portion of his-her working time to creating, producing, selling or buying advertising or advertising services or supplies, or serving as an advertising analyst or planner, or to the educational activities or administrative duties connected therewith.

Section 2. Membership may, at the discretion of the Board of Directors, be conferred on any person in recognition of unusual achievement or exceptional service in a field related to the objectives of the AAF or as otherwise determined appropriate by the Board of Directors. Qualifications and requirements for these membership categories shall be established by the Board of Directors.

Section 3. To become valid, termination of membership by an individual, firm or corporate partner, must notify AAF. Termination will become effective no earlier than the date of notification.

Section 4. There shall be no limit placed on the number of designated Members an agency can purchase, but the limit of designated members per corporate membership will be determined by the level of membership.

Section 5. Eligibility of proposed representatives for all classifications of new, transfer, or reinstatement memberships shall be processed through the Board of Directors which shall have the final authority to accept, reject or table any application, or to revoke or suspend a membership at any time if, in its opinion, valid and justifiable reasons for such action are brought to its attention.

Section 6. Privileges extended to General and membership classifications shall be established by the Board of Directors.

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## ARTICLE V – MEMBERSHIP TRANSFER

Section 1. Changes of designated Members by sponsoring firms, changes of business affiliation or employment by self-sponsored individuals, changes of a firm name without change of principal ownership or change of position of a designated Member within affiliated companies or branches owned by a sponsoring firm shall all be deemed to be Transfer Memberships,

Any designated Member, except those holding Memberships, affected by status changes described in Section 1(a) of this Article, shall be required to reapply for eligibility determination as outlined in Article IV, Section 7.

Any firm which changes both its name and its principal ownership shall be deemed to be a new firm, and the designated Member(s) from said firm, shall be required to re-apply for new membership.

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## ARTICLE VI – MEMBERSHIP REINSTATEMENT

Section 1. Any membership in the AAF which is terminated by a sponsoring firm or self-sponsored individual may be reinstated upon re-application for determination of eligibility and processing.

Section 2. No application for reinstatement shall be considered if there is any past due, non-current financial obligation owed the AAF either by the sponsoring firm or by the proposed representative of any self-sponsored individual.

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## ARTICLE VII – MEMBERSHIP FEES AND DUES

Section 1. The Board of Directors of the AAF shall be empowered to fix amounts to be charged for initiation fees, service fees, dues and special events, upon recommendation of the Finance Committee, in keeping with sound fiscal policy.

Section 2. Members shall be billed annually in advance for dues. Annual memberships will be auto renewed unless notification is given to the AAF before auto renewal date. Members, Service, Associate and Life Members shall pay for meetings at time reservations are made.

Section 3. Promotional pricing and membership dues may be offered under the discretion of the Board of Directors.

Section 4. Members shall pay for personal and guest lunches and special events at the time of the obligation unless otherwise determined by the Board.

Section 5. The Board of Directors is empowered to suspend any Member who fails to pay in full all charges billed to him/her within forty-five (45) days.

Section 6. A Member in good standing with the AAF is a Member current with his/her dues.

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## ARTICLE VIII – BOARD OF DIRECTORS AND OFFICERS

Section 1. A majority of the Board of Directors may exercise all power and may direct any action of the AAF unless otherwise limited by the collective Membership, the Articles or these Bylaws, and applicable law. The Board of Directors of the AAF shall consist of up to four Officers, five or more Directors, and the Immediate Past President, all being Members in good standing of the AAF, when each assumes their elected posts. All Board Directors and Officers shall serve two year terms. The total number of Directors should be determined by the Executive Board on an annual basis. The total number of Directors should not exceed 15 members, unless so voted on by the Executive Board.

Any Member can be invited to attend Board meetings and assume a vacant Directorship on appointment of the Executive Committee. No elected Member may serve on the Board for more than Six (6) consecutive years, unless elected to the Executive Board or designated as a Legacy Board Member. The Executive Board of Directors will serve Two (2) year terms with the option of an additional Two (2) year term elected by the Board of Directors. The Board may invite representatives of affiliate organizations or other qualified persons to attend Board meetings as it deems appropriate and provided notification has been given to the Board and they approve. The Board of Directors and Executive Board may serve additional non-consecutive terms.

A Legacy Board Member is a special designation recognizing service and commitment to the Club, appointed by the Board of Directors. This position may have voting rights and additional privileges as approved by the Board.

Section 2. The Officers of the AAF shall be a President, Vice President, Treasurer and Secretary, or combination of roles, all of whom shall be elected by the board no later than April 30. These Officers shall serve for a period of Two years, or a maximum of two consecutive terms, taking office at the first regular membership meeting in August. The Officers of the AAF form the Executive Committee, and the Immediate Past President may be called upon to break any deadlock of the Executive Committee.

Section 3. Specific duties and powers of the Board of Directors include but are not limited to (a) creating, approving and updating an annual budget, (b) creating and approving regular minutes of AAF activities and decisions, and (c) hiring and supervising an Executive Director.

Section 4. The Executive Committee has the responsibility for and is empowered to: (a) recommend an annual budget, in consultation with the Executive Director, if applicable, to the Board of Directors by May 1, (b) review and

decide whether to enter into any contract involving income or expense, and (c) exercise any other power delegated by the Board of Directors.

Section 5. It shall be the duty of the President to (a) preside at all meetings of the general Membership and the Board of Directors, (b) form and staff committees of the Board of Directors with Officers, Directors or Members as he/she sees fit, (c) approve the specific roles of each Officer, Director and the Executive Director, and (d) to plan, initiate and conduct the affairs of the AAF in a manner conforming to the objectives. In the absence of the President, these duties shall be assumed by the Officer next available. The President shall be an ex-officio member of all committees.

Section 6. It shall be the duty of the Vice President(s) to (a) preside at all meetings of the general Membership and the Board of Directors, (b) assist President with forming and staffing committee of the Board of Directors (c) Manage and Chair a committee (d) sign all official minutes of the meetings of the Board of Directors or of other meetings at which official AAF business is transacted, (e) provide quarterly plans to the President to keep the club moving forward

Section 7. The Treasurer shall (a) act in liaison among the Board of Directors, the Finance Committee and the Executive Director, (b) supervise the proper auditing of AAF finances and the maintenance of sound fiscal policy, (c provide monthly financial reports to the Executive Board for review, (d) provide budget parameters for all events, (e) actively participate on a committee

Section 8. The Secretary shall (a) act in liaison among the Board of Directors, (b) be responsible for all meeting minutes, board communication, (c) actively participate on a committee

Section 9. If a Board Member resigns prior to the end of their term, or if the Executive Committee votes to remove a Board Member prior to the end of their term, a written resignation or request must be provided.

Section 10. In order to cover monthly costs, each Board Member is required to profit the club in at least a total of $1,000 per year. The year is considered August to July fiscal.

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## ARTICLE IX – SUCCESSION OF OFFICERS

Section 1. A vacancy in the office of President, Vice President shall be filled by the remaining Officers moving into the next higher position.

Section 2. A vacancy created in the office of Treasurer/Secretary shall be filled by a vote of the Board of Directors from the remaining directorship.

Section 3. A vacancy created in any of the Directorships shall be filled by appointment by the Board of Directors from the AAF's voting Membership, to fill the balance of the term. This is the preferred way; alternatively, the Board may

accept by majority vote the nomination of a new Board member by a departing Board member, who must then become a member of the AAF.

Section 4. A vacancy in the office of Executive Director shall be filled by appointment by the Board of Directors for the balance of the term.

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## ARTICLE X – EXECUTIVE DIRECTOR

Section 1. An Executive Director may be appointed by the Board of Directors to serve for a period of one year; and there shall be no limit to the number of terms an Executive Director may serve based on satisfactory performance. This position reports directly to the President and Executive Committee.

Section 2: Duties and compensation for this position shall be defined by the Board of Directors. Unless directed otherwise by the Board of Directors, the Executive Director shall (a) sign all contracts approved by the Board of Directors or Executive Committee, and (b) oversee the daily operational tasks of the AAF.

Section 3: In the absence of a paid Executive Director position, the Executive Committee, under the direction of the President, is responsible for overseeing the daily operational tasks of the AAF.

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## ARTICLE XI – MEETINGS

Section 1. Regular meetings of the AAF Membership shall be held at the time, place, and frequency as determined by the Board of Directors. The Board of Directors is empowered to cancel or postpone to another day any meeting at its discretion.

Section 2. The first general membership meeting shall be deemed the Annual Meeting for the election of AAF Officers and Directors. At the discretion of the Board, AAF Officer and Director elections may take place via an electronic ballot (email or survey).

Section 3. Members of the Board of Directors must attend 75% of board meetings annually. Board members may participate in meetings via telephone conference and will be considered in attendance and available for participation for a quorum.

Section 4. Members of the Board of Directors must actively participate in a minimum of five of events per year.  This includes both large and small scale events throughout the year.

Section 5. Members of the Board of Directors-elect shall be invited to attend the regular meeting of the Board of Directors following their election.

Section 6. If a voting two (2) years, chair adds the rules to this Any Director may be removed from his/her position by a ¾ vote of the Board of Directors in its discretion.

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## ARTICLE XII – COMMITTEES

Section 1. The President shall present to the Board of Directors recommendations for Standing and Special Committees and Committee Chairs not later than the regular meeting of the Board in June, final appointment to be approved by the Board of Directors.

Section 2. Members of the Board of Directors must actively participate in a committee of their choosing. Their committee placement should be identified at the beginning of each year.

Section 3. No Committee shall have the authority to commit the AAF on matters of policy or to create unauthorized financial obligations. All committee plans shall be subject to the approval of the Executive Committee, and reported to the Board of Directors at each monthly meeting.

Section 4. Committee budgets will be submitted by the Executive Director to AAF Officers for approval with the submission of the Annual Budget, on or before August 15. Each committee will receive a budget that provides financial guidelines and goals, based on prior year's activities. Each Committee Chairperson will be responsible for making sure all committee expenditures are reported to the President and Executive Director at least seven (7) days prior to the monthly board meeting to allow adequate time for budget updates prior to the Board meeting, and to report to the Board of Directors of any budget overage. Updated Committee budgets will be reviewed at the regularly scheduled monthly Director meetings.

Section 5. If a Committee Chairperson is unable to fulfill his or her responsibilities, he/she must inform the President who will appoint an interim Chairperson or a new Chairperson to continue the committee's activities and responsibilities to the AAF.

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## ARTICLE XIII – VOTING PRIVILEGES

Section 1. There shall be no maximum limit to the number of voting Members per firm represented in the AAF, provided each vote represents a paid member. Each voting Member shall be entitled to one vote .

Section 2. Members of the Board NOT in attendance may vote on any issue in front of the Board via a proxy vote provided in writing to the President or other officer prior to the beginning of the meeting.

Section 3. All Members who are current in their financial obligations to the AAF shall be qualified to vote.

Section 4. Only the elected Officers, Directors and the Immediate Past-President shall be entitled to vote on Board business, and action shall be taken by a majority vote of this quorum.

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## ARTICLE XIIII – ELECTIONS

Section 1. The Board of Directors shall decide open positions for the board and appoint in March of each year a Nominating Committee of three to five active Members, chaired by the Immediate Past President or other designee of the President. The Executive Director may be an ex-officio member of this committee. The Vice President (the incoming President) may also serve as an ex-officio member of this committee.

Section 2. The Nominating Committee shall put out a call for open board positions in April to the membership. The nominating committee will prepare a slate of candidates to fill open positions each year consisting of qualified and willing Members who are current in their financial obligation to the AAF at the start of the fiscal year when each assumes their elected office. The Committee shall report the final slate to the Board of Directors in May for acceptance via electronic communication. This is the opportunity for an active board director to contest the slate. If there is a conflict the Executive Director will notify the Nominating Committee and the committee will revisit that board position and revise the slate if there is a quorum. Publication of this slate shall be made to the general Membership in June, where the membership will have 14 days to approve or contest the slate of directors. If no response from the membership is received the slate will be accepted as presented. Only those Members, current in their financial obligations to the AAF, shall be qualified to vote.

Section 4. The Vice President, with the approval of a majority of the qualified voting Membership, shall become the President. In the event the Vice President does not run for the office of President or is unable to assume the office of the President, the nominating committee shall prepare a slate of one or more nominees for President. To be nominated for President, a Member must have served at least one (1) term on the Board of Directors.

Section 5. Appointment of the board will be held at the Annual Meeting, which is the first regular meeting in July.

Section 6. Email ballots will be archived and kept in the possession of the Nominating Committee chairman for a period of one year.

Section 7. Board members cannot be nominated for a specialty ADDY award until after their term is over.

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## ARTICLE XV – AMENDMENT AND REPEAL

Section 1. Any proposed amendments to these Bylaws must be submitted to the Board of Directors prior to a board meeting in the form of a written resolution initiated by at least ten (10) voting Members and be referred to a Bylaws Committee for consideration and recommendation to the Board. If the Board approves such resolution by voting procedure, the proposed amendment shall be disseminated to the general membership.

Section 2. As the AAF's governing body, the Board of Directors may initiate suggested amendments to these Bylaws or recommend adoption of new Bylaws by creating a resolution and notifying the general membership.

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## ARTICLE XVI – RULES OF ORDER

Section 1. All meetings of the Membership, Board of Directors or committees of the AAF shall be governed by the customary rules of Parliamentary Law, and Robert's Rules of Order shall be the final authority on points which may be in dispute.