

FIRST RESTATED BYLAWS
OF
PORTLAND ADVERTISING CORPORATION

ARTICLE I
Name

1.1 Name. The name of the corporation is the Portland Advertising Federation.

1.2 Use of Name. The name of the organization shall not be used by members in their advertising in such a manner as to indicate or imply that such membership constitutes in any way approval of products or services advertised.

ARTICLE II
Purposes and Objectives of Organization

2.1 Purpose. The exclusive purposes for which the corporation is organized shall consist of any lawful activity for which corporations may be organized under the Oregon Nonprofit Corporation Act.

2.2 Objectives. The objectives of this corporation shall be:

2.2.1 To encourage the improvement of all phases and segments of advertising so that it is an effective marketing and communications tool;

2.2.2 To educate and inform the general public, government (local, state and federal), business management, educators and others concerning the role advertising plays in a democratic society;

2.2.3 To preserve advertising from legislation that would needlessly restrict advertising's part in the economy and lessen the role advertising plays in a democratic society;

2.2.4 To support truth in advertising and oppose those who would use advertising dishonestly;

2.2.5 To educate students and advertising educators of the positive role the advertising industry plays in the free enterprise system;

2.2.6 To create opportunities to train future advertising professionals; and

2.2.7 To work together through the American Advertising Federation so that advertising will be used truthfully and with good taste to continue to build a sound economy within our democratic system.

ARTICLE III Members

3.1 Members. Subject to further qualifications which may be established by the board, candidates for membership shall be professionals interested in promoting the betterment of the industry.

3.2 Membership Classification. There will be the following membership Classifications, in addition to others that may, from time-to-time, be established by the board;

3.2.1 Individual Membership. This category includes any individual who is closely associated with advertising who wishes to join the federation. The prior classification of firm membership is abolished. Firms having more than one member may be given a “multiple member discount” as may be established by the officers and changed from time to time.

3.2.2 Non Resident Membership. This category includes individual members who reside 75 miles or more beyond Metropolitan Portland.

3.2.3 Educational Membership. This category includes any full time student or qualified teacher/instructor of advertising, marketing or communications related subjects.

3.2.4 Honorary Membership. These memberships shall be given by unanimous approval of the board to individuals for outstanding service to the organization or for distinguished public service.

3.2.5 Complimentary Membership. This category includes members of the media and other advertising club personnel (in other cities) and is granted for the purposes of public relations and the exchange of information and may be granted at the discretion of the Executive Director to further the interests of the federation.

3.3 Voting. All memberships except Complimentary shall be entitled to vote.

3.4 Fees and Dues For Membership. All fees and dues for each classification of membership shall be fixed and determined by the officers, and provide for an appropriate sum for a subscription to PAF publications, in accordance with postal regulations.

3.5 Membership Year. The membership year shall be based on the initial sign-up for membership by each member and terminate (or be renewed) one year later.

3.6 Delinquency. Any member delinquent three months in dues or fees may be dropped from the membership rolls.

3.7 Removal. The board shall have authority to refuse membership to any individual, or to drop any individual from the membership rolls by a two-thirds vote of said board. In case a member is dropped, a prorated refund of dues shall be made for the unexpired time which such dues cover.

3.8 Charter Memberships. All paid-up memberships on the rolls of the organization as of June 1, 1939, shall be considered charter memberships.

3.9 Military Service. Members of the organization entering the United States of America armed services are to have their memberships continued in the organization without cost to them until such time as they are released from service.

ARTICLE IV **Membership Meetings**

4.1 Program Meetings. Federation program meetings shall be held at least once a month, or more often except during July and August. The time, place and frequency of meetings shall be determined by the board.

4.2 Annual Meeting. The annual meeting of the members for the election of officers and directors and the transaction of such other business as may properly come before it shall be held in June at such time and place within metropolitan Portland as shall be set forth in the notice of meeting.

4.3 Special Meetings. Special meetings of the members may be called at any time by a majority of the directors.

4.4 Notice. The secretary shall notify the members of the place, date and time of each annual and special meeting of members no fewer than 7 nor more than 60 days before the meeting by facsimile transmissions, by mail, by email or by conspicuous notification in a regular federation publication such as AdVance. The notice shall be addressed to the member at its address as it appears on the records of the federation. Notice of an annual meeting shall include the names and affiliations of the nominees for officers and directors and a description of any matter or matters which must be approved by the members under applicable state statute. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

4.5 Voting and Quorum. A member entitled to vote at a meeting shall vote at such meeting in person and those present at a duly noticed meeting of members shall constitute a quorum. Proxies are expressly prohibited.

ARTICLE V

Board of Directors

5.1 Business and Affairs. The business and affairs of the corporation shall be managed by which may exercise all such powers of the corporation as are permitted by law, the Incorporation, or these Bylaws.

5.2 Election and Term of Office. The duly elected President, Vice President and Treasurer shall also be directors. The Secretary shall also be a director. The additional directors of the corporation shall be elected by the voting members of the corporation and shall serve for a one year term. Each director shall hold office until a successor shall have been duly appointed and qualified or until the director's death, resignation, or removal.

5.3 Number of Directors. The number of directors of the corporation shall be at least five (5) and no more than twenty-five (25). The board may fix or change from time to time the number of directors within such minimum and maximum number.

5.4 Meetings. Subject to notice otherwise by the board or by the Secretary, the regular meetings of the board shall be on the same day of the month as designated by a vote of the board of directors each month at the location stated in each notice related to the board meeting. Special meetings of the board may be called by the President or by any three (3) directors by providing at least two (2) days notice to each director of the date, time and place of the meeting. Any notices to the board may be made in person, by mail, by telephone, by email or by facsimile transmission.

5.5 Quorum. A quorum for transaction of business at a meeting of the board shall be a majority of the members of the board.

5.6 Manner of Acting.

5.6.1 The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless a different number is provided by law, the Articles of Incorporation, or these Bylaws.

5.6.2 Members of the board may hold a board meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

5.6.3 Any action that is required or permitted to be taken by the directors at a

meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the directors, shall be filed with the minutes of the corporation.

Additionally, any action that is required or permitted to be taken by the directors without a meeting may be taken as a vote via email if such action is clearly outlined in an email to each director. A confirmation of the outcome of the vote must be emailed to the directors and also presented at the next meeting of the board of directors and filed with the minutes of the corporation.

5.7 Reimbursement of Expenses By resolution of the board, the directors may be paid their expenses, if any, including expenses associated with attendance at each meeting of the board. The board shall serve without compensation. Nothing contained herein shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

5.8 Vacancies. The board by majority shall have the power to fill vacancies on the board caused by the death or resignation of incumbent Directors and a Director chosen to fill such vacancy shall serve until the next regular election of Directors of the corporation.

ARTICLE VI

Officers

6.1 Officers of the Corporation. The officers of the corporation shall be a President, a Vice President, a Treasurer, the Past President, a Secretary and an Executive Director and such other officers and assistant officers as may be deemed necessary by the board. The retiring President shall assume the title of Past President. The board shall appoint an Executive Director which shall be a paid position assigned to manage the day-to-day affairs of the federation. The Executive Director shall also hold the office and fulfill the responsibilities of the Secretary.

6.2 Resignation and Removal. An officer may resign at any time by delivering notice to the corporation. Any officer appointed by the board may be removed at any time, with or without cause.

6.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board.

6.4 President. The President shall be the principal executive officer of the corporation and, subject to the control of the board, shall in general supervise and control the affairs of the corporation and shall preside at all meetings of the board. The President may execute on behalf

of the corporation all contracts, agreements, and other instruments authorized by the board. The President shall, from time to time, report to the board all matters within the President's knowledge affecting the corporation that should be brought to the attention of the board. The President shall perform other duties as assigned by the board.

6.5 Vice President. In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties assigned by the President or by the board.

6.6 Secretary. The Secretary shall prepare the minutes (or review and approve previously prepared minutes) of all meetings of the directors, shall have custody of the minute books and other records pertaining to the corporate business, and shall be responsible for authenticating the records of the corporation. The Secretary shall countersign all instruments requiring the seal of the corporation and shall perform other duties assigned by the board.

6.7 Treasurer. The Treasurer, or the Executive Director under the direction of the Treasurer, shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the board.

6.8 Salaries. Except for the Executive Director, the officers shall not receive any salaries. The salary of the Executive Director may be fixed from time to time by the board.

ARTICLE VII

Elections

7.1 Elected Officers and Terms. The President, Vice President, Secretary, Treasurer and all other directors shall be elected by the members entitled to vote and shall hold office for one year or until a successor shall have been duly appointed and qualified or until the officer's death, resignation, or removal.

7.2 Nominating Committee and Other Nominations. The executive committee will act as the nominating committee and recommend a suggested slate of officers for the upcoming fiscal year beginning on the upcoming July. This nominating committee shall be responsible for proposing nominations for President, Vice President, Treasurer, Secretary and any additional directors from the regular membership.

At the board meeting in April, the President, the Secretary or the chairman of the nominating committee shall announce the nominations and that nominations may be made from the floor.

7.3 Election. The election of the officers and directors to be elected shall take place at the annual meeting.

7.4 New Officers and Directors. Following the election, the new officers shall takeover the duties as the governing body of the corporation prior to the end of the fiscal year (June 30).

ARTICLE VIII Powers Of The Board Of Directors

In addition to any powers provided for by law, the Articles or these Bylaws, the board is hereby empowered to employ an Executive Director and to delegate to said Executive Director the routine management of the organization. The board is hereby empowered to establish the salary and duties of the Executive Director and to determine whether or not this position shall be part-time or full-time. The board may authorize any officer or officers and agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, including the engagement of paid employees from time to time, and such authority may be general or confined to specific instances, except that with respect to (i) the engagement of employees, such authorizations shall be subject to ratification at the next meeting of the board and (ii) any contract in excess of \$2000 shall require prior approval or specific authorization by the board. The board is hereby authorized to open a bank account in such bank or banks as selected by the board and the President, Past President (if such individual is also a member of the board), Vice President, Executive Director and Treasurer are hereby authorized to sign checks for the withdrawal of the corporation funds in the bank account or bank accounts so established. Each check in excess of \$1,000 on the corporate funds must be signed by at least two (2) of the above mentioned officers.

ARTICLE IX Committees

The board or officers may appoint such committees as they deem appropriate or necessary and shall define the duties of such committees. The standing committees of the organization are to be determined by the board. Each committee shall have a director in charge selected by the President. The board may also authorize the creation of special committees.

ARTICLE X Miscellaneous Provisions

10.1 Rules of Order. All meetings of the organization shall be governed by the customary rules of parliamentary law and Robert's Rules of Order shall be the authority to decide all points of parliamentary law which may be in dispute.

10.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

10.3 Checks: Drafts. All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers and agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

10.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.

10.5 Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

10.6 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board at any regular or special meeting.

ADOPTED: April 29, 1994

AMENDED: February 1, 2006

_____, President

_____, Secretary