

ADME POLICIES AND PROCEDURES

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MEMBERSHIP

1.1 MEMBERSHIP REQUIREMENTS

ADME members must meet requirements to be members of the organization. The primary criterion for membership is to have a company that can be defined as a Destination Management Company (DMC). If a company fits the definition of a DMC, then it has met the first membership requirement. The remainder of the requirements is;

- (a) Business must be a member of local Convention & Visitors Bureau, Chamber of Commerce (if no CVB exists), or Tourism Office. If these membership opportunities are not available, business must have representation in a Convention Industry Council member association,
- (b) Primary focus of legal entity of company or division of the company must be that of destination management.
- (c) Company must provide 4 out of 5 key services listed:
 - 1. Events
 - 2. Activities
 - 3. Tours
 - 4. Transportation
 - 5. Program Logistics
- (d) Company must carry a designated minimum of \$500,000 general liability insurance.

1.2 MEMBERSHIP CATEGORIES

There shall be 7 (seven) classes of ADME membership: Executive, Active, Affiliate, Associate, Faculty, Student and Emeritus.

(A) EXECUTIVE MEMBERSHIP

Executive Membership shall be open to individuals who are the Chief Executive Officer (CEO) or Designated Principal Member representing a destination management company that has been in business for a minimum of 2 years and which meet the requirements listed in Section 1. Multiple Executive Memberships by one company is limited to partners who own a minimum of 35% of stock in the company. Companies with multiple memberships are allowed a maximum of two (2) votes per location.

(B) ACTIVE MEMBERSHIP

Active Membership shall be open to the CEO (or designate) of a subsidiary DMC owned by an Executive member/Designate of an eligible DMC or Affiliate. Additionally, a CEO or Owner of a Destination Management Company that has met all the requirements of Executive Membership status, with the exception of the two (2) years in business stipulation, is also eligible. Upon achieving the required years in business, member must upgrade to Executive Membership by paying the required additional dues at the next renewal date.

(C) AFFILIATE MEMBERSHIP

Affiliate Membership shall be available to top management representatives of firms and individual executives engaged in providing products and services related to the conduct and operation of Destination Management Companies and the meetings, events, and services they implement, who are not otherwise eligible for Executive or Active membership. There is no limit to the number of Affiliate Members permitted to join ADME.

(D) ASSOCIATE MEMBERSHIP

Associate Membership shall be available to all employees, agents or representatives of a person, firm, corporation, organization, association or other entity that has at least one Executive, Active, or Affiliate member in good standing. In addition, Associate Membership is available to an employee, agent or representative of a person, firm, corporation, organization, association or other entity that does not have at least one Executive, Active or Affiliate member in good standing, as approved by the Membership Committee. The rights of Associate Members are strictly limited to the privilege of participation in the membership benefit programs sponsored by ADME. Associate Members may attend the Annual Meeting.

(E) FACULTY MEMBERSHIP

Faculty Membership shall be available to individuals employed as faculty in graduate or undergraduate academic programs in Destination Management and having met one of the following requirements; currently teaching at least two classes per semester; or currently teaching at least one class per quarter; or at least four classes in the past academic year.

(F) STUDENT MEMBERSHIP

Student Membership shall be available to individuals enrolled in a graduate or undergraduate academic program directly related to Destination Management for at least six quarter or semester hours. Verification of enrollment is required.

(G) EMERITUS MEMBERSHIP

Emeritus Membership may be conferred, by the Board of Directors, upon any Executive or Active member applying therefore, provided the applicant has been a member in good standing for fifteen (15) years or more, has attained the age of sixty-two (62) years, and has retired. Emeritus members shall have all the privileges of Active membership, except the right to vote or hold office. In recognition of their contributions to the association, Emeritus members receive complimentary registration at the ADME Annual Meeting.

APPLICATION AND APPROVAL OF MEMBERSHIP

1.3 MEMBERSHIP APPLICATION

Application and approval of membership applications in any category must be submitted on the official ADME application form or electronically through the ADME website.

1.4 APPROVAL OF MEMBERSHIP

After the Membership Committee reviews all applications and determines that the applicant has fulfilled the membership category requirements, the applicant will be informed by the Membership Committee in a timely manner as to the status of their application.

1.5 MEMBERSHIP STATUS

Executive, Active and Associate ADME memberships are owned by the DMC Company or division regardless of who pays the dues of the member. Membership remains with the DMC company or division and can be transferred only once in a membership year. Affiliate memberships are owned by the Affiliate Company regardless of who pays the dues of the member. In the event of a change in employment, the individual member shall be permitted to reapply for membership, representing the new company.

SUSPENSION OR TERMINATION OF MEMBERSHIP

1.6 SUSPENSION OR TERMINATION OF MEMBERSHIP

A membership may be suspended or terminated if member is found in violation of the ADME Principles of Professional and Ethical Conduct (refer to PEP Section X). If a member does not continue to maintain criteria to meet membership requirements, Board of Directors can by 2/3 vote approve a change in membership status. Members of any class may be expelled from membership for good cause by a two-thirds (2/3) vote of the entire Board. For any cause other than nonpayment of dues, fees or assessments, expulsion shall occur only after the member has been given ample notice and an opportunity to present to the Board, either in person or in writing, a defense against the expulsion. The member may be represented by counsel only if such representation is requested at least ten (10) days prior to the hearing date and approved by the Board.

MEMBERSHIP LIST

1.7 SALE OF MEMBERSHIP LABELS, LIST, DIRECTORY AND WEB LINKS

- (a) Mailing labels or lists of the ADME memberships are to be sold for no less than \$200.
- (b) Membership directories may be sold for no less than \$100.

WEBSITE LINKS

1.8 LISTINGS AND LINKS TO THE ADME WEBSITE

- (a) Web links and listings are available to those members in good standing for a one-time fee of \$75. (includes listing and link)
- (b) Web listings on the ADME website are available to those members in good standing for a one time charge of \$50. (Includes listing only)
- (c) A fee equal to the Affiliate member dues will be charged for appropriate non-member commercial web links.

DUES

2.1 DUES STRUCTURE

Dues for all categories shall be established by the Board of Directors, except for Emeritus members whose dues will be waived.

2.2 ASSESSMENT OF DUES

Dues shall be assessed and collected annually, and shall be considered delinquent if not paid within forty-five (45) days of due date. Any member whose annual dues are delinquent at the end of this 45-day period shall be dropped from the membership rolls without further notice.

2.3 REFUNDS

There will be no refunds of membership dues to member whose membership has been terminated for any reason.

MEMBERSHIP MEETINGS AND VOTING

3.1 ANNUAL AND SPECIAL MEETINGS

The Association shall hold an Annual Meeting in each calendar year, within the date range of January 15 to February 28, at a time and location to be fixed by the Board of Directors. A non-member may attend only one annual meeting.

3.2 NOTICE

At least sixty (60) days advance notice, in writing, of the time and place of each annual and special meeting, shall be given by mail, postage prepaid, electronic mail or by facsimile (fax) addressed to each member at the address on the records of the Association. In the case of special meetings, the notice shall also specify specific purpose(s) for which the meeting is being called.

EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

4.1 BOARD MEETINGS

- (a) The Board of Directors shall meet immediately preceding the Annual meeting of the Association. An additional meeting of the Board will be called by the President and scheduled at his/her discretion midway through the Presidential year.
- (b) Special meetings of the Board may be called initially by the President or upon written petition signed by five (5) directors. They shall be held at such places and on such dates as may be designated in notices of such meetings. Notice in writing shall be given to each director, no fewer than fourteen (14) days prior to any meeting and shall state the purpose(s) for which the meeting is called.

4.2 ATTENDANCE AT BOARD MEETINGS

- (a) Failure of a director(s) to attend two (2) consecutive meetings shall be deemed to constitute a resignation from the Board of Directors which the Board may choose to accept.
- (b) The vacant seat is to be filled by the Board, as provided in the bylaws.
- (c) Notice of non-attendance at meetings shall be given in written form to the President and Executive Vice President.

4.3 SUBSIDIZING BOARD MEETINGS

- (a) ADME staff shall negotiate a rate with the hotel to provide sleeping accommodations for the Board during the dates of the Board meeting. Board members will be responsible for their own expenses related to the Board meetings.

4.4

NEW PROJECTS FOR BOARD CONSIDERATION

- (a) All new projects for consideration of the Board must, unless exceptional circumstances prevail, be submitted in time to be included in the agenda for the next Board meeting and shall be accompanied by a written analysis of the feasibility, staffing, cost, pros and cons. The Board will assess projects and determine desirability from an organizational prospective. New business opportunities may be presented to the Board for a final vote only if proposal has gone through the appropriate committee(s) and includes a business plan.

4.5

EXPECTATIONS OF AN ADME BOARD MEMBER

- (a) Be an enthusiastic advocate of ADME
 - (1) Use your prestige to sell the association, its programs and activities
- (b) Be a team ADME player
 - (1) Do your homework. Come to board meetings prepared
 - (2) Be responsible for the duties assigned to you and respecting deadlines
 - (3) Ask for help when needed, but don't wait until the last minute
 - (4) Delegate to your committee to make them feel involved
 - (5) Make FUN a priority
- (c) Be on time for board meetings
 - (1) Bring committee reports to the meeting
 - (2) Avoid using board meeting as a committee meeting
- (d) Be a visionary. Think of the future.
 - (1) Always have an eye to the future when making decisions that impact the membership and direction of the organization
- (e) Be open-minded
 - (1) Accept change and the opinions of others
 - (2) Avoid taking opinions that differ from yours as personal.
 - (3) Admit mistakes and move on

- (f) Be decisive and help the board be productive.
 - (1) Make decisions based on facts
- (g) Be aware of outstanding work by others
 - (1) Always look for future leaders at the committee level.
 - (2) Recognize outstanding work on an immediate basis whenever possible.
- (h) Be a creative sharpshooter.
 - (1) Share creative ideas to enhance the value of membership
- (i) **REMEMBER**
 - (1) We are all volunteers

ANNUAL MEETING

5.1 ANNUAL MEETING SCHEDULE

The Director of Annual Meeting will allow time for Committee Meetings, Forum and the Business Session within the Annual meeting Schedule.

5.2 SPEAKER EXPENSE AND REIMBURSEMENT

(A) REIMBURSEMENT POLICY

Speakers invited to present for either general or concurrent session shall have travel and one night's lodging expenses paid for each day the individual is scheduled to speak. Reimbursement by ADME shall not exceed \$700.

(B) AIR TRAVEL

Speakers will make their own travel arrangements using the most economical coach service. In most cases these tickets will be unrefundable and it is the responsibility of the traveler to assure that all reservations are correct. Fees due to changes in travel dates are the responsibility of the traveler, unless a change in meeting time or date was made by ADME.

(C) RELATED TRAVEL EXPENSES

Mileage will be reimbursed for personal vehicle used to travel to Conference or to travel between home and airport. Mileage will be reimbursed at the current IRS rate. Taxis, buses, shuttles and airport parking are all allowable expenses reimbursed by ADME. Incidental charges such as tips for baggage and to maids will be reimbursed at a rate not greater than \$5 per day.

(D) HOTEL ACCOMMODATIONS

- (1) Speaker will notify ADME office of arrival and departure date for the Conference. ADME will make reservations at headquarter hotel. Although reservation can be made for the duration of stay, ADME will not reimburse more than one night's accommodations for each day individual is scheduled to speak. ADME assumes no responsibility for hotel arrangements made other than as described herein.
- (2) All incidental expenses are the responsibility of the Speaker and shall be paid for by the Speaker at the time of departure from the hotel.
- (3) If any charges posted to the hotel bill fall within the guidelines, the original copy of the hotel invoice should be submitted with the expenses highlighted.

(E) EXPENSE REPORTING

Complete expense report should be filed within 30 days after the Conference. Reports not received within 30 days may not be accepted for reimbursement. ADME Vice President of Finance will have the responsibility of questioning all expenses that appear excessive or unreasonable.

5.3 BOARD HOUSING

Members of the Board are required to stay at the headquarter hotel during the Annual Meeting.

5.4 NON-MEMBER DMCS AT ANNUAL MEETING

A non-member may attend only one annual meeting.

STANDING AND SPECIAL COMMITTEES AND BOARDS

6.1 STANDING COMMITTEES AND BOARDS

The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees, boards or task forces as are necessary which are not in conflict with other provisions of the Bylaws. The duties of such committees and boards shall be prescribed by the Board of Directors. Special Committees or Standing Boards include:

(A) FINANCE COMMITTEE

- (1) It shall be the duty and responsibility of this committee to suggest ways and means of adding to the total income and revenues of the Association. It shall advise the Executive Vice President in the preparation of the annual budget and make recommendations to the Board regarding the directions, supervision, conservation and investment of Association funds.
- (2) The committee may perform such other powers and duties connected with the finances of the Association as the Board may from time to time delegate to it.

(B) NOMINATING COMMITTEE

- (1) No fewer than ninety (90) days before the next Annual Meeting of the Association, the Nominating Committee shall select one (1) nominee for each elective office and the list of the nominees so selected shall be known as the official slate. The Nominating Committee shall report its selections to the business office of the Association no fewer than ninety (90) days before the ensuing election so the Executive Vice President may give written notice

of the official slate to all members of the Association, no fewer than sixty (60) days before the ensuing annual election. This notice may be given either by notice thereof in the official ADME publication or by mail or electronic mail, within the time herein prescribed.

(2) NOMINATIONS BY PETITION

(A) Additional nominations may be made by petition signed by twelve (12) Executive Members and sent to Management, provided such additional nominations are received in that office at least thirty (30) days prior to the Annual Meeting during which the election is to be held.

(B) The names of all nominees appearing in such petitions, and duly filed in accordance with provisions of the ADME Bylaws, shall then be placed on the ballot, distributed at the Annual Meeting as nominees for the elective offices to be filled during the ensuing election, as though they had been selected by the Nominating committee and were included in the official slate.

(c) TECHNOLOGY COMMITTEE

(1) It shall be the duty and responsibility of this committee to maintain the ADME website with the input from the ADME contracted technology provider. The committee will periodically review and update information on the website as submitted by committees, Board of Directors and Executive Vice President.

(2) The committee will maintain a database of articles, forms and templates that may serve as a source of information for members and provide a mechanism for disseminating information to the membership.

- (3) The committee will suggest ideas to improve the website as needed.

(d) AWARDS COMMITTEE

- (1) The Awards Committee manages and evaluates ADME awards nominations process and makes recommendations to the Board of Directors.
- (2) The committee will communicate criteria, information about deadlines, program rules and entry forms and solicit applications from the membership for the following awards:

Recognition Awards:

- (a) Destination Management Professional of the Year
- (b) Destination Management Rising Star

Event and Activity Awards:

- (a) Best Innovative Event
 - Under \$25,000
 - \$25,001 - \$75,000
 - \$75,001 and over
- (b) Best Logistics - Transportation
- (c) Best Creative Event
 - Team Building
 - Tour
 - Recreational

(e) DMCP CERTIFICATION BOARD

The certification board sets the standards and policies for the DMCP program and enforces such standards and reports to the Director of Education. Membership in the DMCP Certification Board is by nomination only. However, there are several committees of the DMCP board that are open to any member who has obtained their DMCP

designation. These committees include: education, marketing, sponsorship and recertification.

(1) DMCP Certification Board members serve for two (2) years or as determined by the Board of Directors and Bylaws.

(2) Eligibility of Committee Members:

(a) DMCP

(b) ADME member in good standing

(c) Willing to give the time, energy, talents and enthusiasm required of the position

(d) Good organizational skills

(3) Time Commitment of DMCP Certification Committee Members:

(a) Three (3) to five (5) committee meetings per year

(b) Additional commitments such as exam proctoring, mentoring, leading study sessions or leading test-writing conclaves may be requested

(F) ETHICS AND PROFESSIONAL CONDUCT

The Director of Membership educates members about the Standards of Professional Conduct and reports to the President. An Ad Hock Ethics and Professional Conduct Committee, appointed by the President will periodically review and update these standards. The committee is the authorized body to review any cases regarding ethics forwarded by the President. The committee will determine any procedures for evaluating professional conduct, with special care devoted to maintaining a balanced and fair assessment. The committee shall maintain confidentiality with respect to all cases and is authorized to review the facts and findings of all prior ethics cases in which the cases may provide precedent or guidance to the committee in reaching a decision.

6.2 OTHER COMMITTEES OR BOARDS

The President may appoint additional committees and boards to promote the objectives, purposes and activities of the Association. Their composition and duties shall be prescribed by the Board

6.3 COMMITTEE CHAIR OR BOARD APPOINTMENTS

All Committee Chairs and Board Appointments with exception of the Finance and Executive Committees shall be appointed by the President.

EXECUTIVE AND STAFF

7.1 EXECUTIVE VICE PRESIDENT / CHIEF EXECUTIVE OFFICER

The Board shall employ a Chief Executive Officer who shall have the title of Executive Vice President. He/She may be either a salaried employee or an independent contractor retained on an annual fee basis. The terms and conditions of employment and scope of services shall be specified by the Board of Directors.

7.2 RESPONSIBILITIES OF THE EXECUTIVE VICE PRESIDENT

The Executive Vice President shall manage the affairs of the headquarters office and shall employ and terminate the employment of members of the staff as necessary to carry out the work of the Association. He/She may establish salaries for staff, define their duties, supervise their performance, establish their titles and delegate responsibilities to them as according to established policies. The Executive Vice President shall be an ex-officio member of all committees, without vote. The Executive Vice President shall be counted for the purpose of establishing a quorum.

FINANCIAL MATTERS

8.1 FISCAL YEAR

The fiscal year of ADME shall be established by the Board of Directors

8.2 CASH TO ACCRUAL

The annual ADME financials will be calculated on a Cash to Accrual basis

8.3 BUDGET

Upon recommendation of the Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of ADME, and this budget shall be approved prior to the beginning of the fiscal year which it covers. The annual operating budget will be finalized and is subject to approval by the Executive membership at the annual business meeting.

8.4 RESERVE FUND

A fund shall be established with the goal of achieving an amount equivalent to 50% of the budget of ADME. Each year a contribution shall be made to the reserve fund from revenue over expenses.

8.5 BONDING TRUST OR SECURITY BONDS

Bonding Trusts or Security bonds shall be furnished for the President, Vice President of Finance and other officers or employees as deemed necessary by the Board of Directors. The amount of the bond shall be determined by the Board of Directors and paid by the Association.

ANTITRUST POLICY

The Association for Destination Management Executives (ADME), like all businesses, is subject to the antitrust laws of the United States. Unlike most private businesses, however, the very nature of a trade association makes it necessary to maintain constant vigilance to prevent activities that could result in illegal restraint of trade or commerce.

Any failure on the part of the ADME to comply strictly with the antitrust laws could result in severe penalties. Treble damages for successful litigants, fines and possible jail terms for individuals involved in any illegal activities, and even the dissolution of the association itself, are harsh remedies of the law. These penalties manifest the law's strong public policy in favor of free and unfettered competition as the rule of trade.

Two laws of the United States that define antitrust liabilities of trade associations, Sections 1 and 2 of the Sherman Antitrust Act and Section 5 of the Federal Trade Commission Act are both very general in their wording and broad in their scope.

Over the years, the courts have interpreted the broad language of the statutes and have provided specific examples of unlawful conduct which violate the principles set down in the law. ADME recognizes that so long as it strives to conduct itself in accordance with such guidance, antitrust problems will be avoided.

In as much as it is the policy of the ADME to comply fully and in all respects with the antitrust laws, the following basic principles are endorsed by the Board of Directors as a guide for all members serving in some official capacity for the association:

- (a) ADME and its members shall make every effort to ensure that all of their actions comply with both the letter and the spirit of the antitrust laws of the United States.
- (b) Anyone meeting the requirements of the membership as set forth in the bylaws shall be welcomed into ADME on a non-discriminatory basis. All members shall be entitled to the same services that are available to other members on a non-discriminatory basis. No member shall be expelled except for just cause, and in such manner as established in the bylaws to ensure that the expulsion is fair, objective, reasonable and non-discriminatory.
- (c) ADME will not indulge in, or sanction, any discussions of current or future prices of destination management services. ADME meetings and publications will never be a forum for the exchange of information which could lead to the establishment of cooperative arrangements or activities in violation of the antitrust laws.
- (d) ADME will conduct all statistical functions on a voluntary basis, and all data collected from members will be treated confidentially. Non-members who desire to participate or receive the results of statistical surveys shall be permitted to do so. Any statistical reporting of past transactions will be reported in composite form and will be clearly spelled out as to its purposes, limitations and proper usage, in terms compatible with the antitrust laws.
- (e) ADME will never enter into or sanction any agreements that tend to restrict competition between members or within the industry, generally. Any standards established by the ADME shall be formulated by a broad consensus of the membership to ensure that there is no anti-competitive effect on the members or on the industry itself.
- (f) Trade shows sponsored by the ADME shall be conducted in a non-discriminatory manner. All exhibitors shall have reasonable access to the show on equal terms.

ADME and its members subscribe to the basic philosophy that free trade and interaction of competitive forces yield the best allocation of economic resources, the lowest prices to customers, the highest quality and the greatest progress. The ADME Policy on Antitrust reaffirms a commitment to conduct the association's affairs in a manner conducive to the attainment of these goals.

PRINCIPLES OF PROFESSIONAL AND ETHICAL CONDUCT

The Association of Destination Management Executives represents the highest level of professional and ethical behavior in the travel, tourism, convention and meetings industry. The association has adopted these PRINCIPLES OF PROFESSIONAL AND ETHICAL CONDUCT and its members use them as standards of honorable behavior by which they may evaluate their relationships and their organizations, suppliers and colleagues.

As a member of the Association of Destination Management Executives, I will:

1. Deal with clients, business associates and suppliers in a professional, business-like manner.
2. Protect the confidentiality of all proposals and pricing received from suppliers.
3. Provide the supplier with business reasons why the proposal was rejected.
4. Honor signed contracts in spirit as well as intent.
5. Indicate to suppliers whether the program is firm, or if other options/venues are still being considered and any changes in size of group as that information becomes available.
6. Provide Host Hotel/Venue with pertinent information that will directly impact the operations of said hotel/venue.
7. Not use my position in ADME to the detriment or disadvantage of my professional organization, and I will advise all parties, including my organization of any circumstances that may have the appearance of a conflict of interest.

Adopted January 8, 1997

MISCELLANEOUS

11.1 DISSEMINATION OF INFORMATION

All official ADME correspondence is to be sent from the ADME National Office on ADME letterhead. If members of the Board of Directors and/or committee chairs undertake official ADME correspondence, a copy of such shall be forwarded to the National Office for retention in the official files.