

Bylaws of American Association of Family and Consumer Sciences

ARTICLE I

NAME

The name of this organization shall be the American Association of Family and Consumer Sciences, hereafter referred to as AAFCS.

ARTICLE II

PURPOSES AND MISSION

The purposes of the Association are stated in the Articles of Incorporation. The mission is to provide leadership and support for professionals whose work assists individuals, families, and communities in making informed decisions about their well being, relationships and resources to achieve optimal quality of life.

ARTICLE III

MEMBERSHIP, DUES, FEES, AND PRIVILEGES

Membership dues, fees, and privileges shall be as recommended by the AAFCS Board of Directors and approved by 2/3 majority of the AAFCS Senate.

ARTICLE IV

AFFILIATE FAMILY AND CONSUMER SCIENCES ASSOCIATIONS

Section 1. An affiliate family and consumer sciences association shall be organized by geographic boundaries and shall:

- (a) incorporate in its bylaws or articles of incorporation the purposes of the Association, and
- (b) require its members to hold membership in AAFCS.

Section 2. Affiliate associations shall be composed of individual members. Affiliate members shall pay dues simultaneously to the affiliate association and to AAFCS. Affiliates requesting exceptions to membership categories and dues arrangements shall seek approval from the AAFCS Board of Directors.

Section 3. Each affiliate association shall be represented in the Association's Senate by its president or affiliate's designee, and at least one additional duly authorized delegate as specified in Article VI, Section 1(c).

Section 4. Affiliate associations shall be collectively represented on the Board of Directors by the Director of Affiliates.

ARTICLE V

PURPOSE, ELECTION AND COMPOSITION AND FUNCTIONS OF BOARD OF DIRECTORS

Section 1. The Association in order to effect its purpose shall have a Board of Directors. The Board of Directors shall act as the legal representative of the Association, set association policy, and provide leadership for and manage the affairs and funds of the Association.

A majority of the currently serving members of the Board of Directors shall constitute a quorum.

Meetings of the Board of Directors may be held in-person or by means of telephone or other technology-assisted options. All Directors participating in the meeting need to be able to communicate with each other.

Section 2. Election of officers of the Association and members of the Nominating Committee shall be in accordance with election procedures adopted by the Board of Directors. Elections shall be by majority of votes cast. The Nominating Committee elections are by plurality. The Board consists of nine members. Board members serve three-year terms except the student representative is elected annually by the Student Unit.

All Board members should be elected as at-large members, with the exception of President-Elect, student representative, Treasurer and Affiliate Presidents' representative. The Board will determine a process for designating a secretary from among its members.

A Board member may not serve two consecutive terms as a Director. S/he may serve a second three-year term in another office (President-Elect, Treasurer, or Director of Affiliates) immediately following her/his term as Director, or s/he may serve again as a Director after a break in Board service.

The President-Elect should serve one year as President-Elect, followed by one year as President, followed by one year as Past President.

Section 3. The Board of Directors appoints the Executive Director. The functions of AAFCS officers and Executive Director shall be as determined by the AAFCS Board of Directors.

ARTICLE VI

COMPOSITION OF SENATE; FUNCTIONS

Section 1. The Association, in order to effect its purposes, shall have a Senate.

Section 2. The composition and functions of the AAFCS Senate are as defined below:

- (a) The Senate shall consist of:
 - (1) a minimum of two senators from each affiliate.
 - (2) three past AAFCS Presidents elected by their membership for staggered terms;
 - (3) two students elected annually for a one year term by the membership of the Student Unit; and
 - (4) voting members of the AAFCS Board of Directors with length of terms designated by their term of office.
- (b) The Senate shall hold one on-site meeting annually to occur in conjunction with the AAFCS Annual Conference and Exposition. Other work of the Senate shall be conducted as needed through mail ballot and/or technology-assisted communications. A majority of the members registered for the Senate shall constitute a quorum.
- (c) The functions of the Senate shall be to:
 - (1) receive annual report;
 - (2) receive fiscal reports;
 - (3) receive reports from officers and committee/council chairs;
 - (4) adopt strategic plans for the Association;
 - (5) adopt resolutions;
 - (6) approve categories and dues for membership;
 - (7) adopt and amend AAFCS Bylaws

ARTICLE VII

COMMUNITIES

The membership of the Association shall be organized into Communities. AAFCS Communities serve as a conduit of professional action, dialogue, and promotion of the AAFCS mission.

ARTICLE VIII

COMMITTEES AND COUNCILS

Section 1. The following Standing Committees are established by the Board of Directors with defined purposes and responsibilities as needed to carry out the work of the Association:

- (a) Bylaws and Policy and Procedures Committee
- (b) Finance Committee
- (c) Ethics Committee
- (d) Development Committee
- (e) Nominating Committee
- (f) Annual Conference Committee
- (g) Awards and Recognition Committee
- (h) Membership Committee
- (i) Public Policy Committee

Section 2. The following Councils with defined purposes and responsibilities are established by the Board of Directors to carry out the work of the Association:

- (a) Council for Accreditation
- (b) Council for Certification

ARTICLE IX

UNITS

Section 1. There shall be units of the Association to coordinate, strengthen, and promote the Association's programs as determined by the Board of Directors. Units shall consist of official representatives of groups within the Association.

ARTICLE X

MEETINGS

There shall be an Annual Meeting of the Association at such time and place as the Board of Directors shall determine. No annual meeting shall be held at a time that will shorten or lengthen the term of any elected officer by more than six (6) months. In the event of an emergency the Annual Meeting can be canceled by the Board of Directors.

ARTICLE XI

JOURNAL

AAFCS shall publish a professional journal which shall be the official publication of the Association. All rights, including title rights, copyrights, and good will shall be vested in the Association.

ARTICLE XII

FISCAL YEAR

The fiscal year of the association shall be determined by the Board of Directors and shall be noted in the Association's Policy and Procedures Manual.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended by action of the Board of Directors and a vote of two-thirds of the currently serving members of the Senate present and voting at any annual meeting of the Senate, provided that notice of any proposed amendment(s) be given by mail, email, or through one of the official

publications of the Association to all members at least thirty (30) days prior to the meeting at which the vote is to be taken.

Section 2. In the event of an emergency as determined by the Board of Directors, the Bylaws may be amended by mail or electronically assisted ballot by a majority of the currently serving members of the Senate designated as such in a communication to the Executive Director.

ARTICLE XIV

TAX-EXEMPT STATUS

Section 1. This Association is a non-stock and non-profit corporation. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its Directors, officers, or other private persons, except that the Association shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the objective set forth in Article III of the Articles of Incorporation.

No substantial part of the Association's activities shall be invested in carrying on propaganda or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any of the provisions in the Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on: (a) by corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. internal revenue law).

Section 2. If in any one year the Association is found to be a private foundation, then, and in that event, its income for each taxable year shall be distributed at such time and in such a manner as to not subject the foundation to tax under Section 4942 of the Internal Revenue Code. The foundation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), shall not retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), shall not make any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE XV

DEFENSE AND INDEMNIFICATION

To the extent permitted by law, the Association shall defend and/or indemnify any person who was or is a party defendant or is threatened with being made a party defendant to any legal action, suit, or proceeding (other than an action, suit, or proceeding by or in the right of the Association) by reason of the fact that he/she is or was a Director, officer, employee, or agent of the association, or is or was so serving at the Association's request for another profit or not-for-profit corporation, against expenses actually and necessarily incurred by him/her in connection with the defense of such legal action, suit, or proceeding, except in relation to matters as to which he/she shall be adjudged in such legal action, suit, or proceeding to be liable for negligence or misconduct in the performance of his/her duty to the Association.

The termination of any legal action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in the Association's best interests. To the extent that the court or body in or before which such legal action, suit, or proceeding was finally determined has not addressed the questions of negligence or misconduct in the performance of the person's duty to the Association, a determination that indemnification is proper shall be made by a majority vote of the Board of Directors. In the event of settlement of a legal action, suit, or proceeding, indemnification shall be made up to the amount that would reasonably have been expended in the defense, as provided for by the Board of Directors.

Indemnification shall not be deemed exclusive of any other rights to which the Director, officer, employee, or agent may be entitled under any Bylaw, agreement, vote of the Board of Directors or members, or otherwise.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

Except as otherwise provided in its bylaws and standing rules, the Association shall be governed in its proceedings by Robert's Rules of Order, Newly Revised.