

BY-LAWS OF THE WISCONSIN ASSOCIATION OF FAMILY AND CONSUMER SCIENCES

ARTICLE I NAME

The name of this organization shall be the Wisconsin Association of Family and Consumer sciences, hereafter referred to as WAFCS.

ARTICLE II PURPOSE AND MISSION

The purposes of this organization are the same as the American Association of Family and Consumer Sciences (AAFCS) as stated in their bylaws Article II. WAFCS is a Wisconsin 501(c)(3) non-profit organization.

ARTICLE III MEMBERSHIP, DUES, FEES, AND PRIVILEGES

Membership, dues, fees, and privileges shall be as determined by the AAFCS Board of Directors, found on the AAFCS website (www.aafcs.org).

ARTICLE IV WISCONSIN ASSOCIATION OF FAMILY AND CONSUMER SCIENCES

Section 1: WAFCS shall be composed of AAFCS members. WAFCS members shall pay dues simultaneously to AAFCS and WAFCS.

ARTICLE V EXECUTIVE BOARD

Section 1: WAFCS shall have an Executive Board.

- (a) The Executive Board shall act as the legal representative of WAFCS, set association policy, and provide leadership for and manage the affairs and funds of WAFCS.
- (b) The Executive Board shall consist of seven elected directors. A majority of the currently serving directors shall constitute a quorum.
- (c) Meetings may be held in-person or by means of telephone or other technology assisted options.

(d) The Executive Director and the Past President shall serve on the board as ex-officio members.

Section 2: The Assembly of Members shall consist of members in good standing of AAFCS and WAFCS. The Assembly shall elect the Executive Board.

Section 3: Directors shall serve two-year terms, with two consecutive terms possible without a break in service. The President-elect may serve a three-year term. The Treasurer may be elected to serve an additional two-year term.

Section 4: The Executive Board shall select, from among the elected directors, individuals to serve as the President, President elect, Secretary, and Treasurer.

Section 5: The responsibilities of the WAFCS officers and directors at large shall be determined by the Executive Board and available in WAFCS Policies and Procedures.

ARTICLE VI COMMITTEES

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

- a) Awards and Recognition Committee
- b) Communications and Technology Committee
- c) Finance Committee
- d) Nominations Committee
- e) Professional Development Committee

Section 2: Special ad hoc committees are established by the Executive Board with defined purposes and responsibilities as needed to carry out the work of WAFCS.

ARTICLE VII AAFCS LEADERSHIP COUNCIL

WAFCS shall be represented in the AAFCS Leadership Council by its President and President-elect or their designees.

ARTICLE VIII AAFCS COMMUNITIES

WAFCS members may join AAFCS Communities to serve as a conduit of professional action, dialogue, and promotion of the mission.

ARTICLE IX AAFCS UNITS

Section 1: WAFCS shall be represented in the AAFCS Affiliate Presidents Unit by its President and President-elect or their designees.

Section 2: WAFCS members may join AAFCS units to coordinate, strengthen, and promote AAFCS programs.

ARTICLE X MEETINGS

There shall be at least an annual meeting of WAFCS held either in-person or technically assisted. However, in the event of an unexpected situation, the annual meeting may be canceled by the Executive Board.

ARTICLE XI FISCAL YEAR

The fiscal year of WAFCS shall be determined by the Executive Board.

ARTICLE XII WAFCS FOUNDATION

The WAFCS Foundation is an entity of WAFCS, utilizing the organization's 501(c)(3) status.

Section 1: The Foundation will have representation on the Finance Committee for fiscal oversight.

Section 2: The Foundation will have representation on the Professional Development Committee for program direction and support.

ARTICLE XIII AMENDMENTS

Section 1: WAFCS By-Laws may be amended by action of the Executive Board and a vote of the majority of the Assembly of Members present and eligible to vote at any annual meeting, provided that notice of any proposed amendment(s) be given electronically or by mail through one of the official communications of WAFCS to all members at least thirty days prior to the meeting at which the vote will be taken.

Section 2: In the event of an unexpected need as determined by the Executive Board, the By-Laws may be amended by mail ballot or technology-assisted communication by a majority of the eligible voting members who respond.

ARTICLE XIV TAX EXEMPT STATUS

Section 1: WAFCS is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The property, assets, profits, and net income of this organization are irrevocably dedicated to said charitable and educational purposes and no part of the profits or net income of this organization shall ever inure to the benefit of any board member, officer, or to any individual.

Section 2: Notwithstanding any other provision of these bylaws, WAFCS and its Foundation shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code: or
- (b) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. No influence legislation, nor shall WAFCS participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office.

ARTICLE XV DEFENSE AND LIABILITY

Section 1: Liability of Directors and Officers: No person shall be liable to WAFCS for any loss or damage suffered by it on account of any action taken or omitted to be taken by the person as a Director or Officer, or of any other organization the person serves as a Director or Officer at the request of WAFCS, in good faith, if such person

- (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs, or
- (b) took or omitted to take such action in reliance upon advice of counsel for the organization or upon statements made or information furnished by officers or employees which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law.

ARTICLE XVI INDEMNIFICATION

Every person who is or was a Director or Officer of the organization and any person who may have served at its request as a Director or Officer of another organization in which it owns shares or capital stock or of which it is a creditor, shall (together with the heirs, executors and administrators of such person) be indemnified by the organization against all costs, damages and expenses asserted against, incurred by or imposed upon them in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which they have made or threatened to be made a party by reason of their being or having been such Director or Officer, except in relation to matters as to which a recovery shall be had against them by reason of his/her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of their duty as such Officer or Director. This indemnity shall include reimbursement of amounts and expenses or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such Director or Officer is guilty of fraud in the performance of his duties, if such Director or Officer was acting in good faith in what they considered to be the best interests of the 501(c)(3) and with no reasonable cause to believe that the action was illegal. The organization, by its Executive Board, may indemnify in like manner, or with any limitations, any volunteers or former volunteers of the organization with respect to any action taken or not taken in their capacity as such volunteer. The foregoing rights of indemnification shall be in addition to all rights to which Officers, Directors, or volunteers may be entitled as a matter of law.

ARTICLE XVII

DISSOLUTION

In the event of dissolution or termination of WAFCS, the Executive Board shall, after paying all liabilities of the Association, dispose of all the assets of the Association exclusively for the objectives of the Association in such manner or to such organizations organized exclusively for charitable, educational, or scientific purposes and at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as the Executive Board shall determine. Any of such assets not so disposed of shall be disposed of by the court of proper jurisdiction exclusively for such purposes or to such organizations organized and operated exclusively for such purposes, which the court shall determine.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

Except as otherwise provided in its By-Laws Policies and Procedures, WAFCS shall be governed in its proceedings by the current edition of “Robert’s Rules of Order”

Approved: June, 2021