

**Bylaws of the American Association of Family and Consumer Sciences**  
Revisions to the AAFCS Bylaws amended December 12, 2023; Effective December 12, 2023.

**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**

Section 1. Purposes. The purposes of AAFCS are stated in the [Articles of Incorporation](#).

**ARTICLE III**

**AUTHORITY**

Section 1. Board of Directors' Authority. The governance of the AAFCS is and shall be entrusted to the Board of Directors. The Board of Directors shall act as the legal representative of AAFCS. The Board of Directors shall define the policies and monitor their implementation, provide leadership for and manage the affairs and funds of AAFCS.

Section 2. Fiscal Year. The fiscal year of AAFCS shall commence on January 1 and end on December 31 of every calendar year.

Section 3. Executive Director. The Board of Directors shall appoint, evaluate, and designate the term of employment and compensation of the Executive Director. Terms for cancellation of the Executive Director contract by either party are found in the Executive Director contract. In the event the position of Executive Director becomes vacant, the Board of Directors will follow the guidelines stipulated in the Emergency Executive Director Succession Plan.

**ARTICLE IV**

**BOARD OF DIRECTORS**

Section 1. Board of Directors Structure. The Board shall consist of eight members: President, President-Elect, Past President, Treasurer, and four Directors-at-Large.

Section 2. Election of Directors. The Nominating Committee, selected by the Leadership Council, will identify candidates for President-Elect, Treasurer, and Directors-at-Large by December 1. The Leadership Council shall elect the Board of Directors by February 1.

Section 3. Orientation. It shall be the responsibility of the President and Executive Director to schedule and conduct an orientation session for all newly elected Directors prior to the AAFCS Annual

Conference.

Section 4. Terms and limitations. Directors shall serve three-year terms. The President-Elect shall serve for a term of three years: one year as President-Elect, one year as President, and one year as the immediate Past-President/Counselor. The Treasurer shall serve a three-year term. Directors selected to fill unexpired terms may serve one full term after filling an unexpired term. Directors may be elected again after sitting out for at least one year. Officers may not be elected to a second term after completing a term as an officer.

Section 5. Termination. A Director may be terminated for failure to perform their duties and responsibilities by a two-thirds vote of the Board of Directors at the next meeting following a motion for termination.

Section 6. Ex-Officio Board Members. The Board of Directors shall include the Executive Director as an ex-officio member. Ex-officio Board members do not have a vote.

Section 7. Conflict of Interest. Board members shall annually sign and be bound by the Board of Directors Confidentiality Agreement and Board Member Position Description approved by the Board.

Section 8. Non-Discrimination. The Board of Directors shall establish and enforce a policy of non-discrimination for all services provided and for all employment practices. It is the policy of AAFCS to provide Affirmative Action and equal employment opportunity to all qualified persons and to prohibit discrimination in employment based on race, color, national origin, sex, gender, marital status, family relationship, sexual orientation, gender identity or expression, age, pregnancy, genetics, disability, religion, veteran status, parental or family medical leave, and all other federal, state and local protected classes.

Section 9. Director Vacancies. Should a Director not be able to complete a three-year term, the Nominating Committee will recommend a candidate to the Board of Directors to fulfill the remainder of the uncompleted term. Upon approval by the Board of Directors, the rotation will be adjusted accordingly.

## **ARTICLE V**

### **OFFICERS**

Section 1. Positions and Terms. The officers of AAFCS shall be a President, President-elect, and Treasurer. The President-Elect shall serve for a term of three years: one year as President-Elect, one year as President, and one year as the immediate Past-President/Counselor. The Treasurer shall serve a three-year term. Officer terms will begin with the end of the AAFCS Annual Conference.

Section 2. Officer Functions. The functions of AAFCS officers shall be as determined by the Board of Directors and as specified in the AAFCS Policies and Procedures Manual.

Section 3. Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors and the Executive Director.

Section 4. Counselor. The immediate Past President shall serve a one-year term as Counselor to the Board of Directors.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings Required. The Board of Directors of AAFCS shall meet at least six (6) times a year.

Section 2. Regular Meetings. Meetings of the Board of Directors may be held in person or virtually using technology-assisted options. The Executive Director, in consultation with the President, will provide an agenda and accompanying materials at least one week prior to the regular meeting. The purpose(s) of the meeting will be provided in the agenda. A majority of the currently serving Directors on the Board of Directors shall constitute a quorum.

Section 3. Special Meetings. Special meetings of the Directors shall be held at the request of the President or Executive Director, or at the request of at least three Directors. The President shall give at least three days' notice of the meeting and the purpose of the meeting shall be stated in the notice of the meeting.

Section 4. Annual Meeting. There shall be an annual meeting of AAFCS at such time and place as the Board of Directors shall determine. In the event of an emergency, the annual meeting can be canceled by the Board of Directors.

Section 5. Voting Rights of the Board of Directors. Each Director shall be entitled to one vote on each matter properly submitted to the Board of Directors via notice of meeting or agenda.

Section 6. Electronic Voting. A vote on any AAFCS item may be initiated by the President or a designee between meetings, collecting votes by phone or electronic means. Voting that takes place outside of a Board meeting requires unanimous consent.

## ARTICLE VII

### COMMITTEES AND COUNCILS

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

- (a) Finance Committee
- (b) Awards and Recognition Committee
- (c) Nominating Committee
- (d) Executive Committee

Section 2. Ad Hoc Committees. Ad hoc committees are established by the President of the Board of Directors with defined purposes and responsibilities as needed to carry out the work of AAFCS and are dissolved upon the completion of the assignment.

Section 3. Councils. Councils of AAFCS are established by the Board of Directors with defined purposes and responsibilities to carry out the work of AAFCS.

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

## **ARTICLE VIII**

### **FINANCE**

Section 1. Budget. Before December 31 of each year, a budget of estimated revenues and expenses for the coming year shall be approved and adopted by the Board of Directors.

Section 2. Audit. AAFCS shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards annually. A report of the findings shall be provided to the Board of Directors and the membership.

Section 3 Liquidation of Assets. Upon final dissolution or liquidation of the national association and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets shall be used by the Board of Directors under the purposes of the AAFCS or shall be transferred to a qualified exempt organization within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954.

## **ARTICLE IX**

### **MEMBERSHIP, DUES, FEES, AND PRIVILEGES**

Membership dues, fees, and privileges shall be as determined by the Board of Directors.

## **ARTICLE X**

### **AFFILIATE FAMILY AND CONSUMER SCIENCES ASSOCIATIONS**

Section 1. Affiliate Associations. 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 AAFCS, and
- (b) require its members to hold membership in AAFCS.

Section 2. Composition. Affiliate associations shall be composed of AAFCS members. Affiliate

members shall pay dues simultaneously to the affiliate association and to AAFCS.

Section 3. Representation. Each affiliate association shall be represented in the a) AAFCS Affiliate Presidents' Unit, and b) in the AAFCS Leadership Council, by its president and president-elect or their designees.

## **ARTICLE XI**

### **UNITS**

There shall be units of AAFCS to coordinate, strengthen, and promote AAFCS programs as determined by the Board of Directors.

- a) Affiliate Presidents Unit
- b) Assembly of Higher Education
- c) Past Presidents Unit
- d) Student Unit

## **ARTICLE XII**

### **THE LEADERSHIP COUNCIL**

Section 1. Representatives. AAFCS shall have a Leadership Council consisting of representatives of the following:

- a) Affiliate Presidents Unit
- b) Assembly of Higher Education
- c) Student Unit
- d) Past Presidents Unit
- e) AAFCS Board of Directors

Section 2. Nominating Committee. The Leadership Council shall appoint a Nominating Committee to identify candidates for election to the Board of Directors and shall elect the Board of Directors.

## **ARTICLE XIII**

### **COMMUNITIES**

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

## **ARTICLE XIV**

### **JOURNAL**

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

## **ARTICLE XV**

### **AMENDMENTS**

Section 1. Amendments. 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 Leadership Council, provided that a notice of any proposed amendment(s) is provided to all AAFCS members for review and input to the Leadership Council at least 30 days prior to when the vote will be taken.

Section 2. Emergency Amendments. In the event of an emergency, as determined by the Board of Directors, the bylaws may be amended by a vote of two-thirds of the currently serving members of the Leadership Council.

## **ARTICLE XVI**

### **TAX-EXEMPT STATUS**

Section 1. AAFCS is a non-stock and non-profit corporation. No part of the net earnings of AAFCS shall inure to the benefit of, or be distributed to, its Directors, officers, or other private persons, except that AAFCS shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the objective outlined in Article III of the Articles of Incorporation. No substantial part of AAFCS activities shall be invested in carrying on propaganda or otherwise attempting to influence legislation. AAFCS 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, AAFCS shall not carry on any other activities not permitted to be carried on: (a) by a 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 provision of any future U.S. Internal Revenue Code).

Section 2. If in any one year, AAFCS 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 XVII**

### **DEFENSE AND INDEMNIFICATION**

To the extent permitted by law, AAFCS 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 AAFCS) because the person is or was a Director, officer, employee, or agent of AAFCS, or is or was so serving at the request of AAFCS for

another profit or not-for-profit corporation, against expenses actually and necessarily incurred by the person in connection with the defense of such legal action, suit, or proceeding, except with matters as to which the person shall be adjudged in such legal action, suit or proceeding to be liable for negligence or misconduct in the performance of that person's duty to AAFCS.

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 the person reasonably believed to be in the best interests of AAFCS. To the extent that the court of the body in or before which such legal action, suit or proceeding was finally determined has not addressed the question of negligence or misconduct in the performance of the person's duty to AAFCS, 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 XVIII**

### **PARLIAMENTARY AUTHORITY**

Except as otherwise provided in its bylaws and policies and procedures, AAFCS shall be governed in its proceedings by the current edition of Robert's Rules of Order.

These By-Laws were adopted by the AAFCS Leadership Council on xxx.