

Bylaws of the American Association of Family and Consumer Sciences
based on AAFCS Bylaws amended January, 2021; Effective February 1, 2021

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

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

Section 2. Mission. The mission of AAFCS 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

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 and evaluate the Executive Director. The Executive Director serves on a two-year contract. Terms for cancellation of the Executive Director contract by either party are found in the Executive Director contract.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number of Directors. The Board shall consist of seven Directors.

Section 2. Election of Directors. The Nominating Committee, selected by the Leadership Council, will identify candidates for Board of Directors 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. 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.

Section 5. Termination. A Director may be terminated for any valid reason 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 and the Immediate Past President as ex-officio members.

Section 7. Conflict of Interest. Board members shall annually sign and be bound by the Conflict of Interest Policy 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 equal employment opportunity to all qualified persons and to prohibit discrimination in employment on the basis of race, color, national origin, sex, marital status, family relationship, sexual orientation, age, pregnancy, mental or physical disability, religion, veteran status, parental or family medical leave, genetic information, 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 identify a candidate for the uncompleted term and the Board of Directors rotation will be adjusted accordingly.

ARTICLE V

OFFICERS

Section 1. Positions and Terms. The officers of AAFCS shall be a President and Treasurer. All officers will be elected to serve a one-year term beginning with the end of the AAFCS Annual Conference. Officers may be elected for a second term.

Section 2. Officers. The Board of Directors shall select, from among the elected Directors, individuals to serve as the officers.

Section 3. Officer Functions. The functions of AAFCS officers shall be as determined by the Board of Directors.

Section 4. Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors.

Section 5. Counselor. The immediate Past President shall serve a one-year term as Counselor, ex-officio, 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 by means of telephone or other 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 on the call 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.

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

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

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. Prior to May 1 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. The books of the accounts of AAFCS shall be audited annually. A report of the findings shall be provided to the Board of Directors.

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 set forth 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 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, it's 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) by reason of the fact that he/she 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 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 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 he/she reasonably believed to be in the best interests of AAFCS. To the extent that the court of 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 adopted by the AAFCS Leadership Council on January 30, 2021.