

Bylaws of the American Association of Family and Consumer Sciences

Amended June 2014; Effective January 1, 2015

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 AAFCS 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 determined by the board of directors.

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 AAFCS, and
- (b) Require its members to hold membership in AAFCS.

Section 2. Affiliate associations shall be composed of AAFCS members. Affiliate members shall pay dues simultaneously to the affiliate association and to AAFCS.

Section 3. Each affiliate association shall be represented in the AAFCS Affiliate Presidents Unit by its president and president-elect or their designees.

ARTICLE V

PURPOSE, ELECTION, COMPOSITION AND FUNCTIONS OF BOARD OF DIRECTORS

Section 1. AAFCS shall have a board of directors.

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

Section 2. The leadership council shall elect the board of directors.

Section 3. Directors shall serve three-year terms.

Section 4. The board of directors shall select, from among the elected directors, individuals to serve as the officers.

Section 5. The board of directors shall appoint the executive director.

Section 6. The functions of AAFCS officers and executive director shall be as determined by the board of directors.

ARTICLE VI COMPOSITION AND FUNCTIONS OF THE LEADERSHIP COUNCIL

Section 1. AAFCS shall have a leadership council consisting of representatives of the following:

- Affiliate Presidents Unit;
- Assembly of Higher Education;
- Student Unit;
- Past Presidents Unit; and
- AAFCS board of directors.

Section 2. 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 VII COMMUNITIES

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

- (a) Finance Committee
- (b) Awards and Recognition Committee

Section 2. Special 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 of AAFCS are established by the board of directors with defined purposes and responsibilities to carry out the work of AAFCS.

ARTICLE IX UNITS

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

ARTICLE X
MEETINGS

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.

ARTICLE XI
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 XII
FISCAL YEAR

The fiscal year of AAFCS shall be determined by the board of directors.

ARTICLE XIII
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. 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 XIV
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 provisions of any future U.S. internal revenue law).

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 XV
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 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 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 XVI
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.