

PENNSYLVANIA ASSOCIATION OF FAMILY AND CONSUMER SCIENCES, INC.

BYLAWS

Adopted April 13, 2019

Amended June 8, 2020

Amended July, 2024

ARTICLE I

NAME

The name of this non-profit corporation, organized under the Pennsylvania Nonprofit Corporation Act 501(c)3, shall be the Pennsylvania Association of Family and Consumer Sciences, Inc., henceforth referred to as the Association or PAFCS.

ARTICLE II

PURPOSE

The purposes of the Association are the same as those of the American Association of Family and Consumer Sciences and are as follows:

Section 1. The purposes of the Association shall be to further education and scientific research in family and consumer sciences. Without in any way limiting the foregoing, but in expansion thereof, the Association shall improve and strengthen education in family and consumer sciences; establish and improve standards of service and scientific research in the public interest in family and consumer sciences; sponsor and otherwise support seminars, debates, symposia, conferences, and similar professional discussion in family and consumer sciences; state and disseminate policy for professional guidance at the state, national, and international levels concerning the public interest in family and consumer sciences; identify and study social, economic, and psychological changes having implications for family and consumer sciences programs, and bring these changes to the attention of the family and consumer sciences profession and public; encourage and promote a sufficiently full and fair exposition of the pertinent facts involving legislation affecting family and consumer sciences and the improvement of home and family life as to permit an individual or the public to form an independent opinion or conclusion; and promote liaison and other cooperative professional activity with groups having related concerns on behalf of the public interest in family and consumer sciences.

Section 2. The Association shall devote itself specifically to the above stated purposes as they relate to family and consumer sciences in Pennsylvania.

ARTICLE III

AFFILIATION WITH THE

AMERICAN ASSOCIATION OF FAMILY AND CONSUMER SCIENCES

Section 1. The Association shall be an affiliate of the American Association of Family and Consumer Sciences, henceforth referred to as “AAFCS”, and the requirement for

membership in PAFCS is contingent upon membership in AAFCS. Each member's annual dues in PAFCS and in AAFCS shall be paid simultaneously to AAFCS.

Section 2. The Association shall be represented in the AAFCS Leadership Council by the PAFCS President or alternate.

ARTICLE IV OFFICERS AND STAFF SELECTION

Section 1. The elected officers of the Association shall be President, President-elect, Immediate Past-President, Eastern Area Vice President, Central Area Vice President, Western Area Vice President, Vice President for Internal Relations, Vice-President for External Relations, Secretary, Treasurer, Nominating Committee Chair, and Student Unit President. All elected officers shall be members in good standing as specified in Article VII.

Section 2. The following officers are appointed by the President and are non-voting officers of the Board of Directors. These officers include parliamentarian, Student Unit advisor, and such other appointments deemed necessary to accomplish the administrative functioning and/or the purposes of the Association. All appointed officers shall be members in good standing as specified in Article VII.

Section 3. The Advisory Board of the Association is appointed by the President and are non-voting members of the Board of Directors. All Advisory Board members shall be members in good standing as specified in Article VII. The Advisory Board shall consist of all Internal Relations Awards chairs, all External Relations committee chairs (PDE Representative, PA FCCLA Liaison, Cooperative Relations chair, Public Policy chair, and Public Relations chair), Membership Chair, Professional Development chair, and district chairs. The President may appoint additional Advisory Board members as may be deemed necessary to accomplish the administrative functioning and/or the purposes of the Association.

Section 4. The Executive Director is a non-voting officer of the Board of Directors and is approved by the Board of Directors. The Executive Director shall be a member in good standing as specified in Article VII.

a) At the discretion of the Executive Director, a request for an assistant Executive Director may be made. If such a request is made or the position becomes vacant, it will be filled through an application process, and approved by the executive committee. The assistant to the Executive Director shall be a member in good standing of the Association as specified in Article VII.

Section 5. Election of officers of the Association shall be by ballot. Ballots shall be delivered to all individual members, with the exception of Student Unit members. Voting will close 15 days after the distribution of the ballot. Voting results will be reviewed by the Board of Directors. Upon written request, members can view the results by contacting the Executive Director.

- Section 6. A President-elect shall be elected at the Association conference. S/he shall assume the President-elect office at the close of the Association conference. S/he shall serve as President-elect for two years, President for two years, and as Immediate Past-President for two years. S/he shall assume office of President at the close of the Association conference following the term during which s/he served as President-elect. Any current or former member of the Board of Directors shall be eligible for the office of President-elect.
- Section 7. The Area Vice Presidents shall be elected to serve a two-year term. The terms of office to begin and end with the Area Conference in their area. A candidate for this office must be a present or former member of the Association's Advisory Board.
- Section 8. A Vice President for Internal Relations, Vice President for External Relations, Secretary, Treasurer, and a Nominating Chair shall be elected at the Association Conference for a term of two years and shall assume office at the close of the Association Conference in the year elected. Candidates for these offices must be present or former members of the Association's Advisory Board.
- Section 9. A Student Unit President shall be elected according to the Student Unit handbook.
- Section 10. Election shall be by majority of the votes cast, with the provision that the President may appoint members to fill unexpired terms in case of vacancies in elected offices with approval from the Board of Directors, except the President-elect. If the President-elect becomes vacant, a slate of nominees will be presented to the membership within 30 days of the vacancy. Members will be delivered a voting ballot in accordance with Article IV, Section 5.
- Section 11. The selection and function of salaried staff members shall be determined by the policies and budget established by the Board of Directors. All employees of the Association shall be responsible to the Board of Directors and subject to removal by the Board of Directors.

ARTICLE V FUNCTIONS OF OFFICERS AND STAFF

- Section 1. The functions of elected officers of the Association are as follows:
- a) The President shall be the chief executive officer of the Association and give general supervision and leadership to organizational policies and programs. S/he shall be the chair of the Board of Directors, Executive Committee, Advisory Board, and serve on the Finance Committee. The President shall appoint participating members to operational committees and other committees for which there is not specific provision for appointment. With the approval of the Board of Directors, s/he shall appoint members to fill the unexpired terms in case of vacancies in both elected and appointed offices with the exception of the President-elect. S/he shall serve as deputy Treasurer. In case of a vacancy in the President's office, the Immediate Past-President shall fill the unexpired term. The President shall be a member of the AAFCS Leadership Council and shall officially represent the Association within AAFCS. The

President shall call the Board of Directors together at least twice each year. The President shall submit a written annual report to the Association members.

- b) The President-elect shall be a member of the Board of Directors, Executive Committee, Advisory Board, Finance Committee, and Membership Committee. In case of a vacancy in the President-elect's office, the membership shall elect an eligible Association member to fill the unexpired term, in accordance with Article IV, Section 10.
- c) The Immediate Past-President shall serve as a voting member of the Board of Directors, Executive Committee, and chair of the Revisions Committee.
- d) The three Area Vice Presidents shall be members of the Board of Directors and the Executive Committee. Each Area Vice President shall serve as coordinator in her/his area for such activities as s/he and the chairs of the various districts deem necessary. They will serve as chairs for the Association Conference and Area conferences.
- e) The Vice President for Internal Relations shall serve as a voting member of the Board of Directors. S/he shall oversee the following committees: Awards/Scholarship, Membership, and Standards for Excellence. S/he shall serve on the Finance Committee.
- f) The Vice President for External Relations shall serve as a voting member of the Board of Directors. S/he shall identify like-minded organizations with which to collaborate.
- g) The Secretary shall be a member of the Board of Directors, Finance Committee, Executive Committee, and Advisory Board. The Secretary shall be responsible for the minutes of all business meetings of the Association and its governing bodies and the distribution of the minutes and motions of each meeting to the members of the Board of Directors within 10 (ten) days of adjournment.
- h) The Treasurer shall be a member of the Board of Directors, Executive Committee, Advisory Board and serve as chair of the Finance Committee. The Treasurer shall be responsible for reviewing the financial records of the Association to determine that the Executive Director has performed financial management functions as directed by the Board of Directors. The Treasurer shall submit the proposed budget of the Finance Committee to the Board of Directors for review and shall submit the Board of Directors' budget recommendations to the membership at the Assembly. The Treasurer shall communicate with the auditor or certified public accountant independently of the Executive Director to ensure checks and balances of all financial accounts. During the absence or disability of the Treasurer, the deputy Treasurer shall perform the duties in accordance with Article V, Section 1 (a).
- i) The Nominating Chair shall submit a slate consisting of at least one candidate for each office. Biographical material for each candidate shall accompany the slate. The proposed slate of officers shall be approved by the Board of Directors in accordance

with Article IV, Section 5.

- j) The Student Unit President shall serve on the Board of Directors of the Association as a voting member of the Board of Directors. Student Unit President must be 18 years old to vote; otherwise, s/he will serve as non-voting member of the Board of Directors. S/he shall perform the duties as listed in the Student Unit handbook.
- k) The parliamentarian is appointed by the President and serves as a non-voting member of the Board of Directors, Advisory Board, and Executive Committee. Parliamentarian shall ensure that all Association business is conducted in accordance with Robert's Rules of Order.
- l) One representative each from PDE and PA FCCLA shall serve as non-voting members of the Advisory Board to further the purposes of family and consumer sciences in Pennsylvania.

Section 2. The functions of Executive Director of the Association are as follows:

- a) The Executive Director shall be the administrator of the offices of the Association, be responsible for the execution of policies and act as custodian of the seal and records. The Executive Director shall be a non-voting member of the Board of Directors, Executive Committee, Advisory Board, and Finance Committee. S/he will submit an annual report to the board of directors. Should the office of the Executive Director become vacant, the President shall designate an interim Executive Director to be approved by the Board of Directors until the position is filled.
- b) By direction of the finance committee, the Executive Director shall be responsible for the day-to-day fiscal management of the Association, investment of funds, and shall sign all notes, drafts, checks, and other instruments which obligate the Association, with the provision that the Board of Directors may authorize the Executive Director to delegate responsibility to other employees under rules established by the Board of Directors.
- c) The Executive Director, as well as others designated by the Board of Directors, shall be bonded in an amount and character to be determined by the Board of Directors. The financial statement of all income and expenditures prepared by the Executive Director shall be audited or given a financial review annually by a certified public accountant. The auditor and/or certified public accountant's report shall be presented to the Board of Directors for acceptance.
- d) The Executive Director shall develop and publish correspondence in accordance with the policies of the Board of Directors.

Section 3. The functions of assistant to the Executive Director of the Association are as follows:

- a) The assistant to the Executive Director shall be a non-voting member of the Board of Directors, Executive Committee, Advisory Board and Finance Committee.

- b) Under the direction of the Executive Director, the assistant to the Executive Director shall perform tasks and duties as directed to further the purposes and goals of the Association and to support the Executive Director.
- c) If the position were to become vacant, the position shall be filled through an application process, reviewed by the executive committee, and approved by the board of directors.

Section 4. The selection and function of salaried staff members shall be determined by the policies and budget established by the Board of Directors. All employees of the Association shall be responsible to the Board of Directors and subject to removal by the Board of Directors.

ARTICLE VI FUNCTIONS OF GOVERNING BODIES

Section 1. Board of Directors. The Board of Directors the Association shall be comprised of President, President-elect, Immediate Past-President, Secretary, Treasurer, three Area Vice Presidents, External Relations chair, and Internal Relations chair, and nominating chair. The Executive Director, assistant to the Executive Director, and parliamentarian shall be members without vote. The functions of the Board of Directors of the Association are as follows:

- a) Serve as the legal representative of the Association.
- b) Develop and maintain positive relationships with the membership, set and implement strategic direction for the Association in correlation with the purposes of the Association, and stay apprised of current issues pertaining to family and consumer sciences.
- c) Transact the business of the Association and refer to the Leadership Council such matters as it deems necessary and/or desirable.
- d) Receive and act upon recommendations of all committees.
- e) Review and approve the budget submitted by the Finance Committee.
- f) Receive and consider the decisions made by the AAFCS Governing Body.
- g) Authorize bonding of the Executive Director and others, when appropriate, and approve the annual audit and/or annual financial review of the official financial records of the Association.
- h) Have power to cancel the Association Conference and Area Conferences.
- i) Meet before the Association Conference or area conferences, mid-year, and at other times by direction of the President. It shall meet with the Advisory Committee to

receive officer, standing, and ad hoc committees' reports, and review programs of work submitted by officers and Advisory Board members.

- j) Provide membership with an annual report detailing the following information: annual financial report, summaries of action reports, and information about upcoming Association conferences.
- k) Provide members with the opportunity for professional development and certifications.

Section 2. Executive Committee. The Executive Committee of the Association shall be comprised of: President, President-elect, Secretary, Treasurer, three Area Vice Presidents, and the Immediate Past-President. The Executive Director, assistant to the Executive Director, and parliamentarian shall be members without vote. If the executive committee is summoned by direction of the President, it shall have the power to act for the Board of Directors between Board of Directors' meetings and may take action as necessary during the year.

Section 3. Association Membership. The Association membership shall transact business as follows:

- a) Convene at the time of the Association Conference and Area Conferences.
- b) Act upon reports of elections, officers, and committees.
- c) Adopt resolutions.
- d) Transact any other business as may properly come before the assembly membership.

ARTICLE VII MEMBERSHIP, DUES, AND PRIVILEGES

Section 1. Membership categories are identical to those defined by AAFCS.

Section 2. Annual dues are set by AAFCS.

Section 3. Privileges of individual members shall include:

- a) membership benefits as outlined by AAFCS.
- b) full voting privileges for professional and emeritus members. Student members' voting privileges shall be limited to officers of the Student Unit.
- c) the opportunity to serve as an elected or appointed officer of the Association

ARTICLE VIII ADVISORY BOARD and COMMITTEES

- Section 1. Advisory Board. This Advisory Board, chaired by the President, shall consist of the Board of Directors, district chairs, and chairs of standing and ad hoc committees. The functions of the Advisory Board are as follows:
- a) Develop, review, and implement action plans to advance the purposes of the Association.
 - b) Meet before the Association Conference, mid-year, and may be called to meet in whole or in part at other times at the direction of the President.
 - c) Make recommendations to the Board of Directors.
- Section 2 Standing Committees. The Standing Committees shall be as follows: Awards & Scholarships Committee, External Relations Committee, Finance Committee, Membership Committee, Nominating Committee, Professional Development Committee, Revisions Committee.
- Section 3. Ad Hoc Committees. The President and/or members of the Board of Directors may authorize the appointment of ad hoc committees.

ARTICLE IX AREAS

- Section 1. There shall be areas of the Association to coordinate, strengthen, and promote the Association's programs. This Association is organized in three areas: Central, Eastern & Western. These areas shall be divided further into districts.
- Section 2. The Board of Directors may regroup district or area units when such regrouping would facilitate the work of either the units or the Association.
- Section 3. Funds disbursed to the districts or received from any source by the districts are property of this Association, under the care, custody, and control of the district officers. The district chair shall provide collected funds and a financial report to the Executive Director within ten days of a workshop or session.

ARTICLE X MEETINGS and CONFERENCES

- Section 1. There shall be a statewide conference and/or an area conference of the Association held annually.
- Section 2. There shall be a meeting of the membership at the time of the statewide Conference and/or Area conference.
- Section 3. Business may be transacted by two-thirds of members present and voting.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Association shall be from August 1 through July 31.

ARTICLE XII
AMENDMENTS

- Section 1. These bylaws may be amended by vote of two-thirds of the members present and voting provided that notice of a proposed amendment be given to all members at least thirty (30) days prior to the Association conference.
- Section 2. In the event of an emergency as determined by the Board of Directors, these bylaws may be amended by electronic ballot by a majority of the votes cast by individual members with the exception of Student Unit members.
- Section 3. In the event AAFCS passes bylaws or makes decisions, which are binding on its Affiliates, the bylaws of this Association may be brought into conformance without Association action. Such bylaw changes shall be reported to the Association membership.

ARTICLE XIII
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 distributable to, its directors, officers, or other private persons, except that the Association shall be authorized or empowered to pay reasonable compensation for service 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 a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 1954 (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 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 XIV 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 part 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 non-profit corporation, against expense 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 her/his duty to the Association; and except with respect to any criminal proceeding, such corporate agent had reasonable cause to believe her/his conduct was unlawful.

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 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 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 majority vote of the Directors who were not party to the proceeding. In the event of settlement of a legal action, suit, or proceeding, indemnification shall be made up to the amount that would be reasonably expended in the defense, as provided by the directors who were not party to the proceedings.

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 XV DISSOLUTION

In the event of dissolution or termination of the Corporation, the Board of Directors shall, after paying all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the objectives of the Association in such manner or to such organization or organizations organized exclusively for charitable, education, or scientific purposes and at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future U.S. Internal Revenue law) as the Board shall determine. Any 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 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.