

# **Bylaws of the Georgia Association of Family and Consumer Sciences**

## **ARTICLE I**

### **NAME**

The name of this organization shall be the Georgia Association of Family and Consumer Sciences (GAFCS).

## **ARTICLE II**

### **MISSION AND PURPOSES**

The mission of GAFCS 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, as stated in the mission of the American Association of Family and Consumer Sciences.

The purposes of GAFCS shall be to further education and science in family and consumer sciences. Without in any way limiting the foregoing, but in expansion thereof, GAFCS 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 national and international levels concerning the public interest in family and consumer sciences; study social, economic, and psychological changes having implications for family and consumer sciences profession and the 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 so 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 in behalf of the public interest in family and consumer sciences.

## **ARTICLE III**

### **AFFILIATION WITH AMERICAN ASSOCIATION OF FAMILY AND CONSUMER SCIENCES**

Section 1. GAFCS shall be an affiliate of the American Association of Family and Consumer Sciences (AAFCS).

Section 2. The requirements for membership shall correspond to the membership, dues, fees and privileges set forth in Article III of the Bylaws of the AAFCS.

Section 3. GAFCS shall be represented in the AAFCS Senate by a minimum of two (2) senators -- the President and the President-elect or their designee -- as specified in Article VI, Section 1(c) of the AAFCS Bylaws.

Section 4. The membership of GAFCS shall be organized at the discretion of the Executive Board.

## **ARTICLE IV**

### **BOARD OF DIRECTORS: PURPOSE, ELECTION, COMPOSITION AND FUNCTIONS**

Section 1. The Association, in order to effect its purpose, shall have a Board of Directors. The Board of Directors shall act as the legal representative of the Association, set Association policy, and provide leadership for and manage the affairs and funds of the Association.

A majority of currently serving members of the Board of Directors shall constitute a quorum.

Meetings of the Board of Directors may be held in-person or by means of telephone or other technology-assisted options, such that all Directors participating in the meeting are able to communicate with each other.

Section 2. Election of officers of the Association and members of the Nominating Committee shall be in accordance with election procedures adopted by the Board of Directors. Elections shall be by majority of votes cast. The elected officers shall consist of the following:

- President,
- President-Elect/Annual Meeting Chair,
- Vice President-Program/Professional Development,
- Vice President-Membership,
- Vice President-Communications,
- Vice President-Awards/Recognition,
- Vice President-Resource Development,
- Vice President-Public Policy,
- Secretary,
- Treasurer, and
- Nominating Committee.

They shall be installed during the annual meeting for the year elected, and assume office June 1 to conform to AAFCS policy, with the exception of the Treasurer, who shall assume office on August 1.

Terms of office and functions of the governing body shall be defined in the GAFCS Handbook.

Section 3. The appointed members of the Board of Directors shall consist of the following:

- Nominating Committee Chair,
- Georgia Student Unit Chair,
- Georgia Student Unit State Advisor, and
- Other committees and council members as the Board deems necessary.

Appointments shall be made by the President-elect for his/her term as President.

Section 4. The Counselor/Parliamentarian shall be the immediate past president of GAFCS.

Section 5. Officers shall serve no more than two consecutive terms for any one office.

Section 6. The following standing committees are established by the Board of Directors with defined purposes and responsibilities needed to carry out the work of the Association:

- (a) Finance Committee
- (b) Internal Audit Committee
- (c) Nominating Committee
- (d) Past Presidents' Committee
- (e) Public Relations and Communications Committee

Functions of the standing committees shall be defined in the GAFCS Handbook.

## **ARTICLE V**

### **MEETINGS**

There shall be an annual meeting of the Association at such time and place as the Board of Directors shall determine. The meeting shall be open to all members. In the event of an emergency, the annual meeting can be canceled by the Board of Directors.

## **ARTICLE VI**

### **FISCAL YEAR**

The program year of GAFCS shall begin June 1. The fiscal year of GAFCS shall conform to AAFCS policy, as noted in the AAFCS Policy and Procedures Manual.

## **ARTICLE VII**

### **AMENDMENTS**

Section 1. GAFCS bylaws shall not conflict with policies set forth in AAFCS bylaws.

Section 2. These bylaws may be amended by action of the Board of Directors and a vote of two-thirds of the Assembly of Members present and voting at any annual meeting providing that notice is given in due form at the preceding annual meeting or by mail, e-mail, or through one of the official publications of the Association to all members at least thirty (30) days prior to the annual meeting at which the vote is to be taken.

Section 3. In the event of any emergency as determined by the Board of Directors, the bylaws may be amended by mail or electronically assisted ballot by a majority of the votes cast.

## **ARTICLE VIII**

### **TAX EXEMPT STATUS**

GAFCS is a non-stock, non-profit organization. GAFCS's tax-exempt status shall reflect that of AAFCS as established in Article XIV of the AAFCS Bylaws.

## **ARTICLE IX**

### **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 party 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 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 the Association.

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 Association's best interests. 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 the Association, a determination that indemnification is proper shall be made by a majority vote of the Executive Board. 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 Executive Board.

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 Executive Board or members, or otherwise.

## **ARTICLE X**

### **DISSOLUTION**

In the event of dissolution or termination of GAFCS, the Executive Board shall, after paying all the 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 organization or organizations organized exclusively for charitable, educational, 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 1986 (or corresponding provisions of any future U. S. Internal Revenue law) as the 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, or to such organizations organized and operated exclusively for such purposes, which the court shall determine.

## **ARTICLE XI**

### **PARLIAMENTARY AUTHORITY**

Except as otherwise provided in its bylaws and standing rules, GAFCS shall be governed in its proceedings by Robert's Rules of Order, Newly Revised.