

**BYLAWS**

**of the**

**AMERICAN ASSOCIATION OF  
FAMILY AND CONSUMER SCIENCES**

**July, 2004**

## AAFCS BYLAWS

July, 2004

### 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

The purposes of the Association are stated in the Articles of Incorporation.

### ARTICLE III

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

*Section 1.* Membership shall consist of two categories, individual and organizational. Individual members shall be members of the affiliate in which they reside or designate, as well as AAFCS. Members who live in a geographic area not served by an affiliate shall be members-at-large unless a member otherwise designates an affiliate.

*Section 2.* Individual membership categories shall be active, Ellen Richards Sustaining, new professional, associate, retired, pre-professional/graduate student, or honorary.

(a) An active member shall be a person:

(1) with a bachelor's or advanced degree from an accredited college or university in the United States<sup>1</sup>, Canada<sup>2</sup>, or other countries<sup>3</sup>, with a major in one or more of the knowledge-based areas of the profession; or

(2) with a bachelor's or advanced degree with a major in a specialized subject matter area related to one or more of the knowledge-based areas of the profession from an accredited college or university in the United States, Canada, or other countries, and with a minimum of two years of experience in that area.

(b) An Ellen Richards Sustaining member shall be a person who is eligible for

membership

as defined in Section 2(a) of this Article and is interested in furthering the purposes of the Association through an additional contribution according to the dues structure.

<sup>1</sup> *As listed in Accredited Institutions of Post-secondary Education. Published for the Council on Post-secondary Education, Washington, D.C.*

<sup>2</sup> *As listed in Universities and Colleges of Canada.*

<sup>3</sup> *As listed in official publications of those countries.*

(c) A new professional member shall be a person:

(1) with a bachelors degree from an accredited college or university in the United States, Canada, or other countries, with a major in one or more of the knowledge-based areas of the profession and has not been a previous active member. This membership category is open to individuals during the first two years following the receipt of a baccalaureate degree. A new professional may have been a pre-professional/graduate student member.

(d) An associate member shall be a person:

(1) with a bachelor's degree from an accredited college or university but who is not eligible as defined in Section 2(a)(1) or Section 2(a)(2) but who is interested in furthering the purposes of the Association as stated in the Articles of Incorporation. After two (2) years of continuous membership an associate member may petition to become an active member; or

(2) with a two-year associate degree from an accredited college or university in the United States, Canada, or other countries, with a major in one or more of the knowledge-based areas of the profession;

(3) who is eligible for active membership as defined in Section 2(a) and is not employed more than 20 hours a week.

(e) A retired member shall be a person who has been an active member for at least 10 years, is 60 or more years of age, has met retirement guidelines at place of previous employment, and is no longer gainfully employed. It is the responsibility of the member to request retired status.

(f) A pre-professional/graduate student member shall be a person:

(1) who is enrolled full time or part time by institutional standards in a two-year or four-year program of the profession in an accredited college or university in the United States, Canada, or other countries, with a major in one or more of the knowledge-based areas; or

(2) who is enrolled full time or part time by institutional standards and is progressing toward a graduate degree in a program administered by a unit established on the ge-based areas of the profession.

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(g) An honorary member shall be a person other than a family and consumer sciences professional whom the Association desires to honor for exceptional services within the interest of the Association. Honorary membership may be granted by the Board of Directors.

*Section 3.* Annual dues for all categories of individual membership shall be:

(a) approved by the Senate;

(b) the affiliated association designated by the individual member shall receive one-fourth of said dues.

(c) one hundred (100) percent of the dues of members-at-large shall be retained by AAFCS.

*Section 4.* Privileges of individual members shall include

(a) the receipt of one subscription of the official publication of the Association;

(b) full voting privileges under Article III, Section 2 for active, Ellen Richards Sustaining, new professional, associate, and retired members;

(c) the opportunity to serve as an elected officer of the Association, as an officer of a division, professional section or action group and as a member of the nominating committee, if an active, Ellen Richards Sustaining, or new professional member; and

(d) the opportunity to serve as a member of other association committees, if an active, Ellen Richards Sustaining, associate, or retired member.

*Section 5.* Organizational members

An organizational member shall be an organized group, agency, organization or business.

Such potential organizational members should have purposes in common with AAFCS and the organizational membership would result in mutual benefit for the two organizations.

*Section 6.* Dues and privileges for organizational members shall be:

- (a) Annual dues for organizational members shall be established by the Board of Directors;
- (b) All organizational members shall receive one journal subscription of the Association and such privileges as may be established by the Board of Directors.

## **ARTICLE IV**

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

*Section 1.* An affiliate family and consumer sciences association may be a state association. Such associations shall be organized on a state by state basis, or within the District of Columbia, U.S. Territories, and/or appropriate groupings of the foreign services and shall:

- (a) incorporate in their bylaws or articles of incorporation the purposes of the Association, and
- (b) include as its membership requirements, membership requirements of the Association.

*Section 2.* Affiliate associations shall be composed of individual members. Affiliate members shall pay dues simultaneously to the affiliate association and to AAFCS. Affiliates requesting exceptions to membership categories and dues arrangements shall seek approval from the AAFCS Board of Directors.

*Section 3.* Each affiliate association shall be represented in the Association's Senate by its president or affiliate's designee, and at least one additional duly authorized delegate as specified in Article VI, Section 1(c).

*Section 4.* Affiliate associations shall be collectively represented on the Board of Directors by the vice president-affiliates.

## **ARTICLE V**

### **OFFICERS AND STAFF; ELECTIONS**

*Section 1.* Officers of the Association shall consist of president, president-elect, vice

president-services, vice president-planning, treasurer, hereafter referred to as vice president-finance and properties, vice president-program, vice president-development, vice president-affiliates, secretary, chair of the pre-professional/ graduate student section, and an executive director. The president, president-elect, vice presidents, and secretary must be active, Ellen Richards Sustaining, or new professional members of the Association and shall be elected by individual members, except the vice president-affiliates, who shall be elected by the president of each affiliate or its designee; and the chair of the pre-professional/graduate student section must be a pre-professional member who shall be elected by the designated student electors of each state. The executive director shall be appointed by the Association Board of Directors, hereafter referred to as Board of Directors.

Section 2. Election of officers of the Association, of the divisions, professional sections, and members of the nominating committee shall be in accordance with election procedures adopted by the Board of Directors.

*Section 3.* A president-elect shall be elected annually. The president shall officially assume office at the close of the annual meeting of the year during which the member has served as president-elect. Only AAFCS members who are current or former elected members of the Board of Directors, or chair of a division, professional section, or action group; council, commission, national committee; or president of an affiliate association representing states or territories, including the District of Columbia, shall be eligible for the presidency. The president serves for a term of one year or until the selection of a successor.

*Section 4.* The vice presidents -services, -program, and -development and the secretary shall be elected to assume office in odd-numbered years. The vice presidents -planning and -finance and properties shall be elected to assume office in even-numbered years. A vice president-elect affiliates shall be elected in odd-numbered years and assume office as vice president-affiliates in even-numbered years. Each vice president and secretary shall be elected to serve for two years or until the selection of their successors and shall officially assume office at the close of the annual meeting of the Association in the year of induction into office.

*Section 5.* The nominating committee is elected by individual members on the annual ballot to serve a two year term (See Article X, Section 2). The chair of the nominating committee shall be designated by the AAFCS president from among those elected to serve on the nominating committee.

*Section 6.* Elections shall be by majority of votes cast. The nominating committee elections are by plurality.

## **ARTICLE VI**

### **FUNCTIONS OF OFFICERS AND STAFF**

*Section 1.* The functions of the elected officers of the Association follow:

- (a) The president shall give general supervision and leadership to organizational policies and programs. The president shall be a voting member of the Senate. The president shall be the official spokesperson for the Association. The president shall create committees and appoint members to all committees for which there is not otherwise specific provision, appoint members to fill unexpired terms in case of vacancies for elected offices, subject to the approval of the Board, with the exception of the president-elect who shall be elected by the Board of Directors. The president shall prepare an annual report for presentation to the Senate.
- (b) The president-elect shall assume the duties of the office of president should the president be unable to serve. The president-elect shall prepare an annual report for presentation to the Senate. The president-elect shall preside over the Senate.
- (c) The vice presidents shall be voting members of the Senate. They shall serve as liaison and ex-officio members without vote on committees under their direction unless specified to be chair; recommend the continuation, reorganization, formulation, and/or change in function or status of Association committees to the Board of Directors for consideration and action; represent the president of the Association when requested; represent the Association at affiliate meetings, workshops, and conferences, or national meetings of other organizations upon request by and/or in coordination with the executive director; shall prepare an annual report for presentation to the Senate.
  - (1) The vice president-services shall coordinate and oversee activities of those committees and Association representatives responsible for maintaining services to the membership.
  - (2) The vice president-planning shall coordinate and oversee activities associated with program development and strategic directions for the Association and collaborate with the vice president-program to insure integration between plans and action.
  - (3) The vice president-program shall coordinate and oversee the activities of groups engaged in implementation of the Association Strategic Directions; and collaborate with the vice president-planning to ensure integration between plans and action.
  - (4) The vice president-development shall coordinate and oversee the development activities of the Association.
  - (5) The vice president-finance and properties shall serve as treasurer of the Association

and be responsible for financial affairs, including the property of the Association, and present a financial report to the Senate. At such times as the vice president-finance and properties may be unable to act, the president-elect shall serve as deputy vice president-finance and properties.

- (6) The vice president-affiliates shall be responsible for affiliate relations.
- (d) The secretary shall be a voting member of the Senate. The secretary shall prepare the minutes of all business meetings of the governing bodies of the Association and shall prepare an annual report for presentation to the Senate.
- (e) The chair of the pre-professional/graduate student section shall be a voting member of the Board of Directors and a voting member of the Senate; shall coordinate the activities of the pre-professional/graduate student section; and shall prepare an annual report for presentation to the Senate and for inclusion in official publications of the Association.

*Section 2.* The functions of salaried staff members of the Association are as defined below:

- (a) The Executive Director shall be the administrator of the headquarters office of the Association; be responsible for execution of the policies of the Association; act as custodian of the seal and records of the Association; be an ex-officio member without vote of the AAFCS Board of Directors. Should the office of executive director become vacant, the president of the Association shall designate a salaried staff member to serve until the position is filled.
- (b) The selection and function of other salaried staff members shall be determined by the Executive Director within policies and budget which have been established by the governing bodies of the Association.

## **ARTICLE VII**

### **COMPOSITION OF SENATE; FUNCTIONS**

*Section 1.* The Association, in order to effect its purposes, shall have a Senate.

*Section 2.* The composition and functions of the Senate are as defined below:

- (a) The Senate shall consist of:
  - (1) a minimum of two senators from each affiliate (one being the affiliate president or

affiliate's designee). Affiliates with membership between 500-999 shall have one additional senator; with membership over 1000, there shall be two additional senators for a maximum of four. Senator selection shall be determined by all members of each affiliate. Senators may serve for a two-year term with terms being staggered within each affiliate. The term of office for senators begins with the Senate Meeting held during the AAFCS Annual Meeting and Exposition;

- (2) the current chairs of each professional section and each subject matter division;
  - (3) three past AAFCS Presidents elected by their membership for staggered terms;
  - (4) two pre-professionals elected annually for a one-year term by the membership of the pre-professional/graduate student section;
  - (6) voting members of the AAFCS Board of Directors with length of terms designated by their term of office.
- (b) The Senate shall hold one on-site meeting annually to occur in conjunction with the AAFCS Annual Meeting and Exposition. Other work of the Senate shall be conducted as needed through mail ballot and/or technology-assisted communications. A majority of the members registered for the Senate shall constitute a quorum.
- (c) The functions of the Senate shall be to:
- (1) receive annual report;
  - (2) receive fiscal reports;
  - (3) receive reports from officers and committee/council chairs;
  - (4) adopt strategic plans for the Association;
  - (5) adopt resolutions;
  - (6) approve categories and dues for membership;
  - (7) approve formation or termination of a division or professional section; and;
  - (8) adopt and amend AAFCS Bylaws.

## **ARTICLE VIII**

### **COMPOSITION OF BOARD OF DIRECTORS; 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.

*Section 2.* The composition and functions of the Board of Directors are as defined below:

- (a) The AAFCS Board of Directors shall consist of the president; president-elect; vice presidents -services, -planning, -finance and properties, -program, -development and -affiliates; secretary; chair of the pre-professional/graduate student section and the AAFCS executive director, an ex-officio member without vote.
- (b) The functions of the Board of Directors of the Association shall include, but not be limited to:
  - (1) establish and monitor operating policies and procedures for the conduct of Association and headquarters business;
  - (2) coordinate the development, implementation, and evaluation of the Association's Strategic Directions and recommend to the Senate;
  - (3) manage the financial affairs and serve as the legal representative of the Association;
  - (4) approve budget and present fiscal reports to the Senate;
  - (5) authorize an audit of the official financial records of the Association at least once a year by an auditor who is a certified public accountant and the publication of the auditor's report in the journal of the Association;
  - (6) determine dates and places of annual meetings, have power to cancel an annual meeting;
  - (7) establish and/or approve standing and ad hoc committees and act on their reports;
  - (8) authorize the president to appoint ad hoc committees;
  - (9) review proposals to create or continue divisions and professional sections, and present reports to the Senate for approval;
  - (10) identify action groups and approve Board and member initiated action groups;
  - (11) appoint official representatives of the Association to external groups;

- (12) appoint executive director and review performance annually;
  - (13) approve applications for organizational memberships;
  - (14) meet a minimum of two times annually;
  - (15) authorize affiliations with other organizations;
  - (16) recommend program priorities for a given year; facilitate and implement program as determined by the Senate;
  - (17) approve the priorities for development;
  - (18) review all proposed amendments of the Bylaws and recommend to the Senate;
  - (19) fill unexpired term of the president-elect in case of vacancy, in keeping with procedures in Article VI, Section 1(a) and eligibility criteria, Article V, Section 3; and
  - (20) generate and submit policy statements to the Senate.
- (c) A majority of the currently serving members of the Board of Directors shall constitute a quorum.
- (d) Meetings of the Board of Directors may be held by means of telephone or other technology-assisted options. All Directors participating in the meeting need to be able to communicate with each other.

## **ARTICLE IX**

### **DIVISIONS, PROFESSIONAL SECTIONS, AND ACTION GROUPS**

*Section 1.* Membership. The membership of the Association shall be organized into divisions, professional sections, and action groups. Divisions reflect the knowledge based areas of the profession. Professional sections reflect the professional settings within which the profession is practiced. Action groups reflect timely issues in which AAFCS can assume a critical role. Members may affiliate with one division and one professional section as part of their basic dues structure. Members wishing to join additional divisions or professional sections will pay an additional fee for each.

*Section 2.* Divisions and professional sections are ongoing without review so long as a minimum membership of 250 is maintained. A division or professional section with fewer than 250 members for three (3) successive years will be subject to review and

possible termination by the Senate upon the recommendation of the Board of Directors. To continue, action groups must maintain a membership of 20 and submit a status report annually to the vice president-program.

*Section 3.* Establishment and status change of divisions, professional sections, and action groups are as follows:

- (a) Divisions may be proposed by a group with like subject interests, and professional sections by a group with like employment areas by holding a meeting at three consecutive annual meetings and petitioning the Board of Directors, and subsequently the Senate, with evidence of a potential membership of at least 250. Existing divisions or professional sections wishing to divide must petition the Board of Directors with evidence of a potential membership of at least 250 in each division or professional section. A merger between or among existing divisions or between or among existing professional sections shall be by consent of a majority of the division or professional section members, recommendation by the Board of Directors and ratification by the Senate.
- (b) Action groups may be identified by the Board of Directors, the Senate, or members who are committed to create a community to address an identified need, issue, or area of concern for an agreed upon period of time. Only the Board of Directors has authority to approve an action group. An annual report shall be submitted to the vice-president program.
- (c) Termination of a division or professional section for reasons other than size shall be by consent of a majority of the division or professional section members, recommendation by the Board of Directors, and ratification of the Senate. An action group shall terminate upon completion of its stated outcome.

*Section 4.* Divisions:

- (a) The functions of divisions shall be to:
  - (1) promote, critique, and disseminate division-related research to enhance and advance the knowledge base of the profession and to influence public policy;
  - (2) provide programming to support professional development of members within or among specialized divisions, including at Annual Meeting and Exposition and other times as deemed appropriate;
  - (3) support and promote the integration and application of knowledge to enhance family and individual well-being in all settings;
  - (4) identify trends and issues related to the division and the effect of these trends and

issues on the entire profession;

- (5) submit proposals for special projects to be conducted by the division or in cooperation with other divisions, professional sections, or action groups, councils, national committees, or commissions;
  - (6) encourage and assist members to promote division-related professional involvement and programming at affiliate and district levels;
  - (7) establish any committees to carry out special activities or projects and communicate with constituents;
  - (8) nominate and elect division officers by means of the AAFCS national ballot when national elections are held;
  - (9) hold an annual business meeting at the AAFCS Annual Meeting and Exposition;
  - (10) support the AAFCS Strategic Direction;
  - (11) provide names of members to represent the division in priority issues, legislation, public relations, research, and other areas when contacted by officers and staff of the Association; and
  - (12) be represented on any special, ad hoc, or governance committees or with any affiliates of concern to the division.
- (b) The divisions will manage their funds in accordance with guidelines established by the committee on finance and properties. Divisions may assess additional dues as approved by each division membership.
- (c) A division shall operate under its own rules of order provided these do not conflict with AAFCS Bylaws.

#### *Section 5. Professional Sections*

- (a) The functions of professional sections shall be to:
- (1) promote, critique, and disseminate research to enhance and advance the knowledge base of the profession and to influence public policy;
  - (2) provide programming to support professional development of members with similar professional orientation, including at Annual Meeting and Exposition and other times as deemed appropriate;
  - (3) support and promote the integration and application of knowledge to enhance family

and individual well-being in all settings;

- (4) identify trends and issues related to the professional section and the effect of these trends and issues on the entire profession;
  - (5) submit proposals for special projects to be conducted by the professional section or in cooperation with other divisions, professional sections, action groups, councils, national committees or commissions;
  - (6) encourage and assist members to promote professional section-related professional involvement and programming at affiliate and district levels;
  - (7) establish any committees to carry out special activities or projects and communicate with constituents;
  - (8) nominate and elect section officers by means of the AAFCS national ballot when national elections are held;
  - (9) hold an annual business meeting at the AAFCS Annual Meeting and Exposition;
  - (10) support the AAFCS Strategic Direction;
  - (11) provide names of members to represent the professional section in priority issues, legislation, public relations, research, and other areas when contacted by officers and staff of the Association; and
  - (12) be represented on any special, ad hoc, or governance committees or with any affiliates of concern to the professional section.
- (b) A professional section will manage its funds in accordance with guidelines established by the committee on finance and properties. It may assess additional dues as approved by the professional section membership,
- (c) The professional sections shall operate under their own rules of order provided these do not conflict with AAFCS Bylaws.

#### *Section 6. Action Groups*

- (a) The functions of action groups shall be to:
- (1) focus on timely concerns, trends, and issues affecting family, individual, and community well-being;
  - (2) take positive action to educate members and others regarding the impact of the identified concerns, trends, and issues;

- (3) create and/or influence public policy related to those issues;
  - (4) support the AAFCS Strategic Direction;
  - (5) provide programming to support the professional development of members at meetings and at other times as appropriate;
  - (6) schedule to meet at the AAFCS Annual Meeting and Exposition, if appropriate;
  - (7) organize to accomplish outcomes; and
  - (8) encourage and assist members with the action group efforts on affiliate and district levels.
- (b) The action group will manage its funds in accordance with guidelines established by the committee on finance and properties. It may assess additional dues as approved by the action group membership.

~~*Section 7.* The vice president program shall represent divisions, professional sections, and action groups on the Board of Directors; coordinate and oversee programs within divisions, professional sections, and action groups; and serve as liaison between the Board of Directors and the divisions, professional sections, and action groups. In addition, the vice president program oversees the election process; the annual meetings of the divisions, professional sections, and action groups; and any division, professional section, and action group sponsored seminars and workshops.~~

## ARTICLE X

### COMMITTEES AND COUNCILS

*Section 1.* The Board of Directors annually shall appoint active, Ellen Richards Sustaining, new professional, associate, pre-professional/graduate student, and/or retired members to the following standing committees:

- (a) Bylaws Committee. The duties of the committee shall be to receive and propose
  - amendments to the AAFCS Bylaws and to submit the proposed amendments to the Board of Directors for review.
- (b) Finance and Properties Committee. The duties of the committee shall be to review the budget as submitted by the vice president-finance and properties and approve for presentation to the Board of Directors. The vice president-finance and properties shall be the chair of the committee on finance and properties.

(c) Ethics Committee. The ethics dimension of the Association shall be vested in the Ethics Committee. The committee shall be so organized to facilitate and promote the ethical practices of members.

(d) Development Committee. The development committee will have the responsibility of overseeing all of the development activities of the Association according to the priorities established by the Board of Directors.

### *Section 2. Nominating Committee.*

The nominating committee shall have oversight of the election process.

Two nominations for president-elect shall be presented annually.

Two nominations each for vice president-services, vice president-program, vice president-development, and secretary in odd-numbered years; two nominations each for vice president-planning and vice president-finance and properties in even-numbered years.

The committee will present two categories of nominations for the slate for the nominating committee;

four nominations from the active, Ellen Richards Sustaining, new professionals, or retired

members as the slate for the nominating committee annually (i.e. two shall be elected each year);

two nominations from former members of the Board of Directors for the slate in odd-numbered years to be voted on in a separate category (i.e. one shall be elected each year).

*Section 3. Council for Accreditation.* The Association's accreditation program shall be vested in the Collegiate Assembly of the Higher Education Unit (HEU) and the Council for Accreditation. Each group shall organize itself according to its own rules of order to carry out the Association's accreditation program provided these do not conflict with the AAFCS Bylaws. The chair of each group shall make an annual report to the Board of Directors.

*Section 4. Council for Certification.* The Association's certification program shall be vested in the Council for Certification which shall organize itself according to its own rules of order to carry out the Association's certification program, provided these do not conflict with the AAFCS Bylaws. The chair of the Council shall make an annual report

to the Higher Education Unit and the Board of Directors.

*Section 5.* Reports of committees and councils shall be submitted to the Board of Directors and the Senate.

*Section 6.* The Board of Directors will consult with the president to authorize the appointment of additional committees and councils as needed. Reports of such committees and councils shall be submitted upon request.

## **ARTICLE XI**

### **UNITS**

*Section 1.* There shall be units of the Association to coordinate, strengthen, and promote the Association's programs. Units shall consist of official representatives of groups within the Association.

*Section 2.* Units of the Association are:

- (a) **Affiliate Presidents' Unit.** The president and president-elect of each affiliated association shall constitute this unit. The vice president-affiliates shall represent this unit on the Board of Directors.
- (b) **Higher Education Unit.** The Association's leadership in postsecondary education shall be vested in the Higher Education Unit (HEU) which is composed of one representative of each member family and consumer sciences unit in higher education. HEU shall organize itself according to its own rules of order to carry out the Association's post-secondary education program.

The Higher Education Unit includes a subsidiary, the Collegiate Assembly. The Collegiate Assembly is responsible for setting the standards for professional preparation and monitoring practices of professionals. The Collegiate Assembly is comprised of one representative of each accredited program and the chair of the Council for Accreditation.

The following professional standards functions of the Association are included in the Higher Education Unit: accreditation and certification. The accreditation program shall be vested in the Collegiate Assembly of the Higher Education Unit (HEU) and Council for Accreditation.

The certification program shall be vested in the Council for Certification. Each council shall organize itself according to its own rules of order. The president-elect shall serve as liaison between the Board of Directors and the Higher Education Unit. The president-elect shall make an annual report on professional standards to the Board of Directors.

*Section 3.* Each unit shall have its own rules of order which shall not be in conflict with the AAFCS bylaws and which shall be approved by the Board of Directors of the Association. Each unit shall elect its own officers and shall establish committees and councils as are required for its functions.

*Section 4.* Additional units may be organized on the approval of the Board of Directors of the Association.

## **ARTICLE XII**

### **MEETINGS**

There shall be an annual meeting of the Association at such time and place as the Board of Directors shall determine. No annual meeting shall be held at a time that will shorten or lengthen the term of any elected officer by more than six (6) months. In the event of an emergency the annual meeting can be canceled by the Board of Directors.

## **ARTICLE XIII**

### **JOURNAL**

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

## **ARTICLE XIV**

### **FISCAL YEAR**

The fiscal year of the association shall be determined by the Board of Directors and shall be noted in the Association's Policy and Procedures Manual.

## **ARTICLE XV**

### **AMENDMENTS**

Section 1. 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 Senate present and voting at any annual meeting of the Senate, provided that notice of any proposed amendment(s) be given by mail, email, or through one of the official publications of the Association to all members at least thirty (30) days prior to the meeting at which the vote is to be taken.

*Section 2.* In the event of an emergency as determined by the Board of Directors, the Bylaws may be amended by mail ballot by a majority of the currently serving members of the Senate designated as such in writing to the executive director.

## **ARTICLE XVI**

### **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 distributed to, its directors, officers, or other private persons, except that the Association 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 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 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 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 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, 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 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**

### **DISSOLUTION**

In the event of dissolution or termination of the Association, the Board of Directors 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, which the court shall determine.

## **ARTICLE XIX**

### **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.

