

March 2010

BYLAWS OF THE WISCONSIN ASSOCIATION OF FAMILY AND CONSUMER SCIENCES

ARTICLE I

NAME

The name of this organization shall be the Wisconsin Association of Family and Consumer Sciences, hereafter referred to as WAFCS.

ARTICLE II

PURPOSES AND MISSION

The purposes of the WAFCS are stated in the American Association of Family and Consumer Sciences 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

AFFILIATION WITH AAFCS

Section 1. . WAFCS shall be an affiliate of the American Association of Family and Consumer Sciences, hereafter referred to as AAFCS.

Section 2. Persons eligible for state membership shall become a member of AAFCS prior to becoming a member of a state association. Each member shall pay WAFCS and AAFCS annual dues simultaneously to AAFCS headquarters.

Section 3. WAFCS, as a state affiliate, shall be represented in the AAFCS Senate by:

- a. The president or affiliate's designee
- b. At least one additional duly authorized delegate.

ARTICLE IV

PURPOSE, ELECTION, COMPOSITION AND ROLES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

Section 1. The Association in order to affect its purpose shall have a Board of Directors. The Board of Directors shall administer the business of WAFCS, set 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. All board members participating in the meeting need to be able to communicate to each other.

The Executive Committee of WAFCS will be comprised of the President, President-elect, Past President, Secretary and Treasurer.

Section 2. Election of officers of the Association shall be in accordance with the following election procedures:

Nomination of officers shall be made by the nominating committee after securing names of possible nominees.

Only current and/or former members of the Board shall be eligible for president-elect.

All officers shall be active or supporting members.

Ballot will be sent to members at least one month prior to annual meeting. The returned ballot shall be received by the Executive Director at least five days prior to the annual meeting.

Elections shall be by majority of votes cast by members.

Section 3. Term of Officers and Directors-at-Large.

President-elect shall serve on year as President-Elect, followed by one year as President, followed by one year as Past President.

Vice Presidents, Secretary and Treasurer will be elected for two year terms.

Vice President of Membership, Vice President of Professional Development and Secretary will be elected in odd-numbered years.

Vice President for Awards and Recognition, Vice President for Public Policy and Treasurer will be elected in even-numbered years.

All elected officers, except the treasurer will assume responsibility for their office on **June 1 following their election**. Treasurer will assume office at the beginning of the fiscal year.

Directors-at-Large will hold two year terms appointed by the President.

Director-at-Large positions for Retirees, Foundation and Student Development will be appointed in even years and New Professionals and Communications will be appointed in odd years.

Conference Coordinator Director-at-Large position will be appointed two years prior to hosting the Annual Conference.

The executive committee shall fill vacancies on the Board of Directors as they may occur, with such appointments to be held only until the next election or appointment cycle.

Section 4. All members of the Board of Directors have voting privileges on the Board.

Section 5. The roles and responsibilities of the Board of Directors and Executive Director shall be as determined by the Board of Directors and defined in the organization's policies and procedures.

Section 6. The Board of Directors selects and hires the Executive Director.

ARTICLE V

COMMITTEES

The following Committees are established by the Board of Directors with defined purposes and responsibilities as needed to carry out the work of the Association:

- (a) Bylaws
- (b) Finance/Audit
- (c) Nominating - Past President, one outgoing Vice President and one outgoing Director-at-Large
- (d) Awards – Leader, Friend, New Achiever, Teacher of the Year and Distinguished Service Award

ARTICLE VI

WAFCS FOUNDATION

The Wisconsin Association of Family and Consumer Sciences Foundation is a non-profit, charitable, tax-exempt corporation operated exclusively for scientific, education and charitable purposes on behalf of family and consumer sciences. The activities of the WAFCS Foundation and election of WAFCS Foundation board members shall be conducted as specified in the WAFCS Foundation bylaws. One WAFCS Foundation board member will serve as a voting member on the WAFCS Council. Funds raised by the WAFCS Foundation will be under their jurisdiction. (no changes made)

ARTICLE VII

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 or unexpected event, the Annual Meeting can be canceled by the Board of Directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Association shall be determined by the Board of Directors which shall be August 1 through July 31.

ARTICLE IX

AMENDMENTS

Section 1. These Bylaws may be amended by action of the Executive Committee, a vote of two-thirds of the Board of Directors and a majority of members voting at an annual meeting, provide that notice of a proposed amendment be provided by mail, or email to all members at least 30 days prior to the meeting at which the vote will take place.

Section 2. In event of an emergency as determined by the Board of Directors, Bylaws may be amended by mail ballot by the majority of members.

ARTICLE X

TAX EXEMPT STATUS

Section 1. WAFCS is a non-stock and non-profit organization. No part of net earnings of WAFCS shall inure to the benefit of, or be distributable to, its Board of Directors, or other individuals, except that WAFCS shall be authorized or empowered to pay reasonable compensation for services rendered to make payments and distributions to further the objective set forth in Article II.

No substantial part of WAFCS' activities shall be invested in carrying on propaganda or otherwise attempting to influence legislation. WAFCS 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, WAFCS shall not carry on any other activities not permitted to be carried on: a) by corporation exempt from federal income tax under Section 501 © (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future U.S. Internal Revenue Law or b) by corresponding provisions of any future U.S. Internal Revenue Law.)

Section 2. If in any one year WAFCS 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 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 © 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) as adopted March 1988.

ARTICLE XI

DEFENSE AND INDEMNIFICATION

Wisconsin Status (181.287) Limited liability of directors and officers. (1) Except as provided in subs. (2) and (3), a director or officer is not liable to the association, its members, or any persons asserting rights on behalf of the association, its members, or any other person, for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the association or its members in connection with a matter in which the director or officer has a material conflict of interest.
 - (b) A violation of criminal law, unless the director or officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 - (c) A transaction from which the director or officer derived an improper personal profit.
 - (d) Willful misconduct.
- (2) Except as provided in a sub. (3), this section does not apply to any of the following:
- (a) A civil or criminal proceeding brought by or on behalf of any governmental unit, authority, or agency.
 - (b) A proceeding brought by any person for violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute.
 - (c) The liability of a director under s. 181.20.
- (3) Subsection (2) (a) and (b) does not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

ARTICLE XII

DISSOLUTION

In the event of dissolution or termination of WAFCS, 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 © (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 XIII

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.