



## ***Connecting Professionals – Touching Lives***

### **Bylaws**

*proposed amendments April 2015*

#### **ARTICLE I**

##### **NAME**

The name of this 501 (c) (3) organization shall be the Indiana Association of Family and Consumer Sciences, Inc., doing business as the American Association of Family and Consumer Sciences, Indiana Affiliate henceforth referred to as AAFCS-IN.

#### **ARTICLE II**

##### **PURPOSES AND MISSION**

The purposes and mission of this organization are the same as the American Association of Family and Consumer Sciences (AAFCS) as stated in the AAFCS bylaws Article II.

#### **ARTICLE III**

##### **MEMBERSHIP**

Membership, dues, fees, and privileges shall be as determined by the AAFCS Board of Directors.

#### **ARTICLE IV**

##### **AFFILIATE FAMILY AND CONSUMER SCIENCES ASSOCIATION**

Section 1. In compliance with AAFCS requirements as stated in their bylaws Article IV, AAFCS-IN 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. AAFCS-IN shall be composed of AAFCS members. AAFCS-IN members shall pay dues simultaneously to the AAFCS and AAFCS-IN.

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

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

Section 1. AAFCS-IN shall have a Board of Directors.

- (a) The Board of Directors shall act as the legal representative of AAFCS-IN, 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. AAFCS-IN members shall elect the Board of Directors.

Section 3. Directors shall serve two-year terms.

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

Section 5. The titles and functions of AAFCS-IN officers shall be as determined by the Board of Directors.

**ARTICLE VI**  
LEADERSHIP COUNCIL

Section 1. AAFCS-IN shall have a Leadership Council consisting of the following:

- (a) Board of Directors
- (b) District Officers
- (c) Student Unit Officers and Advisors
- (d) Elected and appointed chairpersons of other AAFCS-IN units

Section 2. All AAFCS-IN Leadership Council members shall have voting privileges. A simple majority of Leadership Council members present at a Leadership Council meeting shall constitute a quorum.

Section 3. The functions of the Council shall be to advise the Board of Directors and participate in the management and programmatic functions of the AAFCS-IN.

**ARTICLE VII**  
COMMUNITIES

AAFCS-IN members may belong to AAFCS Communities and may organize into AAFCS-IN Communities to serve as a conduit of professional action, dialogue, and promotion of the mission.

**ARTICLE VIII**  
COMMITTEES

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-IN:

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

Section 2. Special committees are established by the Board of Directors with defined duration, purposes and responsibilities as needed to carry out the work of AAFCS-IN.

**ARTICLE IX**  
MEETINGS

There shall be an annual state conference of AAFCS-IN 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 X**  
COMMUNICATIONS

AAFCS-IN shall communicate to members by electronic means, which communications shall be the official publication of AAFCS. All rights, including title rights, copyrights, and good will shall be vested in AAFCS-IN.

**ARTICLE XI**  
FISCAL YEAR

The fiscal year of AAFCS-IN shall be determined by the Board of Directors.

**ARTICLE XII**  
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 Leadership Council, provided that a notice of any proposed amendment(s) is

provided to all AAFCS members, at least 30 days prior to when the vote will be taken, for review and input to the Leadership Council.

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 XIII**  
TAX-EXEMPT STATUS

The Indiana Association of Family and Consumer Sciences, doing business as the American Association of Family and Consumer Sciences, Indiana Affiliate (AAFCS-IN) is incorporated and follows all the general rules of an incorporated group. The current registered agent is the treasurer with the registered address as given in the current Leadership Directory. The AAFCS-IN currently holds tax status under Section 501 (c) 3 of the Internal Revenue Code. The association joins AAFCS in being recognized as an educational and scientific organization to serve the public interest.

**ARTICLE XIV**  
DEFENSE AND INDEMNIFICATION

To the extent permitted by law, the AAFCS-IN shall defend and/or indemnify any person who was or is a party defendant or 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 AAFCS-IN) by reason of the fact that he/she is or was an officer, employee, or agent of the AAFCS-IN or is or was so serving at the AAFCS-IN's request for other profit or not-for-profit corporation, or the legal representative of any such officer, trustee, employer or agent 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 AAFCS-IN; and except with respect to any criminal proceeding, such corporate agent had reasonable cause to believe his/her 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 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 AAFCS-IN's best interests. To the extent that the court of 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 AAFCS-IN, 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 members who were not parties to the proceedings.

**ARTICLE XV**  
PARLIAMENTARY AUTHORITY

Except as otherwise provided in its Bylaws, AAFCS-IN shall be governed in its proceedings by the latest revision of Robert's Rules of Order Newly Revised

