

BYLAWS – APPROVED MARCH 29, 2014

**BYLAWS OF THE WISCONSIN ASSOCIATION OF FAMILY AND
CONSUMER SCIENCE**

**ARTICLE I
NAME**

The name of this organization shall be the Wisconsin Association of Family and Consumer Science, 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 Science 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 the 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 the president and president-elect or affiliate's designee.

**ARTICLE IV
COMPOSITION, RESPONSIBILITIES, AND ELECTION OF WAFCS
LEADERSHIP**

Section 1. WAFCS Council

WAFCS leadership is comprised of a Board of Directors (elected) and Directors-at-Large (appointed) and when combined form the WAFCS Council.

Section 2. Board of Directors

The Association in order to affect its purpose shall have a Board of Directors. The WAFCS Board of Directors shall set association policy, and provide leadership for and manage the affairs and funds of the Association.

a) The composition of the Board of Directors shall include the President, President-Elect, Immediate Past- President, Secretary, Treasurer, Vice-President Membership, Vice-President Awards and Recognition, Vice-President External Affairs, Vice-President

Public Policy, Vice-President Professional Development, Vice President Communications and Technology, Foundation Designee and Executive Director (ex-officio).

- b) All elected members of the Board of Directors have voting privileges.
- c) A majority of the currently serving members shall constitute a quorum.
- d) Meetings of the Board of Directors shall be arranged for interactive communication
- e) The roles and responsibilities of the Board of Directors and Executive Director shall be determined by the Board of Directors and defined in the organization's policies and procedures.

Section 3. Election of Board of Directors

- a) Nomination of officers are made by the nominating committee after securing names of possible nominees.
- b) Only current and/or former members of the Council shall be eligible for president-elect.
- c) All officers shall be members of AAFCS/WAFCS.
- d) Ballots shall be distributed to the membership.
- e) Elections shall be determined by majority of votes cast.

Section 4. Terms of Board of Directors

- a) President-elect shall serve one year as President-Elect, followed by one year as President and followed by one year as Immediate Past President.
- b) Vice-Presidents, Secretary and Treasurer shall be elected for two year terms.
- c) Vice-President Membership, Vice-President Professional Development, Vice-President Communications & Technology. and Secretary shall be elected in odd-numbered years.
- d) Vice-President Awards and Recognition, Vice-President Public Policy, Vice President External Affairs and Treasurer shall be elected in even-numbered years.
- e) All elected officers, except the Treasurer shall assume responsibility for their office on July 1 following their election. The Treasurer shall assume office at the beginning of the fiscal year.

Section 5. Executive Committee

The Executive Committee of the WAFCS shall be comprised of the President, President-Elect, Immediate Past- President, Secretary, Treasurer and Executive Director (ex-official).

- a) The President 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.
- b) The Executive Committee shall select and contract with the Executive Director

Section 6. Director at Large

- a) Director-at-Large positions include: Conference Coordinator, Retirees, Student Unit Advisor and New Professionals.

Section 7. Terms of Directors-at-Large

- a) Directors-at-Large shall hold two-year terms appointed by the appropriate Vice President and approved by the Board of Directors.
- b) Director-at-Large positions for Retirees and Student Unit Advisor shall be appointed in even-numbered years. New Professionals shall be appointed in odd number years.
- c) Conference Coordinator shall be appointed two years prior to hosting the Annual State Conference.

**ARTICLE V
COMMITTEES**

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

**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 science. 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 shall serve as a designated voting member on the WAFCS Board of Directors. Funds raised by the WAFCS Foundation shall be under their jurisdiction.

**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 a majority vote of the Board of Directors.

ARTICLE VIII FISCAL YEAR

The fiscal year of the association 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, provided that notice of a proposed amendment is available 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 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 as 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 persons, 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 action 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.