

By LAWS
Mississippi Association of Family and Consumer Sciences, Inc.
2010

ARTICLE I

NAME

The name of this non-profit organization shall be the Mississippi Association of Family and Consumer Sciences, Inc. (MAFCS), an affiliate of the American Association of Family and Consumer Sciences (AAFCS).

ARTICLE II

PURPOSES

The Purposes are those as stated in Articles of Incorporation.

ARTICLE III

AFFILIATION

Section 1: The Association shall affiliate with AAFCS by (a) including in its bylaws as its purpose the purpose of AAFCS and (b) including as its membership requirements the membership requirements of AAFCS.

Section 2: Each person eligible for state membership shall become a member of AAFCS before becoming a member of the state association. Each member shall pay state and AAFCS annual dues simultaneously to the headquarters of AAFCS, exceptions to be approved by the Board of Directors of AAFCS.

Section 3: The Association shall be represented in the AAFCS Senate by the officer delegated (President or alternate) by the Association and by duly authorized delegates as specified in Article IV, Section 12.

Section 4: The Association shall be represented on the Board of Directors of AAFCS by the Chair of the State Affiliate's Unit of AAFCS.

ARTICLE IV

OFFICERS AND ELECTIONS

Section 1: the elected officers of the Association shall consist of a President, a President-elect, six Vice Presidents, a Secretary, and a Treasurer.

Section 2: Election of the officers of the Association shall take place at the annual meeting. Ballots shall be distributed to MAFCS members at the beginning of the meeting and tallied and announced at the conclusion of the meeting. In the case of a tie, a second ballot vote will be taken by members present at the Annual Meeting. A plurality will elect.

Section 3: A President-elect shall be elected annually and shall serve as President-elect for one year, as President for the next year, and as Counselor the year following. Office can be assumed at the beginning of each fiscal year, June 1. He/She shall have served on the Executive Board. In the event of a vacancy in the office of President-elect, it shall be filled by vote of the membership.

Section 4: The Vice Presidents for Local Arrangements, Internal Affairs, and Teacher Liaison shall be elected in even numbered years to serve for two years. The Vice Presidents for Extension Liaison and External Relations shall be elected in odd-numbered years to serve for two years. The Vice President for Professional Development will be elected annually and serve 1 year.

Section 5: A Secretary shall be elected in odd-numbered years to serve for two years and shall assume office at the beginning of the fiscal year following the election. He/She shall have served on the Executive Board and as an appointed chair of a MAFCS committee.

Section 6: A Treasurer shall be elected in even-numbered years to serve for two years and shall assume office at the beginning of the fiscal year following the election. He/She shall have served on the Executive Board and as an appointed chair of a MAFCS committee.

Section 7: Elections shall be by majority of votes cast.

Section 8: Delegates to the AAFCS Senate shall be the newly elected President and President-elect. Alternates and additional delegates and their alternates, when necessary, shall be appointed by the Executive Committee.

ARTICLE V

FUNCTIONS OF OFFICERS

Section 1: The functions of the elected officers of the Association are as defined:

- (1) The President shall be the Chair of the Executive Board and the Executive Committee and shall appoint the Chairs of Standing and Ad hoc Committees as may be necessary and shall appoint

members to fill unexpired terms in case of vacancies in both elective and appointive offices, with exception of the President-elect. The President shall be authorized to appoint a parliamentarian and will also serve as Deputy Treasurer. The President shall serve as the official representative and liaison of the Mississippi Association of Family and Consumer Sciences, Inc. for the Affiliate Presidents' Unit of AAFCS. The President shall coordinate and oversee the Association's governmental relations activities and be responsible for overseeing committee work for legislation, public policy, resolutions, and priority issues.

The President-elect shall be a member of the Executive Board and Executive Committee. In the case of a vacancy in the President's office, The President-elect shall fill the unexpired term. The President-elect shall function in the absence of the President at other meetings.

The Vice-Presidents shall be members of the Executive Board, serve as ex-officio members without vote on committees under their direction unless specified to be chair, represent the President of the Association when requested, represent the Association at state meetings, workshops, and conferences or national meetings of other organizations when requested.

- (2) The Vice President for Professional Development shall coordinate and oversee the Association's activities in the overall planning of the Annual Meeting.
- (3) The Vice President for Local Arrangement shall work with the Vice President for Professional Development and coordinate local arrangements for the Annual Meeting.
- (4) The Vice President for Internal Affairs shall coordinate and oversee activities of the Bylaws Committee and any other committee associated with operational activities, such as membership, awards, and planning for the future.
- (5) The Vice President Extension Liaison shall coordinate and oversee activities related to collaborations with Extension and maintain effective communication with Extension.
- (6) The Vice President Teacher Liaison shall coordinate and oversee activities related to collaboration with high school teachers in the state and maintain effective communication with teachers.
- (7) The Vice President External Relations shall be a member of the Executive Board and shall be responsible for publishing a minimum of one issue of the newsletter annually and maintaining an updated database of members and professionals.

The Secretary shall be a member of the Executive Board and the Executive Committee and shall be responsible for the minutes of all business meetings of the Executive Committee, the Executive Board and the Assembly of Members, distribute the minutes to the members of the Executive Board, prepare all notices and conduct such correspondence as the Executive Board may direct.

The Treasurer shall be a member of the Executive Board and the Executive Committee, shall serve as chair of the Finance Committee, prepare a proposed budget at the beginning of each fiscal year of office term to be approved by the Executive Board; shall be responsible for all receipts and disbursements and shall submit reports of receipts and disbursements to the Executive Board and to the Assembly of Members at the annual business meeting. The Treasurer shall be bonded and the accounts audited by an internal peer review at the conclusion of each

fiscal year. At such times as the Treasurer may be unable to act, the Deputy Treasurer (the President) shall act for the Treasurer.

The Counselor shall be a member of the Executive Board and the Executive Committee and shall serve as an advisor to the President and as Chair of the Historical Committee.

Section 2: The functions of the appointed officers of the Association are as defined:

- (1) Student Unit Coordinator shall work in coordination with the Student Unit President and assist in planning student activities and educational sessions.
- (2) Registration Chair shall manage all aspects of registration for annual meeting.
- (3) Nominations Chair shall work to solicit nominations for Executive Board positions that need to be filled. This includes creating and distributing the ballot at annual meeting. This position may be filled by the President-Elect.
- (4) Exhibits/Silent Auction Coordinator shall be responsible for coordinating fundraising efforts and managing all exhibits at annual meeting.

ARTICLE VI

COMPOSITION OF THE GOVERNING BODIES: FUNCTIONS

Section 1: The governing bodies of the Association shall be the Executive Committee the Executive Board, and the Assembly of Members.

Section 2: The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer and Counselor. It shall act for the Executive Board between meetings of the Executive Board and on call of the President. Two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum.

Section 3: The Executive Board shall consist of the elected officers of the Association and the Counselor, the Registration Chair, the Nominations Chair, the Silent Auction/Exhibits Chair and Student Unit Coordinator. One-third (1/3) of the voting members of the Executive Board shall constitute a quorum.

Section 4: The functions of the Executive Board are to:

- (1) Manage the business of the Association and shall refer to the Assembly of Members such matters as it deems desirable and as are required in the Bylaws. It shall transact all business of the Association presented for vote.
- (2) Receive the budget as submitted by the Finance Committee and all other committee reports and submit recommendations to the Assembly of Members.
- (3) Determine dates and places for the meetings of the Association and shall have the power to cancel meetings in the event of an emergency.
- (4) Authorize the bonding of the Treasurer and annual audit of the official financial records by the Auditing Committee.

- (5) Appoint representatives for MAFCS in support of cooperation with other groups. This shall include joint sponsorship of organizations with related interest and membership on joint committees. Also, the Executive Board shall receive reports from these appointed representatives and determine action.
- (6) The Executive Board shall meet as needed but not less than three times each year: twice during the Annual Meeting and at least once at the call of the President. Meetings of the Executive Board may be held by means of telephone conferences or equipment of similar communications by means of which all Executive Board members participating in the meeting can hear each other. Participating in a meeting by telephone or similar communication equipment shall constitute presence in person at the meeting.
- (7) Recommend program priorities for a given year; facilitate and implement program as determined by the Assembly.
- (8) Review Program of Work and recommend to the Assembly.
- (9) Review all proposed amendments of the Bylaws and recommend to the Assembly.
- (10) Establish standing committees other than those listed in Article VIII.
- (11) Authorize the President to appoint additional Ad Hoc Committees.

Section 5: The Chairs of appointed and special committees, and the Student Unit Coordinator may be invited to the Executive Board meeting without vote.

Section 6: Incoming MAFCS Executive Committee and Executive Board may take official action after their election and before June 1 on matters relating to the incoming MAFCS year's functioning.

Section 7: The Assembly of Members shall consist of all members attending the Annual Business Meeting. A majority of members present and voting shall constitute a quorum.

ARTICLE VII

MEMBERSHIP, DUES, AND PRIVILEGES

Membership, dues, and privileges are based on the provision of the AAFCS Bylaws (see AAFCS Bylaws, Article III).

ARTICLE VIII

COMMITTEES

Section 1: The Association shall have the following Standing Committees whose chairs are elected officers and/or Executive Board Members. The duties, responsibilities and memberships of each committee are specified in the Governance Document.

- (1) Annual Meeting Committee: The duties of the committee shall be to plan for the Annual Meeting of the Association. The membership of this committee shall include the Vice President for

- Professional Development, who shall serve as Chair, the Vice President Local Arrangements, the Registration Chair, the Silent Auction/Exhibits Chair, the Treasurer, and the President.
- (2) Membership Committee: The committee shall promote membership, interpret policies in regard to membership, and report membership. The membership of this committee shall include the Vice President for Internal Affairs, who shall serve as Chair.
 - (3) Finance Committee: The duties of this committee shall be to prepare a proposed annual budget and a financial report which are submitted to the Executive Board and to the Assembly of Members at the Annual Business Meeting. The Treasurer shall be Chair of the committee. Other committee members shall be the immediate past Treasurer of MAFCS, the President, the President-elect, the Counselor, the Vice President for Professional Development.
 - (4) Nominating Committee: The duties of the Nominating Committee shall be to present nominations for the elected officers. The President-elect will serve as chair of this committee. Other committee members shall be appointed by the President.
 - (5) Historical Committee: The duties of the committee shall be to collect and preserve materials of the Association. The Counselor shall serve as Chair of the committee. Student Unit Committee: The duties of the committee are to advise and strengthen the Student Unit. The membership shall be composed of the immediate past Advisor to the Student Unit, the present Advisor, and the Coordinator of the Student Unit. The present Advisor shall serve as Chair of the committee.

Section 2. The Association shall have the following standing committees with chairs who are appointed by the President.

- (1) Audit Committee: The duties of the Audit Committee are to review annually the records of the Treasurer.
- (2) Awards Committee: The duties of this committee shall be to promote sponsorship of awards to professionals in family and consumer sciences for outstanding contributions to the profession, achievement in the field of family and consumer sciences or its specialized area of support for the advanced study of the profession; serve on judging committees as necessary; review and recommend policies, procedures and awards to the Executive Board; coordinate communications and actions with the Vice President for Internal Affairs. The committee shall also be responsible for scholarships and awards listed in the Governance Document.
- (3) Bylaws Committee: The duties of the Bylaws Committee shall be to receive and propose amendments to the MAFCS Bylaws and report the proposed amendments to the Executive Board.

Section 3: The President of the Association shall appoint for one-year tenure of office the chairman of additional committees not otherwise provided for in the Bylaws.

Section 4: Written reports of standing committees shall be submitted to the Executive Board of the Association. Reports of general interest to the membership shall be given at the annual business meeting of the Association. Additional reports shall be submitted as directed by the Executive Board of the Association.

ARTICLE IX

ANNUAL BUSINESS MEETING

There shall be a Business Meeting of the Assembly of Members at the time of the Annual Meeting of the Association. The purpose of the meeting shall be to:

- (1) Receive and act upon the report of the election.
- (2) Receive and act upon the reports of the elected officers, the Executive Board, Professional Sections, Divisions, committees and units of the Association.
- (3) Adopt an annual budget, a program of work, and related programs.
- (4) Act upon revision of the Bylaws.
- (5) Adopt and/or rescind resolutions.
- (6) Transact such other business as may properly come before the Assembly of Members. Business shall be transacted by majority vote of the members present and voting.

ARTICLE X

NEWSLETTER

This Association shall publish as its official communication the Mississippi Association of Family and Consumer Sciences, Inc. Newsletter, MAFCS FOCUS, which shall be published a minimum of 1 time per year.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Mississippi Association of Family and Consumer Sciences, Inc. shall be determined by the Executive Board and shall be noted in the Governance Document.

ARTICLE XII

AMENDMENTS

Section 1: These Bylaws may be amended by a vote of two-thirds of the Assembly of Members present and voting at any Annual Business Meeting provided that notice is given in due form at the preceding Annual Meeting or by mail to all members 30 days prior to the Annual Meeting at which it is to be voted upon.

Section 2: In the event of an emergency, as determined by the Executive Board, these Bylaws may be amended by mail ballot by a majority of votes cast.

Section 3: The Bylaws of MAFCS will be updated by the Executive Committee to reflect AAFCS Bylaws changes, with notice of changes published in the official organ of the Association.

ARTICLE XIII

TAX EXEMPT STATUS

Section I: 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 distributable to, its officers, or other private persons, except that the Association shall be authorized or empowered to pay reasonable compensation for the services rendered and to make payments and distributions to further the objectives 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 a 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 anyone 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© 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 XIV

DEFENSE AND INDEMNIFICATION

Section I: 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 an 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 or 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 with 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 who were not parties to the proceeding. 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 officer, employee, or agent may be entitled under any Bylaw, agreement, vote of the Executive Board, or members, or otherwise. 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 XV

DISSOLUTION

In the event of dissolution or termination of the Association, 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 Executive 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 XVI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern this Association in all cases to which they are applicable, subject to such rules as have been or may be adopted.

* Adopted by the Assembly of Members on February 26, 2010.