

Bylaws of the California Association of Family and Consumer Sciences

Amended and Approved November 14, 2009

ARTICLE I: NAME

The name of this organization shall be the California Association of Family and Consumer Sciences, hereinafter designated as CA-AFCS.

ARTICLE II: PURPOSE

The purpose of the Association shall be to further education and science in family and consumer sciences. Without in any way limiting the foregoing, but in expansion thereof, the Association shall:

- Improve and strengthen education in family and consumer sciences.
- Establish and improve standards of service and scientific research in the public interest in family and consumer sciences.
- Sponsor and otherwise support seminars, debates, symposia, conferences, and similar professional discussion in family and consumer sciences.
- State and disseminate policy for professional guidance at the national and international levels concerning the public interest in family and consumer sciences.
- Identify and study social, economic and psychological changes having implications for family and consumer sciences programs, and bring these changes to the attention of the family and consumer sciences profession and the public.
- Encourage and promote a sufficiently full and fair exposition of the pertinent facts involving legislation affecting family and consumer sciences and the improvement of home and family life so as to permit an individual or the public to form an independent opinion or conclusion.
- Promote liaison and other cooperative professional activity with groups having related concerns in behalf of the public interest in family and consumer sciences.

ARTICLE III: AFFILIATION WITH THE AMERICAN ASSOCIATION OF FAMILY AND CONSUMER SCIENCES

Section 1. CA-AFCS shall be a state affiliate of the American Association of Family and Consumer Sciences, hereinafter designated as AAFCS.

Section 2. CA-AFCS will have the same membership requirements as AAFCS, as stated in its bylaws.

Section 3. CA-AFCS members will pay annual dues to AAFCS in the amount designated by AAFCS and CA-AFCS. Members will receive a membership in AAFCS, CA-AFCS, and CA-AFCS district and/or student section.

Section 4. AAFCS bylaws shall determine CA-AFCS member's voting rights in AAFCS elections, entitlement to hold an office or position in AAFCS, or to serve as a delegate to the AAFCS Senate.

Section 5. CA-AFCS will consist of districts and the district organizations shall be divided according to contiguous geographic areas within the boundary of the State of California. The districts will be Bay (A), Central (C), Citrus (D), Los Angeles (F), North Central (G), San Diego (J) Santa Lucia (K), and Valley (L).

Section 6. CA-AFCS shall be represented in the AAFCS affiliate Presidents' Unit by the CA-AFCS President or duly authorized alternate.

ARTICLE IV: ORGANIZATION OF CA-AFCS

Section 1. The CA-AFCS structure shall consist of:

- a. The Executive Committee of elected officers who shall direct its operating committees, employees and consultants.
- b. The Board of Directors including the CA-AFCS officers, the president/chair of each district and student section, *Contempo* Editor, and the Chair of the Extended Education Fund or authorized delegates.
- c. An elected Nominating Committee who shall conduct elections.
- d. The elected Board of the Extended Education Fund, hereinafter designated as Board of EEF, shall direct the

approval and distribution of Grants and Scholarship Funds. The Scholarship Chair is one of the four members of the Board of EEF.

e. The student sections divided according to contiguous geographic areas within the boundary of the State of California.

f. Any CA-AFCS member serving in an elected or appointed office of the national AAFCS shall be designated as an ex-officio officer of CA-AFCS.

g. Robert's Rules of Order, Newly Revised, shall govern CA-AFCS in all matters not covered by CA-AFCS bylaws.

Section 2. The CA-AFCS fiscal year shall be from June 1 through May 31.

Section 3. The official publication of CA-AFCS is titled CA-AFCS *Contempo*.

ARTICLE V: CA-AFCS GOVERNING BODIES, FUNCTIONS AND MEETINGS

Section 1. The governing bodies of CA-AFCS shall consist of the Executive Committee and Board of Directors.

Section 2. The Executive Committee shall:

a. Be the legal representative of CA-AFCS, having control and management of its affairs and funds as its administrative body.

b. Consist of six elected officers including president; immediate past-president or president-elect; vice-president of programs; vice-president of communications; secretary; and treasurer, who may not abdicate their authority or duties in favor of another individual.

c. Direct the following:

(1) Articles of Incorporation: Review and recommend amendments to the Articles of Incorporation for adoption by the Board of Directors.

(2) Awards/Honorary Membership: Receive and approve names of candidates to receive awards and honorary memberships.

(3) Bylaws, Policies and Procedures:

(a) Bylaws: Draft, review and recommend proposed bylaws changes for adoption by the Board of Directors. Review and recommend for adoption by the Board of Directors the bylaws submitted by newly-formed districts or student sections. Act in an advisory capacity to guide districts regarding bylaws revisions. Work with district/student section bylaws chairs, and work with Districts considering dissolution or merging with another district

(b) Policies and Procedures: Set all policies and procedures other than fiscal and *Contempo*.

(4) Committees: Establish ad hoc committees as needed.

(5) Cooperative Relations/Liaisons: Review and recommend the list of organizations with which CA-AFCS shall establish cooperative relations or liaisons.

(6) Elections/Vacancies:

(a) Verify the legality of ballots.

(b) Fill vacancies of elected officers except president and past president by vote or appointment as needed.

(c) Fill vacancies of EEF, and the Nominating Committee by vote or appointment as needed.

(7) Employees: Review qualifications, select and supervise paid personnel.

(8) Finances:

(a) The President and one-half of the Executive Committee shall approve over-budget and non-budget items.

(b) Review and recommend the proposed annual budget for adoption by the Board of Directors.

(c) Set guidelines for the investment of all CA-AFCS funds.

(d) Authorize the depositories of CA-AFCS funds.

(9) Fund-raising: Review and recommend proposed fund-raising projects for adoption by the Board of Directors.

(10) Meetings – Conferences: Cancel the meeting of the Board of Directors in case of extreme emergency.

(11) Program of Work: Review and recommend the proposed program of work for adoption by the Board of Directors.

a. Convene to meet at least once a year.

b. Meet by means of telephone conferences or e-mailing, when necessary, if at least four of the six officers can participate in the conference.

Section 3. The Board of Directors shall:

a. Be the supervising body for CA-AFCS business matters.

b. Consist of CA-AFCS officers, president or alternate of each CA-AFCS district and student section, and chair of the EEF.

c. Direct the following activities:

(1) Bylaws, Policies and Procedures:

(a) Bylaws – Review bylaws and approve bylaw changes.

(b) Policies and Procedures – Review and adopt changes in fiscal policies and procedures.

(2) Elections/Vacancies – Fill, by a majority vote, the office of president, if vacant.

(3) Employees – Review and revise salaried positions and personnel policies.

(4) Finances - Review, revise and adopt the proposed annual budget.

(5) Fund-raising – Approve fund-raising projects deemed necessary.

(6) Meetings: Biennial Conference – Establish the approximate date and place for the Executive Board and Board of Directors meetings and the Biennial Conference.

(7) Program of Work – Review and approve the proposed program of work.

(8) Articles of Incorporation: Adopt amendments to the Articles of Incorporation.

(9) Bylaws, Policies and Procedures:

(a) Bylaws – Approve new district/student section bylaws.

(b) Policies and procedures – Set all CA-AFCS *Contempo* procedures.

(10) Delegates:

(a) AAFCS – Accept the roster of delegates to AAFCS Senate and, when appropriate, instruct the delegates regarding action to be taken on items on the agenda of the AAFCS annual meeting.

(b) CA-AFCS

(aa) Determine number of delegates each district/student member section is entitled to send to the AAFCS Senate.

(bb) Accept the roster of delegates to the AAFCS Senate.

(11) Districts: Approve petitions for new districts, dissolution of a district, or the merging of districts.

(12) Elections/Vacancies: Receive the election report from the president.

(13) Resolutions: Act upon the resolutions submitted.

(14) Students: Approve petitions for new student sections.

(15) Insignia: Adopt an insignia for CA-AFCS and alter as necessary.

(16) Consider any other business presented by any individual or subgroup of CA-AFCS.

(a) Convene to meet at least once a year.

(b) Allow members to vote by proxy when the proxy is submitted to the Secretary at the roll call for the meeting.

(c) Set dues for CA-AFCS membership.

(d) Determine additional membership privileges for voting in CA-AFCS elections, holding CAAFCS office and serving as CA-AFCS delegate to the AAFCS Senate not specified in the AAFCS bylaws.

Section 4. Any CA-AFCS member serving in an elected or appointed office of AAFCS shall be invited to attend counterpart meetings.

ARTICLE VI: CA-AFCS DELEGATION TO AAFCS

Section 1. The function of CA-AFCS delegates to the AAFCS Senate shall be to represent CA-AFCS at the AAFCS annual meeting in accord with the purpose as defined in the AAFCS bylaws.

Section 2. According to the AAFCS formula for selecting senators, each state is guaranteed two senators plus one additional senator with a membership between 500-999, and one additional for membership over 1000, with a maximum of four senators per state. The California President shall serve as chair of the California Delegation. In the year where there is a President-Elect, the President-Elect will be one of the

delegates. In the year when there is not a President-Elect, a Senator-at-large will be determined at the spring Board of Directors meeting. If California membership is above 1000, there will be a Northern Senator and a Southern Senator. If the membership is between 500-999, there will be one Senator-at-large elected. The Senators will be elected from the District Presidents by the District Presidents at the Spring Board of Directors meeting.

Section 3. Business to come before the AAFCS Senate shall be considered by the CA-AFCS Board of Directors at the preceding Board of Directors meeting.

Section 4. CA-AFCS delegates shall be informed of specific instructions and rationale to be used in reaching voting decisions on business to be introduced at the AAFCS Senate meeting.

Section 5. The CA-AFCS delegation, including alternates, shall caucus at the AAFCS annual meeting upon call from the CA-AFCS delegation chair.

Section 6. The CA-AFCS delegation chair shall make a report of the AAFCS Senate meeting to the Executive Committee and Board of Directors at the first meeting following the AAFCS annual meeting and to the CA-AFCS membership through the official CA-AFCS *Contempo*.

ARTICLE VII: CA-AFCS MEMBERSHIP

Section 1. A CA-AFCS member shall receive one subscription to CA-AFCS *Contempo* via e-mail, should an e-mail address be provided, unless otherwise requested. Members without an e-mail address will receive their subscription via print.

Section 2. An AAFCS member shall be entitled to vote in CA-AFCS elections, hold an office or position on CA-AFCS Board of Directors as determined by the AAFCS bylaws.

Section 3. District and/or student section membership in CA-AFCS shall be assigned by zip code unless the CA-AFCS member petitions the CA-AFCS Treasurer and Membership Chair for membership in a different district.

ARTICLE VIII: NOMINATING COMMITTEE

Section 1. Nominating Committee

a. Number: Be three in number.

b. Term: Each member shall serve a two-year term.

c. Elected by: The general membership and the chair shall be designated by the President.

d. Duties:

(1) Solicit one or more names per office.

(2) Solicit statewide geographic representation.

(3) Prepare the ballot.

(4) Conduct a special election if there is a vacancy in the office of President-Elect.

(5) Solicit nominees from the state to be considered by the national AAFCS nominating committee for AAFCS offices.

a. Receives and tallies the mail and e-mail ballots, sends report to President and notifies elected officers and elected members of the Nominating Committee.

ARTICLE IX: ELECTED POSITIONS, ELECTIONS AND VACANCIES

Section 1. The positions of CA-AFCS officers, Nominating Committee members, and members of the EEF shall be elected.

Section 2. The CA-AFCS officers and their terms shall be:

a. The President-Elect for one year; as President for two years; and as Immediate Past-President for one year.

b. The Vice-President of Programs, who shall be elected to serve two years.

c. The Vice-President of Communications, who shall be elected to serve two years.

d. The Secretary, who shall be elected to serve two years.

e. The Treasurer, who shall be elected to serve two years.

Section 3. The Nominating Committee shall consist of three members each to serve two years.

Section 4. The Board of Extended Education Fund shall consist of four members, each to serve four years on a rotating basis.

Section 5. Nominees for the Executive Committee offices, the Nominating Committee, and the EEF Committee must meet AAFCS and CA-AFCS eligibility requirements for holding office.

Section 6. Nominees for all positions shall be elected by written or e-mailed ballot.

a. The ballot shall be distributed to those members with AAFCS and CA-AFCS voting privileges.

b. The ballot shall be distributed by April 1st.

c. The ballot shall be returned to the Nominating Committee by mail or e-mail.

d. If ballots are not distributed by April 1st, election will be conducted at the next Board of Directors meeting.

e. Nominees shall be elected by a majority vote and shall assume office at the beginning of the next fiscal year following their election.

Section 7. If a vacancy occurs in any of the elected positions, the following will occur:

a. President: The President-elect will assume the office of President.

b. President when there is no President-elect: The Immediate Past-President will assume the office of President until the Board of Directors fills the vacancy by a majority vote.

c. President-elect: Shall be elected by the Board of Directors.

d. Other Executive Committee offices, Nominating Committee, or EEF: The Executive Committee will fill by appointment.

ARTICLE X: FUNCTIONS OF ELECTED AND APPOINTED OFFICERS OR CONSULTANTS

Section 1. The President shall:

a. Be the executive officer of CA-AFCS to give general supervision and leadership to organizational policies and programs.

b. Be chair of the Executive Committee and Board of Directors in the year when there is no President-Elect.

c. Represent CA-AFCS at Affiliate Presidents Unit.

d. Be chair of CA-AFCS's delegates to AAFCS Senate.

e. Serve as a member of the Finance Committee.

f. Appoint the Parliamentarian, all operating committees and other committees, with the exception of the Nominating Committee.

g. Declare nominees elected by ballot at the Board of Directors.

h. Appoint at least 2 readers of the minutes to read and correct minutes of the governing bodies.

i. Develop and direct a Program of Work for approval by Executive Committee and Board of Directors.

Section 2. The President-Elect shall:

a. Preside at meetings of the Executive Committee and Board of Directors in the absence of the President.

b. Be a member of the Executive Committee and Board of Directors Committee.

c. Succeed to the Presidency if that vacancy occurs.

d. Appoint all standing committees and other committees, with the exception of the Nominating Committee. The chairs and the committee members will serve during the years the President-Elect assumes the office of President.

e. Act as an alternate delegate for the President to the AAFCS Senate.

f. Act as an alternate and/or observer at all meetings of the Affiliate Presidents Unit.

g. Appoint the chairs of the AAFCS Action groups and fill unexpired terms in case of vacancies.

These chairs will serve during the same term of office as the President-elect making the appointments.

Section 3. The Immediate Past-President shall:

a. Be a member of the Executive Committee and Board of Directors.

Section 4. The Vice President of Programs shall:

a. Be a member of the Executive Committee and Board of Directors.

b. Serve as a liaison to the Extended Education Fund Committee by receiving Scholarship information to be announced at the Biennial Conference.

c. Serve as Coordinator for the Biennial

Section 5. The Vice President of Communications shall:

- a. Be a member of the Executive Committee, Board of Directors and needed committees.
- b. Be responsible for the successful operation of the CA-AFCS website including its continuous revision, maintenance and improvement.
- c. Reports to: President and Board of Directors.

Section 6. The Secretary shall:

- a. Be a member of the Executive Committee and Board of Directors.
- b. Be responsible for communicating membership information to district membership representatives.
- c. Record minutes and solicit feedback from readers, make revisions, and distribute final draft of minutes to all Board of Directors members after meetings.
- d. Be responsible for keeping records of meetings including all documents and board member reports submitted.
- e. Preserve all records, reports and official documents of CA-AFCS, except those specifically assigned to the custody of others.
- f. Conduct correspondence as directed by the President.
- g. Be keeper of the Corporate Seal.

Section 7. The Treasurer shall:

- a. Be a member of the Executive Committee and Board of Directors..
- b. Be custodian of all monies, bonds, deeds, mortgages, and other securities belonging to CAAFCS.
- c. Invest funds of CA-AFCS as directed by Board of Directors.
- d. Collect all monies paid to or belonging to CA-AFCS in such depositories as may be approved by the Board of Directors.
- e. Pay vouchers as authorized by the approved budget and the President.
- f. Prepare the Annual Budget.
- g. Prepare and present an annual report to the Board of Directors.
- h. Present to the membership an audited annual financial report through CA-AFCS *Contempo*.

ARTICLE XI: OPERATING COMMITTEES, EMPLOYEES AND CONSULTANTS

Section 1. The CA-AFCS officers shall direct and/or chair the operating committees, employees and consultants of CA-AFCS.

Section 2. Unless otherwise indicated, all committees shall:

- a. Number: A minimum of three members.
- b. Term: Each member shall serve for two years.
- c. Appointed by: The specified officer shall appoint the chair, who shall in turn appoint the committee members.

Section 3. The operating committees of CA-AFCS shall include:

a. Awards Committee:

- (1) Number: Three members in addition to the Vice President of Programs as an ex-officio member.
- (2) Appointed by: Vice President of Program
- (3) Duties:
 - (a). Solicit names and credentials of candidates for election to honorary memberships and other awards of CA-AFCS and AAFCS through *Contempo* articles, the website and direct mailing of awards information.
 - (b) Make awards presentations at Biennial Conference after presentations.
 - (c) Review all nominations and make decisions on recipients. Forward appropriate nominees to AAFCS for national awards.
- (4) Reports to: Vice President of Program.
- (5) Works with: Conference Committees, the Districts, and the Student Sections.

b. CA-AFCS *Contempo* Committee:

- (1) Editor is appointed by the President.
- (2) Duties:

- (a). Plan, format and edit the *Contempo* issues, and work with the VP—Communications and bulk mailing coordinator to publish issues online and by mail in a timely manner.
- (b). Solicit advertising for CA-AFCS *Contempo*.
- (3) Reports to: President and Board of Directors.
- (4) Works with: Biennial Meeting, Awards, and EEF Committees.

c. Conference Committee:

- (1) Number: Hosting district members in addition to Vice President of Programs.
- (2) Duties:
 - (a). Plan and coordinate the program for the state conference to meet the needs and interest of the general membership that supports the CA-AFCS Program of Work.
 - (b). Make the local arrangements for the meetings and activities for the members and speakers.
- (3) Reports to: Executive Board.
- (4) Works with: Program of Work, Annual Meeting, Awards, and Scholarship/ Grants Committees and EEF.

d. Ways and Means Committee:

- (1) Number: Three to five members including Treasurer as ex-officio member.
- (2) Appointed by: President.
- (3) Duties: Plan, organize and execute any fund-raising activities for CA-AFCS.
- (4) Report to: Executive Board.

Section 4. The employees of CA-AFCS may include:

- a. Executive Secretary: Performs assigned tasks by contract for the Executive Committee when employed.
- b. Bookkeeper: Performs assigned tasks by contract for CA-AFCS when employed.
- c. Public Auditor: Performs the official audit and other financial services by contract as deemed necessary.

Section 5. The consultants of CA-AFCS shall include:

- a. Parliamentarian: Appointed by the President to advise at the meetings of the governing bodies.
- b. Readers of the minutes: Appointed by the President to read and correct minutes of the meetings of the governing bodies.

ARTICLE XII: EXTENDED EDUCATION FUND/SCHOLARSHIP-GRANTS COMMITTEE

Section 1. Extended Education Fund:

- a. Number: Four elected members and the Vice President of Programs to serve as liaison as the EEF.
- b. Term: Each elected member shall serve four years and the Vice President of Programs shall serve the two years of that term of office as a liaison to the EEF Committee.
- c. Elected by: The general membership shall elect one new member to the EEF yearly. The EEF Board shall elect the chair each year.
- d. Duties:
 - (1) Manage all EEF funds.
 - (2) Promote donations to EEF for grants and scholarships.
 - (3) Publicize those grant activities and scholarships eligible for EEF funding.
 - (4) Distribute and review EEF grant and scholarship applications and select recipients of EEF grants and scholarships based on activities/careers that promote the purposes of CA-AFCS and Family and Consumer Sciences.
 - (5) Oversee grant and scholarship monies and activities.
- a. Reports to: CA-AFCS Board of Directors.
- b. Works with: Conference Committee, the CA-AFCS Districts, and *Contempo* editor and prepares an annual financial report for the CA-AFCS Treasurer for auditing, tax information and the CA-AFCS membership.
- c. Prepares an annual financial report for CA-AFCS treasurer for auditing tax information and for the CA-AFCS membership.

ARTICLE XIII: DISTRICTS

Section 1. Requirements: CA-AFCS shall be organized into districts as determined by the Board of Directors. The purposes of the district organization and membership requirements shall be the same as CA-AFCS/AAFCS.

Section 2. District formation:

a. A district may be formed by petitioning the Board of Directors for approval. The petition must be signed by at least 25% of the current membership of the new district. The boundaries of the new district shall not divide what is left of the old district into separate geographical areas.

b. A district shall submit bylaws to the Senate for approval.

Section 3. District funds: Districts so organized are integral parts of CA-AFCS. Funds disbursed to the districts or received from any source by the districts are the property of CA-AFCS placed, by the Executive Committee, under the care, custody and control of the district officers. The Treasurer of each district shall provide financial reports to CA-AFCS at the end of each fiscal year or more frequently as may be determined by the Executive Committee. District officials responsible for the handling of funds should be bonded as employees and officials of CA-AFCS.

Section 4. Representation by the district president: Districts will be represented on the Board of Directors by the district president .

Section 5. Representation on the CA-AFCS Senate shall be in accordance with policies established by CA-AFCS.

ARTICLE XIV: STUDENT SECTIONS

Section 1. Requirements: CA-AFCS shall be organized into student member sections of the state as determined by the Board of Directors. The purposes of the student member section and requirements for membership shall be the same as for CA-AFCS/AAFCS.

Section 2. Student Member Section Formation: A new student member section shall follow the guidelines for section formation as established by CA-AFCS. Each student member section shall have an advisor who is a member of CA-AFCS.

Section 3. Student Member Section Funds: Student member sections so organized are integral parts of CA-AFCS. Funds disbursed to the sections or received from any source by the sections are the property of CA-AFCS placed by the Executive Committee under the care, custody and control of the section officers. The treasurer of each section shall provide financial reports to CA-AFCS at the end of each fiscal year or more frequently as may be determined by the Executive Committee. Section officials responsible for the handling of funds should be bonded as employees and officials of CA-AFCS.

Section 4. Representation on the Board of Directors shall be by the chairs of the Student Member Sections or their duly authorized alternates or proxy.

ARTICLE XV: AMENDMENTS

The Articles of Incorporation and the bylaws may be amended by a vote of two-thirds of the membership present at a conference, provided that notice is given by mail or through the official publication of CA-AFCS to the total membership at least one month prior to the meeting at which it is voted. Amendments to bylaws of AAFCS that govern CA-AFCS shall automatically be incorporated into these bylaws with a 30 day notice to districts.

ARTICLE XVI: TAX EXEMPT STATUS 13

CA-AFCS is non-stock and non-profit. No part of the net earnings of CA-AFCS shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that CA-AFCS shall be authorized or empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the objectives set forth in Article III of the Articles of Incorporation. No substantial part of the activities of CA-AFCS shall be the carrying on of propaganda, or otherwise attempting to influence legislation. CA-AFCS 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, CA-AFCS shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law); or (b) a corporation contributions to which are deductible under section 170(c) (2) of the Internal

Revenue Service Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XVII: DEFENSE AND INDEMNIFICATION

To the extent permitted by law, CA-AFCS 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 CA-AFCS) by reason of the fact that he/she is or was director, officer, employee or agent of CA-AFCS, or is so serving at the CA-AFCS'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, proceeding to be liable for negligence of misconduct in the performance of his/her duty to CA-AFCS. 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 CA-AFCS'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 CA-AFCS, a determination that indemnification is proper shall be made a majority vote of the Executive Committee. 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 Committee. 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 executive committee or members, or otherwise.

ARTICLE XIII: DISSOLUTION

In the event of dissolution or termination of CA-AFCS, the Executive Committee shall, after the payment of all of the liabilities of CA-AFCS, dispose of all of the assets of CA-AFCS exclusively for the objectives of CA-AFCS, in such manner, or to such organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as Executive Committee 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 and operated exclusively for such purposes, which the court shall determine.

Approved: CA-HEA Assembly of Delegates, March 1988

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