



**IOWA**  
STATE ASSOCIATION

# Association Bylaws

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## Article I: Name, Mission, and Purposes

### Section 1 Name

The organization shall be the Iowa Association of Family, Career and Community Leaders of America, hereinafter referred to as "Iowa FCCLA". The name shall be used only by the State Association and affiliated chapters. Members are hereafter referred to as Family, Career and Community Leaders of America. The letters "FCCLA" may be officially used to designate the association, its units, or its members thereof.

### Section 2 Mission

The mission of Iowa FCCLA is to promote personal growth and leadership development through Family and Consumer Sciences education. Focusing on the multiple roles of family member, wage earner, and community leader, members develop skills for life through: character development; creative and critical thinking; interpersonal communication; practical knowledge; and career and technical preparation.

### Section 3 Purposes

Organized instruction relating to the mission is a part of the Family and Consumer Sciences Education program in schools. The purposes of the organization shall be as follows:

1. To provide opportunities for personal development and preparation for adult life;
2. To strengthen the function of the family as a basic unit of society;
3. To encourage democracy through cooperative action in the home and community;
4. To encourage individual and group involvement in helping achieve global cooperation and harmony;
5. To promote greater understanding between youth and adults;
6. To provide opportunities for making decisions and for assuming responsibilities;
7. To prepare for the multiple roles of men and women in today's society; and
8. To promote family and consumer sciences and family and consumer sciences-related occupations.

## Article II: Organizational Structure and Membership

### Section 1 State Association

Iowa FCCLA is chartered by the Iowa Department of Education through the National Organization and is composed of all affiliated chapters within the State of Iowa.

### Section 2 District

Iowa FCCLA shall have district organizations. The number of designated districts and composition shall be determined according to the policies and procedures.

### **Section 3 Chapters**

1. Local chapters may be affiliated in public and private schools in which Family and Consumer Sciences instruction is offered. The chapters will be composed of students possessing the qualifications for membership.
2. Chapter affiliation requires payment of dues on all applicable levels. Chapter bylaws will be consistent with those of the state and national organization.

### **Section 4 Membership**

1. Active Membership. Any student who is taking or has taken a course in Family and Consumer Sciences shall be eligible for active membership in an affiliated chapter within the school. Active members shall be eligible to hold office, make motions and vote.
2. Honorary Membership. Any individual who is not eligible for active membership but has helped to advance the Family and Consumer Sciences program, and has rendered outstanding service to Iowa FCCLA, may be nominated to honorary membership. Honorary members may be recommended by any local chapter, Board of Directors or Executive Council. Honorary members shall have the privilege of attending all meetings of the organization, but shall not be eligible to hold office, make motions or vote.
3. Alumni/Associate Membership. Former active members and other adults who share the goals and purposes of Iowa FCCLA and its programs and who wish to support the continuing development of FCCLA members shall be eligible for Alumni/Associate membership. Alumni/Associate members shall have the privilege of attending all meetings of the organization, but shall not be eligible to hold office, make motions, or vote.

## **Article III: Finances**

### **Section 1 Dues**

1. State membership dues shall be determined by the State Board of Directors, subject to the approval of state voting delegates. Such dues shall be in addition to the national dues.
2. Honorary members pay no dues.

### **Section 2 Fiscal Year**

The fiscal year shall be July 1 through June 30.

### **Section 3 Budget**

The budget shall be developed by the Board of Directors finance committee in consultation with the Executive Director. The budget shall be approved by the Board of Directors.

## Article IV: Dissolution or Liquidation of Assets

### Section 1 Dissolution or Liquidation

Upon final dissolution or liquidation of Iowa FCCLA, and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the state association will be used by the Board of Directors in accordance with the purposes of the state organization or be transferred to a qualified exempt organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## Article V: Governing Bodies

### Section 1 State Executive Council

The State Executive Council may: help determine policies and procedures as they affect Iowa FCCLA; determine business to be brought before delegates at the State Leadership Conference; conduct business that will be necessary to facilitate the progress of Iowa FCCLA; and be responsible for planning and promoting state and national programs of work and state meetings.

### Section 2 State Board of Directors

The State Board of Directors shall: act as the legal governing body of Iowa FCCLA; set policy related to program and fiscal matters; be responsible for sound management; and act upon the recommendations of the State Executive Director relative to the management of programs and fiscal matters.

### Section 3 State Executive Director

The State Executive Director shall be the administrative officer to Iowa FCCLA and provide general guidance to the program.

## Article VI: State Officers and National Officer Candidates

### Section 1 State Officers and National Officer Candidates

The State Executive Council shall be composed of the following:

1. (1) President
2. (1) 1st Vice President
3. (8) Vice Presidents. Titles and responsibilities are to be outlined in the State Executive Council Handbook.
4. State Officer positions are designed to foster leadership growth and experience for students. To that end, every 3 years, the Iowa FCCLA Board of Directors with input from the current State Executive Council, will examine officer roles and selection procedures for effectiveness to ensure that the offices and its duties are constructed to optimally meet the needs of Iowa FCCLA.

### Section 2 Qualifications

1. Be academically eligible and in compliance with good conduct according to local school policy.
2. Have a current active membership of a minimum of one year in an affiliated chapter.
3. Prior participation in a State or National level event or program
4. National Officer Candidate(s) must meet the eligibility requirements set forth by the national organization.

### **Section 3 Term of State Office**

1. Each officer shall serve for one year or until a successor is elected or appointed.

### **Section 4 State Office Vacancies**

1. If the office of President should become vacant, the First Vice President shall automatically assume the office and duties of the President.
2. If a vacancy occurs after the annual election, the remaining members of the State Executive Council shall assume the responsibilities of that office as they are appointed by the President, in consultation with the State Executive Director.

### **Section 5 Election of Officers**

Election of State Officers and National Officer Candidates shall be held annually by a date determined by the Board of Directors.

## **Article VII: Board of Directors**

### **Section 1 Members of the Board of Directors with Voting Privileges**

1. High School Chapter Adviser (2 year term), Elected by Advisers of affiliated Chapters
2. Middle School Chapter Adviser (2 year term), Elected by Advisers of affiliated Chapters
3. Post Secondary Chapter Adviser (2 year term), Elected by Advisers of affiliated Chapters
4. School Administrator (2 year term), Appointed by Board;
5. State FCCLA Executive Council President (1 year term);
6. Adviser to the State FCCLA Executive Council President (1 year term);
7. Immediate Past State FCCLA Executive Council President, or designee approved by Board (1 year term);
8. Adviser to the immediate past State FCCLA Executive Council President (1 year term);
9. FCS Education Higher Education Representative (no term limits), Assigned by host institution;
10. Higher Education Representative (2 year term), Appointed by Board
11. Iowa Family and Consumer Sciences Educators (IFCSE) (2 year term), Assigned by the organization; and
12. Business and Industry Representative (2 year term), up to two (2), Appointed by Board;

### **Section 2 Non-Voting Members of the Board of Directors**

1. FCCLA State Adviser, hired by Department of Education
2. FCS Education Consultant, hired by the Department of Education
3. FCCLA Executive Director

### **Section 3 Meeting of the Board of Directors**

1. The Board shall meet a minimum of twice each fiscal year.
2. Dates of regular meetings and notice to Directors must be made 30 days in advance
3. Special meetings may be called by the State Executive Director, State Adviser, or Board President, and must be preceded by a minimum of two days' notice of date, time, and purpose of meeting.

### **Section 4 Manner of Acting**

1. Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
2. Vote. The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
3. No Proxy Voting. Directors may not vote or sign Board resolutions or consents by proxy.
4. Participation. Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.
5. Executive Session. The Board of Directors may hold an executive session in the course of any meeting in which only Board members shall participate.

### **Section 5 Action by Members without Meeting**

Any action required or permitted to be taken at a meeting of the Members or any committee thereof may be taken without a meeting if all of the Members consent in writing or by electronic transmission. The consents must describe the action taken and shall be filed by the Secretary with the minutes of the proceedings of the Members.

### **Section 6 Vacancies**

1. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.
2. Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced. This appointment does not affect term limits.
3. Filling Previously Unfilled Positions. Each Director appointed by the Board between the Annual Business Meeting shall serve the balance of the term. This appointment does not affect term limits.

### **Section 7 Compensation**

1. Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.
2. Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to Iowa FCCLA. Such remuneration shall be reasonable and fair to Iowa FCCLA and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law

### **Section 8 Board Standing Committees**

1. Executive Committee. Shall be composed of the: Board President, Vice-President, Secretary, State Adviser, State Executive Director, State FCCLA Executive Council President, adviser to the State FCCLA Executive Council President, and Immediate Past Board President. The Executive Committee shall exercise all powers of the Board at such times as the Board is not in session, except that it shall not have the power to alter or revoke any previous order, resolution or vote of a meeting of the Board unless specifically granted such power by the Board, and it shall not have the power to elect or remove officers and members of the Board. The Executive Committee shall report all its interim actions in writing at the next regular meeting of the Board for approval.
2. Finance Committee.
3. Governance Committee.

### **Section 9 Indemnification of Directors and Officers**

1. Indemnification for Successful Defense. Each person who is or was a Director or officer of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by Iowa FCCLA to the full extent permitted or authorized by the laws of the State of Iowa as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses, including attorney fees incurred as a result of any claim arising in connection with such persons conduct in his or her capacity, or in connection with his or her status as a Director or officer of Iowa FCCLA. The indemnification provided by this By-Law provision shall not be exclusive of any other rights to which he or she may be entitled under any other By-Laws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that Iowa FCCLA may have to make different or further indemnification with respect to the same or different person or classes of persons.
2. Non-Exclusivity of Indemnification Rights. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights which such any person may be entitled to pursuant to any agreement with Iowa FCCLA or any action taken by the Board of Directors of Iowa FCCLA. The indemnification provided under this article shall inure to the benefit of the heirs, executors, and administrators of a Director, officer, employee, or agent entitled to indemnification hereunder.

### **Section 10 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Iowa FCCLA's interests when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, Member, or member of a Committee with Board-delegated powers

## **Article VIII: Board of Directors Officers**

### **Section 1 Officers of the Board of Directors**

The officers of the Board shall consist of a president, a vice-president, a secretary, and the immediate past president.

### **Section 2 Election and Term of Officers**

1. The above officers shall be elected by the members of the Board from among voting members of the Board at the first regular Board meeting following the annual meeting.
2. They shall serve for a term of one year or until their successors have been elected and assume office. Officers may be eligible for reelection. No Director, however, shall serve in the same office for more than three consecutive terms.

### **Section 3 Officer Duties**

1. President. The President shall preside at all meetings of the Board and shall perform the duties customary to that office. The President shall chair the Executive Committee and shall be a member ex officio of all committees of the Board. The President shall appoint all standing and ad hoc committees of the Board annually.
2. Vice-President. In the absence of the President, the Vice- President shall perform all duties pertaining to the office of President. The Vice-President shall serve as president-elect and succeed to the position of President at the next election of officers.
3. Secretary. The secretary of the Board shall record all motions and actions and keep a record of all meetings.
4. Immediate Past President.

### **Section 4 Removal and Resignation**

The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign their office at any time by giving written notice to Iowa FCCLA without prejudice to the rights, if any, of Iowa FCCLA under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **Section 5 Vacancies**

Any vacancy among the officers, excluding Immediate Past President, may be filled at any duly constituted meeting of the Board.

### **Section 6 Non Officer Directors**



The Board of Directors may designate additional Officer positions of Iowa FCCLA and may appoint and assign duties to other non-director Officers of Iowa FCCLA.

## Article IX: State Meetings

### **Section 1 State Leadership Conference/Annual Meeting**

The time and place of the State Leadership Conference/Annual Meeting shall be determined by the State Board of Directors. The purpose of the conference shall be to transact business of the organization.

### **Section 2 Special State Meetings**

May be called by the State Board of Directors, notice to all chapters must be made a minimum of 30 days in advance with date, time, and purpose of meeting.

### **Section 3 Voting Delegates**

Each affiliated chapter is entitled to two voting delegates. The privilege of making motions, committee debating, and voting will be limited to voting delegates and officers. The privilege of discussion may be extended to non-voting delegates or representatives upon consent of the voting delegates. Proxy voting is not allowed.

### **Section 4 Quorum**

Shall consist of a majority of voting delegates of affiliated chapters casting a ballot.

## Article X: Amendments

These bylaws may be amended by two-thirds vote of the ballots cast by the affiliated chapters under the following rules:

1. The amendments shall be submitted in writing to the State Executive Director by any of the following: the State Executive Council; the State Board of Directors; State Adviser, or a local chapter. The State Executive Director may propose additional amendments.
2. The State Executive Director shall review and assemble the proposed changes and submit them to the appropriate Board committee who may make additional recommendations. The State Board of Directors shall review and approve proposed amendments for recommendation to the voting delegates.
3. Amendments shall be sent to the affiliated chapters by the State Executive Director one month prior to the date of vote.

Voting on the bylaws may be conducted at a state sanctioned meeting or by electronic means.

The Executive Director may make editorial and conforming language changes to the Bylaws with approval of the Board of Directors.

## Article XI: Policies and Procedures

A policies and procedures manual shall be maintained and updated as needed. Policies in the manual will be approved by the Board of Directors. Procedures may be developed or revised by the Executive Director. The policies and procedures may not supersede the bylaws of the organization.