

### ARTICLE I

#### **Name**

The name of this Foundation shall be THE NORTH CAROLINA FAMILY AND CONSUMER SCIENCES FOUNDATION. The North Carolina Family and Consumer Sciences Foundation (hereinafter referred to as the "Foundation") shall be organized and function under the auspices of the North Carolina Agricultural Foundation, a 501(c)3 corporation (hereinafter referred to as the "Agricultural Foundation").

### ARTICLE II

#### **Mission**

The North Carolina Family and Consumer Sciences Foundation is committed to acquiring and managing resources that support Family and Consumer programs and the educators who deliver them.

### ARTICLE III

#### **Board of Directors**

##### **Section 1. Composition of Board**

#### **Elected Board**

The management of the Foundation shall be vested in a Board of Directors (hereinafter referred to as the "Board," and the members thereof referred to as "Directors") which, unless specifically stated otherwise, refers to the Board of Directors of the North Carolina Family and Consumer Sciences Foundation (not to the Board of Directors of the Agricultural Foundation). The Board shall be composed of thirty (30) Directors who represent the Coastal Plain, the Piedmont, and the Mountain regions of North Carolina. The Directors shall be divided into three classes of ten per class.

Directors shall represent the following groups:

- Three Directors shall be Extension Agents with Family and Consumer Sciences responsibility and representing the Coastal Plain, the Piedmont, and the Mountain regions of North Carolina.
- One Director will be a State Faculty Member in the Department of Family and Consumer Sciences at N.C. State University.
- Three Directors shall be Officers of the North Carolina Extension and Community Association, Inc., hereinafter referred to as "ECA."
- Three Directors shall be retired Family and Consumer Sciences Extension Agents or State Faculty Members.
- The remaining Directors shall represent Donors, Businesses, Grantors, and Individuals with a passion for Family and Consumer Sciences Education who are dedicated to the Mission, Vision, and Purpose of the North Carolina Family and Consumer Sciences Foundation.

At the initial meeting of the Board, one-third (1/3) of the Directors shall be elected to serve a three-year term (Class of 2008), one-third (1/3) of the Directors shall be elected to serve a two-year term (Class of 2007), and one-third (1/3) of the Directors shall be elected to serve a one-year term (Class of 2006). Each of the three Extension Agents, the State Faculty Member, the three State ECA Officers, and the three retirees shall be divided among the three classes to have representation in each class.

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Beginning with the Spring Meeting and at every Spring Meeting thereafter, ten new Directors shall be elected for three-year terms.

All Directors may serve up to two (2) consecutive terms and are eligible to serve again after a period of one (1) year after the expiration of their second term. The Directors shall be elected at the annual meeting of the Foundation or at any adjournment thereof to serve until the next annual meeting of the Foundation or until their office shall be declared vacant or until their successors are elected and qualified. In the case of a disqualified member of the Board (as defined in the Operating Procedures of the Family and Consumer Sciences Foundation), the President of the Foundation shall have the authority to appoint a replacement of the disqualified Director to serve until the next scheduled election of Directors.

### **Lifetime Honorary Members**

Deserving individuals who have rendered distinguished service to the Family and Consumer Sciences programs and/or to North Carolina families may be elected to the Board as voting Lifetime Honorary Directors, provided, however, the number of such Lifetime Directors serving at any one time shall not exceed five.

### **Ex-Officio Directors**

In addition to the elected Directors, the Board shall include the following as non-voting, ex officios:

- The Dean of the College of Agriculture and Life Sciences, NC State University
- The Associate Dean and Director of the North Carolina Cooperative Extension Service
- The Department Head and State Program Leader, Family and Consumer Sciences, North Carolina Cooperative Extension Service
- The Associate State Program Leader, Family and Consumer Sciences, North Carolina Cooperative Extension Service
- The President of the North Carolina Extension Association of Family and Consumer Sciences
- The President of the North Carolina Association of Extension 4-H Agents
- The President of the North Carolina Association of County Agricultural Agents
- The President of the North Carolina Cooperative Extension Secretaries Association
- The President of the North Carolina Federation of Cooperative Extension Associations
- The President of the North Carolina Association of Extension Program Assistants, Associates, and Technicians
- The President of the North Carolina Association of Cooperative Extension Specialists
- The Executive Director of the North Carolina Family and Consumer Sciences Foundation.

### **Section 2. Powers of the Board**

The board shall exercise all the powers of the Foundation, including all powers that have been conferred upon it by the Bylaws and the Foundation.

### **Section 3. Functions of the Board**

The main functions of the Board are to help increase the effectiveness and efficiency of the North Carolina Family and Consumer Sciences Programs through increased private funding and gifts from individuals, corporations, foundations, current and former employees of the Cooperative Extension Service, and from friends of Family and Consumer Sciences, and to allocate unrestricted contributions and interest earnings from its accounts in the Foundation.

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### ARTICLE IV

#### Officers

**Section 1.** The elected Officers of the Foundation shall consist of the President, First Vice President, Second Vice President, Secretary, Finance Committee Chair, and Past President.

**Section 2.** Each Officer shall be elected by the Board at its annual meeting and shall hold office until the annual meeting of the Board held after his/her election or until his/her death or until he/she shall resign or shall have been disqualified or shall have been removed from office. All of the Officers of the Board shall be elected from the membership of the Board and shall be limited to two consecutive one-year terms. The Executive Director of the Foundation shall also serve as Assistant Secretary. The Vice Chancellor of Business and Finance of NC State University shall conduct Treasurer responsibilities for the entire Agricultural Foundation, of which the North Carolina Family and Consumer Sciences Foundation is an entity. The Board may remove any Officer of the Foundation elected by the Board, at any time.

**Section 3.** The President shall preside at all meetings of the Board. He/she shall have general charge of and control over the affairs of the Foundation, subject to such regulations and restrictions as determined by the Board. The President shall also be charged with signing of all official documents of the board in conjunction with the Assistant Secretary. He/she shall also serve as an ex-officio member of the Board of Directors of the North Carolina Cooperative Extension Service Foundation and the North Carolina Agricultural Foundation, Inc.

**Section 4.** The First Vice President shall perform all the duties and be vested with all the authority of the President in case of a vacancy in the office of the President, or in the absence or disqualification of the President and shall have such other duties as may be assigned to him/her by the Executive Committee or the Board. The First Vice President shall advance to the office of President upon the completion of the President's term or the disqualification of the President.

**Section 5.** The Second Vice President shall perform all the duties and be vested with the authority of the First Vice President in case of a vacancy in the office of First Vice President, or in the absence or disqualification of the First Vice President. The duties of the Second Vice President shall be to oversee the healthy functioning of the Board's committees. The Second Vice President shall advance to the office of First Vice President upon the completion of the First Vice President's term, the succession of the First Vice President to the Presidency, or the disqualification of the First Vice President.

**Section 6.** The Secretary shall attend to the giving and serving of all notices of meetings and shall have the custody of all books, records, and papers of the Foundation, and generally shall perform all acts incidental with the office of Secretary and shall have other powers and duties as may be assigned to him/her by the Board.

**Section 7.** The Assistant Secretary shall be charged with the signing of all official documents of the board in conjunction with the President, and with the compilation and distribution of meeting minutes.

**Section 8.** The Agricultural Foundation Treasurer shall keep an accurate and detailed record of all receipts and disbursements of the Foundation. He/she shall deposit incoming contributions in the Foundation's accounts in the Agricultural Foundation, and shall perform all acts incidental to the office of Treasurer.

**Section 9.** The Chair of the Finance Committee, in conjunction with the Treasurer, shall provide quarterly financial reports to the Board and shall make recommendations on financial matters to the Executive

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Committee (as defined in ARTICLE V, Section 1). The Finance Committee Chair; the Executive Director; and the Department Head and State Program Leader, Family and Consumer Sciences, in conjunction with his/her faculty and staff, shall prepare a budget request, plans for capital improvement, and yearly program and administrative operating expenses for action by the Board. This budget shall adhere to the funding priorities as set by the Board of Directors in the fall of each year, prior to the beginning of the budgetary process. A preliminary plan shall be submitted to the Finance Committee for review and endorsement prior to the approval of the full Board of the Foundation.

**Section 10.** In case of death, resignation, or temporary absence or disability of any Officer of the Foundation, his/her duties and powers may be delegated by the Board President to any Officer or Director of the Foundation Board at any specified time.

### ARTICLE V

#### Executive Committee

**Section 1.** The Board shall appoint an Executive Committee consisting of the elected Officers and one representative from each class. The (1) Department Head and State Program Leader, Family and Consumer Sciences, and (2) the Executive Director of the Foundation shall serve as ex-officio, non-voting members of the Executive Committee. These members shall serve as the Executive Committee until new Officers and members are appointed. The Executive Committee, so appointed in the interim between the regular meetings of the Board, shall exercise all the powers of the Foundation, including all the powers that have been conferred upon it or upon the Board, except that the Executive Committee shall have no power to (a) authorize distributions, (b) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees, or (c) alter, amend, or rescind the Bylaws of the Foundation.

**Section 2.** The Executive Committee shall also reserve the right to establish or dissolve committees as they see the need arise.

**Section 3.** The Executive Committee shall keep minutes of their meetings and report the same to the Board and give written minutes to the Secretary.

### ARTICLE VI

#### Committees

**Section 1.** The Chair of all committees must come from the Board, however members of the committees (other than voting members of the executive committee) are not limited to the Board.

**Section 2.** All committees shall report proceedings of their meetings to the Board.

### ARTICLE VII

#### Meetings

The Board of the Foundation shall meet at least semi-annually to review and approve any financial transactions, board allocations and any other matters. The long-term and short-term investments of funds and accounts held by the Foundation, and within the Agricultural Foundation, are reviewed in the fall; the budget for the upcoming fiscal year is reviewed and approved in the spring. In addition, election of Officers shall be held at the Spring Meeting with new Officers beginning their term of service on July 1 of each year.

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### ARTICLE VIII

#### Notices

Notice of any regular meeting of the Board, Executive Committee, or any other Committee shall be given by written or electronic notice of the time, date, place, and purpose of such meeting to each Director or member of the Executive Committee at his/her last known address at least thirty (30) days before the time of such meeting. Notice of any special meeting shall be made by contacting each member by telephone or other personal contact at least forty-eight (48) hours before the time of such meeting.

### ARTICLE IX

#### Quorums

**Section 1.** One third (1/3) of the current Directors in office immediately before the meeting shall constitute a quorum of any regular or special meeting of the Board.

**Section 2.** One third (1/3) of the current members of the Executive Committee shall constitute a quorum of any regular or special meeting of the Executive Committee.

### ARTICLE X

#### Budget

An annual budget, based on the projected income from unrestricted contributions, the Foundation's Endowment Accounts, and contributions directed into the Foundation's Income Accounts within the Agricultural Foundation, shall be submitted in the spring of each year to the Finance Committee of the Foundation. Programmatic requests shall be submitted by the Department Head and State Program Leader, Family and Consumer Sciences, North Carolina Cooperative Extension Service or his/her designee, and administrative requests shall be submitted by the Executive Director of the Foundation in the form of proposals to the Finance Committee. At the fall meeting of the Board, a list of Board priorities shall be prepared in preparation for the spring budget process. The Executive Director of the Foundation and the Department Head and State Program Leader, Family and Consumer Sciences, shall report annually on the use and expenditures of the annual budget. In the event that proposals from State Faculty Members or Agents are funded, an annual accounting of those funds must be presented to the Board in writing and at the conclusion of the project.

### ARTICLE XI

#### Compensation

No Director, Officer, or committee member of the Foundation shall receive any compensation from the Foundation for or in connection with his/her services without prior written approval by the Board.

### ARTICLE XII

#### Liability

The members of the Board of the Foundation shall not be liable or responsible for debts or obligations of the Foundation. The Agricultural Foundation maintains a general liability insurance policy to cover such obligations.

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### ARTICLE XIII

#### **Amendments**

These Bylaws may be amended, enlarged, or repealed by majority vote of a quorum present at any meeting of the Board provided written notice of the proposed amendment has been given to all Directors thirty (30) days prior thereto.

### ARTICLE XIV

#### **Dissolution Clause**

In the event the Foundation ceases to operate and/or exist, the assets of the Foundation shall become general assets of the Agricultural Foundation, unless otherwise specified in an existing Memorandum of Agreement between the Donor and the North Carolina Family and Consumer Sciences Foundation or in any future Memorandum of Agreement specified between the Donor and the Agricultural Foundation on behalf of the Foundation.

### ARTICLE XV

#### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases in which they are applicable. The Directors may adopt special rules of order in cases where Robert's Rules are not consistent with these Bylaws.