

**BYLAWS
FOR THE
KANSAS FAMILY, CAREER AND COMMUNITY LEADERS OF AMERICA EDUCATIONAL
FOUNDATION, INC.**

ARTICLE ONE: NAME AND LOCATION

Section 1. Name. The official name of the Foundation is: Kansas Family, Career and Community Leaders of America Educational Foundation, Inc.

Section 2. Location of General Office. The address of the registered office of the Foundation is: Kansas Family, Career and Community Leaders of America Educational Foundation, Inc., 4304 Clark Road, Meriden, KS 66512.

Section 3. Other offices. In addition to its principal office in this state, the Foundation may maintain offices at any other place or places designated by the Foundation Board of Trustees within the state of Kansas (such as the address of the President or other officer of the Foundation Board of Trustees).

Section 4. Corporate Seal. The Foundation may have a seal upon which shall be inscribed its name and the words "Corporate Seal."

ARTICLE TWO: PURPOSES

Section 1. Basic Purpose. The Foundation shall have as its basic purpose to promote the vision and mission of the Kansas Family, Career and Community Leaders of America and its purpose.

Section 2. Ancillary Purposes. The Foundation shall, in pursuit of its basic purposes, have the following objectives:

- a. to grant fellowships for activities consistent with the purposes of the Kansas Family, Career and Community Leaders of America Educational Foundation, Inc., and Kansas FCCLA;
- b. to provide grant monies to support KS FCCLA activities such as publications, speakers and seminars;
- c. to provide grant monies to support FACS projects of worth;
- d. to confer various types of deserved or merited awards;
- e. to grant scholarships to approved candidates pursuing a degree in a field of family and consumer sciences education;
- f. to develop leadership skills and professional development of Kansas FCCLA members and educational materials which would facilitate this effort;

- g. to provide support for student members attending professional meetings;
- h. to provide support and administrative staff for the Foundation; and
- i. other activities approved by the Foundation Board of Trustees.

ARTICLE THREE: GOVERNING BODY AND MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Kansas Family, Career and Community Leaders of America Educational Foundation, Inc. shall be governed by the Board of Trustees. The Board of Trustees shall appoint an Executive Director who shall be the chief administrative officer of the organization – who will give recommendations relative to management, program and fiscal matters.

Section 2. The annual meeting of the Kansas Family, Career and Community Leaders of America Educational Foundation, Inc. Board of Trustees shall be held during the time of or in conjunction with the Kansas FCCLA state meeting or on such other date, time and place as the President of the Board of Trustees shall designate. The annual meeting shall be for the election of officers of the Board of Trustees, receiving of annual reports of officers and committees as well as for the transaction of any other business of the Foundation.

Section 3. Special meetings of the Board of Trustees shall be held at such time and place as the President of the Board of Trustees shall designate, or at the request of the Executive Director.

Section 4. At least 10 calendar days notice in writing shall be given by mail (postal or electronic) to the last recorded address of each trustee of all annual or special meetings. All notices of meeting shall set forth the place, date, and time thereof, and in the case of special meetings, the notice shall designate the purpose of the meeting. No business other than that specified in the notice of the special meeting shall be transacted at such meeting.

Section 5. At all meetings of the Board of Trustees, the presence of a majority of the trustees shall constitute a quorum for the transaction of business. Being present may include through electronic means.

Section 6. Each trustee, in person or by written proxy, shall be entitled to one vote upon each question submitted to the Board.

Section 7. A vote of the Board of Trustees may be taken by mail, telephone, or other electronic means at the discretion of the President of the Board of Trustees.

Section 8. The Board of Trustees of the Foundation may adopt rules and regulations not inconsistent with these bylaws of the articles of incorporation.

Section 9. Annual Report. The Foundation Board of Trustees shall file the annual report.

ARTICLE FOUR: ELECTION OF TRUSTEES

Section 1. Trustees shall be elected from current KS FCCLA chapter advisers and current KS FCCLA Alumni and Associates members and/or individuals supportive of the purposes of the Foundation.

Section 2. There shall be nine members of the Board of Trustees, one of which shall be a State Executive Advisory Committee (SEAC) member and one of which shall be an active FCCLA Alumni and Associates member. The areas of legal, financial and administration are strongly encouraged.

Section 3. The Trustees shall each be elected to serve three-year terms. Three Trustees will rotate on and off during each year.

Section 4. A selected KS FCCLA Governance Board representative shall serve as a liaison between the Foundation and the KS FCCLA Governance Board. This person shall serve a non-voting member of the KS FCCLA Foundation Board.

Section 5. Trustees shall be elected by ballot and announced at the KS FCCLA state meeting.

Section 6. Whenever a vacancy shall occur in the Board of Trustees by resignation, death, or otherwise, the Foundation Trustees will elect a Trustee to fill the unexpired term.

Section 7. Each elected Trustee may serve two consecutive terms or portions of two terms. Exceptions can be made at the discretion of the Board of Trustees.

Section 9. The Trustee shall serve without salary or honorarium; however, may receive reimbursement for administrative expenses (i.e., printing and postage) incurred in the conduct of Foundation business. Such reimbursement shall be approved by the Board of Trustees.

ARTICLE FIVE: OFFICERS

Section 1. The officers of the Corporation Board shall be a President, President-elect, Secretary and Treasurer.

Section 2. The officers shall be chosen from among the Trustees and shall be elected at the Foundation annual meeting.

Section 3. The terms of office for the Foundation officers shall be the same as the Foundation fiscal year, as outlined in Article Seven, Section 1, January 1 through December 31.

Section 4. President. The President shall be the executive officer of the Foundation, give general supervision and leadership to organizational policies, be Chairman of the Board of Trustees and the Foundation Executive Committee presiding at all meetings of the Board of Trustees and the Foundation, serve as Deputy Treasurer, appoint committees, and see that all orders and resolutions of the Board are carried into effect. The President shall serve as the liaison for the Foundation to the KS FCCLA

Governance Board. The President shall serve a one-year term of office. In the case of a vacancy in the President's office, the President-elect shall fill the unexpired term.

Section 5. President-elect. The President-elect shall be a member of the Executive Committee. In the absence, disability or under the direction of the President, the President-elect shall be vested with all the powers and perform all duties of the President, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Trustees. The President-elect shall serve a one-year term of office, thereafter moving into the position of President.

Section 6. Secretary. The Secretary shall be a member of the Executive Committee and charged with the recording of all proceedings at the Foundation meetings, and distribution of those minutes, the care and keeping of the corporate records, and shall exercise all duties inherent with the office of Secretary. The Secretary shall have custody of the seal of the Foundation and shall affix same to all instruments when duly authorized so to do and attest the same, and perform such additional duties as may be ordered by the Board of Trustees. The Secretary shall serve a one-year term of office.

Section 7. Treasurer. The Treasurer shall have custody of all monies, valuable papers, and documents of the Foundation, shall place the same for safe keeping in such depositories as may be designated by the Board of Trustees. The Treasurer shall expend the funds of the Foundation as directed by the Board of Trustees, taking proper vouchers for such expenditures, shall keep or cause to be kept, a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses, and gains of the Foundation, and shall when and as required by the President or Board, render a statement of the financial condition of the Foundation. As a requirement to serve as Treasurer of the Foundation, the Treasurer shall procure an appropriate bond in an amount to be determined by the Board, from an insurer authorized to transact business in this state. The Treasurer shall serve a one-year term of office.

Section 8. The elected officers and the Executive Director shall compose the Executive Committee. The function of the Executive Committee is to consult with the President and to act for the Foundation between meetings of the Board of Trustees.

Section 9. The Foundation Board of Trustees shall serve as the Nominating Committee for the purpose of nominating new trustee candidates and candidates for officers, and in the event of a vacancy, the Foundation Trustees shall elect a new officer or officers to fill the unexpired term.

ARTICLE SIX: INDEMNIFICATION

Section 1. The Foundation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Trustee, officer, or volunteer employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement

payment shall be approved by a majority vote of a quorum of the Board of Trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of person entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of the Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

The Article constitutes a contract between the corporation and the indemnified Trustees, officers, or volunteer employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Trustee, officer, or volunteer employee under this Article shall apply to such Trustee, officer, or volunteer employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE SEVEN: CONFLICT OF INTEREST

Section 1. Whenever a Trustee, officer, or volunteer employee has a financial or personal interest in any matter coming before the Foundation Board of Trustees, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Trustees determine that it is in the best interest of the Foundation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE EIGHT: PARLIAMENTARY AUTHORITY

Section 1. Except as otherwise provided in its bylaws and standing rules, the Foundation shall be governed in its proceedings by Robert's Rules of Order.

ARTICLE NINE: FISCAL YEAR

Section 1. The fiscal year of the Foundation shall be January 1 through December 31.

ARTICLE TEN: TAX EXEMPT STATUS

Section 1. Non-stock and nonprofit. The foundation is non-stock and nonprofit. No part of the net earning of the Foundation shall inure to the benefit of, or be distributable to its Trustee, officer, or other private persons, except that the Foundation shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the objectives set forth in Article Two. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation shall not carry on any activities not permitted to be carried on by (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (2) by a foundation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Section 2. General. If, in any one year, the Foundation is found to be a private Foundation, then and in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Internal Revenue Code, and the Foundation shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code, and shall not make investment in 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 ELEVEN: DISSOLUTION

Section 1. If it is deemed advisable that the corporation be dissolved, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, first to the Kansas Family, Career and Community Leaders of America, and second, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TWELVE: AMENDMENTS OF ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Amendments to Articles of Incorporation. The Articles of Incorporation may be amended upon a vote of the majority of a quorum of the Board of Trustees present at any annual meeting of the Foundation, or any special meeting thereof, when notice of such proposed amendment has been given one month (30 calendar days) prior to the meeting.

Section 2. Amendments of Bylaws. These bylaws may be amended upon a vote of the majority of a quorum of the Board of Trustees present at any annual meeting of the Foundation, or at any special meeting thereof, when notice of such proposed amendment has been given one month (30 calendar days) prior to the meeting. No amendment to these bylaws shall be made which is not in conformity with the Foundation's Articles of Incorporation.

*KS FCCLA Foundation Bylaws
August 3, 2000
Ratified as amended March 29, 2011*