

BYLAWS

THE ARKANSAS FAMILY, CAREER AND COMMUNITY LEADERS OF AMERICA LEADERSHIP FOUNDATION, INC.

ARTICLE ONE: NAME AND LOCATION

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

Section 2. Location. The address of the registered office of the Corporation is: Arkansas Family, Career and Community Leaders of America Leadership Foundation, Inc., 17 North Bolden Hill Road, Greenbrier AR 72058.

Section 3. Corporate Seal. The Corporation may have a seal upon which shall be inscribed its name and the words "Corporate Seal".

ARTICLE TWO: MISSION AND PURPOSES

Section 1. Basic Mission. The mission of The Arkansas Family, Career and Community Leaders of America Leadership Foundation, Inc. is to develop sustainable partnerships for programs and scholarships to strengthen opportunities for members of Arkansas FCCLA student organizations.

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

- a. Solicit donations or contributions and secure funding for the strengthening, development and growth of AR FCCLA.
- b. To grant scholarships to approved candidates pursuing a degree in a field of Family and Consumer Sciences education or other fields.
- c. Other activities approved by the Corporation Board.

ARTICLE THREE: GOVERNING BODY AND MEETINGS OF THE CORPORATION BOARD

Section 1. The Arkansas Family, Career and Community Leaders of America Leadership Foundation, Inc. shall be governed by the Board of Directors. The President of the Corporation shall preside at all meetings of the Board of Directors.

Section 2. The annual meeting of the Corporation's Board of Directors shall be held at such date, time, and place as the Directors shall decide., or on such date, time and place as the

President of the Corporation shall designate. The annual meeting shall be for the election of officers of the Board of Directors, receiving of annual reports of officers and committees as well as for the transaction of any other business of the Corporation.

Section 3. In addition to the annual meeting, the Board of Directors shall hold regular, in-person meetings to see to the business of the Corporation. Regular meetings are scheduled in advance. The Directors shall strive to meet at least once in the fall and once in the spring, on such date, time, and place as decided by the Directors or on such date, time, and place designated by the President.

Section 4. Special meetings of the Board of Directors shall be held at such time and place as the President of the Board of Directors shall designate, or at the request of the President of the Corporation. Virtual attendance for special meetings shall be permissible in extenuating circumstances at the discretion of the President.

Section 5. At least 15 calendar days notice in writing shall be given by mail (postal or electronic) to the last recorded address of each director 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 any special meeting shall be transacted at such meeting.

Section 6. If a director is unable to attend a scheduled meeting, they are expected to provide advance notice to the Board President as soon as they become aware of the conflict. If a director is absent from three (3) consecutive meetings, without advance notice and prior approval, they may face consequences up to and including dismissal from the board.

Section 7. Consequences for Non-Compliance:

- a. Review and Discussion: The board may review attendance records and discuss any concerns related to attendance at regular board meetings, or at a special meeting called for this purpose.
- b. Resignation Request: If a board member consistently fails to meet attendance expectations, the board may request their resignation.
- c. Removal by Vote: If a board member consistently fails to meet attendance expectations, and does not comply with the request for resignation, the board may hold a vote for removal of the member.

Section 7. At all meetings of the Board of Directors, the presence of a majority of the directors shall constitute a quorum for the transaction of business. Being present may include through phone, conference call, or any other electronic means.

Section 8. Each Director, in person or in writing or other electronic means, shall be entitled to one vote upon each question submitted to the Board.

Section 9. A vote of the Board of Directors may be taken by mail, telephone, or other electronic means at the discretion of the President of the Board of Directors.

Section 10. The Board of Directors of the Corporation may adopt rules and regulations not inconsistent with these bylaws of the articles of incorporation.

Section 11. Annual Report. The Corporation Board of Directors shall file the annual report with the Arkansas Secretary of State by August 1st of each calendar year.

ARTICLE FOUR: ELECTION OF DIRECTORS

Section 1. Directors shall be selected by a majority vote of the sitting and current Corporation Board of Directors. The areas of legal, financial, administration and past or present teacher advisors to student FCCLA chapters are strongly encouraged.

Section 2. There shall be eleven members of the Board of Directors. The Board of Directors may also appoint such nonvoting members as it deems necessary.

Section 3. The Directors shall each be elected to serve three year terms. Directors will rotate on and off the Board every three years at the time of the annual meeting. Directors may succeed themselves by selection and majority votes of the Board of Directors.

Section 4. Whenever a vacancy shall occur in the Board of Directors by resignation, death, or otherwise, the remaining Board of Directors will elect a director to fill the unexpired term.

Section 5. Each elected Director may serve two or more consecutive terms. Exceptions can be made at the discretion of the Board of Directors.

Section 6. The directors shall serve without salary or honorarium; however, they may receive reimbursement for administrative expenses (i.e., printing and postage) incurred in the business of the Corporation. Such reimbursement shall be approved by the Board of Directors.

ARTICLE FIVE: OFFICERS

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

Section 2. The officers shall be chosen from among the Directors and shall be elected at the Corporation Board of Directors annual meeting.

Section 3. The terms of office for the Corporation officers shall be the same as the Corporation fiscal year.

Section 4. President. The President shall be the executive officer of the Corporation, give general supervision and leadership to organizational policies, be Chairman of the Board of Directors, presiding at all meetings of the Board of Directors, appoint committees, and see that all orders and resolutions of the Board are carried into effect. In the case of a vacancy in the office of President, the Vice President shall fill the remainder of the unexpired term.

Section 5. Vice President. In the absence, disability or under the direction of the President, the Vice President 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 Directors.

Section 6. Secretary. The Secretary shall be charged with the recording of all proceedings and official actions of the Board of Directors at the Corporation 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 Corporation, if one is adopted by the Board of Directors 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 Directors.

Section 7. Treasurer. The Treasurer shall have custody of all monies, valuable papers, and documents of the Corporation, shall place the same for safe keeping in such depositories as may be designated by the Board of Directors. The Treasurer shall expend the funds of the Corporation as directed by the Board of Directors, 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 Corporation, and shall when and as required by the President or Board, render a statement of the financial condition of the Corporation. As a requirement to serve as Treasurer of the Corporation, 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.

Section 8. The Corporation Board of Directors shall serve as the Selection Committee for the purpose of nominating and selecting new director candidates and candidates for officers, and in the event of a vacancy, the Board of Directors shall elect a new officer or officers to fill the unexpired term.

ARTICLE SIX: INDEMNIFICATION

Section 1. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, 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 Directors 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 the person's estate 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 directors, officers, or volunteer employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Director, officer, or volunteer employee under this Article shall apply to such Director, officer, or volunteer employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE SEVEN: CODE OF CONDUCT AND ETHICS FOR FOUNDATION BOARD OF DIRECTORS

Section 1. Whenever a Director, officer, or volunteer employee has a financial or personal interest in any matter coming before the Corporation Board of Directors, 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 Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 2. The Arkansas FCCLA Leadership Foundation places a great deal of trust and confidence in our Foundation Board. It is expected that each member is to act ethically and honestly in everything they do. Any use of fraudulent or illegal tactics violates that trust and carries potentially severe consequences, including removal from the Board of Directors.

ARTICLE EIGHT: PARLIAMENTARY AUTHORITY

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

ARTICLE NINE: FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE TEN: TAX EXEMPT STATUS

Section 1. Non-stock and nonprofit. The Corporation is non-stock and nonprofit. No part of the

net earnings of the Corporation shall insure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation 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 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation 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 Nonprofit Corporation, 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 anyone year, the Corporation 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 Corporation to tax under Section 4942 of the Internal Revenue Code, and the Corporation 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 Corporation 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 Directors 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 Arkansas 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 Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit 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 IN CORPORATION AND BY LAWS

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 Directors present at any annual meeting of the Corporation, 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 Directors present at any annual meeting of the Corporation, 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 Corporation's Articles of Incorporation.

AMENDMENT TO BY-LAWS:

ARTICLE FOUR: ELECTION OF DIRECTORS

Section 2. There shall be eleven members of the Board of Directors. The Board of Directors may also appoint such nonvoting members as it deems necessary.

REVISIONS APPROVED: 6-04-2024