

## ***V. By-Laws***

**With Updates for approval at  
NDFCE 2019 Conference in Jamestown, ND**

**Bylaws of the North  
Dakota Association for  
Family and Community Education, Inc.**  
Adopted - June 1994 ... Revisions June 2012, April 2019

**Article I.  
Name**

The name of this organization shall be the North Dakota Association for Family and Community Education. NDFCE when used hereinafter shall be defined to mean the North Dakota Association for Family and Community Education.

**Article II.  
Purpose**

The corporation shall be organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Within this general limitation, the specific purposes of the corporation shall include the following:

- A. To further promote, coordinate, develop and extend adult and youth educational opportunities in cooperation with the North Dakota State University Extension;
- B. To unite and strengthen the interests and activities of the FCE clubs of North Dakota through closer association with the County Councils;
- C. To act as an advisory body to the North Dakota State University Extension on matters which concern the general welfare of Family and Community Education club work.
- D. To establish and maintain active cooperation with other educational and service organizations and agencies within North Dakota.
- E. To function as a non-profit organization as defined under Section 501(c)(3) of the Internal Revenue code.

**Article III.  
Powers**

The corporation shall have all of the powers of nonprofit corporations as described in Section 10-24-05 of the North Dakota Century Code.

**Article IV.  
Membership**

Section 1: The membership shall be composed of all FCE clubs, designated as members of County Councils, within the state. Membership is open to any person, business, or agency that supports and advances the objectives and bylaws of NDFCE. NDFCE does not discriminate by sex, race, color, age, handicap, religion, or national origin.

Section 2: The membership of North Dakota FCE shall consist of four classes:

A. North Dakota FCE Member

NDFCE Members will be an individual / family (including the senior 80 plus years) who shall pay national and state dues through an affiliated club / county, and who is represented at the state level with vote by a duly elected official delegate of the association.

B. North Dakota FCE Supporting Member

NDFCE Supporting Member is an individual / family who shall pay national and state dues directly to the state, without belonging to a NDFCE club. NDFCE Supporting Members are entitled to one vote for all Supporting Members at the State Conference.

- C. A Business/Agency who pays dues directly to the State organization. Membership shall carry with it all privileges of membership except the right to vote.
- D. North Dakota FCE Honorary Member  
NDFCE Honorary Member shall be a non-member, selected by a unanimous vote of the Board of Directors for lifetime membership because of their dedicated efforts on behalf of NDFCE. The honorary membership will carry with it all privileges of membership except the power to vote. Dues shall be waived.

**Section 3:** Annual dues are payable November 1 and delinquent January 1 (See Article XVI).

## **Article V. State Meetings**

**Section 1:** NDFCE shall meet annually for the purpose of electing officers, determining annual objectives and actions, adopting a budget, conducting business, and presenting educational programs.

**Section 2:** The annual meeting may be held at a location at the discretion of the Board.

**Section 3:** The exact time of the annual meeting shall be determined by the Board of Directors. **Section**

**Section 4:** The voting body at the annual meeting shall consist

- A. The official delegates. Official delegates must be North Dakota FCE Members.
- B. North Dakota Supporting Members are entitled to an official delegate. Supporting Members could meet at the Annual Conference and select one voting delegate to represent them.

**Section 5:** Each affiliated county shall be entitled to one official (voting) delegate. A State Council Executive Board Member may not act as an official delegate for their County. If necessary a District Chairperson may be the County voting delegate.

**Section 6:** A member of the voting body shall cast no more than one vote.

**Section 7:** Two-thirds (2/3) of the official delegates at the meeting shall constitute a quorum.

**Section 8:** Non-voting members and visitors, upon payment of the registration fee, may attend the meetings of the annual conference.

**Section 9:** A special meeting of NDFCE may be called by the President, a majority of the members of the Executive Committee or at the written request of a majority of the county affiliates in good standing upon a thirty-day notice stating the purpose of the meeting.

## **Article VI. Officers, Elections and Duties**

**Section 1:** The officers of the NDFCE shall be the President, President-Elect (appropriate years), Vice President, Secretary, Treasurer, and one Chairperson from each of the districts.

**Section 2:** The qualifications for eligibility for an office shall be as follows:

- A. Following the nomination ballot each candidate for office must agree to serve as an officer, if elected.
- B. A candidate for the office of President, President-Elect, Vice President shall have had experience on the Board of Directors, State or County.
- C. A candidate for Treasurer should have some knowledge of bookkeeping and be eligible for bonding.

Revised July 1996/July 1997/ January 02 / June 02 / June 06 / June 2010 / June 2010 Conference  
Vote/June2011/.April 2019 Conference

**By-Laws page 2**

- D. A candidate for Secretary should understand the importance of preserving the official records of NDFCE, have the ability to write accurate minutes, and provide a safe repository for official records:
- E. All candidates must be North Dakota FCE Members.

**Section 3:** The method for nomination shall be as follows:

- A. Nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained. The nominee must have the necessary qualifications. (See Section 2)

**Section 4:** The method for election shall be as follows:

- A. Election for President-Elect, Vice-President, Secretary and Treasurer shall be by ballot if there is more than 1 candidate by official delegates attending the annual business meeting. A majority vote of the ballots cast shall constitute an election.
- B. Officers will be elected when the term of outgoing officer is ending.
- C. The election of District Chairpersons shall be by ballot vote of the members in attendance at the district meeting. A majority vote of the ballots cast shall constitute an election. Counties in each district will be told at least 2 months in advance of the annual district meeting.
- D. If a majority vote is not reached after two ballots are cast, all names shall be deleted except the two who received the largest number of votes on the second ballot. Voting continues until a candidate receives a majority.
- E. The President shall appoint, with the approval of the Board of Directors, a three-member election committee.
- F. The President shall instruct the Election Committee Chairman to report the number of votes cast for individual candidates to the President for declaration of the winner, to the Secretary for inclusion in the official records of NDFCE, and to the general assembly upon request.

**Section 5:** The term of office shall be as follows:

- A. Terms shall be President-Elect (1 year), Vice President (3 years) (with an option for a second term), Treasurer (3 years) (with an option of a second and third term), Secretary (3 years) (with an option of a second term) and District Chairpersons (3 years or longer at the District). The President-Elect will serve for one year followed by a three-year term as President and serve as Past-President for one year as advisor to the Board. Newly elected officers shall take office January 1.

Revised July 1996, July 1997/December 1998 / December 2001 / June 02 / June 06 / June 2010 / April 2019

**By-Laws page 3**

- B. Vacancies, with the exception of the office of President-Elect, shall be filled through appointment and majority approval of the Executive Committee until an election can be held at the next annual business meeting or district meeting, as specified in Article V, Section 4. Officers elected in this manner will assume office immediately following election. Candidates for unexpired terms must have the necessary qualifications as specified in Article VI, Section 2.
- C. A vacancy occurring in the office of President-Elect shall be filled by the Vice President.
- D. No officer may hold the same office for more than two consecutive terms with the exception of Treasurer (three terms possible) and President and President Elect, who may serve only one term.
- E. A minimum of twelve months shall constitute a term.

**Section 6:** The duties of the President shall be to:

- A. Preside at all meetings of the Council and Board of Directors;
- B. Be NDFCE official representative;
- C. Issue the official call for Council and Board meetings;
- D. Appoint the chairmen and members of all state committees, after consultation with the Board of Directors;
- E. Submit an annual report;
- F. Submit reports to the NDFCE Board;
- G. Be responsible for taking the necessary steps to bring the Council Bylaws up-to-date;
- H. Include the President-Elect in decisions related to the office of NDFCE President;
- I. Serve as ex-officio member of all committees;

April 2019

**By-Laws page 4**

- J. Hire a parliamentarian to attend the general business sessions of the annual NDFCE meeting;
- K. Write a newsletter to be sent to County Council Presidents, County Offices, the Board of Directors, and/or the general membership;
- L. Perform other duties as prescribed in these bylaws and by the parliamentary authority adopted by NDFCE;
- M. Serve on State Board in an advisory capacity for one year following term.

**Section 7:** The duties of the President-Elect shall be to:

- A. Prepare for the office of President;
- B. Assist the President and perform all assigned duties during the one year term of office.
- C. Serve with vote on the Executive Committee and Board.
- D. Not supersede the Vice-President in assuming leadership in the absence of the President.

**Section 8:** The duties of the Vice President shall be to:

- A. Preside at meetings in the absence of the President and serve as an aide to the President in all assigned duties;
- B. Serve as the National Association for Family and Community Education (NAFCE) Foundation contact person.
- C. Serve as Peace Garden Chairman;
- D. Perform the duties of the President in the event of her/his resignation, disability, or death until the next meeting of the Executive Committee.
- E. Serve as an aide to the President in all assigned duties;
- F. Serve as Chairman of the Program Committee (if there is a Program Committee);
- G. Direct the activities of the District Chairpersons;
- H. Serve as the Public Relations and Membership Coordinator;

July 1997 / December 2001 / June 02 / June 2006 / June 2010 / April 2019

**By-Laws page 5**

I.

**Section 9:** The duties of the Secretary shall be to:

- A. Record and keep in her/his custody the minutes of all meetings of the Council and Board of Directors;
- B. Distribute the minutes of all meetings within thirty days of the close of the meeting;
- C. Keep a list of affiliated counties and a record of their attendance at the annual meeting;
- D. Keep all correspondence on file and be prepared to read correspondence at all Council and Board of Directors meetings;
- E. Have available for reference at all meetings a copy of the Council Bylaws;
- F. Call the meeting to order and see that a chairman pro-tem is elected in the absence of the President, and the Vice President;
- G. Send a notice to members of the time and place of meetings or postponement of any meetings;
- H. Serve as Historian for the NDFCE;
- I. Perform other duties as requested by the President or Board of Directors.

**Section 10:** The duties of the Treasurer shall be to:

- A. Be qualified to be bonded if necessary;
- B. Keep an itemized account of all receipts and disbursements;
- C. Be responsible for collecting all dues and other money due the Council from affiliated counties;
- D. Pay all bills as provided for in the budget or verified by the President or Board of Directors;
- E. Submit a detailed financial report to the annual meeting and at such other time as requested by the Board of Directors;
- F. Submit the records for audit following the annual meeting;
- G. Serve as the chairman of the Budget Committee;
- H. Perform other duties as requested by the President or Board of Directors.

**Section 11:** The duties of the District Chairperson shall be to:

- A. Serve on the Board of Directors as a liaison between the counties of the district and NDFCE;
- B. Be available to individual counties, providing leadership and promoting a better understanding of NDFCE;
- C. Assist counties in promoting and strengthening county organizations;
- D. Serve on the Program Committee (if applicable) with the Vice President, and the Coordinator for Young Families;
- E. Shall develop a program of work for their three-year term and promote it throughout the state;
- F. Plan for and preside at the District Meetings;
  
- G. Represent the District at the NDFCE Board meetings as requested by the President;
  
- H. Encourage, receive, and share recommendations from county organizations.

**Section 12:**

If an NDFCE Board member is unable to or does not carry out the functions of her/his office, and after her/his advisor has been consulted, the Executive Committee shall appoint an NDFCE officer to counsel this person. Following these measures, if the problem continues, her/his term may be terminated by a majority vote of the Executive Committee. A written notification shall be sent to the person involved and to the appropriate advisor.

j

**Section 13:** All officers may submit an annual report to the members at the annual meeting.

k  
:  
:  
:  
:



## **Article VII. Executive Committee**

**Section 1:** The Executive Committee shall consist of the President, President-Elect (when applicable), Vice President, Secretary and Treasurer.

**Section 2:** The duties of the Executive Committee shall be to:

- A. Transact any business of NDFCE arising between annual conferences and act in all emergencies;
- B. Develop the policies of NDFCE subject to the approval of the voting delegates;
- C. Fill NDFCE Board vacancies as specified in Article VI, Section 5, B and C;
- D. Approve appointed members of the NDFCE Board and any ad-hoc committees deemed necessary by the Board.

## **Article VIII. NDFCE Board of Directors**

**Section 1:** The Board of Directors shall consist of the Executive Committee, District Chairpersons, the Coordinator for Young Families and the Editor.

**Section 2:** The duties of the NDFCE Board of Directors shall be to:

- A. Develop plans for achieving the objectives of NDFCE;
- B. Make plans for the annual conference and district meetings;
- C. Approve all statewide Family and Community Education projects;
- D. Seek grants from outside agencies and organizations;
- E. Meet prior to the annual meeting to approve the budget for the ensuing year and carry on such business as necessary. Other meetings of the NDFCE Board may be called at the discretion of the President or by a written request of a majority of the Executive Committee. A majority of the members of the NDFCE Board shall constitute a quorum.
- F. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. (N.D. Century Code, 10-24-22).\*

\* Whenever a reference is made to the N.D. Century Code, the cited section should be checked before that part of the bylaws is amended.

**By-Laws page 8**

**Article IX.**  
**Program Committee**

**Section 1:** The Program Committee shall consist of the Vice President, the District Chairpersons and the Coordinator for Young Families.

**Section 2:** The Vice President shall serve as the Chairman of the Committee.

**Section 3:** The duties of the Program Committee shall be to:

- A. Identify issues for program emphasis;
- B. Determine and submit to the NDFCE Board for approval comprehensive educational goals and objectives;
- C. Plan and implement program action of District meetings;
- D. Receive club reports and provide for recognition;
- E. Review and evaluate the effectiveness of programs.

**Article X.**  
**Appointed Positions**

**Section 1:** A Coordinator for Young Families shall be appointed by the President with the approval of the Executive Committee for a term of two years (or at Board discretion). The duties of the Coordinator for Young Families shall be to:

- A. Provide state leadership to the Young Families program;
- B. Attend meetings of the Executive Committee, at the request of the President, without vote;
- C. Attend meetings of the NDFCE Board, with vote;
- D. Report to the NDFCE Board on any meetings attended as a representative of NDFCE;
- E. Develop a suggested two-year program, assisted by the Extension Advisor, and to submit this proposal to the Vice President for approval;
- F. Encourage, receive, and share ideas and suggestions from County Councils and members;
- G. Serve as the Scholarship Chairman.

**By-Laws - page 9**

**Section 2:** An editor shall be appointed for a term of two years, with the option of reappointment. Each district shall nominate one person at their district meeting. The nominations shall be submitted to the NDFCE Board for final selection. The duties of the editor shall be:

- A. Coordinate and edit copy for NDFCE publication(s);
- B. Attend meetings of the Executive Committee at the request of the President, without vote;
- C. Attend the meetings of the NDFCE Board, with vote;
- D. Report to the NDFCE Board on any meetings attended as a representative of NDFCE;

**Section 3:** Ad hoc chairmen shall be appointed by the President as needed with the approval of the Executive Committee. The duties of the ad hoc chairmen shall be to:

- A. Attend meetings of the NDFCE Board as requested by the President, without vote;
- B. Provide the President with a written report and, if requested, an oral report.

#### **Article XI. Special Consultant**

Recognizing the cooperative relationship between NDFCE and NDSU Extension, NDFCE shall work with a consultant for NDSU Extension. This person shall serve as a consultant to the President, the Executive Committee and the Board, without vote. NDFCE shall request the consultant to designate appropriate NDSU Extension staff members to serve as consultants.

#### **Article XII. Special Committees**

**Section 1:** The Budget/Finance Committee shall consist of the Executive Committee of the NDFCE Board. The Treasurer shall submit a proposed budget of anticipated revenues and expenditures to the Finance Committee at a planning meeting held between annual conferences. The committee shall act on this budget and submit the proposed budget to the NDFCE Board for approval. The Finance Committee may submit line item transfers to the budget.

**Section 2:** A Bylaws Committee shall be appointed by the President with the approval of the Executive Committee when deemed necessary, for the purpose of review and proposal of amendments.

**Section 3:** Ad hoc committees may be appointed by the President as needed with the approval of the Executive Committee. Chairmen of these committees shall:

- A. Attend NDFCE Board meeting at the request of the President, without vote;
- B. Provide the President with a written report and, if requested, an oral report.

**By-Laws page 10**

**Article XIII.**  
**Districts**

**Section 1:** The state shall be divided, by counties, into five districts:

District 1: Bottineau, Burke, Divide, McHenry, Mountrail, Renville, Ward, Williams

District 2: Slope, Hettinger, Bowman, Adams, McKenzie, Golden Valley, Stark-Billings, Dunn

District 3: Rolette, Towner, Pierce, Benson, Cavalier, Pembina, Ramsey, Walsh, Wells, Eddy, Foster, Nelson, Grand Forks

District 4: Burleigh, Kidder, Emmons, Logan, McIntosh, McLean, Mercer, Oliver, Morton, Grant, Sheridan, Sioux

District 5: Griggs, Steele, Traill, Barnes, Cass, Richland, LaMoure, Ransom, Dickey, Sargent, Stutsman

**Section 2:** One District Meeting shall be held in each district annually. Meetings shall be determined by the District Chairperson.

**Section 3:** Each district shall elect a District Chairperson at the District Meeting. See Article VI, Section 4 C.

July 1997 / December 2001 / June 02 / June 04

**By-Laws - page 11**

**Article XIV.**  
**Delegates to National Conference**

**Section 1:** The State President shall be the official delegate to the National Association for Family and Community Education Annual Conference. The President-Elect, Vice President, Secretary and Treasurer shall be the first, second, third, fourth, alternate delegates respectively.

**Section 2:** Officers can request monetary assistance (at Executive Committee discretion) to attend one National FCE Conference during her/his term of office.

- President-Elect
- Vice President
- Secretary
- Treasurer
- Coordinator for Young Families
- Editor
- District Chairpersons

They shall be reimbursed for part of their expenses at the discretion of the Board of Directors.

**Article XV.**  
**Registered Office and Agent**

**Section 1:** The address of the registered office of the corporation is c/o North Dakota Association for Family and Community Education, President.

**Section 2:** The name of the registered agent at such address is NDFCE President.

**Section 3:** The Corporation may change its registered office or change its registered agent, or both, or the registered agent may resign, by following the procedure required by Section 10-24-09 of the North Dakota Century Code.

**Article XVI.**  
**Dues and Finances**

**Section 1:** The calendar year of the North Dakota Association for Family and Community Education shall be from January 1 through December 31.

**Section 2:** A. Each club shall pay annual dues, which includes state dues, annual Youth Fund dues and National dues for each North Dakota FCE Members belonging to that club.

B. North Dakota FCE Supporting Members shall pay annual dues which includes state dues, annual Youth Fund dues and National dues.

**Section 3:** Each club shall pay annual scholarship dues of at least two dollars (\$2).

**Section 4:** Dues are payable to the treasurer of the County Council at the Fall Council meeting. The County Treasurer, in turn, shall send the dues to the State Treasurer, by November 1. Dues are considered delinquent on January 1. A complete list of members' names and addresses shall be provided with payment of county dues. The membership list will be given to no individuals for their personal use.

**Section 5:** A county whose annual dues are not paid by January 1 shall not be a member of NDFCE and shall not be eligible to vote at the annual conference. Payment of all delinquent dues by April 1 and reinstatement in NDFCE shall be subject to approval by the NDFCE Executive Committee.

**Section 6:** Expenses incurred by the Board of Directors in pursuance of the program and duties as designated by the budget, are to be paid through council funds.

**Section 7:** The Board of Directors shall provide for audit and control of its funds as are necessary to assure their safekeeping and complete accounting.

**Section 8:** No loans shall be made by the corporation to its directors or officers (N.D. Century Code, 10-24-27).

#### **Article XVII. General Provisions**

**Section 1:** Any officer of the corporation (including director), whether elected or appointed, may be removed by the persons authorized to elect or appoint such officer whenever in their judgement the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of any officer or agent shall not of itself create contract rights (N.D. Century Code, 10-24-24).

**Section 2:** Whenever any notice is required to be given to any director of the corporation under the provisions of chapters 10-24 through 10-28 of the North Dakota Century Code or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before stated therein, shall be equivalent to the giving of such notice (N.D. Century Code 10-28-12).

**Section 3:** Any action required by chapters 10-24 through 10-28 of the North Dakota Century Code to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be (N.D. Century Code, 10-28-13).

**Section 4:** All books and records of the corporation may be inspected by any director or her/his agent or attorney, for any proper purpose, at any reasonable time (N.D. Century Code, 10-24-25).

**Article XVIII.  
Parliamentary Authority**

**Section 1:** The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the council in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

**Section 2:** A qualified parliamentarian will be hired for the annual meeting to advise the President on matters of parliamentary procedures. A parliamentarian may also be consulted for special meetings called by the President or when advice on parliamentary procedure is required.

**Article XIX.  
Amendment of Bylaws**

**Section 1:** These bylaws may be amended at any meeting of the NDFCE by a vote of two-thirds of the votes cast, provided notice of the proposed amendment(s) has been sent to voting delegates sixty days prior to the meeting.

**Section 2:** These bylaws may be amended without sixty days' notice by a unanimous vote of the voting delegates present at the annual meeting, provided the proposed amendments have been presented at an earlier meeting during the conference.