

NATIONAL COUNCIL ON FAMILY RELATIONS BYLAWS

(Ratified by Membership of NCFR-March 2014)

ARTICLE I NAME

Per the Articles of Incorporation, as amended, the name of this organization shall be National Council on Family Relations (hereinafter referred to as "NCFR").

ARTICLE II PURPOSE

SECTION 1

NCFR is a nonprofit educational and charitable organization, recognized as exempt from taxation under 501(c)(3) of the Internal Revenue Code. In accord with such limits, and the purpose established by The Articles of Incorporation. NCFR's mission is to: provide a forum for family researchers, educators, and practitioners to share in the development and dissemination of knowledge about families and family relationships, establish professional standards, and work to promote family well-being.

SECTION 2 OBJECTIVES

The objectives of NCFR are to provide opportunities for individuals, organized groups, and agencies interested in family life to (a) plan and act together on concerns relevant to all forms of marriage and family relationships, (b) establish professional standards, (c) promote and coordinate efforts in education and therapy, (d) encourage research, (e) disseminate information, and (f) further affect social action to strengthen family well-being.

SECTION 3 FISCAL YEAR

The fiscal year of NCFR shall be from January 1 to December 31.

ARTICLE III MEMBERSHIP

SECTION 1 MEMBERSHIP

1. Any person or organization interested in promoting the purpose and goals of the NCFR shall be eligible for full membership rights in NCFR. Each member has one vote. The Board of Directors may establish additional, or restrict existing classes of voting members, but no changes to existing voting members' rights shall be effected without the member's approval.

SECTION 2 CLASSES OF MEMBERS

The following classes of voting membership shall exist:

- A. Individual members
 1. Benefactor
 2. Professional
 3. New Professional
 4. Emeritus
 5. Life – As of 1988 Life membership classification is no longer offered.
 6. Student (1 or 2 journal) Student members shall be registered full time in an institution of higher education. A current fee statement and/or advisor's signature is required for student membership.
- B. Organizational
 1. Groups, agencies, or corporations offering products, services, or facilities to NCFR members or to the family field may hold organizational membership in NCFR.

SECTION 3

MEMBERSHIP YEAR AND DUES

All members shall pay appropriate dues for services received as determined by NCFR headquarters and approved by the Board of Directors. The membership year for the members of NCFR shall be a rolling twelve (12) months, with membership renewable upon expiration of current dues. A member is in good standing who: a) has been a member for at least 30 days, b) has paid the current appropriate membership fee, and c) has no debt due to NCFR.

SECTION 4

STATE MEMBER AFFILIATION

All individual members joining NCFR shall automatically be deemed members of a state affiliate council of NCFR in their state, region, or province of residence, and a portion of their membership dues shall be forwarded to the appropriate state, regional or provincial council.

SECTION 5

INTEREST IN PROPERTY

The members of NCFR shall not, as such, have any right, title, or interest in the real or personal property of this corporation.

SECTION 6

MEETINGS OF THE MEMBERS

The Annual Meeting of the members shall be held at the annual conference of NCFR in the location of that conference as designated at the date and time determined by the Board of Directors. Notice of the meeting shall be given to all members at least 60 days in advance of the meeting via member email or posted on the NCFR website.

- A. **Voting and quorums:** The presence of 50 of the voting members shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting. A majority of the total number of votes held by the members present and entitled to vote at any meeting at which a quorum is present, must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement of the meeting at which the adjournment is taken.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1

NUMBER AND SELECTION

Governance of the affairs of NCFR is vested by its members in the Board of Directors. Therefore except as otherwise provided herein, the Board of Directors of NCFR shall consist of nine (9) persons, elected by the voting members:

- A. The President
- B. The President-elect
- C. The President-elect of the Affiliate Councils
- D. A Students and New Professionals Board Representative
- E. Five at-large Directors
- F. A Students and New Professionals Board Representative-elect (non-voting member serving one year as elect and two years as SNP Board Rep)

The Executive Director of NCFR shall be an ex-officio, nonvoting member of the Board of Directors.

SECTION 2

NUMBER AND METHODS OF APPOINTMENT/ELECTION

With the exception of the President (who moves to such position from the position of President-elect), directors shall be elected to start a term of office after each annual conference of NCFR. If for any reason an annual conference is not held, Directors shall take office October 1st.

- A. Directors shall be elected by ballot of the members. A ballot shall be prepared at the headquarters of NCFR and sent to the membership no later than February 1 of each year. Only those ballots returned on or before March 1 of that year shall be counted. All ballots shall be retained by the NCFR office for a period of one year.
- B. The candidate for office receiving the largest number of votes shall be elected. In case of a tie, the Board shall select the winner by a random process.

SECTION 3

TERMS OF OFFICE

Except as otherwise provided herein, each Director of NCFR shall be elected to serve for a term of three (3) years. The President, the President-elect, the Affiliate Councils President-elect, and Students and New Professionals Representative will serve two-year terms. The Students and New Professionals Board Representative-elect will serve a one-year term. A Director's term of office shall end at the end of the Membership Business Meeting at the annual conference or other Directors' meeting at which a successor has been elected; and until such successor has qualified, or until the director's prior death, resignation, or removal. Service of consecutive terms shall be limited to two terms.

- A. Qualifications for election. Any member in good standing shall be eligible for nomination and election to office.
- B. No NCFR member may serve concurrent terms as a Board Member, Section Chair, Conference Program Chair
Conference Program Chair-Elect, Journal Editor, or member of the Fellows Committee, Elections Council or Inclusion and Diversity Committee.

SECTION 4

REMOVAL AND VACANCIES

Any director may at any time be removed with or without cause by a 2/3 vote of the other directors then in office. Any vacancy occurring because of the death, resignation, or removal of a director shall be filled by the Board of Directors. Any Director who fails to perform a director's duties or follow the Board Code of Conduct may be removed from office by a 2/3 vote of the other Board members.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1

REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the NCFR Annual Conference. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, or by mail, telephone, or electronic mail not less than three weeks before the meeting, excluding the day of the meeting, to all directors who were absent at the time such action to schedule the meeting was taken.

SECTION 2

SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose(s) shall be called by the President or at the written request of any Director. These meetings may be conducted by phone, teleconference, or electronic mail as permitted by law. Such request shall state the purpose(s) of the proposed meeting. The President of NCFR shall give notice of all special meetings to each Director, stating the time and place thereof, and the purposes for which such meeting is convened. Notice to be given by mail, or electronic mail not less than 10 days nor more than 60 days before the meeting, excluding the day of the meeting, to each Director's last known address, or by personally telephoning the Director of such notice, no later than 5 days prior to the day of the meeting. The business transacted at all special meetings of the Directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all Directors of NCFR are present at such meeting and consent to the transaction of other business.

SECTION 3

QUORUM

A two-thirds majority of the number of Board of Directors' seats that are not vacant shall be necessary to constitute a quorum for the transaction of business, and an act of a two-thirds majority of the directors present at such meetings shall be the act of the Board, except where otherwise provided by statute or these Bylaws. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though withdrawal of Directors originally presents leaves less than the proportion or number otherwise required for a quorum.

SECTION 4

ACTION WITHOUT A MEETING

Any action permitted to be taken at a meeting of the Directors may be taken by electronic (email) action by all of the Directors entitled to vote on the action.

SECTION 5

DIRECTOR CONFLICTS OF INTEREST

NCFR shall not enter into any contract or transaction with (a) one or more of its Directors, officers, or a member of the immediate family of its Director or officer; (b) a Director or officer of a related organization, or a member of the immediate family of a Director or officer of a related organization; or (c) an organization in or of which the NCFR's Director or Officer, or member of the immediate family of its Director or officer is a director, officer, legal representative, or has a material financial interest, unless the material facts as to the contract or transaction and as to the interest of the Director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested Director or officer in determining the presence of a quorum). Failure to comply with this Section shall not invalidate any contract or transaction to which NCFR is a party.

- A. **CONFLICTS OF INTEREST DEFINED:** For purposes of the above, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses, or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Material financial interest" encompasses, but is not limited to, an individual's relationship to an organization or vendor with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, royalties, compensation, reimbursement of expenses, repayment of obligations, or other liabilities from the organization; but for purposes of the above "material financial interest" does not include fixing the compensation of the Director, employees or agents of the NCFR.
- B. No Director shall receive any remuneration from NCFR for serving as a Board member, except that, where funds permit, Board members may be reimbursed for legitimate expenses incurred by them in fulfilling their duties for NCFR.

ARTICLE VI OFFICERS OF THE BOARD

SECTION 1

OFFICERS

The officers of NCFR shall consist of a President, a President-elect, and a Secretary/Treasurer.

SECTION 2

METHOD OF SELECTION

Except in the case of a vacancy in the President-elect's office, the members of NCFR elect the President-elect. The Secretary/Treasurer shall be chosen by the Board of Directors from among the five at-large Directors. The President shall take office following service in the office as President-elect.

SECTION 3

PRESIDENT

The President shall have general management of the business of the NCFR Board; when present, preside at meetings of the Board and of the members; see that orders and resolutions of the Board are carried into effect; maintain records of and, when necessary, certify proceedings of the Board and the members; and perform other duties prescribed by the Board.

SECTION 4

PRESIDENT-ELECT

The President-elect shall generally assist the President and in the event of the President's absence, incapacitation, resignation, or death, the President's duties shall devolve upon the President-elect.

ARTICLE VII EXECUTIVE DIRECTOR

The Board shall appoint an Executive Director, following an appropriate search initiated by the Board. The terms of appointment shall be set forth in a written contract. Responsibilities of the position are set through board policy.

**ARTICLE VIII
ANNUAL CONFERENCE AND ANNUAL BUSINESS MEETING AND MEMBER FORUM**

SECTION 1

NCFR shall hold its Annual Conference and Annual Business Meeting and Member Forum at a time and place to be determined by the NCFR staff. Time shall be allotted during this meeting for members to bring and discuss issues with the Board of Directors.

SECTION 2

Issues brought forward by members at the Annual Business Meeting and Member Forum shall be brought forward for consideration by the Board at its next meeting.

**ARTICLE IX
COMMITTEES**

SECTION 1

AUTHORITY

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Board committees are to help the Board do its job. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberations. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors except as otherwise noted herein. Committee members need not be Directors.

**ARTICLE X
SECTIONS**

SECTION 1

MEMBERSHIP

Membership of NCFR shall be organized by interest area sections.

SECTION 2

FUNCTIONS

Functions of the Sections shall be:

- A. To elect Section officers on the national ballot
- B. To plan and conduct programs at the Annual Conference
- C. To submit proposals for special projects to the Board
- D. To establish committees for special activities
- E. To communicate with Section constituents
- F. To supply names of individuals competent to represent the Section in legislation, public relations, research, and other areas when contacted by Board members or staff
- G. To provide representation for any priority issues of concern to the Section.
- H. To support the Focus Groups when and as appropriate.

SECTION 3

FORMATION

A Section of NCFR shall be formed when a preliminary statement of intent to establish a new section has been filed with the Board, and when at least 150 active NCFR members with a family section-related specialty have registered their intent for Board consideration. A Section shall remain solvent as long as it maintains 100 registered members and abides by NCFR regulations on Sections. If membership is below 100 for two consecutive years, the Section shall be considered insolvent.

SECTION 4 GOVERNANCE

The minimum Section organizational requirement shall include a statement of purpose; the election by the Section of a chair, chair-elect, secretary/treasurer, and student/new professional representative at the time of the regular NCFR elections; and a membership meeting to be held concurrently with the NCFR Annual Conference. Chairs shall be elected for a period of two years. Officers shall be elected for a period of two years in accordance with established Board procedures. Section purposes and bylaws are subject to Board confirmation and shall be on file at headquarters of NCFR. A year-end report, a work plan, and business meeting minutes shall also be filed with the headquarters annually. Candidates for Section office shall have been members of the Section for at least two years. Section chairs shall not be eligible for re-election until at least one year has lapsed since prior service.

SECTION 5 CONFERENCE REPRESENTATION

Each Section shall have a representative to the Conference Program Committee who shall serve as the Annual Conference chair for that Section. Such representative shall be appointed by the Section chair who shall be eligible to serve in this role. The NCFR general account shall not be used to support travel to program planning or Board meetings or other Section-initiated activities.

SECTION 6 PUBLICATIONS

Sections cannot produce publications for non-section members without approval of the NCFR Board.

SECTION 7 FOCUS GROUPS

A focus group may be organized by at least 15 NCFR members with a family life interest that is not central to any existing Section. A chair shall be elected by the members of the focus group and shall be responsible for reporting activities of that group to the headquarters of NCFR annually. A focus group that abides by NCFR regulations may be entitled to assemble at the Annual Conference with prior NCFR approval.

ARTICLE XI AFFILIATE COUNCILS

SECTION 1 MEMBERSHIP

Each state, regional, provincial or student, or specially designated Council area in which a minimum of ten regular members of NCFR reside is eligible to establish an NCFR Affiliate Council that shares the purposes of NCFR. Student, local, International, and regional councils on family relations may also be affiliated with NCFR. All Councils shall present constitutions to be approved by the Board and file them at the headquarters of NCFR.

SECTION 2 DUES

All individual members joining NCFR shall automatically be deemed members of a council of NCFR in their state, regional, or province of residence and a portion of their membership dues as determined by NCFR shall be rebated to the appropriate state or provincial council.

SECTION 3 STATE ONLY MEMBERS

State Councils as well as student, local, regional and provincial councils shall have the right to admit members who are not members of NCFR and to collect membership dues from such members. Such members shall not be eligible for membership privileges of NCFR and shall not vote in NCFR elections or otherwise participate in decisions pertaining to NCFR. The President of each state or regional council shall be an NCFR member in good standing.

SECTION 4 RECRUITMENT REQUIREMENT

Each state shall have a membership chair, one of whose functions is to recruit state members for NCFR and thus for the council.

**SECTION 5
AFFILIATE COUNCILS**

Shall be composed of all presidents of student, local, state, regional or provincial councils or representatives appointed in their stead by each respective council. Only NCFR members shall be eligible to serve on the Affiliate Councils. The Affiliate Councils shall be represented on the NCFR Board by its president-elect who is elected by the full membership of NCFR.

**ARTICLE XII
AMENDMENTS**

**SECTION 1
AMENDMENT BY VOTING MEMBERS**

The membership may amend the bylaws by adopting a resolution setting forth the amendment and accepted by a 2/3 vote of the NCFR members voting electronically and by mail. Returns must be postmarked according to the date indicated on the ballot.

**ARTICLE XIII
INDEMNIFICATION**

**SECTION 1
COVERAGE**

To the full extent permitted by any applicable law, NCFR shall indemnify each person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of NCFR, against the expenditures enumerated in Section 2 herein, by reason of the former or present capacity of the person as:

- A. A Director, officer, employee, or member of a committee of NCFR, or
- B. A governor, Director, officer, partner, trustee, employee, or agent of another organization (including employee benefit plans), who while a Director, officer, employee, or member of a committee of NCFR involve or involved such service to another organization.

**SECTION 2
INDEMNIFIED EXPENDITURES**

Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- A. Acted in good faith;
- B. Received no improper personal benefit and complied with all conflict of interest provisions mandated in the Board Policy Handbook's Code of Conduct;
- C. In the case of criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- D. In the case of acts or omissions occurring by a Director, officer, employee, or member of a committee of NCFR acting in such official capacity, reasonably believed that the conduct was in the best interest of NCFR, or in the case of acts or omissions occurring by a Director, officer, employee, or member of a committee of NCFR who is or was serving another organization at the request of NCFR, or whose duties as a Director, officer, employee, or member of a committee of NCFR involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of NCFR.

**SECTION 3
ELIGIBILITY, ADVANCES, & ANCILLARY RECOVERY**

Determination of eligibility for indemnification payments or advances shall be made by a committee of NCFR established for such purposes. Advances of expenses incurred that are payable under Section 2 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by NCFR. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

**SECTION 4
INSURANCE**

NCFR may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or member of a committee of NCFR against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE XIV
INCLUSION AND NON-DISCRIMINATION POLICY

Programmatic activities and operational activities of NCFR will be conducted in a manner that does not discriminate on the basis of (for example) ability and disability; age; bilingualism and multiculturalism/English language learners; body size and condition; customs and traditions; educational, disciplinary, or career status; ethnicity, race, national origin, or cultural identity; gender, gender identity, and gender expression; geographical background and location; marital status, relational status (including singlehood), and family structure or identity; objective and subjective worldviews and standpoints; political ideologies and affiliations; religion/no religion, spirituality and affiliations, and faith; sexual orientation, identities, and expressions; socioeconomic status, residential status, social class, employment, and national service. [Note: the aspects of diversity are listed alphabetically, but not in any order of priority.]