

**ADJUNCT FACULTY ASSOCIATION
of the MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT**

BYLAWS

Article I – NAME OF THE ORGANIZATION

- A. The Organization name is the Adjunct Faculty Association ("AFA") of the Maricopa County Community College District ("MCCCD").
- B. The AFA shall govern itself in accordance with the laws of the State of Arizona and the AFA Articles of Incorporation.

Article II – PURPOSE

- A. The AFA is a professional association organized pursuant to its Articles of Incorporation whose purpose is to provide Adjunct Faculty a framework within which to achieve certain goals, as follows:
 - 1. Educate the public and MCCCD institutions about Adjunct Faculty talents and abilities.
 - 2. Support the advancement of Adjunct Faculty knowledge and skills.
 - 3. Provide a network through which common interests, education and assistance may be shared among Adjunct Faculty.
 - 4. Encourage the working together and the joining of forces of all MCCCD resources for the application of effective practices for the improvement of education within the MCCCD.
 - 5. Advocate for Adjunct Faculty within the structure of the MCCCD policies and guidelines.

Article III – MEMBERSHIP

- A. "Members" shall encompass all registered persons who are teaching or have taught part-time temporary instructional assignments within the MCCCD ("Adjunct Faculty") during the current or previous AFA fiscal year. The procedures for establishing and maintaining Member status and confirming Member qualifications shall be designated by the AFA Board of Directors ("Board"). Rights and privileges attached to Membership shall be designated by the Board. Members are non-voting.
- B. "Supporting Members" shall encompass those Members who make voluntary monetary contributions to the AFA during the current AFA fiscal year. The minimum voluntary monetary contribution to gain the designation of Supporting Member shall be designated by the Board. Rights and privileges attached to Supporting Membership shall be designated by the Board.
- C. "Life Members" shall encompass those Members who have been recognized by the Board for being Adjunct Faculty for fifteen or more years. Achievement of Life Membership will utilize a verification process approved by the Board. Rights and privileges attached to Life Membership shall be designated by the Board.

Article IV – BOARD OF DIRECTORS

- A. The AFA shall be governed by the Board of Directors comprised of the Executive Committee and a College Representative from each College of the MCCCD. Directors serve for a term of one AFA fiscal year. A person shall not hold more than one position on the Board. The duties of the Directors are designated by the Board from time to time. Directors must be Members.
- B. The Executive Committee shall be comprised of the AFA Officers and the Past President. The AFA Officers shall be President, Vice President, Secretary and Treasurer. The President shall serve as the Chairman of the Board and Chief Executive of the AFA and carry out the duties of the office as designated by the Board. The Vice President shall carry out the duties of the office as designated by the Board and shall in the event of the absence or inability of the President to exercise the office of president become acting President with all the rights, privileges, powers, and responsibilities as if having been duly

elected President of the AFA. The Secretary shall keep the minutes and shall be solely responsible for the records of the AFA and shall carry out the duties of the office as designated by the Board. The Treasurer shall have the care and custody of and shall be solely responsible for all monies belonging to the AFA and shall carry out the duties of the office as designated by the Board. The Past President shall serve as an advisor to the Executive Committee. The AFA Officers are elected by the Board for a term of one AFA fiscal year from among the Members whose name is put forth as candidates for these positions in a manner designated by the Board.

- C. College Representatives are selected for a term of one AFA fiscal year from among the Members in a manner designated by the Board. With Board approval, a College Representative position may be shared by two or more persons provided that only one vote shall be cast between or among those persons.
- D. Any Director may resign at any time by giving written notice to the President or Secretary. Any Director may be removed by the Board for cause, including, but not limited to, failure to carry out designated duties, failure to appear regularly at meetings, failure to support the Board and the AFA in their respective actions and duties, or malfeasance.
- E. Any vacancies on the Board shall be filled for the unexpired portion of the respective term by the Board. The Executive Committee shall utilize its good faith and reasonable efforts to identify and recommend to the Board suitable Members to fill each vacant position.
- F. Directors present equal to 1/2 of the filled Board positions shall constitute a quorum for the purposes of conducting a Board meeting. In the absence of a quorum, no formal action shall be taken by the Board except to adjourn the meeting to a subsequent date. Board passage of a motion is by simple majority of those present except as specified in Article XII. Directors may participate in Board meetings through use of a telephone if such can be arranged so that all participating Directors can hear all other Directors. The use of a telephone for such participation shall constitute a Director being present.

Article V – COMMITTEES

- A. The Board may designate a committee or committees, standing or temporary, to meet the needs of the AFA. The Board may designate Members who are not Directors to serve as non-voting committee members. The standing committees shall be as follows:
 - 1. Bylaws
 - 2. Elections
 - 3. Membership
 - 4. Communication
 - 5. Education
 - 6. Conference
 - 7. Practices
 - 8. Recognition
- B. Committees may be combined if necessary for efficiency, as shall be designated by the Board.
- C. Committees shall report to the Board at each scheduled Board meeting to ensure oversight of Committee activities.

Article VI – ADVISORY COMMITTEE

An Advisory Committee, who need not be Members, shall be selected by the Board to assist the Board with community matters. One Advisory Committee member shall be selected from the Maricopa Community College District Administrators. Additional Advisory Committee members shall be selected from the MCCCDCD community.

Article VII – MEETINGS

- A. The Board shall meet at least nine times each AFA fiscal year.
- B. Special meetings of the Board may be called by Directors equal to 1/4 of the filled Board positions in such time and at such place as may be specified in the respective notice except as specified by Article IV, Section G.
- C. An annual meeting of the Members and the Board shall be held once per AFA fiscal year.
- D. Notice of all regular AFA meetings shall be published a minimum of 72 hours prior to the beginning of the meeting.
- E. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board meeting proceedings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order designated by the Board. The parliamentarian for each Board meeting shall serve to provide guidance to compliance to the Board meeting proceedings rules as designated by the Board.

Article VIII – CONFLICTS OF INTEREST

- A. This Article VIII shall govern transactions between the AFA and Interested Persons, including, but not necessarily limited to, the lease or exchange of property between Interested Persons and the AFA, the lending or borrowing of monies between Interested Persons and the AFA, and the payment of compensation by the AFA for services provided by Interested Persons.
- B. Each Director shall disclose to the Board any known Conflicting Interest such Director or any of such Director's Related Persons have with respect to a transaction effected or proposed to be effected by the AFA, by a subsidiary of the AFA, or by any other entity in which the AFA has a controlling interest. Specifically, any Director having a Conflicting Interest must make the following Required Disclosures:
 - 1. The existence and nature of the Conflicting Interest; and
 - 2. All facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.
- C. Any Director having a Conflicting Interest shall abstain from voting on the proposed transaction and shall not be counted in determining the quorum for the vote on the proposed transaction. In addition, he or she shall not use his or her personal influence on the matter or remain in the meeting room during the discussion and vote on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Directors since his or her knowledge may be of great assistance.
- D. Pursuant to the provisions of Section 10-3862 of the Arizona Nonprofit Corporation Act ("ANCA"), a vote of the majority of the Directors having no Conflicting Interest with respect to a proposed transaction may approve a proposed transaction in which a Director has a Conflicting Interest.
- E. The minutes of the meeting involving any such Conflicting Interest shall reflect whether the Required Disclosures were made, whether the Director having a Conflicting Interest abstained from voting, and the quorum situation.
- F. All capitalized terms used in this Article VIII and not otherwise defined in these Bylaws shall have the meaning set forth in Sections 10-3860-3864 of the ANCA. This Article VIII is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest, including but not limited to Sections 10-3860-3864 of the ANCA.

Article IX – INDEMNIFICATION

The AFA shall indemnify the Directors against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director is a Party because such Director is a Director of the AFA. The terms “Liabilities”, “Expenses”, “Proceeding”, “Party”, as used in this Article shall have the meaning set forth in Section 10-3850 of the Arizona Nonprofit Corporation Act (“ANCA”).

Article X – DISSOLUTION

In the event of the dissolution of the AFA, in addition to the provisions in the AFA Articles of Incorporation and pursuant to the laws of the State of Arizona, in no event shall assets be directly or indirectly distributed to, or inure to the benefit of any Director, former Director, Officer, or former Officer of the AFA.

Article XI – FISCAL YEAR

A. The AFA fiscal year shall be July 1 to June 30.

Article XII – FORCE AND EFFECT; AMENDMENT

- A. These Bylaws shall be in full force and effect from the date of passage until amended.
- B. Amendments to the Bylaws must be approved by Directors equal to $\frac{2}{3}$ of the filled Board positions. Amendments shall be effective immediately.
- C. In the event of questions or potential conflicts with respect to these Bylaws, the Bylaws Committee shall review the issues and make recommendations to the Board to resolve such conflicts or amend the Bylaws. The Bylaws Committee, with the authorization of the Executive Committee, may consult with legal counsel as necessary.