

**BYLAWS OF  
NATIONAL ASSOCIATION FOR CAREER-TECHNICAL EDUCATION INFORMATION, INC.**

**Article I**

**Name and Office**

**Section 1. Name of Association.** The name of this corporation shall be NATIONAL ASSOCIATION FOR CAREER, TECHNICAL EDUCATION INFORMATION, INC. (NACTEI).  
(Revised 5/22/02)

**Section 2. Address of Association.** The initial principal office of the corporation shall be located at number 650 West State Street in the city of Boise, Idaho, but may be changed from time to time by action of the Board of Directors without the amendment of these Bylaws. The corporation may also have offices at such other places as the Board of Directors may from time to time determine.

**Article II**

**Purpose**

This Association shall: (1) Serve as a forum for exchanging ideas and methods relating to career-technical vocational education information systems (e.g. data collection, information management, fiscal transactions, etc.); (2) promote the discussion of, and policy recommendations for, issues related to vocational career-technical education information systems; (3) promote the establishment of effective local, state, and federal vocational/career-technical education information systems; (4) promote a national vocational career-technical education communication information network; and (5) sponsor an annual conference on the subject of information pertaining to vocational career-technical education.

In addition, this Association shall have any and all other powers, rights, and privileges which a corporation organized under the Idaho Non-Profit Corporation Act by law may now or hereafter have or exercise.

**Article III**

**Membership**

**Section 1. Members.** Every person who registers for and attends any conference which has been sponsored and presented by the Association shall be a member of the Association until the date of the next succeeding conference.

**Section 2. Certificates of Membership.** If the Board so decides, certificates representing membership in the Association may be issued in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President of the Association and by the Secretary. The name and address of the person to whom the membership represented thereby is issued shall be entered on the books of the Association. In the alternative, the Association may conduct its business without the issuance of certificates. Memberships shall be nontransferable.

**Section 3. Annual Meeting.** The annual meeting of the members shall be held during each conference sponsored and presented by the Association for the purpose of electing the Directors and for the transaction of such other business as may come before the meeting.

Section 4. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the Board of Directors. Special meetings of the members must be called anytime such is requested by one-third (1/3) of the members of the Association.

Section 5. Voting Rights. Voting rights are defined in Article V of the Articles of Incorporation of the NATIONAL ASSOCIATION FOR CAREER-TECHNICAL EDUCATION INFORMATION, INC.

Section 6. Place of Meeting. The location of each annual meeting of the members shall be at the location of the conference at which the memberships commence. The location of any special meeting of the members shall be designated by the Board of Directors in the Notice given of such meeting.

Section 7. Notice of Meeting. Notice of any regular annual meeting of the members shall be deemed given to all members by the enactment of these Bylaws. Except as is specified in Section 9, below, written or printed notice stating the place, day, and hour of any special meeting of the members of the Association shall be mailed to all members by first class mail not less than ten, nor more than fifty, days before the date of any such meeting. Formal notice may be waived by the members in writing at the commencement of any meeting.

Section 8. Quorum. One-third (1/3) of the members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members.

Section 9. Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken, shall be has been signed by a majority of the members.

#### **Article IV**

##### **Board of Directors**

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Election. The number of Directors shall be fifteen (15). Initially, the Board of Directors of the unincorporated Association from which this Association arose shall serve as the Board of Directors of this Association. The Board shall at all times consist of the five (5) officers of the Association (see Article V, below) who shall each serve for a one (1) year term unless re-elected, plus one regional representative from each of the ten (10) regions designated by the Board of Directors of NACTEI. Said regional representatives shall each serve as members of the Board for a term of two (2) years and shall be elected by the members of the Association who reside within that region. Term of office for regional representatives shall be limited to no more than three (3) terms of two (2) years each not to exceed six (6) consecutive years; retroactive to the 2002 election. Replacement regional representatives for regions I, III, V, VII, and IX shall be elected at the first annual meeting of members following the formation of the Association. Replacement representatives from regions II, IV, VI, VIII, and X shall be elected at the next succeeding annual meeting of members. Replacement regional representatives for regions I, III, V, VII, and IX shall be elected at the annual meeting of members held on each odd numbered year. Replacement representatives for regions II, IV, VI, VIII, and X shall be elected at the annual meeting of members held on each even numbered year. (Revised 5/22/02)

Section 3. Regional Representative Duties. Each regional representative shall represent his or her region at the annual meeting and at meetings of the Board of Directors. Other duties and responsibilities of regional representatives are described in the appendix of the Board Member Handbook.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately prior to, immediately following, or during the annual conference sponsored by the Association and at the same place as the annual conference. The Board of Directors may, by resolution, provide the time and place within the State of Idaho or elsewhere for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meeting. Special meetings of the Board of Directors may be called either by or at the request of the President or by or at the request of any five (5) Directors.

Section 6. Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, faxed, mailed electronically, or mailed by first class mail to each Director. Any Director may waive notice of a meeting in writing. Attendance by a Director shall automatically constitute a waiver of such notice. Formal notice of any meeting may be waived in writing at any meeting.

Section 7. Quorum. The presence in person or by proxy of five (5) Directors shall constitute a quorum for the acts of the Board of Directors. Directors may, for purposes of establishing a quorum, grant a proxy to any other current member of the Board.

Section 8. Voting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may, for voting purposes, grant a proxy to any other current member of the Board.

Section 9. Vacancies. Vacancies during the term shall be filled by the remaining Directors by majority vote. If the remaining Directors are unable to agree on a member to fill such a vacancy, said vacancy shall be filled for the remaining term at the next annual meeting of members.

Section 10. Appointment of Officers. The Board, by majority vote, may appoint any officer of this Association whose position shall become vacant prior to the expiration of the term of office.

Section 11. Removal of Directors. A member of the Board of Directors may be removed from office, with or without cause, at any time by the affirmative vote of two-thirds (2/3) of the members.

Section 12. Informal Action by Directors. In lieu of the foregoing meeting procedures, meetings of the Directors may be held by telephone conference calls. In addition, any action which may be taken by the Board of Directors may be taken by the Directors without a meeting if a majority of the Directors consent in writing to the action to be taken or the decision to be made.

Section 13. Action by Committees. Any action of the Board except for the appointment of officers and the amendment of these Bylaws or the Articles of Incorporation may be taken by duly-appointed committees of the Board unless such committee action shall require the ratification of the Board itself. The President shall annually appoint the following committees: (1) Nominations; (2) Audit; (3) Bylaws; (4) Site; (5) Awards; and (6) Communications Network. Unless denoted otherwise, the appointments shall be for one (1) year. Other standing and/or special committees may be appointed as deemed necessary.

Section 14. Extension of Board Terms. In the event the Association shall fail to hold any annual conference, the terms of all existing Directors and officers shall automatically be extended for one (1) year. Replacement regional representatives shall be elected as described in the last two sentences of Article IV, Section 2.

## **Article V**

## Officers

Section 1. Designation. The officers of the Association shall be a President, the President Elect, the Past President, a Secretary, and a Treasurer, each of whom shall be elected by the membership.

Section 2. Election and Term of Office. The officers of the Association shall be elected at the meeting of the membership. Each officer shall hold office until his or her successor has been duly elected, until his or her death, or until he or she shall resign or shall have been removed from office.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates of membership of the corporation, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation.

Section 6. President Elect. The person elected as the President of the Association for the term following the term of the current President shall be the President Elect. In the absence of the President or in the event of his or her death, inability, or refusal to act, the President Elect shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President Elect shall also perform such other duties as from time to time may be assigned him or her by the President or by the Board of Directors.

Section 7. Past President. Upon the expiration of the term of the President, that person shall automatically assume the office of Past President. The Past President shall perform such duties as may, from time to time, be assigned to him or her by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the members and of the Board of Directors meetings in one or more books provided for that purpose; shall see that all the notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; shall keep a register of post office addresses of each member which shall be furnished to the Secretary by such member; shall sign with the President or Vice-President certificates for membership of the corporation, the issuance of which have been authorized by resolution of the Board of Directors; shall have general charge of the membership books of the corporation; and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The costs of any such bond shall be paid by the Association. He or she shall have charge and custody of and be responsible for all funds and securities of the Association; shall receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust accounts, or other depositories as shall be selected in accordance with these Bylaws; shall prepare and present to the members of the corporation at the members' annual meetings a report as to the financial status of the corporation and a report of the receipts and expenses of the corporation during the preceding year; and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

### Executive Director

Section 1. Election. An Executive Director of the National Association for Career-Technical Education Information shall be elected by 2/3 majority vote of the Board of Directors. The Executive Director shall serve in this capacity until his or her successor has been duly elected or until he or she shall resign or shall have been removed.

Section 2. Removal. The Executive Director may be relieved of responsibility, with or without cause, at any time by a two-thirds (2/3) affirmative vote of the Board of Directors.

Section 3. Job Description. The Executive Director will serve as an agent for the Board of Directors as detailed in a written Job Description. The Job Description shall be reviewed annually and agreed upon by the Executive Board and the Executive Director and be placed on file with the Secretary.

## Article VI

### Corporate Records, Contracts, Loans, Checks, and Deposits

Section 1. Contract. The Board of Directors may by written resolution authorize any officer or agent of the corporation to enter into any contract or execute or deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

Section 1a. Sponsor Fees. The Executive Director is authorized to contract with sponsors for various activities of the conference. Approved levels are: break sponsor; meal sponsor; reception sponsor. This is a sponsor fee not an exhibit fee.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by written resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or agent of the corporation in such manner as shall from time to time be determined by written resolution of the Board of Directors.

Section 4. Deposit. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, savings and loan Associations, trust companies, or other depositories as the Board of Directors may select.

Section 5. Corporate Records. The Secretary of the corporation shall maintain the corporate record books which shall contain the originals of the Articles of Incorporation, these Bylaws, and the Minutes of all members' and Board of Directors' meetings, together with copies of the Notice given or the Waivers of Notice received by the corporation. In addition, the Secretary shall hold the corporate seal and the unissued membership certificates if authorized by the Board of Directors.

Section 6. Corporate Seal. The corporation shall have a corporate seal consisting of a circle, the center containing the words "CORPORATE SEAL", and around the circumference the name of the corporation and the words "NONPROFIT CORPORATION".

Section 7. Inspection Rights. The members shall have the right, either in person or by agent, to inspect the corporate books at any reasonable time upon the giving of three (3) days written notice.

Section 8. Annual Financial Report. Within 60 days after the end of the corporation's fiscal year, which shall commence on the first day of July in each year and conclude on the last day of the following June, the Treasurer of the corporation shall prepare and mail to members of the Board of Directors an annual financial report which report shall list in summary form all receipts and expenses of the corporation for the prior year. Said report shall also include a then-current list of all corporate assets and liabilities.

## **Article VII**

### **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Association or two-thirds (2/3) of the members of the Board of Directors of the Association.