

By-Laws

**California Industrial and Technology
Education Association, Inc.
(CITEA)**

Ratified by the CITEA Board of Directors
January 12, 2019

By-Laws of the California Industrial and Technology Education Association (CITEA)

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By-Laws of the California Industrial and Technology Education Association (CITEA)

Article I: Name and Principal Office

Section 1. Name

The name of this organization shall be California Industrial and Technology Education Association, hereinafter referred to as "CITEA".

Section 2. Principal Office

The principal office for the transaction of the activities and affairs of the Corporation shall be located at such place as the Board of Directors shall determine.

Section 3. Communications and Organization Contacts

The principle medium for communication of the organization business shall be the organization web site: <http://www.citea.org>. The current contact name and address shall be available on the main page or the 'contact us' page of the website.

Article II: Organization

Section 1. Organization

CITEA is incorporated as a nonprofit mutual benefit corporation in the State of California.

Article III: Purpose

Section 1. Purpose

Mission: The Mission of the California Industrial and Technology Education Association is to serve the Industrial Technology and Career and Technical Education communities by providing professional development, legislative analysis, advocacy, and networking.

Article IV: Membership

Section 1. Qualification

Any person or organization that subscribes to the Constitution and Bylaws of CITEA is qualified to be a member of CITEA.

Section 2. Application and Dues

An applicant shall be admitted to membership upon receipt of his or her application form and payment of such dues as may be established by the Board of Directors from time to time. Memberships are not transferable.

Section 3. Non-liability of Members

No member of CITEA shall be liable for the debts and/or liabilities of CITEA.

Section 4. Member Resignation

Should any member withdraw from CITEA, said member shall not be entitled to a refund of any dues paid prior to withdrawal and shall be responsible for any dues accrued up to date of withdrawal.

Section 5. Member Termination

A member may be terminated for cause by a three-quarter vote of the Board of Directors at any time. Membership fees will be refunded on a pro-rata basis to any member so terminated. Any member so terminated may request a hearing and review with the Board of Directors.

Article V: Directors and Management

Section 1. Powers

CITEA and its officers where specifically empowered, shall possess and exercise all powers and privileges conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that CITEA shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the primary purposes of this corporation.

Section 2. Board of Directors Election and Term of Office

The Board of Directors shall be nominated and elected by the current Members of the Board according to the following terms:

- a) Each Director shall hold office until reelection or until a successor is elected or appointed and qualified.
- b) The Board of Directors of CITEA shall consist of no fewer than seven Directors. The maximum number of Directors shall be determined by a vote of the Board of Directors during a regular board meeting.
- c) The Board of Directors shall be elected by the Members of the Board of Directors.
- d) The Board of Directors shall also include the members of the Executive Committee.
- e) The Board of Directors shall ensure that the composition of the Board reflects and represents a cross-section of the industry pursuant to industry sector representation in the membership.

- f) Each Director shall be entitled to cast one vote in each balloting. There shall be no proxy voting and no cumulative voting.

Section 3. Nominating Committee

A Nominating Committee may be created at the direction of the President for the identification and approval of candidates to the Board of Directors. This committee, when formed, shall remain constituted until dissolved or until a new committee has been named. Persons nominated may include any Directors who have held or who currently hold office, subject to the Terms of Office stated in these Bylaws. If the Board of Directors fails for any reason to approve the committee, it shall be the duty of the President to appoint the committee. The committee shall meet and propose a slate of directors for the next year, and shall solicit suggestions for candidates from the membership. The committee shall propose a slate including at least one name of an active member who is qualified for each office known to be vacant and will provide for mail, fax, or email ballot and for a write-in mechanism to assure the broadest participation in the selection of the Board.

Section 4. Vacancies

Should the position of any Board Member become vacant, the remaining term shall be filled by election of a Board Member by majority vote of the Board of Directors. The elected individual shall serve the remainder of the term of office and may be replaced or reelected at the next election. The CITEA Secretary shall record the new Board member's name, address, and telephone number.

Section 5. Budgets

Annual budgets shall be prepared by the Treasurer or by the CITEA Finance Committee under the direction of the Treasurer for approval by the Board of Directors no more than 120 and no fewer than 30 days before the beginning of the next accounting year. Budgets must be approved by no less than a majority of the authorized number of Directors.

Section 6. Expense Reimbursement

Expense reimbursement to the Board of Directors is not automatic and shall require prior approval of the Treasurer or both the Treasurer and President, per Article VII Section 6.

Section 7. Quorum

A majority of the authorized number of Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, no business shall be transacted.

Section 8. Conduct of Meetings

Meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time, insofar as such rules are not inconsistent with these Bylaws, the Articles of Incorporation, or with California law and judicial precedent.

Section 9. Removal of Board of Director Members

- (a) The Board of Directors may declare vacant, by three-fourths (3/4) written ballot vote, the office of a Board member on the occurrence of any of the following events:

- (i) The Board member has been declared of unsound mind by a final order of court;
 - (ii) The Board member has been convicted of a felony;
 - (iii) The Board member has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code; or
 - (iv) The Board member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.
- (b) Should any Board member fail to attend 50% of the Board of Directors meetings during the fiscal year, the Board of Directors may, by majority vote, replace the Director in the manner set forth in Article V, Section 9 (c).
- (c) Procedure for Removal. Following the determination that a Board member should be removed under these Bylaws, the following procedure shall be implemented:
- A notice shall be sent by mail by prepaid, first class, or registered mail to the most recent address of the Board member as shown on the Corporation's records, setting forth the removal and the reasons thereof. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the removal.
- (i) The Board member being removed shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed removal. The hearing will be held by a special Board of Directors removal committee composed of not fewer than three Board of Directors appointed by the President. The notice to the Board member of his or her proposed removal shall state the date, time, and place of the hearing on his or her proposed removal.
 - (ii) Following the hearing, the removal committee shall decide whether or not the Board member should in fact be removed, suspended, or sanctioned in some other way. The decision of the committee shall be subject to approval of the Board of Directors.

Article VI: Officers

Section 1. Number and Titles

CITEA shall have Officers consisting of a President, a President Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.

Section 2. Qualification, Election, and Terms of Office

CITEA Officers shall be elected by the Board of Directors by a majority of the Board at its last regular meeting prior to expiration of the current Officers' terms at the end of the fiscal year. Terms of office shall be for one (1) year. While voting into each position is required, the positions of Vice President, President Elect, President, and Past President are normally held sequentially. No Officer shall serve in the same position in any office on the board for more than two (2) consecutive terms unless amended by a majority vote of the Board of Directors at the end of each fiscal year, with the exception of the positions of Secretary and Treasurer, which may be renewed at the end of any fiscal year by a majority vote of the Board of Directors.

Section 3. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 4. Duties of President-Elect and Vice President

The President-Elect, shall perform all duties, and exercise all powers of the President when the President is absent or is otherwise unable to act.

The Vice President shall serve as chair for the Annual Awards Committee and assist the President and President-Elect as necessary. The President-Elect and Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. Duties of Secretary

The Secretary shall assure keeping of the minutes of all meetings of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, and generally, shall perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. Minutes will be distributed by the Secretary to the Board of Directors within 10 working days following Board meetings.

Section 6. Duties of the Treasurer

The Treasurer shall assure the safekeeping and custody of all funds of the Corporation, shall oversee deposit of such funds as required by the Board of Directors, shall assure adequate and correct amounts of the Corporation's properties and business transactions, shall render reports and accountings as required by the Board of Directors, and shall in general perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

- (a) Execution of Checks, Notes, Contracts. All invoices shall be submitted to the Treasurer for approval to pay. Except as otherwise provided by law, or by action of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and Board designated person or persons for any amount in excess of \$1,000.00.

Section 7. Duties of the Immediate Past President

The Immediate Past President shall be the past chief executive officer of the corporation. In this capacity, he or she shall, subject to the control of the Board, assist in the supervision and control the affairs of the Corporation as an advisor to the Board. The holder of this office shall be a voting member of the Executive Committee, whose past board experience will be considered a valuable asset for the membership. The Immediate Past President shall perform all duties incident to the office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Article VII: Executive Committee

Section 1. Creation

Between meetings of the Board of Directors, an Executive Committee consisting of the President, President Elect, Vice President, Secretary, Treasurer and Immediate Past President shall conduct the day-to-day business of the corporation.

Section 2. Authority and Responsibility

The Executive Committee may act as empowered by the Board of Directors.

Article VIII: Meetings

Section 1. General Membership Place of Meeting

Meetings of the membership shall be held at any location designated by the Board of Directors.

Section 2. Annual Meeting of Members

The annual meeting of members shall be held during a general session at the annual conference of the organization. At the annual meeting, new board members may be nominated, and the President shall deliver the annual report of the organization. Proposed topics for future discussion and action may be accepted from the membership. The minutes of the annual meeting shall be posted on the organization website.

- (a) **General Notice and Contents.** All notices of membership meetings shall be distributed by email and posted to the Organization website not less than thirty (30) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and time of the meeting, the general nature of the business to be transacted or presented for action.
- (b) **Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting that will require membership approval, the notice shall also state the general nature of the proposal(s).
- (c) **Proxies.** Any member who is unable to attend the general meeting and who wishes to, may provide a written statement to the Board secretary designating his or her proxy vote to a member who will be in attendance.
- (d) **Percentage Required for Quorum.** The number of Members in attendance at the membership meeting shall constitute a quorum for the transaction of business at the meeting. A majority vote of all voting members in attendance at the conference shall be required for transacting business.

Section 3. Other Membership Meetings

Persons Authorized to Call. A special meeting of the members may be called at any time by the president, a majority of the Board of Directors, or 20 percent or more of the members. Any such meeting must be announced to the membership both by email and on the organization website not less than thirty (30) nor more than ninety (90) days in advance of the meeting.

Section 4. Meetings of the Board

- (a) **Frequency.** All meetings of the Board will be according to an approved, established annual organization calendar. Under normal circumstances there will be face-to-face meetings on a quarterly basis. Additional meetings may be held if the Board determines they are necessary, and such meetings may be by phone conference or face-to-face.
- (b) **General Notice and Contents.** All four (4) regular Board meetings for the upcoming fiscal year shall be posted to the CITEA organization calendar for the year immediately following the Board meeting at the annual conference. The calendar will be distributed to the membership via email at that time and also posted on the organization website. The calendar shall specify the place, date, and time of each meeting.
- (c) **Notice of Agenda Items.** If action is proposed to be taken at any meeting that will require approval of the Board, the notice shall also state the general nature of the proposal. Items may be added to the agenda by vote of the attending Board members at the beginning of each meeting.
- (d) **Percentage Required for Quorum.** A majority of the voting Board Members shall constitute a quorum for the transaction of business at a meeting of the Board. In the event of a time-sensitive issue, an email vote may be conducted by the Board. A majority vote of all voting Board members shall be required for transacting business.
- (e) **Loss of Quorum.** The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken (other than adjournment) is approved by at least a majority of the number of members required to constitute a quorum.

Section 5. Adjourned Meetings

Any general membership meeting, annual or special, whether or not a quorum is present, may be adjourned by the vote of the majority of the members represented at the meeting.

Any Board meeting may be adjourned by a vote of the majority of the members of the Board present at the meeting.

Section 6. Voting at Membership meetings

- (a) **Eligibility to Vote.** Members entitled to vote at any meeting of the members shall be paid members as of the date of the meeting. Each member shall have one vote.
- (b) **Manner of Casting Votes.** Voting may be by voice, hand, or ballot, provided that any election must be by ballot if demanded by any five (5) members present before the voting begins.
- (d) **Votes required for approval of motions.** Unless otherwise specified, an affirmative vote of the majority of Members present at any meeting shall suffice to pass a motion.

Section 7. Conduct of Meetings

- (a) All meetings of the organization shall be presided over by the President of the organization or, in his or her absence, by the President-elect, or in the absence of both, by a presiding officer chosen from the Board members by a majority of the Board members present.
- (b) The Secretary of the organization shall act as Secretary of all meetings of the organization, provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- (c) Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation of this organization, or with law.

Section 8. Voting of Classes

Each Member shall be entitled to cast one vote on any matter submitted to a vote of the Members.

Article IX: Committees

Section 1. Committees

CITEA may establish and maintain the following committees without special votes of the Board: Finance, Legislative, and Nominating. The Treasurer shall serve as the Chair of the Finance committee. Other committees (Ad Hoc committees) may be formed by action of the Board of Directors.

Section 2. Ad Hoc Committees

Ad Hoc committees may be authorized by a majority of the Board of Directors for specific purposes and activities, which the Board deems to be in the interests of CITEA. Ad Hoc Committee chairs shall be appointed by the President from among the CITEA Directors. Committees so established shall have only those charges and powers specifically established by the Board.

Section 3. Committee Members

The chairs of the aforementioned committees and ad hoc committees shall appoint all other committee members.

Article X: Public Positions

Section 1. Authority

The Board of Directors, by a majority vote, shall have exclusive authority to establish CITEA positions, directives, policies, procedures and programs.

