

October 10, 2017

## BY-LAWS

### IDAHO CAREER & TECHNICAL EDUCATION FOUNDATION, INCORPORATED

#### ARTICLE I Offices

1. *Principal Office.* The principal office of IDAHO CAREER & TECHNICAL EDUCATION FOUNDATION, INCORPORATED (Corporation) shall be located at PO Box 1602, Boise ID 83701-1602. The Corporation may have such other offices, either within or without the State of Idaho, as the Board of Directors may from time to time determine.
2. *Registered Office.* The registered office of the Corporation in the State of Idaho shall be located at PO Box 1602 in the City of Boise. The address of the registered office may be, but need not be, identical with the principal office of the Corporation in the State of Idaho.

#### ARTICLE II Members

1. *General Powers.* Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the members of the Corporation shall elect the Board of Directors and adopt changes to the Bylaws by a majority vote at any meeting called for this purpose.
2. *Membership Eligibility.* The members of this Corporation shall consist of donors (financial and/or in-kind as defined by board policy) to the Idaho Career & Technical Education Foundation. If the donor is an organization, they shall designate one representative who is entitled to vote. Proxies may be filed with the Secretary of the Corporation up to 24 hours prior to the commencement of any meeting.
3. *Resignation.* Any member may, by notice in writing to the Board of Directors of the Corporation, resign from membership. Upon termination of membership for any cause, such fact shall be recorded in the membership records.
4. *Suspension and Expulsion of Members.* The Board of Directors may expel any Member from membership by resolution approved by two-thirds of the Directors at a duly called meeting of the Board of Directors.
5. *Meetings of Members.* The annual meeting of the members of the Corporation shall be held each fiscal year at such time and place as the Board of Directors determines, generally in conjunction with Idaho Career & Technical Education's annual professional development conference. Written or electronic notice of all meetings of members entitled to vote shall be given not fewer than ten (10) days nor more than fifty (50) days before the date of such meeting. All notices shall state the time, place and purposes of the meeting. Notice shall be deemed given when a mailing, broadcast fax, email or other electronic message is distributed to the address last provided by the member to the Corporation. Special meetings of the members may be called by the President of the Board, by the Board of Directors with a majority action at a meeting, or upon written petition of at least ten (10) percent of the membership in good standing. Notice of a special meeting must specify all business that will be conducted at the meeting.

6. *Quorum.* The Secretary will declare a quorum as being ten (10) percent of the members of the Corporation in attendance, upon satisfaction that proper notice of the meeting and its purpose has been provided to the membership in accordance with section 4 above. The Secretary shall be authorized to cast proxy votes submitted by members of the Corporation who are eligible to vote, who could not be in attendance, and which were received at least twenty-four (24) hours prior to the commencement of the meeting.
7. *Approval of Matters.* Matters of business will be deemed approved by action of a majority of members present. Proxies received may be cast for any items, which were included in the meeting announcement and for which members therefore had knowledge of the matter to be considered.

### ARTICLE III Directors

1. *General Powers.* Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the business and affairs of the Corporation shall be managed and conducted, and all corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors. The Board of Directors is authorized to employ such persons, including executive officers, attorneys, agents and assistants, as in the Board's opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof. The Board of Directors may adopt policies for its proceedings and the administration of the Corporation not inconsistent with the Bylaws and Articles of Incorporation of the Corporation.
2. *Number and Qualifications.* The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) in number as may be fixed from time to time by the members at the annual meeting thereof. Directors shall be selected from members in good standing so that there is statewide representation from the general business community and CTE educators throughout Idaho, maintaining a minimum fifty-one percent majority of private sector business members. If the board falls below 51% of private sector business members, an action plan shall be developed, implemented and reported to members at the annual meeting.
3. *Nomination of Directors.* Prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee. Following the appointment of the Nominating Committee, the Secretary shall communicate with the membership of the Corporation to seek recommendations for possible Board members. These recommendations shall be communicated to the Nominating Committee. No later than forty-five (45) days before the annual meeting, the Nominating Committee shall recommend eligible candidates to fill the seats described in Section 2, above.
4. *Election of Directors.* The Nominating Committee will cause to be distributed to all members, a slate of nominees, which they have selected according to the directions in Section 3, above. Allowance will be provided on the ballot for write-in nominations. The Secretary shall mail, broadcast fax or email this ballot (slate) to all members at least thirty (30) days before the annual meeting. The ballots shall be returned to the Secretary by mail, fax, or email within ten (10) days. The returned votes of the members shall be tallied and retained. The Board of Directors shall declare the candidates with the highest number of votes elected at the annual meeting.
5. *Term of Office.* Elected Directors shall serve a term of three (3) years. Any Director who serves three (3) consecutive terms three (3) year terms must sit out for one (1) year before being eligible to be elected to the board. The President shall be exempt from the limitations set forth in this paragraph during his/her term. If needed, upon approval from the board, terms may be shortened and staggered to ensure that no more than a third of the directors turns over in a given year.

6. *Removal/Vacancies.* Any Director, may be removed from office, with or without cause, by majority vote of the Board of Directors. The remaining Directors may nominate, and elect by vote, individuals to complete the term of the Director(s) removed from office at the same meeting. Vacancies on the Board of Directors by reason of death, resignation or otherwise, or if a new office be created by an increase in the number of Directors will be filled by vote of the remaining Director's eligible to vote at any meeting of the Board. If a Director fails to attend three (3) consecutive regularly scheduled meetings, the Board shall vote at their next meeting on whether the Director should be removed from office.
7. *Organization/Meetings.* The Board of Directors shall meet annually for the purpose of organization, goal setting, financial reporting, election of officers, and the transaction of other business of such place and time as shall be fixed by the Board of Directors. Routine meetings shall be held at least quarterly.
  - a. Notice shall be given at least ten (10) days before the meeting, but such notice may be waived by any Director. A Director's presence at a meeting waives any required notice for that meeting. All notices shall state the time, place and purposes of the meeting. Notice shall be deemed given when a mailing, broadcast fax, email or other electronic message is distributed to the address last provided by the Director to the Corporation.
  - b. Meetings of the Board of Directors may be held through any communications equipment, including by email unless a Director objects, in writing, to the President and Secretary.
  - c. Special meetings of the Directors may be called by the President and shall be called by the President on the written request of five (5) Directors. A Director's presence at a special meeting waives any required notice unless the Director, at the beginning of the meeting or promptly upon arrival, objects to the holding of the meeting or transacting of business and does not thereafter vote for or against action taken at the meeting.
8. *Ex-officio Directors.* The ex-officio Directors of the corporation who shall have voting rights as specified below and all privileges and responsibilities associated with directorship shall be:
  - a. The State Administrator of the Idaho State Division of Career & Technical Education or his/her designee (shall have no voting rights) shall serve until a respective successor is appointed,
  - b. One person selected by the Career & Technical Educators of Idaho Association to serve a three-year term corresponding to the fiscal year of this corporation and serving until a respective successor is chosen (shall have voting rights).
9. *Power to Appoint Committees.* The Board of Directors may appoint an Executive Committee consisting of the elected Corporation officers and the State Administrator of Career & Technical Education or his/her appointed representative. In addition, with the prior consent and approval of the Board of Directors, the President may appoint one or more committees to function with regard to the activities of the Corporation; such committees shall be responsible directly to the President and to the Board of Directors, and the President shall be an ex-officio member of all such standing committees.
10. *Quorum.* A majority of the Board of Directors shall be necessary to constitute a quorum. Unless otherwise specifically provided in these By-laws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

11. *Actions without Meetings.* Any actions which might be taken at a meeting of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made, in writing, and signed by all members of the Board.
12. *Code of Ethics and Conflicts of Interest.* Board members commit themselves to ethical, responsible, businesslike and lawful conduct, including the proper use of authority and appropriate decorum when acting as board members or representing the Idaho Career & Technical Education Foundation (ICTEF). Each Director is responsible for disclosing any actual or apparent conflict of interest relating to specific policy or action that is being discussed. The board's minutes will record this disclosure. The Director will thereafter not participate in further discussion of the topic, unless specifically asked by the President, and the Director will not vote on the matter under consideration. Directors and Officers cannot benefit directly or indirectly from any contracts or services provided to ICTEF, unless the potential benefit is fully disclosed and the member abstains from voting.
13. *Compensation.* No Director shall be entitled to or shall receive any compensation for attendance at meetings of the Board of Directors or for services rendered as a Director, except as authorized by the Board of Directors. Nothing herein shall be construed to preclude a Director from being reimbursed for reasonable expenses incurred for the Corporation or from serving the Corporation in any other capacity and receiving compensation therefore.

#### ARTICLE IV Officers

1. *Number and Title.* The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and a Past-President.
2. *Election and Term of Office.* The officers of the Corporation shall be elected by the Board of Directors at the reorganization meeting of the Directors (typically the first meeting following the annual meeting of the Corporation). Officers shall serve for a term of one year, and may not serve more than two (2) consecutive terms in office. All officers shall be members of the Board of Directors.
3. *Removal of Officers.* Any officer may be removed by the Board of Directors at any meeting upon approval of the majority vote of the Directors.
4. *Resignation.* Any officer may resign by giving written notice to the Board of Directors, to the President, or to the Secretary. Such resignation shall take effect at the time specified therein and acceptance shall not be necessary to make it effective.
5. *Vacancies.* A vacancy in any office because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Directors at the next scheduled meeting.
6. *President.* The President shall be the chief executive officer of the Corporation and President of the Board of Directors. The President shall preside at all meetings of the Directors; see that all orders and resolutions of the Board of Directors are carried into effect; execute all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments in the name of the Corporation, and affix the corporate seal thereto when authorized by the Board; have general supervision and direction of the other officers of the Corporation and see that their duties are properly performed; and, submit a report of the operations of the Corporation to the Members

and Directors at the annual meeting. With the prior consent and approval of the Board of Directors, the President may appoint one or more committees to function with regard to the activities of the Corporation; such committees shall be responsible directly to the President and to the Board of Directors, and the President shall be an ex-officio member of all such standing committees. The President shall have the general duties and powers of supervision and management usually vested in the office of president of a corporation.

7. *Vice-President.* In the absence of the President, the Vice-President 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 Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
8. *Secretary.* The Secretary shall record or cause to be recorded all the proceedings of the meetings of the Corporation, and all committees of which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; shall be custodian of the records (other than financial) and of the seal of the Corporation, and see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws; shall see that reports, statements, certificates, and all other documents and records required by law are properly kept and filed: and in general, the Secretary shall perform all duties incident to the Office of the Secretary and such other duties as may from time to time be assigned by the Board of Directors or the President.
9. *Treasurer.* The Treasurer shall be the chief financial officer of the Corporation; shall be responsible for the receipt, custody, and disbursement of Corporation funds and other assets; and shall be custodian of the financial records of the Corporation. The Treasurer shall render to the President and the Board of Directors, whenever they may require it, a proper account and statement showing the financial condition of the Corporation; and in general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board of Directors or the President.
10. *Past-President.* The Past-President shall serve in an ex-officio advisory role to the President and chair the Nominating Committee.

#### ARTICLE V Indemnification and Insurance

1. *Authorization.* In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation, against expenses, including attorneys' fees (and in the base of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the Corporation, the Corporation shall determine or cause to be determined whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct under the laws of the State of Idaho and, to the extent that it is so determined that such indemnification is proper, the person claiming indemnification shall be indemnified.

2. *Expenses.* Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in paragraph 1, Article V, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Director in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in Article V.
3. *Exclusivity.* The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.
4. *Insurance.* The Corporation, to the extent permitted by the laws of the State of Idaho, must purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation.

#### ARTICLE VI Fiscal Year

*Fiscal Year.* The fiscal year of the Corporation shall commence on the first day of July, and end on the last day of June in each year.

#### ARTICLE VII Dissolution

Upon the dissolution of the organization, all assets of the organization shall be transferred to another 501(c)(3) organization, which if possible shall be involved in career and technical education issues; but nevertheless, to another qualified 501(c)(3) organization or to a public entity if no 501(c)(3) organization is available.

#### ARTICLE VIII Amendments

Any of these By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority vote of the Members at any meeting called for this purpose, consistent with the Articles of Incorporation for the Corporation.

These initial By-laws of Idaho Career & Technical Education Foundation, Incorporated were approved unanimously at the regular scheduled meeting of the Board of Directors in 1982.

Amended by a majority vote of the Board of Directors – 11/1/1990

Amended by a majority vote of the Board of Directors – 10/10/2017