

Bylaws of the Career and Technical Association of Texas, Inc.

Article I—Name

The name of this corporation shall be Career and Technical Association of Texas.

Article II—Location of Offices

The registered office of the corporation shall be in the Austin area, in the State of Texas. The corporation may also have offices or agencies in such other places as the Board of Directors may deem expedient.

Article III—Organizations and Affiliations

A. The corporation is a statewide organization, unified with the Association for Career and Technical Education.

B. Affiliation with other organizations of similar purposes and interests may be entered into or dissolved by action of the Governing Board with the approval of two-thirds (2/3) of the voting membership present at a called vote, based on recommendations of Board of Directors.

Article IV—Mission and Purposes

A. Mission

CTAT is the leading advocate for career and technical education, enabling educators to prepare students of all ages for successful careers through rigorous academic and technical programs, promoting instructional partnerships with business and industry, and increasing public awareness of the career opportunities available to students.

B. Purpose

To provide leadership and support in developing an educated, prepared, adaptable and globally competitive workforce. To foster excellence in career and technical education with professional development and resources.

C. Powers

The association shall have and possess all the rights, powers, and privileges given to corporations by common law, including to sue and be sued, to borrow money and secure the payment of the same by notes, bonds and mortgages upon personal and real property, and to rent, lease, purchase, hold, sell and convey such personal and real property as may be necessary and proper for the purpose of erecting buildings, and for other proper objects of such corporation to receive dues and donations for carrying out the objects aforesaid.

Article V-Membership

A. Eligibility

Any individual interested in the mission and purposes of the association shall be eligible for membership.

B. Classification of Members

The Association shall consist of five (5) classes of membership:

1. Active
2. Associate
3. Educational Institution
4. Affiliate Organizational Institution
5. Honorary

C. Active Membership

Active membership of this corporation is open to any person interested in the welfare of the organization. Active membership shall include unified membership in ACTE.

D. Associate Membership

Associate, non-voting membership of this corporation is open to any person interested in the welfare of the organization.

E. Educational Institution

Educational Institution membership of this corporation is open to any entity interested in the welfare of the organization and is defined as any school district, technical and career center, curriculum center, educational consortia, community college or university.

F. Affiliate Organizational Institution Membership

1. Affiliate Organizational Institution Membership, non-voting is open to any corporate/business entity, government agency and branches of the military.
2. A business, for the purpose of this membership category, is an organization that operates for purposes other than for-profit is defined as not-for-profit and is not eligible for this membership category.
3. Each Affiliate Organizational Institution member shall designate one individual as the contact listing for the organization.

G. Honorary Membership

Honorary, non-voting members of this corporation shall be persons the Corporation desires to honor for exceptional service within the interests of career and technical education and/or the corporation. Honorary membership shall be conferred after approval by the Area and Board of Directors. An honorary member shall not be required to pay any dues.

H. Voting and Holding Office

1. Individuals from the following membership classifications shall be considered eligible for voting and serving as board and committee members:
 - a. Active Members
 - b. Educational Institution Members
2. Active and Educational Institution members may serve as officers of the association.
3. The Board of Directors shall determine policies and procedures for the classification of membership.

I. Membership Year

Membership shall begin with receipt of dues at the CTAT office and extend for one year (twelve months).

J. Dues Setting Authority

Dues for all classification of membership shall be determined by the Board of Directors.

K. Meetings

One or more meetings of the members shall be held during each calendar year. Written notices of the place, day, and hour of such meetings shall be delivered not less than ten (10) days before the date of the meeting, to each member entitled to vote at such meeting.

Article VI – Organizational Structure

A. Divisions

1. The Board of Directors shall have the authority to define the criteria for establishing and maintaining a division.
2. Establishment of a division requires approval by two-thirds of the membership.
3. Divisions must maintain a minimum of 25 members by June 30 each year. Divisions whose membership drops below this level shall be permitted one year beyond the fiscal year in which the membership dropped below the minimum required level to regain the minimum membership requirement before losing divisional status. Any division failing to meet these requirements may become a section of another Division.
4. Each division shall elect two At-Large representatives from the membership of their division to serve on the Board of Directors. The term of office shall be a two-year staggered rotation.
5. The Board of Directors shall establish a system for sequencing the term of office of At-Large divisional representatives.
6. Each division is encouraged to have a committee to serve in an advisory capacity to the At-Large division representative of the division serving on the Board of Directors.
7. The operating policies of the divisions shall conform to the policies approved by the CTAT Board of Directors and the CTAT Bylaws.

B. Areas

1. For the purpose of electing area director to serve on the board, the State of Texas is divided geographically into eleven (11) areas. The boundaries of an area shall be determined by the

Board of Directors. The officers of areas shall be consulted by the Board in determining the area boundaries.

2. Each area shall be entitled to one board member for each twenty-five (25) or major fraction thereof. Each area is guaranteed a minimum of one (1) board member. Unless otherwise provided in these Bylaws, the members in each area entitled to vote shall determine the method of selecting directors in their respective area. Area directors shall be elected from the membership of each area prior to the end of each school year to serve for the following fiscal year of the corporation. All area directors shall serve for a minimum two-year term, or until their successor is elected.
3. The operating policies of the areas shall conform to policies approved by the Board of Directors and the Bylaws.
4. The area directors shall have the responsibility for seeing that the policies and strategic plan are carried out in the region.

C. Committees

1. The following standing committees shall be appointed annually by the President of the corporation:
 - a. Audit/Budget and Finance
 - b. Awards
 - c. Constitution and Bylaws
 - d. Legislative
 - e. Nominations
 - f. Professional Development
 - g. Scholarship
 - h. Other ad hoc committees or task forces as necessary
2. The various respective committees shall perform the duties described in the Procedures Manual of the corporation. The committees shall serve at the pleasure of the President and Board of Directors and may appoint a chairman from the ranks of each committee and may adopt such rules and procedures as necessary, which are consistent with these Bylaws, or the rules adopted by the Board of Directors.
3. The Board of Directors shall establish procedures for the creation and operation of standing committees and task force committees as it deems appropriate. The president shall recommend to the Board of Directors on a regular basis the creation, dissolution and consolidation of these bodies. All committee members shall be members.

Article VII— Governance

A. Annual Meeting

1. At the annual meeting of the corporation, the members shall consider such business provided for in these Bylaws, and such items as referred to it by the Board of Directors.
2. Meetings of the corporation shall be at a time and place designated by the Board of Directors. The meetings shall be open but voting shall be restricted to voting members.
3. Written notices of the place, day, and hour of such meetings shall be delivered not less than ten (10) days before the date of the meeting, to each member entitled to vote at such meeting.
4. Members present shall constitute a quorum.

B. Board of Directors

1. The Board of Directors shall be the governing body of the Association and shall have the authority and responsibility for the supervision, control and direction of the Association. The property and business of the corporation shall be managed by the Board of Directors, which shall have all powers and duties as conferred by statute or these Bylaws as from time to time amended.
2. The Board of Directors shall have the authority to set dues annually.
3. If because of disability, resignation or other cause any Director position becomes vacant, the area/division shall be empowered to fill the said position for the un-expired term. A Director may be removed as permitted under applicable law.
4. The Board of Directors may appoint individuals to serve as non-voting advisors to the Board.

5. The Board of Directors shall hire the executive director and designate the term of employment and compensation. The executive director shall have responsibility for organizing and maintaining a headquarters and staff to accomplish the goals, objectives and strategic plan of the association.
6. Directors shall not receive a salary for their services on the Board. Expenses incurred in performing the business of the corporation may be reimbursed in accordance with policies established by the Board of Directors.
7. The Board of Directors shall meet at least once annually at the time and place of, and in conjunction with, the annual meeting of the members of the corporation. In the event no annual meeting of the active members is held in any fiscal year, then the date and place of the annual meeting of the Board of Directors shall be called by the President of the corporation. Special Meetings of the Board of Directors may be called by the President upon two- (2) day's notice to each member of the Board either in person, by mail, or any telecommunications vehicle. Special Meetings of the Board shall be called by the President or Secretary of the corporation in like manner and/or by like notice upon written request of a majority of the Board.
8. A majority of Directors shall establish a quorum at any meeting of the Board of Directors. A quorum may be established by proxy. Any action required by law to be taken by the Board of Directors may be taken by the Board designees, with the written consent of the Board of Directors. A quorum may be waived due to an act of God. Any act by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.
9. The duties and responsibilities of Directors include the following:
 - a. Represent Area or Division on the Board.
 - b. Communicate with Area or Division members.
 - c. Attend Board meetings regularly.
 - d. Advise the President of the corporation of suggested agenda items.
 - e. Share information with other Directors between meetings.
 - f. Represent the corporation at meetings as requested by the President.
 - g. Designate duties of executive director.

C. Executive Committee

Only in the event that action must be taken between board meetings and only on matters not specifically reserved for the board by these Bylaws or by law may the Executive Committee act. Actions of the Executive Committee shall be reported to and ratified by the Board at the next Board meeting.

Article VIII—Officers

A. Officers The officers of the corporation shall consist of President, President-elect, Secretary, Finance Chair, and such other officers as may be elected in accordance with the provisions of this Article. The executive committee shall be comprised of President, President-elect, Secretary, and Finance Chair. The immediate Past-President shall serve in an advisory, ex-officio capacity to the Executive Officers.

B. Duties of Officers

1. The term of office shall be one year with the exception of the Finance Chair. The president, or in his/her absence, the president-elect, shall preside at all meetings of the association, Board of Directors and Executive Committee. The President shall be the chief executive officer of the corporation, and shall preside over all meetings of the Board of Directors and all meetings of the membership of the corporation. He/She shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/She shall be an ex-officio member of all standing committees and shall have general powers and duties of supervision and management usually vested in the office of President of a corporation. The President shall perform all duties as described in the Procedures Manual of the corporation.
2. The president-elect shall serve for a period of one year prior to assuming the duties of the president. The President-elect shall, in the absence or disability of the President, perform the duties of the President. He/She shall become the President of the corporation during the year following his/her service as President-Elect. He/She shall perform such other duties as the other

Board of Directors shall prescribe and those duties described in the Procedures Manual of the corporation.

3. The Secretary shall attend all meetings of the Board of Directors, together with annual and special meetings of the membership of the corporation, and record all votes and minutes of such meetings and standing committees, when required. The Secretary shall additionally perform those duties described in the Procedures Manual of the corporation, as published from time to time.
4. The Finance Chair shall have oversight of all monies, securities, and other valuable property in the name of the corporation in such repositories as may be designated by the Board of Directors. The Finance Chair shall additionally perform the duties described in the Procedures Manual of the corporation.
5. The Past-President shall be an honorary office held by the outgoing President from the previous year. The Past-President will provide experience, advice, and guidance to the Board of Directors, and in emergency situations, shall serve in place of any officer who is unable to complete his/her term of office until the end of the year of service, or until another officer is appointed for such vacant position.

C. Resignation and Removal

1. If because of disability, resignation or other cause any office becomes vacant, the Board shall be empowered to fill the said office until the prescribed procedures shall be followed to elect a member for the un-expired term.
2. The Board of Directors, by a two-thirds (2/3) vote of all its members, may remove any officer from office for cause.

Article IX—Election of Board of Directors

A. Eligibility and Term of Office

1. The Board of Directors shall be elected as prescribed by these articles. They will be selected on the basis of demonstrated leadership in career and technical education.
2. The President-Elect shall have served on the Board of Directors at some time. The President-elect may or may not be currently serving on the Board of Directors. The President-Elect shall serve a one-year term.
3. The Finance Chair shall serve a two-year term.
4. At-Large Division representatives shall be elected by members of the Division and shall serve a two-year term.
5. Area Directors shall be elected by members of the Area and shall serve a two-year term. Whenever any vacancies shall occur, a successor shall be elected by the area affected. The Board of Directors shall establish a system for sequencing the term of office of area directors.
6. The officers shall begin their term of office on August 1 following their election.
7. The office of Past-President will be an ex-officio position filled by the elected President from the previous year.
8. The officers of the corporation, with the exception of the Finance Chair as set forth, shall be elected annually and shall hold office until their successors are chosen.

B. Process of Nomination

1. During the annual election cycle nominees for eligible offices shall be approved by the Board of Directors.

C. Method of Election

1. The President-Elect, Secretary and Finance Chair, and all other offices other than President-elect, shall be elected by the membership eligible to vote.
2. At-Large Division representatives shall be elected by members of their Division.
3. Area directors shall be elected from the eligible memberships of their respective areas.
4. The Board of Directors shall establish policy regarding campaigns for office and shall publish such policy to all candidates along with the announcement of the slate. Each eligible voting member of the corporation shall receive access to the ballot for voting. The Executive Committee shall certify the names of the persons duly elected. In case of a tie vote of two or

more nominees, the Executive Committee shall cast the deciding vote for the office. A plurality vote shall constitute an election.

5. If at any time during the election process a candidate for office withdraws or is disqualified, the Board of Directors will determine if the office is to be declared vacant.

Article X—Amendments The CTAT Bylaws and Articles of Incorporation may be amended as follows:

- A. Proposed amendments accompanied by a written rationale for the change shall have been approved by the Board of Directors.
- B. Proposed amendments with a written rationale shall be reviewed by the Bylaws Committee who may recommend acceptance or rejection.
- C. All proposed amendments shall be provided to the members at least 30 days prior to a vote.
- D. Amendments to the CTAT Bylaws shall be approved by a two-thirds (2/3) vote of voting members unless otherwise provided by the amendment. They shall become effective immediately after the close of the vote.
- E. The Articles of Incorporation may be amended only by a two-thirds (2/3) vote of all voting members as provided by all applicable laws.

Article XI—Parliamentary Authority

The current edition of Robert’s Rules of Order, Newly Revised, will govern any provision not covered by the Bylaws of the association.

Article XII—Fiduciary

- A. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- B. All checks, drafts, or 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 officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination of the Board of Directors such instruments shall be signed by the Finance Chair and counter-signed by the President of the corporation.
- C. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- D. The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article XIII—Books and Records

The corporation shall keep, correct, and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by the Audit Committee, CPA and/or attorney for any proper purpose at any reasonable time.

Article XIV—Miscellaneous Provisions

1. Fiscal Period. The fiscal period of the corporation shall be from July 1 to June 30, or such other period as approved by the Board of Directors.
2. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any officer, director or member it shall not be construed to mean personal notice, but such notice shall be given by any means calculated to give actual notice addressed to each member, officer or director at such address as appears on the books of the Association. Any director or officer may waive any notice required to be given under these Bylaws.
3. Dissolution. The dissolution of the Association shall follow all applicable laws. Upon dissolution it shall be the obligation of the Board of Directors to ensure that all just debts and claims against the Association are paid. Any funds remaining after payment of all debts and obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or

philanthropic organizations exempt from taxation under Section 501(c)(6) of the Internal Revenue Code. Such organizations are to be selected by the Board of Directors.

4. Indemnification. To the fullest extent permitted by law, but limited to the Association's insurance coverage, the Association shall indemnify and hold harmless any and all past, present or future Directors and Officers, as identified and defined in these bylaws and, in its discretion and in accordance with law, may indemnify and hold harmless any agent or employee of this Association from all liabilities, expenses and counsel fees reasonably incurred in connection with all claims, demands, causes of action and other legal proceedings to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such Director, Officer, employee or agent on behalf of the Association.
5. Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of all its agents, including officers, directors and employees, against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

Incorporated under the laws of the State of Texas, July 29, 1999

Amended July 11, 2001

Amended January 29, 2004

Amended January 20, 2005

Amended February 1, 2006

Amended February 5, 2008

Approved July 18, 2011