

BYLAWS

of

**Career and Technical Education Equity
Council, Inc.**

Adopted the 23rd day of February, 2021

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SECTION 1

The Corporation Defined

1.1 Name

The name of the not-for-profit corporation is Career and Technical Education Equity Council, Inc. is also known as CTEEC (hereinafter referred to as the “Corporation” or as “CTEEC”).

1.2 Purpose

The purpose of the Corporation is advocacy, community, and networking described as follows:

1. **Advocacy:** To increase awareness and advocate for local support for an equitable secondary and post-secondary Career and Technical Education (CTE) system and workforce.
2. **Community:** To serve as a unifying Council for educators, staff, workforce development, and other professionals working with special populations defined as individuals with disabilities, economically disadvantaged families, single parents, displaced homemakers, out-of-workforce individuals, and individuals prepared for non-traditional training and employment, minorities, and individuals with other barriers to educational achievement.
3. **Networking:** To provide an opportunity for professional affiliation and a forum for the exchange of ideas and information on equity issues.

1.3 Tax-Exempt Status

The Corporation shall operate only for charitable and educational purposes as an entity described in the §501(c)(3) of the Internal Revenue Code, (the “Code”).

1.4 Corporate Authority

The Corporation may do all things and perform all acts permitted by a not-for-profit corporation under the laws of Oklahoma within the purpose set forth in Section 1.2. However, the Corporation shall be non-partisan and non-secular.

1.5 Tax Year

The Tax Year of the Corporation shall be the fiscal year ending June 30.

1.6 Definitions

1. “Board” means the Board of Directors of the Corporation in their capacity as the governing body of the Corporation and which is comprised of those Directors elected in accordance with Section 4.6.
2. “Director” means an individual who has been elected to the Corporation’s Board of Directors in accordance with Section 4.6 and who is currently serving on such Board of Directors.
3. “Officer” means an individual who has been elected to the Corporation’s Board of Directors in accordance with Section 4.6 and subsequently elected to an Office listed in Section 6.1 pursuant to Section 6.3.
4. “Quorum” shall mean a majority (51%) whether in reference to the Board or any Committee of the Board.

5. "Vote of the Board" means a vote of a majority (51%) of the Directors present and voting at any meeting of the Board where a quorum is present. A Vote of the Board shall constitute an action of the Corporation unless indicated otherwise in these Bylaws.
6. "Members" shall mean individuals entitled to vote.
7. "Quorum" shall mean one-third (1/3) of the Membership.
8. "Vote of the Membership" means a vote of a majority (51%) of the Members present and voting at any meeting of the Membership where a quorum is present. A Vote of the Member Organizations shall constitute an action of the Membership unless indicated otherwise in these Bylaws.
9. "Governance Manual" means the document adopted by the Board that includes governance guidelines, additional requirements, and committee information.

SECTION 2

Membership

2.1 Eligibility

Membership in this organization is open to individuals who are members of the Administration Division of the Association of Career and Technical Education hereinafter referred to as "ACTE" and who are: (1) Interested and/or actively involved in career and technical education at the secondary and post-secondary levels, (2) Interested and/or supportive of career and technical educators and professionals at the secondary and post-secondary education level and/or is a partner of CTEEC who supports the mission to increase awareness and advocate for an equitable CTE system and workforce.

2.2 Membership Categories Members:

1. Voting Members:

There shall be three classes of Members with voting rights as follows:

- a. Affiliate Members: An Affiliate Member is a Member of ACTE who promotes career and technical education equity and/or are responsible for administration, supervision, or coordination of career and technical education or is in a professional staff position of equitable career and technical education at the local, state, or national level.

Affiliate Members will be entitled to vote, hold Director or Officer Positions, and serve on committees.

- b. Partner of CTEEC Association Members: A Partner of CTEEC Association Member is a student, individual, or corporation in the position of equity in the career and technical education labor market.

Partner of CTEEC Associate Members will be a voting Member who can attend meetings, workshops, hold Director or Officer Positions, and serve on committees.

- c. **Honorary Life Members:** An Honorary Life Member is an individual who has distinguished themselves in the promotion of equity programs and career and technical education.

Honorary Life Members will be entitled to vote, hold Director or Officer Positions, and serve on committees, but will be exempt from payment of dues. Nominations for Honorary Memberships shall be submitted to the Governance Committee at least sixty (60) days prior to the annual meeting and shall be awarded based on a majority vote of the Affiliate Membership.

All Members shall be collectively referred to as Members throughout these Bylaws. All references to Members or a vote of the Membership shall mean only voting members set forth in this Section 2.2.1.

2. Non-voting Members:

The Board may provide for other categories of memberships; such categories shall be non-voting members of the Corporation unless determined otherwise by a vote of the Members.

2.2 Dues

Membership dues shall be established by a three-fourths (3/4) majority vote of the Directors present and voting at any meeting where a quorum is present. The Board may provide for various levels of benefits for each Membership Classification for voting and non-voting members. Changes in dues shall not become effective for thirty (30) days allowing the Members to meet prior to the effective date of a dues increase. Dues shall be paid on an annual basis or quarterly basis as determined by the Board. Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

All Members regardless of the membership category whose dues are not paid within thirty (30) days of the due date shall be deemed not in good standing and will lose all benefits of membership including voting rights. Upon payment of delinquent dues, the Member shall be reinstated to good standing.

2.3 Membership Duties and Rights

1. Members must maintain current dues and provide the Corporation with current contact information to be entitled to notice of meetings and membership benefits.
2. Members must abide by the Bylaws and policies, and any Federal and State laws affecting the Corporation to be entitled to benefits and/or voting rights.
3. Members have the right to vote on the following:
 - a. Elect and remove the Directors of the Corporation.
 - b. Make amendment(s) to the Certificate of Incorporation.
 - c. Make amendment(s) to the Bylaws which impact the voting rights of the Membership.
 - d. Effectuate a dissolution or merger.

2.4 Membership Application Requirements

The following application requirements must be met for individuals to become Members of the Corporation:

1. An Application for Membership online or in writing.
2. All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.

2.5 Membership Term

The Membership Term shall be the same as the Fiscal Year regardless of when dues are paid.

2.6 Attainment, Removal, Censure, or Suspension

All Members are to maintain a level of professionalism in all matters affecting the Corporation and its Membership. Any Member may be removed with or without cause by a vote of the Board for failure to maintain such level of professionalism or for failure to abide by the policies of the Corporation. Any Member that has been removed, censured, or suspended shall not be entitled to any of the rights or benefits of the Corporation or be permitted to take part in any of the meetings or activities until reinstated in the Corporation by a vote of the Board.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency, and such Member shall have thirty (30) days from the date of the notification to remedy the delinquency. A Member may not vote until the delinquent dues are paid. Should a Member be delinquent in payment of dues for more than ninety (90) days, such Membership will be automatically terminated unless determined otherwise by the Board.

Any Member may voluntarily terminate their Membership at any time by submitting a written notice of withdrawal to the Secretary or other Officer of the Board.

2.7 Reinstatement of Membership

After a Membership is terminated, a Member may be reinstated by a majority vote of the Board. A Member may submit a written request for reinstatement which provides supporting information for reinstatement. Such written request will be reviewed by the Board and the decision of the Board will be final. There is no right to a hearing or a right to be heard in person.

2.8 Membership List

No Member or individual, with the exception of the Board, shall use the Membership List of the Corporation without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to, current dues-paying Members entitled to voting rights; all prior Members who have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Corporation's mailing list; and, all individuals wishing to receive information from the Corporation.

SECTION 3

Meetings of the Membership

3.1 Meetings

The Board shall designate the time and place of the annual meeting of the Corporation. At this meeting, reports on the affairs of the Corporation for the preceding year will be given by the officers of the Corporation. The President of the Corporation shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

A special meeting may be called by the President or by the written request of one-third (1/3) of the Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

3.2 Voting

Any reference to a vote of the Membership shall be in reference to those Members present and voting at any meeting where a quorum is present. A majority of vote of the Members present and voting shall constitute an action of the Membership. A Member must be current on dues, in compliance with the Code of Ethics and Membership Policies to be entitled to voting rights. Voting may occur at the annual meeting or pursuant to Section 3.5. Proxies may not be used. Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 5.5 may break such tie vote of the Membership. Furthermore, if the Membership can not meet quorum requirements set forth below in Section 3.3 for two (2) consecutive meetings, the Board may act as the Membership and vote on behalf of the Membership.

3.3 Quorum

At Membership Meetings, a quorum of the Membership shall be one third (1/3) of the Membership. All business brought before the Membership will be conducted by a majority vote of a quorum.

3.4 Notice of Meetings

All notices may be provided in writing via electronic transmission, including via the Corporation's website. All members must consent to notice via email or other electronic communication. Notice of the annual meeting shall be provided to the Members not less than sixty (60) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than ten (10) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting and quorum requirements shall take place in accordance with Section 3.5.

3.5 Ballot Voting

Members may vote via ballot by submitting a ballot either in person or electronically. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

1. All Members must have access to a ballot.

2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action.
3. The votes cast will constitute a quorum.
4. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than thirty (30) days.
5. A conference call or online group meeting may be scheduled to allow for discussion of each proposed action during the voting period.
6. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
7. The ballot must be submitted by a Member.
8. The results of the vote shall be made public.
9. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Corporation shall implement reasonable measures to verify that each ballot cast was by a Member. The form of the ballot shall be determined by the President.

3.6 Procedures

Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

SECTION 4

Board of Directors

4.1 Board Authority

The Board of Directors (the "Board") shall have all powers and authority which may be granted to a Board of a corporation under the laws of Oklahoma within the purpose set forth in Section 1.2. Furthermore, the policy-making decisions and business responsibilities of the Corporation shall be vested in the Board.

4.2 Number

The Board shall consist of not less than nine (9) and not more than fifteen (15) Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any meeting of the Board. The Board will consist of the Officers set forth in Section 6.1 and at least four (4) additional at-large Directors, all collectively referred to as Directors.

4.3 Duties

The duties of the Directors include the following:

1. Exercise a duty of obedience to the Corporation's central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Corporation;

3. Exercise a duty of loyalty to the Corporation by avoiding and/or managing conflicts of interest;
4. Execute an annual Board Agreement Letter and Conflicts Questionnaire;
5. Be a Member in good standing of the Corporation;
6. Approve, periodically review, and/or amend board policies which may include duties in addition to those designated in these Bylaws;
7. Approve and periodically review policies, or authorize an appropriate committee, including but not limited to fiscal, governance, gift acceptance, program policies, or personnel policies as needed;
8. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
9. Approve the annual budget and oversee the financial administration of the Corporation;
10. Review Form 990 prior to submission to the IRS or authorize an appropriate committee to perform such duty;
11. Review and approve all contractual agreements or, authorize a staff member to approve and execute such agreements in accordance with the financial policies;
12. Perform such other duties as prescribed by the Board.

4.4 Composition

All Directors must be Members in good standing. Furthermore, only one (1) member of any one (1) family related by blood or marriage, only one (1) member residing within a household, or only one (1) employee, owner, or investor of any one (1) company or educational institution may be a Director at any given point in time. An employee, if any, of the Corporation may not serve as an Officer or Director of the Board.

4.5 Nominations

Any Member may nominate an individual for a Director Position. The Governance Committee shall prepare a slate of candidates in accordance with the *Governance Committee Charter* set forth in the *Governance Manual*. Nominations, with prior consent of the nominee, may be provided to the Governance Committee a minimum of ten (10) days prior to an election. Nominations from the floor at a meeting where an election is to take place shall not be accepted.

4.6 Elections

Elections shall be determined by a vote of the Board. In addition, elections shall be conducted, at a minimum, annually in the Fourth Quarter of the Calendar Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Calendar Year. If the slate is not approved, the Board may call for a vote on each slated candidate by a vote of the Board. Each slated candidate receiving a majority of the votes cast shall become a Director. The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

4.7 Classification, Term of Office, and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any Director, who has served the consecutive terms allowed

or has resigned, may be eligible for re-election as a Director after a period of three (3) years. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits. Furthermore, term limits may be extended to allow Officers to complete their elected Officer position.

4.8 Attendance, Removal, or Resignation

Any Director who misses three (3) consecutive Board meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of the Directors at any meeting where a quorum is present at the Director's request. A three-fourths (3/4) majority vote of the Directors at a meeting where a quorum is present may remove any Director at any time with or without cause at any regular or specially called meeting. The Board shall not have the authority to replace the removed Director(s), and such vacancy will be filled by a vote of the Membership.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any verbal resignation during a meeting shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes. No Director may resign if the Corporation would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State.

4.9 Vacancies

The Nominating Committee shall prepare a slate that will be presented by the President to the Membership for vacancies resulting from term limits, resignation, death, removal, or newly created Directorships.

If, due to such vacancies, the number of Directors is fewer than nine (9) as stated in Section 4.2, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a meeting of the Membership is called. Those elected by the Membership shall assume their positions for the duration of the unexpired term.

4.10 Compensation and Conflicts

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. The Corporation and its Directors and Officers shall not use the Corporation to secure advantages or perform services that favor any one member, any one company, or any one field of endeavor to the competitive disadvantage of other like members of companies or endeavors.

SECTION 5

Meetings of the Board

5.1 Meetings

There shall be a minimum of four (4) meetings of the Board with the intent of having at least one (1) meeting in each quarter of the Calendar Year. Board meetings may be held at such time and place as shall be determined by the President, or as determined by any two (2) Directors.

Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at such time and place as shall be determined by the President, or as determined by the Board.

Virtual or Electronic Meetings will be conducted as set forth in Section 5.6 and will be considered meetings of the Corporation.

5.2 Notice

Any regular meeting of the Board will require no notice if the date, time, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings within ten (10) business days prior to the meeting. For any regular meeting where the date, time, and location was not previously determined, notice shall be sent to the Directors at least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than three (3) days but not more than thirty (30) days, prior to the holding of the meeting. For any electronic meeting, notice shall be sent to the Directors with the resolution to be acted on not be less than twenty-four (24) hours prior to the voting deadline.

Directors shall provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

5.3 Quorum

At all meetings of the Board, a quorum shall consist of a majority (51%) of the total number of Directors. A Director must be present to be counted for purposes of a quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. In the absence of a quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 5.2. Any Director with a conflict of interest shall be counted for purposes of determining a quorum but must follow the *Conflict of Interest Policy* as discussed in Section 5.5.

5.4 Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

5.5 Voting

Each Director shall have one (1) vote. A majority vote of the Directors present at a meeting where a quorum is established shall be deemed the action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail. The *Conflict of Interest Policy*, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest even if such interest is only a perceived interest, as determined by the Board.

5.6 Virtual or Electronic Meetings

In the case of an emergency or unusual circumstance as determined by the President, meetings may take place via any form of virtual electronic medium which do not include meetings in person or via videoconferencing. The Board may vote by voice, email, or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote. For electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must have access to the resolution and the ability to vote electronically;
2. The resolution(s) shall set forth the proposed action(s) and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote;
4. Notice shall be given with the resolution;
5. The written votes must be received within the voting period established with the resolution which shall not be less than twenty-four (24) hours;
6. Receipt of a written vote shall be acknowledged by an Officer or designee;
7. A vote(s) must be submitted by a Director;
8. All votes shall be made public to the Board following the vote; and,
9. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

5.7 Action Taken Without Notice of a Meeting

Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if, either before or after the meeting, the number of Directors as required by the laws of Oklahoma sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 6

Officers of the Board

6.1 Officers

Officers of the Board must be previously elected to the Board of Directors of the Corporation. Officer positions shall be a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President. An Officer shall be subject to all the duties and rights of any other Director. Only members of the Board of Directors elected by the Members may hold Officer Positions.

6.2 Term of Office

Officers shall serve for a two (2) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than two (2) consecutive terms. Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

6.3 Nominations and Election

Officers shall be nominated by the Directors. Elections shall be conducted, at a minimum of annually at the annual meeting in accordance with Section 4.6.

6.4 President

The President, or designee, shall have the following duties:

1. Act as the Principal Officer of the Corporation, subject to the control of the Board;
2. Have general supervision and direction of the business and Officers of the Corporation;
3. Set the meeting agendas of the Board or Membership;
4. Preside at all meetings of the Board unless determined otherwise by the Board;
5. Report or cause to be reported, of the operations of the Corporation's affairs at Board meetings;
6. Report or cause to be reported to the Board all such matters coming to his/her attention and relating to the interest of the Board; and,
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.5 President-Elect

The President-Elect shall have the following duties:

1. In the absence or disability of the President, perform all 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; and,
2. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

It is anticipated the President-Elect will become the next President; however, the President-Elect must be elected to the Office of President, as with all other Officers, by the Board.

6.6 Secretary

The Secretary, or designee, shall have the following duties

1. Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;
2. Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following a meeting of the Board or Membership;
4. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the proceedings of the Board or Membership;
5. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
6. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.7 Treasurer

The Treasurer, or designee, shall have the following duties:

1. Keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation;
2. Ensure the books of account are open to inspection by any Director at all reasonable times;
3. Provide a report of the Corporation's financial affairs at meetings of the Board and/or when requested by a Director;
4. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.8 Immediate Past President

The Immediate Past President shall serve as an advisor to the President immediately following his/her term as President. If the Immediate Past President is unavailable, the Board may select a prior Past President to serve as the Immediate Past President. Such service shall not count toward term limitations provided in Section 4.7.

6.9 Removal and Resignation

An Officer may be removed from Office at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.10 Vacancies

A vacancy in the office of the President shall be filled by the President-Elect. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in an office other than that of the President shall be filled by an election whereby the President may nominate candidates with approval of the Nominating Committee. Committee Member vacancies may be appointed at the discretion of the Committee Chair appointed by the Board.

6.11 Delegation of Duties

In case of the absence or disability of an Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director, or Member with such power of delegation valid for the remainder of the term or until the next election.

SECTION 7

Committees of the Board:

8.1 Creation:

The Board shall have the power to create, revoke, or modify any committee deemed necessary. Committee Charters may be found in the *Governance Manual* of the Corporation. Standing Committees shall include the Governance Committee, the Finance Committee, and any other committee as determined by the Board.

8.2 Composition:

A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be appointed by the Chair of the Committee. Each Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board. Therefore, non-Board members may serve as Committee Members at the approval of the Board.

8.3 Reporting of Committee Actions and Authority:

All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Should the Board delegate any of its powers to a committee:

1. Only the Director(s) who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority in the minutes on the tax return Form 990 as needed.

8.4 Notice of Committee Meetings:

Committees shall provide a minimum of twenty-four (24) hours' notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 5.2 of these Bylaws.

8.5 Advisory Council:

The Board may provide for one or more Advisory Councils consisting of individuals with extended service, contacts, and/or expertise to aid the Corporation or who work with or in areas or fields deemed appropriate to further the mission of the Corporation. Advisory Council Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Council Members shall not have voting rights, be considered as members of the Corporation, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional policies to establish duties and/or benefits of one or more levels of an Advisory Council.

SECTION 9

Staff

9.1 Employment

The Board may or may not hire staff or independent contractors to fill the needs of the Corporation. The Board will ensure the date and terms of compensation arrangements are recorded in writing and maintained with the information on which the Board based its decision.

9.2 Duties

Staff shall perform management duties pursuant to a job description or independent contractor agreement. However, the functions of and staff shall not supersede the duties of the Board as set forth in Section 4.3.

9.3 Separation of Duties

A staff member shall not be an Officer of the Board or a Director of the Board.

SECTION 10

Location

10.1 Principal Office

The Corporation shall locate its Principal Office in Oklahoma City, Oklahoma. The Corporation may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.

10.2 Registered Office

The Registered Office of the Corporation shall be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

10.3 Other Offices

The Corporation may have other offices as determined by the Board of Directors (hereinafter referred to as “the Board”).

SECTION 11

Amendments and Construction

11.1 Amendments to Bylaws

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of a two-thirds (2/3) majority of the total number of Directors, at any meeting of the Board if notice of the proposed amendment, alteration, change, or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment, or revision may be further amended at the meeting upon the affirmative vote of a two-thirds majority of the total number of the Directors. If such amendment(s) impact the voting rights of the Membership, such amendment(s) shall not become effective until after a vote approving such changes by the Member Organizations of the Corporation.

11.2 Construction and Terms

1. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.
2. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.

3. Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Corporation, the provision of the Certificate of Incorporation or any subsequent amendment shall govern.

SECTION 12

Certification

THESE BYLAWS OF Career and Technical Education Equity Council, Inc. are adopted this 23rd day of February, 2021.

DocuSigned by:

Gina McPherson

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Gina McPherson, President

DocuSigned by:

Jeana Mitchell-Cole

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Jeana Mitchell-Cole, Secretary