

BYLAWS
OF
NEVADA ASSOCIATION FOR CAREER & TECHNICAL EDUCATION

THE UNDERSIGNED, being Members of the Board of Directors of the NEVADA ASSOCIATION FOR CAREER & TECHNICAL EDUCATION (hereinafter referred to as the “Association”), do hereby adopt the following Bylaws of the incorporated Association.

ARTICLE I.

DURATION

This Association shall have perpetual existence.

ARTICLE II.

PURPOSE

This Association is a nonprofit Association organized for the public benefit as described in NRS 82.021 and solely for charitable and educational purposes, more specifically for the purpose of receiving, investing, and disbursing funds and to hold property to benefit charities which qualify under Sections 501 (c)(3) and 509 (a)(2) of the Internal Revenue Code of 1986 and any corresponding provisions of any subsequent federal tax laws dealing with exemptions of organizations from tax.

This Association is one that does not contemplate nor permit pecuniary gain or profit to the trustees, officers, employees, agents, or any Members thereof. No part of the earnings of this Association shall inure to the benefit of the trustees, officers, employees, agents, or any Members thereof. -The association shall not participate in any political campaign or endorse any candidate for public office. The Association shall be organized and operated strictly in accordance with the requirements of Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax dealing with exemption of organizations from tax.

The specific purpose of the Association shall be to unify all elements of vocational, technical, occupational, industrial, and practical arts education, including administration and counseling, to provide a vehicle for articulation, research and development, legislation,

national and state leadership, and to promote effective career and technical programs and services for youth and adults in Nevada. In addition, the Association's purpose shall be as follows:

- A. To promote media for unity of purpose among Nevada career and technical educators, administrators, and counselors.
- B. To effect articulation among member associations and others involved in career and technical education.
- C. To promote career and technical education through a unified public relations program.
- D. To provide Members with special services.
- E. To provide a coordinate membership effort to membership associations.
- F. To provide communication services whereby Members can exchange, share, and promote ideas for the improvement of career and technical education.
- G. To provide a liaison and promote nationally affiliated career and technical student organizations.
- H. To maintain a constant vigil over any legislative proposals at the local, state, and/or national level which would directly or indirectly affect career and technical education, and to support, promote, and establish plans and actions necessary for passage or defeat of such career and technical legislation.
- I. To provide professional development programs and activities (i.e. workshops, annual conference).

ARTICLE III.

MEMBERSHIP

SECTION A. Membership. All individuals, firms, and/or organizations interested in the membership of the Association shall be eligible for membership subject to Board approval. The Board may establish different classifications for membership. The classifications for membership shall include, but is not limited to, the following: active membership, retired membership, student membership, affiliated membership, and direct membership.

SECTION B. Removal of Members. Any one or more of the Members may be removed either with or without cause at any time by the majority vote or majority written consent of the Directors.

SECTION C. Dues. The dues structure shall be revised annually by the Board of Directors. Proposed changes in NACTE Division areas will be presented and voted upon at the Nevada Association for Career and Technical Education Conference. The changes in ACTE division areas will be in accordance with the ACTE Assembly of Delegates - the voting body of the Association of Career and Technical Education.

SECTION D: Active Members Definition. Individuals engaged in or working in vocational, career and technical, or practical arts education, and who pay the regular amount of dues to the Association of Career and Technical Education and NACTE.

ARTICLE IV.

MEETING OF MEMBERS

SECTION A. Annual Meetings. The annual meeting of the Members will be held at such place specified in the notice of such meeting and held preceding the corporate year end for the election of the Board of Directors and for the transaction of business as may properly come before the membership.

SECTION B. Notice of Annual Meetings. The Board of Directors shall deliver notice of each annual meeting stating the location, date and time of the meeting to each Member of record entitled to vote either by mail or electronically at least ten (10) and not more than sixty (60) days before the date of such meeting. Any Member may at any time, by a duly signed statement in writing to that effect, waive any statutory or other notice of any meeting, whether such statement is signed before or after such meeting.

SECTION C. Place of meeting. The Board of Directors may designate any place either within or without the State of Nevada as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

SECTION D. Special Meetings. Special meetings of the Members may be called at any time by a majority of the Board of Directors or shall be called by the President, with or without Board approval, on the written request of at least fifty (50%) percent of the

membership of the Association entitled to vote, which written request shall state the purpose of such meeting.

SECTION E. Meeting of All Members. If all the Members shall meet at any time and place, either within or without the State of Nevada, and consent to the holding of the meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any Association action may be taken.

SECTION F. Quorum. At all Members' meetings, the presence in person of a majority of the Members entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than seven (7) nor more than twenty-one (21) days later, and the Secretary shall thereupon give at least three (3) days notice by mail or email to each Member entitled to vote who is absent from such meeting.

SECTION G. Mode of Voting. At all meetings of the Members, the voting may be by voice vote or ballot vote of all Members then present provided, however, that the mode of voting prescribed by statute for any particular case shall be in such case followed. All Members shall have the right to vote, with one vote per Member.

SECTION H. Member Lists. The officer or agent in charge of Membership of the Association shall make, at least three (3) days before each meeting of Members, a complete list of the Members entitled to vote.

SECTION J. Membership Dues. Membership dues shall be paid annually and the amount to be paid shall be set by the Executive Board.

ARTICLE V.

DIVISIONS

SECTION A. Divisions. The Association as directed by the Board of Directors may establish divisions. The Divisions of the Association may be as follows: Administration; Agricultural Education; Business/ Marketing; Family and Consumer Sciences; Guidance; Health Sciences and Public Safety; Information and Media Technologies; and Trade and Industrial Education. The Board, by majority vote, can establish such other Divisions, as they deem necessary. Each Division shall elect its own Vice President who shall serve on the board for a term set by that division membership, not to exceed two (2) years. The

Board of Directors shall establish rules concerning the membership and management of the Divisions in the Policies and Procedures Manual.

ARTICLE VI.

DIRECTORS

SECTION A. General Powers. The Board of Directors shall have the control and general management of the affairs and business of the Association; and may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these Bylaws, the Articles of Association, and the laws of the State of Nevada. The Board of Directors shall further have the right to delegate certain other powers as provided in these Bylaws. The Board of Directors shall have the right to adopt a Policy and Procedures Manual, which shall remain in effect until changes or a new Manual are implemented by a majority vote of the Board of Directors. The Board of Directors shall also have the power to establish various committees, as it deems necessary. The Board of Directors may appoint individuals to serve as non-voting advisors to the Board. Each Director shall be at least eighteen (18) years of age.

The Board of Directors shall hire an executive director, if so desired, and designate the term of employment and compensation. The executive director shall have responsibility for organizing and maintaining an office and any staff necessary to accomplish the goals, objectives and strategic plan of the association.

SECTION B. Members of the Board. The Board of Directors of the Association shall include 1) Officers elected by a majority of the membership consisting of the President, President-elect, Past President and Secretary; 2) Division Vice Presidents; 3) a Department of Education representative; and 4) committee chairs or other appointed positions approved by the Board. The President, President-elect, and Past President will serve a term of one year and until his successor shall have been duly chosen.

SECTION C. Vacancies in the Board. Any vacancy in the Board of Directors occurring during the year shall be filled for the unexpired portion at any special meeting of the Board called for that purpose or at any regular meeting thereof.

SECTION D. Board of Directors Meetings. The meetings of the Board of Directors shall be held each year following the annual meeting of the Members or at another time and place as selected.

SECTION E. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nevada, as the place for holding any special meeting of the Board of Directors called by them.

SECTION F. No Chairman. At all meetings of the Board of Directors, the President and the President-elect shall serve as chairman, or in the absence of the President, President-elect, and Past President, the Directors present shall choose.

SECTION G. Quorum and Manner of Acting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, the majority of the Directors present may adjourn any meeting until a quorum be had. Notice of any adjourned meeting need not be given. The Directors shall act only as a Board and the individual Directors shall have not power as such.

SECTION H. Removal of Directors. Any one or more of the Directors may be removed either with or without cause at any time by the vote or written consent of the Members representing not less than two-thirds of the membership.

SECTION I. Voting. At all meetings of the Board of Directors, each Director is to have one vote.

SECTION J. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, for attendance at meetings of the Board, and other regional or national conferences designated by the Board that benefit or promote the mission of the association.

SECTION K. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such

action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION L. Selection of Delegates. The Board of Directors may select delegates or representatives to represent the Association at any regional or national organizations or gatherings.

ARTICLE VII.

EXECUTIVE COMMITTEE

SECTION A. Members. The Executive Committee of the Board of Directors shall be composed of the President, President-elect, Past President (non-voting), Treasurer, Executive Director (non-voting), Secretary, and one Division Vice President.

SECTION B. Authority. The Executive Committee is authorized to make contractual and personnel decisions and conduct association business between regularly scheduled meetings according to the policies of the association. The Executive Committee shall, when the Board is not in session, coordinate the activities of the Board with the Executive Director of the association.

The Executive Committee shall not have the power to amend the Bylaws or to take any action specifically prohibited by the Bylaws. Any authorized action taken by the Executive Committee shall be as effective as if it had been taken by the full Board of Directors.

SECTION C. Meetings. Meetings of the Executive Committee may be called by or at the request of the President or any Member of the Executive Committee. Records of each Executive Committee meeting shall be kept and submitted to the Board of Directors at least annually.

SECTION D. Quorum. A majority of the Members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee provided that, if fewer than a majority of the Members of the Executive Committee are present at said meeting, a majority of the Members of the Executive Committee present may adjourn the meeting without further notice.

SECTION E. Manner of Acting. The act of the majority of the Members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, and said Committee shall keep regular minutes of its proceedings which shall at all times be open for inspection by the Board of Directors.

SECTION F. Presumption of Assent. A Member of the Executive Committee who is present at a meeting of the Executive Committee at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member of the Executive Committee who voted in favor of such action.

ARTICLE VIII.

COMMITTEES

SECTION A. Standing Committee. The Standing Committees of the Association may be as follows: Advocacy, Awards, and Membership. The President, with Board of Director approval, will have the power to appoint such other committees, ad hoc or otherwise, as are deemed necessary. The Board of Directors may authorize expenses for the committee. Records of each Standing Committee meeting shall be kept and submitted to the Board of Directors at least annually.

SECTION B. Awards Committee The Awards Committee will consist at minimum of the Chairperson who serves as a member of the Board of Directors and at least three other Directors and/or members at large. The responsibilities of the Awards Committee will be to coordinate all awards activities for the association to include state, region and national awards according to the policies of the association.

ARTICLE IX.

OFFICERS

SECTION A. Number. The officers of the Association shall be a President, President-elect, Past President, Division Vice Presidents, a Treasurer, a Secretary, and such other or subordinate officers as the Board of Directors may from time to time elect. One person may hold the office and perform the duties of one or more of said officers.

SECTION B. Election, Term of Office, and Qualifications. The officers of the Association shall be ratified by the Board of Directors after being elected by the Members, and they shall be ratified annually at the meeting of the Board of Directors held after each annual meeting of the Members, except as hereinafter otherwise provided for filling vacancies pursuant Article VI, Section C.

SECTION C. The President. The President shall be the Chief Executive Officer of the Association and shall have general supervision over the business of the Association and over its several officers, subject, however, to the control of the Board of Directors. The President, with the Treasurer or with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, may sign and execute in the name of the Association deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association. The President shall perform all duties incident to the duties of the office and such other duties as may be given by the Board of Directors.

SECTION D. President-elect. A President-elect shall, in the absence or incapacity of the President or as ordered by the Board of Directors, perform the duties of the President or such other duties or functions as may be given by the Board of Directors.

SECTION E. Past President. A Past President shall, in the absence or incapacity of the President and President-elect or as ordered by the Board of Directors, perform the duties of the President or such other duties or functions as may be given by the Board of Directors.

SECTION F. Vice Presidents. If the Division Membership elects Vice Presidents, such Vice Presidents shall, in the absence or incapacity of the President, President-elect, and Past President or as ordered by the Board of Directors, perform the duties of the President or such other duties or functions as may be given by the Board of Directors.

SECTION G. Treasurer. The Treasurer shall be specifically appointed by the President and shall have the authority to approve expenses and distribute funds according to the budget and policies of the association. The Treasurer is responsible to ensure financial reports are provided to the Board of Directors annually and any other time as requested by any member of the Board.

SECTION H. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and also the minutes of the meetings of the Members. The Secretary shall attend to the giving and serving of all notices of the Association when signed and countersigned by the duly authorized officers, and shall, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

SECTION I. Other Officers. The Board of Directors may authorize and empower other persons or other officers appointed by it to perform the duties and functions of the officers specifically designated above by special resolution in each case.

SECTION J. Membership Director. The Membership Director shall be specifically appointed by the President and shall be responsible for all membership records of the association and will chair the Membership Committee. The Membership Director will communicate membership information to appropriate parties as authorized by the policies of the association.

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Except as hereinabove stated otherwise, the Association shall indemnify all of its officers and Directors, past, present and future, against any and all expenses incurred by them, and each of them, including but not limited to legal fees, judgments, and/or penalties which may be incurred, rendered, or levied in any legal action brought against any or all of them for or on account of any act or omission alleged to have been committed while acting within the scope of their duties as officers or Directors of this Association.

ARTICLE X.

FINANCIAL MANAGEMENT

No debt shall be contracted on behalf of the Association unless authorized by the Board of Directors. The Treasurer and Executive Director shall have the authority to approve expenses following a budget approved by the Board of Directors and in accordance with policies of the association. In the absence of an Executive Director, the President will serve as the second authority.

ARTICLE XI.

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Association, the year of Association, and the words "Corporate Seal, State of Nevada."

ARTICLE XII.

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or under the laws of the state of Nevada, or under the provisions of the Articles of Incorporation, a waiver in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII.

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Members by a majority vote of the Members entitled to vote thereat. These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors of the Association (if notice of such alteration or repeal be contained in the notice of such special meeting) by a majority vote of the Directors present at the meeting at which a quorum is present, but any such amendment shall not be inconsistent with or contrary to the provision of the amendment adopted by the Members.

IN WITNESS WHEREOF, the undersigned hereby acknowledge that the above and foregoing Bylaws were duly adopted as the Bylaws of said Association on the 31st day of July, 2016.