

Adopted as of February 25, 2016

ASSOCIATION OF CAREER AND TECHNICAL EDUCATION ADMINISTRATORS

“ACTEA...changing the way we educate”

**AMENDED & RESTATED
BY-LAWS
OF
ACTEA, INC.**

A corporation governed by the
Not-for-Profit Corporation Law of New York

ARTICLE I - MISSION

To ensure students are career and college ready, the Association of Career and Technical Education Administrators (ACTEA) will provide unified leadership and support for administrators and educators.

ARTICLE II - OFFICES

ACTEA, Inc. (the “Corporation”) may have offices at such places inside or outside New York State as the Board of Directors of the Corporation (the “Board”) may from time to time determine or the business of the Corporation may require.

ARTICLE III - PURPOSES

The purposes for which the Corporation has been organized are as specifically provided in the Corporation’s Certificate of Incorporation, as may be amended from time to time, and may include the following:

- To promote leadership, advocacy, policy influence and to provide guidance to the field in order to promote the cause of career and technical education in the schools and communities of New York State;
- To promote and monitor Career and Technical Education initiatives in New York State to further the development and maintenance of quality programs in career and technical education;
- To maintain professional standards among personnel involved in the various aspects of Career and Technical Education in New York State; and
- To cooperate with the Association of Career and Technical Education (“ACTE”) and any other professional group with objectives compatible with those of ACTEA, Inc., of New York State.

ARTICLE IV - MEMBERSHIP

Section 1 - Membership.

The Corporation is a non-charitable corporation as defined in paragraph (a) of section 102 of the New York Not-for-Profit Corporation Law (the “NPCL”). Membership in the Corporation shall be held by such persons, corporations, associations, partnerships and other organizations as may be admitted to membership by the Board and that remain on the membership rolls of the Corporation.

Section 2 - Membership Eligibility.

Membership in ACTEA, Inc., shall be available to all those persons in New York State who are designated as a line administrator (or other supervisory title) of programs related to the preparation of people for the workforce. Such persons are typically employed by an educational board at the city, county, district or state level. Also eligible for membership are persons in staff administrative positions that support career and technical education programs in New York State.

Section 3 - Membership Application.

In order to become an Active Member, eligible persons must submit to New York State Association of Career and Technical Education (NYSACTE) (i) an annual Membership Application; and (ii) payment of applicable dues as stipulated by Article IV, Section 8 of these

By-Laws, by April 1 of each membership year. In order to become an Associate Member, eligible persons must submit a request to be admitted as an Associate Member to the Corporation's Secretary and include with the request their contact information, including name, mailing address and email address (if any). Except for Organizational Members, Associate Members are not required to pay membership dues.

Section 4 - Active Member.

Upon acceptance of an application for membership and payment of all applicable dues, any person who meets the membership eligibility criteria stated in Section 2 of this Article will be granted all of the privileges due a voting member and be referred to as an active member of the Corporation (each an "Active Member"). Reference herein to Active Members shall include Retired Members (as defined below).

Section 5 - Retired Member.

Retired members include any Active Member wishing to continue membership as an Active Member after retirement ("Retired Members"), each of whom submits an application and pays dues as stipulated by Sections 3 and 8 of this Article.

Section 6 - Associate Member.

Any person who wishes to affiliate with the Corporation, but who is not eligible to be an Active Member, will be granted all of the privileges due a non-voting member and will be referred to as an associate member (each an "Associate Member"). Associate Members typically include, but are not limited to, administrative students, vendors, advisory committee members, academic administrators, or teachers. Reference herein to Associate Members shall include Organizational Members (as defined below).

Section 7 - Organizational Member.

An organization that is an institution, subdivision or other organization whose primary function is preparation of people for the workforce (each an "Organizational Member") may submit a request to be admitted as an Associate Member as stipulated by Section 3 and 6 of this Article and thereafter, upon acceptance of its request for membership and payment of all applicable fees, its employees and agents may be admitted as Associate Members of the Corporation.

Section 8 - Membership Dues.

The annual dues applicable to each of the Active Members, including a reduced rate for Retired Members of the Corporation shall be in such amounts as shall be established from time to time by the Board in collaboration with the Association of Career and Technical Education (ACTE) and NYSACTE. In addition to membership in the Corporation, payment of dues by Active and Retired Members automatically include membership in both the ACTE (the national chapter) and NYSACTE (the State chapter). Except for Organizational Members, Associate Members are not required to pay membership dues or fees. The annual fees applicable to each of the Organizational Members of the Corporation shall be in such amounts as shall be established from time to time by the Board.

Section 9 - Voting and Non-Voting Members.

All Active Members (which include all Retired Members) of the Corporation who are in good standing with the Corporation will be voting members of the Corporation (the “Voting Members”). The Voting Members will be organized in accordance with each Voting Member’s geographic zone pursuant to the ACTEA Zone Map attached hereto as Exhibit A, whereby only the Voting Members of a particular Zone may elect and appoint that Zone’s Zone Representative Director (including the Members from the Big Five Cities in the case of the Big Five Representative) to the Board of Directors in accordance with Article VI, Section 2 of these Bylaws. Associate Members (which include all Organizational Members) will be non-voting members of the Corporation (the “Non-Voting Members” and together with the Voting Members, the “Members”).

Section 10 - Membership Year.

Membership shall be yearly from July 1 to June 30. In order to be a Voting Member in good standing or an Organizational Member in good standing, dues must be paid by April 1 of each membership year.

Section 11 - Membership Roll.

A membership roll showing the list of Voting Members and Non-Voting Members as of April 1, certified by the Secretary of the Corporation, shall be produced within ten (10) business days following a written request of any Member of the Corporation.

Section 12 - Resignations.

Any Member may resign at any time. All resignations shall be in writing and shall be effective when received by the Corporation. Upon resignation of any Member, including Organizational Members, such Member shall not be entitled to a refund by the Corporation of any membership dues.

Section 13 - Termination of Membership.

Active and Organizational Membership shall be deemed to terminate upon the expiration of the term for which dues or fees are paid. The Board may terminate the membership of any Member who fails to pay all dues required to be paid by or on behalf of such Member, if any, or who engages in conduct prejudicial to the Corporation or inimical to its purposes, upon thirty (30) days' notice to the Member in writing specifying the charges brought against said Member and upon an opportunity to be heard. All rights of a Member shall cease upon such Member's death, resignation or termination. Members shall not have distributive rights in the assets of the Corporation upon dissolution.

ARTICLE V - MEETINGS OF MEMBERS

Section 1 - Annual Meeting.

The Annual Meeting of the Members of the Corporation for the election of Directors and for the transaction of such other business as may be set forth in the notice of meeting shall be held at the Annual Conference of the Corporation or at such other time and at such other place within or without the State of New York as the President or Vice President shall determine and the notice of the meeting shall specify. The Annual Conference of the Corporation typically occurs during the month of March of each year, unless as otherwise determined by the Board. Every Voting Member shall be notified of the time and location of the Annual Meeting using the contact information as it appears on the membership roll of the Corporation. Non-Voting Members may

attend Annual and Special Meetings of the Members and shall be notified of the time and location of such meetings via posting on the Corporation's website. A sign-in sheet shall be used as a means of recording Voting Members who are present.

Section 2 - Special Meeting.

A special meeting of the Members of the Corporation may be called by the President or by the Board and must be called by the President or Vice President within sixty (60) days of (i) the request in writing of three (3) or more members of the Board of Directors, or (ii) the request in writing of at least ten percent (10%) of the Voting Members of the Corporation. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Members shall be held at such time and at such place within or without the State of New York as the Board of Directors or the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3 - Notice of Meeting.

Written notice of each meeting of the Members shall be given, personally or by mail, facsimile or electronic mail, not less than ten (10) or more than fifty (50) days before the date of the meeting, to each Voting Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Voting Member at his or her address as it appears on the record of Voting Members. If sent by facsimile or mailed electronically, such notice is given when directed to the Voting Member's fax number or electronic mail address as it appears on the record of Voting Members, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Corporation is unable to deliver two (2) consecutive notices to the Voting Member by facsimile telecommunication or electronic mail; or (2) the Corporation otherwise becomes aware that notice cannot be delivered to the Voting Member by facsimile telecommunication or electronic mail. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the Annual Meeting of the Members, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the

meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

Section 4 - Waiver of Notice.

Notice of meeting need not be given to any Voting Member who submits a waiver of notice, in person or by proxy, before or after the meeting. If written, such waiver of notice must be executed by the Voting Member or the Voting Member's authorized officer, director, employee or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member. The attendance of any Voting Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by said Voting Member.

Section 5 - Quorum.

At each meeting of Members, a quorum for the transaction of business shall consist of at least one-tenth of the total number of Voting Members.

Section 6 - Voting.

Each Voting Member in good standing shall be entitled at every meeting of the Members to one (1) vote on all matters appropriate for consideration by the Corporation's membership. Directors elected at any meeting of the Members shall, except as otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast by the Voting Members. All other corporate action to be taken by vote of the Voting Members shall, except as otherwise provided by law, the certificate of incorporation or these By-laws, be authorized by a majority of the votes cast by the Voting Members. The vote for Directors shall be by ballot unless the person presiding at such meeting shall otherwise direct.

Section 7 - Order of Business.

The order of business at all meetings of the Members shall be as follows:

- Call to order by the President or the President's designated officer

- Reading of the minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Executive Director
- Report of the Standing Committees
- Report of any Special Committees
- Unfinished Business
- New Business
- Announcements
- Correspondence
- Adjournment

Section 8 - Procedures.

The rules contained in the current edition of Robert's Rules of Order Newly Revised may be used as a procedural reference during meetings of the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, the NPCL or any successor statute.

Section 9 - Written Consent of the Voting Members Without a Meeting.

Whenever by law Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Voting Members. Written consent thus given by all of the Voting Members shall have the same effect as a unanimous vote of the Voting Members. Such consent may be written or electronic. If written, the consent must be executed by the Voting Member or the Voting Member's authorized officer, director, employee or agent by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member.

ARTICLE VI - THE BOARD OF DIRECTORS

Section 1 - Management of Corporation.

Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, the activities, property and affairs of the Corporation will be managed by the Board of Directors. The Board shall plan and outline the general policies to be observed by the Corporation; shall initiate or recommend any studies or procedures that are consistent with the purposes of the Corporation described in Article III; shall participate in the planning of all conferences, meetings and workshops; and, shall consult with all committees of the Board and committees of the Corporation.

Section 2 - Number and Qualifications.

The voting Directors on the Board of Directors shall consist of the President, the Vice President, the Secretary, and the Treasurer (collectively, the “Officer Directors”), and seven (7) Zone Representatives (the “Zone Representative Directors” and together with the Officer Directors, the “Voting Directors”), one from each of the six Zones depicted on the ACTEA Zone Map attached hereto as Appendix A and one representing Buffalo, Rochester, Syracuse, Albany and New York City or otherwise included in the Big Five Cities as determined by the Board (the “Director for the Big Five Cities”) and eight (8) ex-officio non-voting Directors (the “Non-voting Directors” and together with the Voting Directors, the “Directors”). The ex-officio Non-voting Directors will be (i) the immediate Past-President of the Corporation, (ii) the designated representative appointed by the Technical Assistance Center (the “TAC Representative”), (iii) the designated representative appointed by the NYS Education Department Career and Technical Education Team (the “SED Representative”), (iv) the designated representative appointed by SkillsUSA New York (the “SkillsUSA Representative”), (v) the designated representative appointed by the Board (the “Legislative Chair”), (vi) the designated representative appointed by NYSACTE (the “NYSACTE Representative”), (vii) the designated representative appointed by SCDN (the “SCDN Representative”), and (viii) the designated representative appointed by NYSCEA (the “NYSCEA Representative”). The Board may increase or decrease the number of Directors of the Corporation by a vote of the majority of the entire Board and upon approval by the Voting Members, but the number of Voting Directors constituting the entire Board may not

be less than three (3). As used in these by-laws, the term “entire Board” means the total number of Voting Directors entitled to vote which the Corporation would have if there were no vacant Voting Director positions. No decrease in the number of Directors will shorten the term of any incumbent Director. Each Director on the Board must be at least nineteen (19) years of age and an Active Member of the Corporation.

Section 3 - Election and Term of Office.

Except as otherwise provided by law or these by-laws, the Voting Directors of the Corporation shall be elected in the manner provided for herein at the Annual Meeting of Members or at any meeting of the Voting Members held in lieu of such Annual Meeting of Members, which meeting, for the purposes of these Bylaws, shall be deemed the Annual Meeting of Members, and shall hold office until the expiration of the term of office of each such Voting Director and until his or her successor has been elected and qualified. The Voting Directors are elected as follows:

(a) ***Officer Directors.*** All Officers elected by the Voting Members pursuant to Article IX shall also serve as Directors on the Board for such terms as provided for in Article IX.

(b) ***The Zone Representative Directors.*** The Zone Representative Directors are elected to the Board by the Voting Members of each geographic zone pursuant to the ACTEA Zone Map attached hereto as Exhibit A, whereby only the Voting Members of a particular Zone may elect and appoint that Zone’s Zone Representative to the Board of Directors. The Zone Representative Directors from the EVEN numbered Zones (Zone nos. 2, 4 & 6) depicted on the ACTEA Zone Map shall be elected in EVEN years for a two-year term of office. The Zone Representative Directors from the ODD numbered Zones (Zone nos. 1, 3 & 5) shall be elected in ODD years for a two-year term of office. The Director for the Big Five Cities shall be elected by all Voting Members from the Big Five Cities for a two-year term of office.

(c) ***The (Ex-Officio) Non-voting Directors.*** The ex-officio Non-voting Directors shall each serve a term commensurate with his or her position by virtue of which he or she is a Non-voting Director and until he or she is replaced by his or her respective appointing

organization, in accordance with Section 2 of this Article. Such Directors may participate in any non-confidential portions of Board meetings at the discretion of the President.

Section 4 - Non-Voting Associate Zone Representatives.

The Voting Members of each Zone depicted on the ACTEA Zone Map attached hereto as Appendix A will elect or otherwise select from among the Active Members of the Corporation a non-voting associate zone representative (“Associate Zone Representative”) to represent their Zone whose roles and responsibilities will be as follows:

- (a) Attend meetings of the Board of Directors (in addition to the Zone Representative Directors) when invited to do so, for the purpose of participating in sub-committees or for doing other work as assigned by the Board.
- (b) Work independently of the Zone Representative Directors on advisory work assigned by the Board.
- (c) Serve as an alternate to the corresponding Zone Representative Director in the event that he/she is unable to attend a meeting of the Board (in such limited case, the Associate Zone Representative will be acting with full authority of the respective Zone to act in the best interests of the Corporation). In the absence of the Zone Representative Director, the Associate Representative shall have full voting authority on behalf of his or her respective Zone during his/her participation in business meetings of the Board.
- (d) To work collaboratively with the Zone Representative Directors on all matters associated with the work of the Zone.

Unless otherwise specified by the Board, each Associate Zone Representative will serve for a one-year term. Associate Zone Representatives shall be given notice of all Board meetings but shall not be required to attend, shall not be counted for the purpose of a quorum, and shall not vote or have any liability with respect to any action taken by the Board except in the limited circumstance provided for in subsection (c) of this Section. The Associate Zone Representatives shall act as an advisory board to the Board of Directors.

Section 5 - Vacancies.

Vacancies in the Board occurring during a Voting Director's term, including vacancies created by an increase in the number of Voting Directors, shall be filled until the next annual meeting of Members by a majority vote of the remaining Voting Directors then in office, even if less than a quorum exists. If any such newly created directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next annual meeting of Members, they shall be filled by vote of the Voting Members at the annual meeting of Members. Vacancies in the Board occurring during a Non-voting Director's term may be filled only by the respective appointing organization for such Non-voting Director, in accordance with this Article VI, Section 2. A Voting Director elected to fill a vacancy, unless elected by the Voting Members, shall hold office until the next meeting of Voting Members at which the election of Voting Directors is in the regular order of business, and until his or her successor has been elected and qualified.

Section 6 - Removal.

Any Voting Director may be removed for cause, at any meeting of the Board, notice of which shall have referred to the proposed action, by a vote of two-thirds of the entire Board. Any and all Directors may be removed for any reason, with or without cause, by vote of the Voting Members, notice of which will have referred to the proposed action. Any Non-voting Director may be removed with or without cause by the respective appointing organization for such Non-voting Director, in accordance with this Article VI, Section 2.

Section 7 - Resignation.

Any Director may resign at any time by written notice to the President or the Secretary of the Corporation. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.

Section 8 - Compensation.

No Director will be compensated for serving as a Director, except that the Corporation may reimburse Directors for expenses necessarily incurred in effecting one (1) or more of the corporate purposes of the Corporation, provided that such expenses are approved by the President or the Board. Expenses incurred by the President will be approved by the Board.

Section 9 - Independent Directors.

(a) An independent Director is defined by the New York Not-for-Profit Corporation Law (the "NPCL"), as may be amended from time to time, as a Director who: (i) is not, and has not been within the last three (3) years, an employee of the Corporation or an affiliate, and does not have a Relative (as defined in Article X) who is, or has been within the last three (3) years, a Key Employee (as defined in Article X) of the Corporation or an affiliate; (ii) has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than Ten Thousand Dollars (\$10,000) in direct compensation from the Corporation or an affiliate (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation or an affiliate for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of Twenty-five Thousand Dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenues. For purposes of subparagraph (iii), "payments" does not include charitable contributions.

(b) The independent directors on the Board or a committee of the Board comprised solely of independent directors, shall oversee the Corporation's conflict of interest matters.

ARTICLE VII - MEETINGS OF THE BOARD

Section 1 - Annual Meeting.

The Annual Meeting of the Board shall be the regular meeting immediately following the Annual Meeting of the Members, or such other regular meeting as the Board of Directors shall designate.

Section 2 - Regular Meetings.

Regular meetings of the Board, for the transaction of business set forth in the notice of the meeting, will be held at a time and place, within or without the State of New York, determined by the Board and specified in the notice of the meeting.

Section 3 - Special Meetings.

Special meetings of the Board may be called at any time by the President, or in his or her absence or disability, the Vice-President, and must be called by the Secretary on written request by two (2) or more Directors. Such request will state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board will be held at a time and place determined by the person calling the meeting and specified in the notice of the meeting.

Section 4 - Notice of Meetings.

Notice of each regular or special meeting of the Board stating the time and place of the meeting will be given by the President, a Vice President or the Secretary to each Director at least three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each Director at his or her residence or usual place of business, or at least two (2) days before the meeting, by delivering the notice to each Director personally, by facsimile, by electronic communication or by telephone. A Director's attendance at a meeting without protesting, before or at the commencement of such meeting, the lack of notice to him or her constitutes waiver of notice. A Director also may waive notice by submitting a waiver of notice before or after a meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 5 - Quorum.

At all meetings of the Board, except as otherwise provided by law, the certificate of incorporation or these By-laws, a quorum is required for the transaction of business. The presence of at least five (5) Voting Directors shall constitute a quorum to conduct business. The

ex-officio Non-voting Directors shall be given notice of all Board meetings, but shall not be counted for the purpose of a quorum, and shall not vote or have any liability with respect to any action taken by the Board of Directors.

Section 6 - Action by the Board.

Each Voting Director present shall have one (1) vote. Except as otherwise provided by law, the certificate of incorporation or these By-laws, the vote of a majority of the Voting Directors present will decide any question that may come before the meeting. A majority of the Voting Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 7 - Procedure.

The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting.

Section 8 - Action Without a Meeting.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Voting Directors of the Board or members of the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Voting Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Director. The resolution and the written consents will be filed with the minutes of the proceedings of the Board or committee.

Section 9 - Presence at Meeting by Telephone or other Means.

Any one (1) or more members of the Board or any committee thereof who is not physically present at a meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such

means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 10 - Confidentiality.

It is the policy of the Corporation that the Directors treat as confidential the proceedings of all Board and committee meetings, and all information concerning the business activities of the Corporation, except as otherwise authorized by the Board or until there has been general public disclosure, or unless the information is a matter of public record or common knowledge.

ARTICLE VIII - COMMITTEES

Section 1 - Committees of the Board.

The Board, by resolution or resolutions adopted by a majority of the entire Board, may designate from among its members an Executive Committee and such other committees of the Board as it may deem advisable. Each such committee of the Board will consist of three (3) or more Directors, and all members of committees of the Board must be Directors. Appointments to all committees shall be made by the President. Each committee of the Board will serve at the pleasure of the Board and will have, to the extent provided in the resolution establishing the committee, all the authority of the Board except as otherwise provided by law. Committees of the Board shall include:

- *Executive Committee* – as described in Section 2 of this Article.
- *Legislative Committee* - chaired by a person selected by the President to review current and proposed legislation and brief the Board.
- *Auditing Committee* - chaired by a person selected by the: President to audit all financial accounts and reports of the Corporation at least once a year;
- *Nominating Committee* - chaired by the Past President. The Nominating Committee recommends a slate of officers to the Board at least two (2) months prior to the Annual Meeting; and

- *Budget Committee* - this Committee, chaired by the Vice President and including the Treasurer, will develop an annual budget to be presented to the Board
- *Awards Committee* - this Committee, chaired by the Secretary, will notify the Executive Committee of annual, award guidelines; receive and review award nominations, and make recommendations to the Board.
- *Student Organizations Committee* - this Committee, chaired by the person selected by the President, will act as a liaison to Skills USA Board. In addition, this committee will provide communication to and from other Career and Technical Education Student Organizations, as appropriate.

Section 2 - Executive Committee.

The Executive Committee, if one is established, will consist of all the Officer Directors of the Corporation. In the interim between meetings of the Board, the Executive Committee will have all the authority of the Board except as otherwise provided by law. All acts done and power and authority conferred by the Executive Committee from time to time within the scope of its authority will be, and be deemed to be, and may be specified as being, the acts and under the authority of the Board.

Section 3 - Committees of the Corporation.

In addition to committees of the Board, the Board may create committees of the Corporation to serve at the pleasure of the Board and to perform tasks assigned by the Board. Persons other than Directors may be members of committees of the Corporation. Committees of the Corporation have no authority to act on behalf of the Board or to bind the Board. Committees of the Corporation shall be named by the President as circumstances require or as directed by the Executive Committee.

Section 4 - Acts and Proceedings.

Each committee will keep regular minutes of its proceedings and report its actions to the Board when required.

Section 5 - Meetings of Committees.

Committees will meet at such times and places as the chairperson of the committee will determine and the notice of the meeting will specify. Meetings of committees of the Board will be governed by the provisions of Sections 4 - 10 of Article VII of these By-laws, which govern meetings of the entire Board, except that notice of meetings of the Executive Committee will be given not less than twenty-four (24) hours before such meeting.

ARTICLE IX - OFFICERS

Section 1 - Election and Terms of Office.

The President and Vice President shall be elected by the Voting Members from among the Active Members in ODD years for a two-year term of office. The Secretary shall be elected by the Voting Members from among the Active Members in EVEN years for a two-year term of office. Notwithstanding odd or even years, the Treasurer shall be elected by the Voting Members from among the Active Members for a three-year term of office. Elections shall be conducted via a ballot vote either at or following the Annual Meeting of the Members, in the discretion of the Board. Each will hold office until the expiration of the elected term and the election and qualification of his/her successor unless upon his or her earlier resignation, death or removal.

Section 2 - President.

The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the Board. He/she shall be the general manager of the affairs of the Corporation and shall see that all orders and resolutions of the Board are implemented.

The President shall serve as an ex-officio non-voting member of all committees. The President shall make appointments to all committees of the Board and committees of the Corporation and fill all interim vacancies thereon.

The President shall see that an annual budget is developed and approved by a majority of the Board at the Annual Meeting of the Board. The President shall have the authority to convene the Executive Committee on matters requiring attention between meetings of the Board.

Section 3 - Vice President.

During the absence or disability of the President the Vice President shall have all power and functions of the President. The Vice President shall chair the Budget Committee; activities of respective annual conference committees; and shall perform other duties as the President or the Board shall prescribe.

Section 4 - Secretary.

The Secretary shall keep minutes of the Board meetings and minutes of the Member meetings. He/she shall attend to such correspondence as may be assigned to him/ her and perform all duties incidental to his/her office.

Section 5 - Treasurer.

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board may elect. He/She, when duly authorized by the Board, shall sign and execute all contracts in the name of the Corporation, when countersigned by the President or another Officer designed by the Board. He/She, when duly authorized by the Board, shall sign all checks, drafts, notes and other orders for the payment of money.

The Treasurer shall at all reasonable times exhibit the books and accounts to any Member of the Corporation upon application. At the end of each corporate year, he/she shall have an audit of the accounts of the Corporation made by the Auditing Committee and shall present such audit in writing at the Annual Meeting of the Members. At that time, he/she shall also present an annual treasurer's report setting forth in full the financial condition of the Corporation.

Section 6 - Sureties and Bonds.

The Board may require at its discretion any officer or agent of the Corporation or any person or organization, etc. associated with ACTEA, Inc. to execute to the Corporation, a bond in such sum and with such conditions the committee may direct, conditioned upon the faithful performance of duties including responsibilities for negligence and for the accounting of all property, funds or sureties of the Corporation which may be held by that person(s), organization, etc.

Section 7 - Removal.

Any Officer may be removed or have his or her authority suspended by the Board at any time, with cause. Any Officer may be removed or have his or her authority suspended by the Voting Members at any time, with or without cause. Any Officer who is removed or otherwise resigns in accordance with this Article shall be deemed to be automatically removed or resigned, as applicable, as an Officer Director of the Corporation.

Section 8 - Resignation.

Any Officer may resign at any time by giving a resignation in writing to the Board, the President or the Secretary. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.

Section 9 - Vacancies.

If any Board office becomes vacant for any reason, the Board has the power to fill that vacancy until the next Annual Meeting of the Members.

Section 10 - Compensation.

No Officer will be compensated for serving as an officer, except that the Corporation may reimburse Officers for expenses necessarily incurred in effecting one (1) or more of the corporate purposes of the Corporation, provided that such expenses are approved by the President or the Board. Expenses incurred by the President will be approved by the Board.

ARTICLE X - CONFLICT OF INTEREST POLICY

Section 1 - Purpose.

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a Related Party Transaction, or other transaction or arrangement that might benefit the private interest of an Officer, Director, or Key Employee of the Corporation or might result in a possible excess benefit transaction. This policy supplements but does not replace any other applicable state and federal laws governing conflicts of interest applicable to the Corporation.

Section 2 - Definitions.

a. *“Interested Person”*: An Interested Person is any (i) Related Party or (ii) any Director, Officer, or member of a committee with Board- delegated powers, who has a direct or indirect Financial Interest, or who has any other interest or relationship that could reasonably be viewed as having the potential to affect his or her decision-making judgment.

b. *“Financial Interest”*: A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

(i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

c. *“Compensation”* includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

d. A *“Conflict of Interest”* shall exist (i) when an Interested Person has a Financial Interest in a proposed transaction, or (ii) with respect to all proposed Related Party Transactions.

e. *“Deciding Body”* means the independent Directors of the Board or another committee of the Board comprised solely of independent Directors.

f. A *“Relative”* of an individual, as defined by the NPCL, and as may be amended from time to time, means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the New York Public Health Law, or any successor statute.

g. *“Related Party”* as defined by the NPCL, and as may be amended from time to time, means (i) any Director, Officer or Key Employee of the Corporation or any affiliate of the Corporation; (ii) any Relative of any Director, Officer or Key Employee of the

Corporation or any affiliate of the Corporation; or (iii) any entity in which an individual described in clauses (i) and (ii) has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

h. “*Related Party Transaction*” as defined by the NPCL, and as may be amended from time to time, means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Corporation or any affiliate of the Corporation is a participant.

i. “*Key Employee*” as defined by the NPCL, and as may be amended from time to time, means any person who is in a position to exercise substantial influence over the affairs of the Corporation, as referenced in the excess benefit transaction provisions of the Internal Revenue Code and related regulations.

Section 3 - Procedures.

a. Duty to Disclose: In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the financial or other interest and be given the opportunity to disclose all material facts to the Deciding Body.

b. Determining Whether a Conflict of Interest Exists: After disclosure of the interest and all material facts, and after any discussion with the Interested Person, he or she will leave the Deciding Body’s meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Deciding Body members will decide if a Conflict of Interest exists.

c. Procedures for Addressing the Conflict of Interest. The chair of the Deciding Body meeting will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Deciding Body will determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Deciding Body

will determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

d. Additional Procedures for Addressing a Conflict of Interest that is a Related Party Transaction. The Corporation shall not enter into a Related Party Transaction unless the transaction is determined by the Deciding Body to be fair, reasonable and in the Corporation's best interest at the time of such determination. Any Director, Officer or Key Employee who has an interest in a Related Party Transaction shall disclose in good faith to the Deciding Body the material facts concerning such interest. In addition, with respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Deciding Body shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the Directors or committee members present at the meeting; and (iii) contemporaneously document in writing the basis for the Deciding Body's approval, including its consideration of any alternative transactions.

e. No Improper Attempts to Influence Vote. The Interested Person with the Conflict of Interest is prohibited from making any attempt to influence improperly the deliberation or voting on the matter giving rise to the Conflict of Interest.

f. Violations of the Conflicts of Interest Policy. If the Deciding Body has reasonable cause to believe an individual has failed to disclose actual or possible Conflicts of Interest, it will inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Deciding Body determines the individual has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings.

The minutes of the Deciding Body's meeting will contain the names of persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Deciding Body 's decision as to whether a Conflict of Interest in fact existed, the names of persons who were present for discussions, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation.

Any person (or family member of such person) who receives compensation or other payment, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to his/her compensation or other payment. Directors who receive compensation, directly or indirectly, from the Corporation may provide information to the Deciding Body regarding compensation.

Section 6 - Initial and Annual Statements.

Each Director shall initially (prior to his or her initial election) and annually thereafter complete, sign and submit to the Secretary of the Corporation a written statement identifying, to the best of his or her knowledge, any entity of which such director is an Officer, Director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a Conflict of Interest. The Secretary of the Corporation shall provide a copy of all completed statements to the Chair of the Deciding Body.

Section 7 - Periodic Reviews.

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board will conduct periodic reviews, including, at a minimum, whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, and whether any partnerships, joint ventures, and arrangements with management organizations

conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. The Corporation may, but need not, use outside advisors to assist it in its periodic reviews. If outside advisors are used, their use will not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 - Right of Indemnification.

The Corporation will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a director or officer of the Corporation. Such indemnification will be in accordance with and to the fullest extent permitted by the New York Not-For-Profit Corporation Law or other applicable law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the director or officer is in office at the time of the action or proceeding. However, the Corporation will indemnify a director or officer in connection with an action or proceeding initiated by that director or officer only if the action or proceeding was authorized by the Board.

Section 2 - Advancement of Expenses.

The Corporation may pay expenses incurred by a director or officer in connection with an action or proceeding described in Section 1 of this Article XI in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the director or officer agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and (b) the advance is approved by the Board acting by a quorum consisting of directors who are not parties to the action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the director or officer met the applicable standard of conduct required for indemnification.

Section 3 - Availability and Interpretation.

To the extent permitted under applicable law, the rights provided in Sections 1 and 2 of this Article XI:

(a) will be available with respect to events occurring prior to the adoption of this Article XI;

(b) will continue to exist after any rescission or restrictive amendment of this Article XI with respect to events occurring prior to such rescission or amendment;

(c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and

(d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer seeking such rights were parties to a separate written agreement.

Section 4 - Other Rights.

The rights provided in Sections 1 and 2 of this Article XI are not exclusive of any other rights to which a director or officer of the Corporation or other person may now or subsequently be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 1 and 2 of this Article XI are not exclusive of any rights, pursuant to statute or otherwise, of a director or officer or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Corporation or otherwise.

Section 5 - Severability.

If this Article XI or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable,

and the remainder of this Article XI will remain fully enforceable. Any payments made pursuant to this Article XI will be made only out of funds legally available for such payments.

ARTICLE XII - EXECUTIVE DIRECTOR

Section 1 - Appointment.

The Executive Director will be hired, appointed and subject to annual evaluation by the Board of Directors and shall serve as an independent contractor consultant of the Corporation, unless otherwise determined by the Board.

Section 2 - Duties.

The Executive Director will report to the President and will be the chief administrative officer of the Corporation. The Executive Director will participate in the formulation of policies, goals, and the annual budget of the Corporation; perform such duties as may be requested by the Board of Directors and as may appertain to the office; have such other powers and duties as the Board of Directors may from time to time determine; and attend in an *ex-officio*, non-director, non-voting capacity the meetings of the Board of Directors and the Executive Committee.

Section 3 - Compensation.

The Executive Director will receive such reasonable compensation as approved from time to time by the Board of Directors and consistent with the budget approved by the Board of Directors.

ARTICLE XIII - CORPORATE FINANCE

Section 1 - Corporate Funds.

The funds of the Corporation will be deposited in its name with banks or other depositories designated by the Board. All checks, notes, drafts and other negotiable instruments of the Corporation will be signed only by those officers, agents or employees authorized by the Board to sign. No officers, agents or employees of the Corporation, alone or with others, have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2 - Fiscal Year.

The fiscal year of the Corporation will be the 12-month period ending on June 30, unless otherwise determined by the Board.

Section 3 - Loans to Directors and Officers.

No loans will be made by the Corporation to its Directors or Officers.

Section 4 - Gifts.

The Board, the Executive Committee or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5 - Income from Corporate Activities.

All income from activities of the Corporation will be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

Section 6 - Annual Report.

At the annual meeting of the Board, the President and Treasurer will present to the Board a report, verified by the President and Treasurer, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of a 12-month fiscal period of the Corporation terminating not more than six (6) months prior to said meeting;
- (b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

Such report will be filed with the minutes of the annual meeting of the Board.

ARTICLE XIV - SEAL

The seal of the Corporation shall be as follows:



ARTICLE XV - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE XVI - AMENDMENTS

By-Laws of the Corporation may be adopted, amended or repealed (i) at any meeting of Voting Members, notice of which shall have included specification of the proposed action, by the vote of a majority of the Voting Members of the Corporation, or (ii) at any meeting of the Board of Directors, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the entire Board of Directors; provided, however, that if any by-law regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Voting Members for the election of directors the by-law adopted, amended or repealed, together with a concise statement of the changes made.

APPENDIX A

ACTEA Zones

