

BYLAWS
OF THE
CALIFORNIA INDUSTRIAL AND TECHNOLOGY
EDUCATION ASSOCIATION FOUNDATION

CITEAF

RATIFIED BY THE
CITEAF BOARD OF DIRECTORS
ON
OCTOBER 4, 2003

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OF
CALIFORNIA INDUSTRIAL & TECHNOLOGY EDUCATION ASSOCIATION FOUNDATION
CITEAF
RATIFIED OCT. 4, 2003**

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1. Name.

The name of this corporation shall be the California Industrial & Technology Education Association Foundation, hereinafter referred to as "CITEAF".

Section 2. Principal Office.

The principal office for the transaction of the activities and affairs of the Corporation shall be located at such place as the Board of Directors shall determine.

ARTICLE II

ORGANIZATION

Section 1. Organization.

CITEAF is incorporated as a nonprofit mutual benefit corporation in the State of California.

ARTICLE III

PURPOSE

Section 1. Purpose.

The specific and primary purposes of the CITEA Foundation (CITEAF) shall be to encourage and assist in the development of industrial and technology education programs in the State of California, to sponsor and conduct professional training courses for industrial educators, and to promote the professional growth of the members of the CITEA Foundation (CITEAF).

ARTICLE IV

MEMBERSHIP

Section 1. Qualification.

Any person or organization that subscribes to these Bylaws and the policies of CITEAF.

Section 2. Application.

An applicant shall be admitted to membership upon acceptance of his or her application by the Board of Directors and payment of such dues as may be fixed by the Board of Directors from time to time.

Section 3. Fees and Dues.

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, the annual dues in such amounts as are fixed from time to time by a majority vote of the Board of Directors.

Section 4. Non-liability of Members.

No member of CITEAF shall be liable for the debts and/or liabilities of CITEAF.

Section 5. Member Resignation.

Should any member withdraw from CITEAF, said member shall not be entitled to a refund of any dues paid prior to withdrawal and shall be responsible for any dues accrued up to date of withdrawal.

Section 6. Member Termination.

- (a) Causes of Termination. The membership of any member shall terminate upon occurrence of any of the following events:
- (i) The resignation of the member.
 - (ii) The failure of a member to renew his or her membership for the following year by paying annual dues within the times set forth by the Board of Directors.

- (iii) The occurrence of any event which renders such member ineligible for membership, provided that termination for such cause shall take effect only upon expiration of the period (not to exceed one year) for which such member's current membership runs.
 - (iv) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.
- (b) **Procedure for Expulsion.** Following the determination that a member should be expelled under subparagraph 8(a)(iv) of the Article, the following procedure shall be implemented:
- (i) A notice shall be sent by mail by prepaid, first class, or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the expulsion and the reasons thereof. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
 - (ii) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three directors appointed by the President. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - (iii) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
 - (iv) Any person expelled from the Corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 7. Transfer of Memberships.

No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death, except where membership is held in the name of husband and wife; it shall not terminate automatically on the death of the first person but will then be held in the name of the survivor.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Place of Meeting.

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the Corporation.

Section 2. Annual Meeting.

The annual meeting of members shall be held on such date and at such time as determined by the Board of Directors. At such meetings, Directors may be elected and any other proper business may be transacted. In the event that an annual meeting can't be held, the Board of Directors may hold the annual meeting by teleconference, mail, email or fax.

Section 3. Special Meetings.

- (a) **Authorized Persons Who May Call.** A special meeting of the members may be called at any time by any of the following: The president, a majority of the Board of Directors or 20 percent or more of the members.
- (b) **Calling Meetings by Members.** If a special meeting is called by members, other than the President or Board, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by electronic or other facsimile transmission to the President or any other Officer of the Board. The Officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of Article V, that a meeting will be held, and the date for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by the action of the Board of Directors.

Section 4. Notice of Board Members' Meetings.

- (a) **General Notice Contents.** All notices of meetings of Board Members shall be distributed or otherwise given in accordance with Subsection (c) of this Section of Article V not less than ten (10) nor more than ninety (90) days before the date of this meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors at the time of giving the notice, intends to present for action by the Board Members.
- (b) **Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).
- (i) Removing a director without cause;
 - (ii) Filling vacancies on the Board of Directors by the members;
 - (iii) Amending the Articles of Incorporation;
 - (iv) Voluntarily dissolving the Corporation.
- (c) **Manner of Giving Notice.** Notice of any meeting of Board Members shall be given either personally or by first-class mail, email, or fax or other written communication, charges prepaid, addressed to each Board Member at the address of that Board Member appearing on the books of the Corporation for the purpose of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Board Member by first-class mail, email or fax or other written communication to the Corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, emailed or faxed or other means of written communication.
- (d) **Affidavit of Mailing Notice.** An affidavit of the mailing or other means of giving any notice of any Board Members meeting may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

Section 5. Quorum.

- (a) **Percentage Required.** A majority of the voting Board Members shall constitute a quorum for the transaction of business at a meeting of the Board.
- (b) **Loss of Quorum.** The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the member required to constitute a quorum.

Section 6. Adjourned Meeting.

Any Board Members meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 7. Notice of Adjourned Meeting.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 8. Voting.

- (a) **Eligibility to Vote.** Members entitled to vote at any meeting of the members shall be regular members as of the date determined in accordance with Sections 1, 2 & 3 of Article IV, subject to the provisions of the California Nonprofit Corporation Law.
- (b) **Manner of Casting Votes.** Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any five (5) Members before the voting begins.
- (c) **Cumulative Voting.** Cumulative voting for election of directors or otherwise shall not be authorized. Elections shall be decided by majority vote and, except as otherwise herein specified, shall be governed by Robert's Rules of Order.
- (d) **Only Majority of Members Represented at Meeting Required. Unless Otherwise Specified.** If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Members, unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 9. Conduct of Meetings.

- (a) Meetings of the Board shall be presided over by the President of the Corporation or, in his or her absence, the President-elect, or in the absence of all, by a Chairman chosen by majority of the members present. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- (b) Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation of this Corporation, or with law.

Section 10. Action by Written Consent Without a Meeting.

- (a) **General.** Any action that may be taken at any annual or special meeting of Members may be taken without a meeting and without prior notice upon compliance with the following provisions of this section.
 - (i) **Solicitation of Written Ballots.** The Corporation shall distribute one written ballot to each Member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 4 of this Article V for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth; and (3) provide a reasonable time within which to return the ballot to the Corporation. Any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the votes shall be cast in accordance with that specification.
- (b) **Quorum; Majority.** Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (c) **Revocation.** No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever first occurs.
- (d) **Filing.** All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.
- (e) **Effect of Noncompliance.** Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the Law.

Section 11. Record Date for Member Notes, Voting, and Other Actions.

(a) **To be Determined by Board of Directors.** For the purposes of determining which members are entitled to receive notice of any meeting, to vote or to take any other action, the Board of Directors may fix, in advance, a "record date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote or take other action, as the case may be, notwithstanding any transfer or any membership on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) **Failure of Board to Determine Date.**

- (i) **Record Date for Notice of Voting.** Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.
- (ii) **Record Date for Written Consent to Action Without Meeting.** Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.
- (iii) **Record Date for Other Actions.** Unless fixed by the Board, the record date for determining those members entitled to take any other action shall be the date the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.
- (iv) **"Record Date" Means as of Close of Business.** For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

Section 12. Voting of Classes.

Each Member shall be entitled to cast one vote on all matters submitted to a vote of the Members.

ARTICLE VI
DIRECTORS AND MANAGEMENT

Section 1. Powers.

CITEAF and its officers where specifically empowered, shall possess and exercise all powers and privileges conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that CITEAF shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the primary purposes of this corporation.

Section 2. Board of Directors Election and Term of Office.

The Board of Directors shall be nominated and elected by the Member according to the following terms.

- (a) Each Director shall hold office until reelection or until a successor is elected or appointed and qualified.
- (b) The Board of Directors of CITEAF shall consist of no fewer than seven Directors. The maximum number of Directors shall be determined by a vote of the Board of Directors during a regular board meeting.
- (c) The Board of Directors shall be elected by the Members.
- (d) The Board of Directors shall also include the ~~six~~ members of the Executive Committee.
- (e) The Board of Directors shall ensure that the composition of the Board reflects and represents a cross-section of the industry pursuant to industry sector representation in the membership.
- (f) Each Director shall be entitled to cast one vote. There shall be no proxy voting.

Section 3. Nominating Committee.

A Nominating Committee shall be recommended by the President for the approval of the Board of Directors. This committee shall remain constituted until dissolved or until a new committee has been named as herein provided. The persons nominated may include any Directors who have held or who currently hold office. If the Board of Directors fails for any reason to approve the committee, it shall be the duty of the President to appoint the committee. The committee shall meet and propose a slate of directors for the next year, and shall solicit suggestions for candidates from the membership. The committee shall propose a slate including at least one name of an active member who is qualified for each office known to be vacant and will provide for mail, fax or email ballot and for a write-in mechanism to assure the broadest participation in the selection of the Board.

Section 4. Vacancies.

Should the position of any Board Member become vacant, the remaining term shall be filled by appointment of a Board Member by majority vote of the Board of Directors in compliance with subparagraph 2(vi). The CITEAF Secretary shall record the new Board member's name, address and telephone number.

Section 5. Budgets.

Annual budgets shall be prepared by the CITEAF Finance Committee under the direction of the Treasurer for approval by the Board of Directors within 120 days of the beginning of the next accounting year. Budgets must be approved by no less than a majority of the authorized number of Directors.

Section 6. Expense Reimbursement.

Expense reimbursement to the Board of Directors shall require prior approved of the Treasurer and President.

Section 7. Board of Director Meetings.

"Regular" Board of Director meetings shall be held at least twice during the fiscal year. At each meeting, the Board shall determine the general time and place of the next meeting.

Section 8 Notice of Board Meetings.

Notice of the date, time, place and general nature of the business to be transacted shall be delivered to each director by first class mail, fax or email or other form of notification approved by the Board, at least seven (7) days prior to the date of such meeting.

Section 9. Quorum.

A majority of the authorized number of Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, no business shall be transacted.

Section 10. Conduct of Meetings.

Meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time, insofar as such rules are not inconsistent with these Bylaws, the Articles of Incorporation, or with California law and judicial precedent.

Section 11. Removal of Board of Director Members.

- (a) The Board of Directors may declare vacant, by three-fourths (3/4) written ballot vote, the office of a Board member on the occurrence of any of the following events:
- 1) The Board member has been declared of unsound mind by a final order of court;
 - 2) The Board member has been convicted of a felony;
 - 3) The Board member has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code; or
 - 4) The Board member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.
- (b) Should any Board member fail to attend one (1) of the two (2) regular Board of Directors meetings, or 50% of the Board of Directors meetings during the fiscal year, the Board of Directors may, by majority vote, replace the Director in the manner set forth in Section 3, Article VI.
- (c) **Procedure for Removal.** Following the determination that a Board member should be removed under subparagraph 9(a)(b)(vi) of the Article, the following procedure shall be implemented:
- (i) A notice shall be sent by mail by prepaid, first class, or registered mail to the most recent address of the Board member as shown on the Corporation's records, setting forth the removal and the reasons thereof. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the removal.
 - (ii) The Board member being removed shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed removal. The hearing will be held by a special Board of Directors removal committee composed of not fewer than three Board of Directors appointed by the President. The notice to the Board member of his or her proposed removal shall state the date, time, and place of the hearing on his or her proposed removal.
 - (iii) Following the hearing, the removal committee shall decide whether or not the Board member should in fact be removed, suspended, or sanctioned in some other way. The decision of the committee shall be subject to approval of the Board of Directors.

ARTICLE VII

OFFICERS

Section 1. Number and Titles.

CITEAF shall have Officers consisting of a President, a President Elect, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.

Section 2. Qualification, Election, and Term of Office.

CITEAF Officers shall be elected by the Board of Directors by a majority of the Board at its last regular meeting prior to expiration of the current Officers' terms. Terms of office shall be for one (1) year. No Officer shall serve in the same position in any office for more than two (2) consecutive terms unless amended by a majority of the Board of Directors at each term.

Section 3. Duties of President.

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 4. Duties of President-Elect and Vice President.

The President-Elect, shall perform all duties, and exercise all powers of the President when the President is absent or is otherwise unable to act. The President-Elect and Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. Duties of Secretary.

The Secretary shall assure keeping of the minutes of all meetings of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, and generally, shall perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. Minutes will be distributed by the Secretary to the Board of Directors within 10 working days following Board meetings.

Section 6. Duties of the Treasurer.

The Treasurer shall assure the safekeeping and custody of all funds of the Corporation, shall oversee deposit of such funds as required by the Board of Directors, shall assure adequate and correct amounts of the Corporation's properties and business transactions, shall render reports and accountings as required by the Board of Directors, and shall in general perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

(a) Executive of Checks, Notes, Contracts. Except as otherwise provided by law, or by action of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and Board designated person or persons up to the amount of \$1,000.00. All invoices over \$100.00 shall be submitted to the Treasurer for approval to pay. All said documents in an amount over and above \$1,000.00 shall be signed by the Treasurer and other designated Board member.

Section 7. Duties of the Immediate Past President.

The Immediate Past President shall be the past chief executive officer of the corporation. In this capacity, he or she shall, subject to the control of the Board, assist in the supervision and control the affairs of the Corporation as an advisor to the Board. The holder of this office shall be a voting member of the Executive Committee, whose past board experience will be considered a valuable asset for the membership. The Immediate Past President shall perform all duties incident to the office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

**ARTICLE VIII
EXECUTIVE COMMITTEE**

Section 1. Creation.

Between meetings of the Board of Directors, an Executive Committee consisting of the President, President Elect, Vice President, Secretary, Treasurer and Immediate Past President shall conduct the day-to-day business of the corporation.

Section 2. Authority and Responsibility.

The Executive Committee may act as empowered by the Board of Directors.

**ARTICLE IX
COMMITTEES**

Section 1. Committees.

CITEAF shall maintain the following committees: Finance, Nominating, and other committees as directed by the Board of Directors. The Treasurer shall serve as the Chair of the Finance committee.

Section 2. Ad Hoc Committees.

Ad Hoc committees may be authorized by a majority of the Board of Directors for specific purposes and activities, which the Board deems to be in the interests of CITEAF. Ad Hoc Committee chairs shall be appointed by the President from among the CITEAF Directors.

Section 3. Committee Members.

The chairs of the aforementioned committees and ad hoc committees shall appoint all other committee members.

ARTICLE X
PUBLIC POSITIONS

Section 1. Authority.

The Board of Directors, by a majority vote, shall have exclusive authority to establish CITEA positions, directives, policies, procedures and programs.

ARTICLE XI
EMPLOYEES

Section 1. Authority.

The Board of Directors may hire such employees and/or consultants as it deems necessary to carry out the purpose of CITEAF. A majority vote of the Board of Directors is required for the execution of any employment or consulting contract.

Section 2. Employment/Consulting Contracts.

Any such contract shall be in writing and shall outline the general responsibilities and authorities of employee, or consultant, and CITEAF.

ARTICLE XII
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be July 1 to June 30.

Section 2. Corporate Seal.

The Corporation may have a seal which may be in the such form and containing such matter as may be specified by resolution of the Board of Directors. The seal may be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

Section 3. Amendment of Bylaws.

The Bylaws of CITEAF may be amended by a two thirds (2/3) vote of the Board of Directors of CITEAF at a regular Board of Directors meeting or by a majority vote of those paid members of CITEAF in attendance at a regular membership meeting.

Section 4. Ratification of Bylaws.

These Bylaws only become effective upon ratification by a two thirds (2/3) vote of the CITEAF Board of Directors in attendance at a regular Board of Directors meeting.

DATED: _____

Secretary of CITEAF