

Wyoming Association for Career and Technical Education

BYLAWS



Strikethrough = Deletion

Underline = Addition

I. Article I – Members

A. Qualifications

Any person meeting the qualifications of Article III of the Constitution shall be eligible for membership in the Wyoming Association for Career and Technical Education which, hereafter may be referred to as “WACTE” or “the Association.

B. Membership Categories

1. Association Members of the Wyoming Association for Career and Technical Education shall include instructors, directors, others interested in the promotion of Career and Technical Education, or employed by or affiliated with a Career and Technical Educational agency.
2. Persons who have been retired from one of the above positions may be Retired Members of WACTE.
3. All persons who are students preparing for a professional Career and Technical Education career may be Student Members of WACTE.
4. Applications for membership shall be filed with the Executive ~~Director~~ Administrator.

II. Article II – Dues and Finance

~~Annual Dues shall be recommended by the Executive Board and approved by the general membership:~~

A. Dues

1. Amount of annual dues is determined by the ~~general membership~~ Executive Board.
2. Dues shall be due and payable at the time of enrollment and each year thereafter on the anniversary date of enrollment. All members must be a member of WACTE to be part of a division.
3. Any member whose dues are not paid within sixty (60) days of the anniversary date shall be dropped from membership.
4. The dues of all members shall be payable to the Wyoming Association for Career and Technical Education. Dues collected by treasurers of affiliated sections shall be forwarded with a list of members whose dues are included in each remittance to WACTE.
5. Membership dues shall be the amount necessary for expenses of the Association. The amount shall be reviewed by the board on an annual basis. Any dues increase must be presented to the general membership and approved at the annual meeting by the membership.

B. Budget

A proposed budget for the next fiscal year shall be prepared by the Executive Committee. Any expenditure beyond the adopted budget shall have prior approval by the Executive Board by formal action at an open Executive Board meeting.

C. Financial Records Review

The Balance Sheet and Revenue and Expenditures shall be submitted at each board meeting to the Executive Board. The Audit Committee will review the financial records and submit a report to the Executive Board at the annual Summer Leadership Conference. A professional audit shall be performed at the request of the Executive Board.

D. Fiscal Year

The fiscal year shall be from July 1 through June 30.

III. Article III Divisions

A. A division shall be composed of members in a specific career and technical education area. A division may affiliate, subject to Executive Board action, by ~~1) identifying at least ten (10) members or having seventy five percent (75%) of potential members and, 2) submission of a proposal for organization, a constitution and bylaws, a slate of officers, a list of active potential members, and a program of activities for the membership year;~~ and upon recommendation of the Executive Board and approval by vote of the Delegate Assembly.

B. Sections now recognized as divisions of WACTE are WVATA, WBEA, WATFACS, WMEA, WHSE, WNRS, and WTEA.

C. Any division that chooses will be covered under WACTE's 501(c)(3) and its financial responsibilities, such as filing a 990 tax return, will be handled between the division's treasurer and the WACTE Executive secretary Administrator. Any division that chooses to hold and handle its own financials will be responsible for maintaining their own 501(c)(3) statuses and filing the appropriate tax returns. WACTE is not responsible for any failure or repercussions of a division that is maintaining its own financial status to file the appropriate returns or reports. Besides the financial aspect of any division handling its own financials, the division will be privileged to all other aspects and benefits of WACTE.

D. The divisions' constitutions and/or bylaws shall be subject to approval by the WACTE Executive Board.

E. The policies and programs of the divisions shall be subordinate to and in conformity with the general policies and programs of the WACTE Executive Board. ~~F. The divisions shall be autonomous in selecting their officers and in determining their policies and programs. within the restrictions of Section I.D. of this Article and in operating their activities.~~

F. ~~If the division membership falls below the requirements as stated in Article III, Section 1, the division will be placed on probation for one year. If at the end of the one year probation the requirements have not been achieved, then the division will cease to be affiliated at the WACTE Conference.~~

IV. Article IV – Officers

A. Officers

The elected officers for WACTE shall be the President, President Elect, and Past President.

B. Terms of Office

Officers are elected to a three-year term rotating through the positions of President Elect, President, and Past President for a term of one year each.

C. Vacancy in Office

1. A vacancy in the office of the President shall be filled by the President Elect. The vacancy that is created in the office of President-Elect shall be filled by the election of one of the board members at a regular or special meeting of the Executive Board.
2. Should the office of President become vacant and the President Elect is unable to assume the office of President, a special meeting shall be called by the Past President or the Executive ~~Director~~ Administrator for the purpose of electing a President and a President Elect from the Executive Board membership to serve the remainder of the term.
3. All elections to fill vacancies shall be by ballot of the Executive Board and a majority shall elect.

D. Duties

1. The President shall:
 - a) Preside at all meetings of the Delegate Assembly and of the Executive Board.
 - b) Approve ~~Appoint~~ committee chairs subject to approval of the Executive Board.
 - c) Submit an annual report at Summer Conference.
 - d) Perform duties prescribed by these Bylaws, by the parliamentary authority adopted by the Association and such standing rules as may be adopted by the Executive Board.
2. The President Elect shall:
 - a) Perform all duties of the President in the absence of the President.
 - b) Succeed to the office of President for the unexpired term in the event of a vacancy.
 - c) Assume other duties assigned to the office by these Bylaws, the Policies and Procedures, or the Executive Board.
3. The Past President shall:
 - a) Assume duties assigned to the office by these Bylaws, the Policies and Procedures, or the Executive Board.
 - b) Chair the Awards Committee.

V. Article V – Nominations and Elections

A. ~~Nominations Committee~~

Nominees for President Elect may be from any division. The ~~Nominations Awards~~ Committee shall submit its report at a board meeting. No name shall be placed in nomination without the consent of the nominee. Nominee must be a member of the WACTE association, in good standing, or retired from education.

B. Election of Officers

Election of officers shall be by ballot at the annual Summer Conference. A plurality vote shall elect. The President shall take office at the close of the Delegate Assembly. In the event that there is only one candidate for an elected office, a formal election would not be held. The Delegate Assembly would elect the candidate.

VI. Article VI – Meetings

A. Association Meetings

1. A WACTE Conference shall be held annually at a time and place determined by the Executive Board for the purpose of providing in-service training and electing officers.

a) Summer Conference Committee

There shall be a Summer Conference on-site Chairperson whose duty shall be to assist in the planning and supervision of the Summer Conference in cooperation with the officers and other members.

VII. Article VII –Executive Board

A. The Executive Board shall consist of:

1. The WACTE President, President Elect, Past President, Executive ~~Director~~ Administrator, and the Division Presidents and Division President Elects (~~if over 25 members~~) or their designated representative. A representative from the Wyoming Department of Education and a representative from the University of Wyoming shall also serve on the Executive Board.

2. A quorum of the Executive Board shall be for voting purposes (~~Quorum is 2/3 of the majority~~).

3. Ex-officio members including grant facilitators. (Any person that has function on the Executive Board but does not have voting privileges.)

B. Executive Board Power

The Executive Board shall have the necessary power and authority to carry out the business of the Wyoming Association for Career and Technical Education.

C. Duties

Duties of the Wyoming Association for Career and Technical Education Executive Board shall be:

1. Carry out the program and policies of the Delegate Assembly and to exercise the general authority of the Delegate Assembly between its annual meetings.
2. Approve all requests for expenditures in excess of the budgeted amounts.
3. Determine the accounts for placement of all monies received by the Wyoming Association for Career and Technical Education and approve all disbursements by officers of appropriate division.
4. ~~Determine bonding procedures for employees and the President~~
5. Perform all duties prescribed in the Bylaws and Policies and Procedures.
6. Review and approve the annual budget.
7. Appoint delegates to the Association for Career and Technical Education assembly of delegates.
8. Perform editing and small typographical corrections to the Constitution and Bylaws.

D. Official Use of Stationary and Titles

Official stationary and official titles of officers shall be used only in the promotion of policies that have been approved by the Executive Board.

E. Meetings

Regular meetings of the Wyoming Association for Career and Technical Education Executive Board shall be held in accordance with action of the Executive Board, on call of the President, or on request of a majority of the members of the Executive Board.

F. Expenditures

Expenditures of the Executive Board shall be allowed as provided in the annual budget.

G. Salaried/Contract Personnel

Other salaried personnel, upon recommendation by the Executive ~~Director~~ Administrator, may be employed by the Executive Board. The Executive ~~Director~~ Administrator shall evaluate salaried personnel on or before the last Executive Board meeting before June 30 and submit the evaluations, in Executive Session, with recommendations to the Executive Board.

VIII. Article VIII – Executive Committee

A. Executive Committee members

Members of the Executive Committee shall be the elected officers and Executive ~~Director~~ Administrator of WACTE.

B. Duties

The Executive Committee shall:

1. Be responsible for the transaction of necessary business between meetings of the Executive Board and business that may be referred to it by the Executive Board, and shall make a complete report of its actions to the Executive Board.
2. Select a qualified accountant to audit the financial records of the Wyoming Association for Career and Technical Education when requested by the Executive Board.
3. Prepare and submit to the Executive Board a proposed budget by the July board meeting.

C. Meetings

Meetings shall be at the call of the President. ~~The Executive Secretary may attend as an ex officio member.~~

D. Quorum

A majority of elected officers shall constitute a quorum.

IX. Article IX – Committees

A. Committee Appointments

All members of committees shall be appointed by the Division Presidents ~~to serve during the President's term.~~

B. Standing Committees

The Strategic Plan, as adopted by the Executive Board, shall determine the Standing Committees.

1. The standing committees of the Association shall be:
 - a) Audit
 - b) Awards
 - c) Public Policy Budget
 - d) Professional Development Constitution
 - e) Promotion Evaluation
 - f) ~~Exhibits~~
 - g) ~~Fundraising~~
 - h) ~~Legislation~~
 - i) ~~Membership~~
 - j) ~~Nominations/Elections~~
 - k) ~~Professional Development/Diversity Action~~
 - l) ~~Public Information~~
 - m) ~~Resolutions~~
 - n) ~~Scholarship~~
 - o) ~~Strategic Focus Points~~

C. Committee Expenses

Expenses of committees for business and travel shall be as provided in the annual budget.

X. Article X – Dissolution

The dissolution of the Association shall follow the requirements of the Wyoming Nonprofit Corporation Act. Upon dissolution it shall be the obligation of the remaining officers and/or staff to ensure that all just debts and claims against the Association are paid. Any funds remaining after payment of all debts and obligations shall be distributed to one or more regularly organized and qualified charitable, educational organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. Such organizations are to be selected by the Executive Board or the remaining officers and/or staff.

XI. Article XI – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the Wyoming Association for Career and Technical Education in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rule of order the Association may adopt.

XII. Article XII – Amendments

A. Proposed amendments or changes in articles of amendments of the Bylaws shall be submitted in writing to the ~~Constitution Committee~~ Executive Board at or prior to the first business session of the Summer Conference and the ~~Committee Board~~’s recommendations ~~are will be~~ available in writing to the membership by the informational meeting at Summer Conference.

B. Bylaws shall be adopted or changed by a majority vote of the delegates at the last general session of the WACTE Summer Conference.

XIII. Article XIII – Miscellaneous Provisions

A. Fiscal Period. The fiscal period of the WACTE shall be from July 1 to June 30, or such other period as approved by the Executive Board.

B. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any officer, director or member, it shall not be construed to mean personal notice, but such notice shall be given by any means calculated to give actual notice addressed to each member, officer or director at such address as appears on the books of the Association. Notices may be issued in written, facsimile or electronic format. Any member, director or officer may waive any notice required to be given under these Bylaws.

C. Indemnification. To the fullest extent permitted by law, but limited to the Association's insurance coverage, the Association shall indemnify and hold harmless any and all past, present or future directors and officers, as identified and defined in these Bylaws and, in its discretion and in accordance with law, may indemnify and hold harmless any agent or employee of this Association from all liabilities, expenses and counsel fees reasonably incurred in connection with all claims, demands, causes of action and other legal proceedings to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such director, officer, employee or agent on behalf of the Association.

D. Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of all its agents, including officers, directors and employees, against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

E. WACTE Conflict of Interest Policy

1. Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, (the "Organization"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

a) Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b) Financial Interest – a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

(2) A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or

(3) A proposal of ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b) The remaining board or committee members shall decide if a conflict of interest exists.
- c) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

F. Whistleblower Policy

1. General - The Wyoming Association for Career and Technical Education Code of Ethics and Conduct (Code) requires members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members and representatives of WACTE, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.
2. Reporting Responsibility - It is the responsibility of all members to comply with the Code and to report violations or suspected violations in accordance with the Whistleblower Policy.
3. No Retaliation - No member who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse consequence. A member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of membership. This Whistleblower Policy is intended to encourage and enable members to raise serious concerns within the Organization prior to seeking resolution outside the organization.
4. Reporting Violations - The Code addresses the Organization's open door policy and suggests that members share their questions, concerns, suggestions or complaints with someone who can address an area of concern with the Executive Board, having specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open door policy, individuals should contact the WACTE President directly.
5. Executive Committee - The WACTE Executive Committee is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at their discretion, shall advise the Executive ~~Director~~ Administrator and/or the Audit Committee. WACTE's compliance officer is the WACTE President.
6. Accounting and Auditing Matters - The Audit Committee shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing. The Executive Committee shall immediately notify the Audit Committee of any such complaint and work with the committee until the matter is resolved.
7. Acting in Good Faith - Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

8. Confidentiality - Violations or suspected violation may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9. Handling of Reported Violations - The Executive Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.