BYLAWS OF NATIONAL ASSOCIATION OF STATE DIRECTORS OF CAREER TECHNICAL EDUCATION CONSORTIUM

Updated by NASDCTEc Board of Directors
Approved by Membership
April 9, 2015

ARTICLE I
OFFICES AND REGISTERED AGENT

Section 1. Registered Office and Agent.

The National Association of State Directors of Career Technical Education Consortium (hereinafter the "Corporation") shall have and continuously maintain a registered office in the State of Delaware, and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of Delaware or a Corporation, whether for profit or not for profit, authorized to transact business in the State of Delaware. The address of the registered office may be changed from time to time.

Section 2. Other Offices.

The Corporation may have such other office or office is at such suitable place or places within or without the State of Delaware, as the Board of Directors may from time to time determine as necessary or desirable for the conduct of the affairs of the Corporation.

ARTICLE II
MEMBERSHIP

Section 1. Classes of Membership.

The Corporation shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

A. Active Member. Any of the fifty states, Puerto Rico, the Virgin Islands, that District of Columbia, the Commonwealth of the Northern Marinas, the Federated States of Micronesia, the Republic of Marshall Islands, the Republic of Palau, Guam, or American Samoa is eligible to be an Active Member through its state or territorial agency designated director of career technical education. Active Members shall have all the rights and privileges of membership in the Corporation, including the right to hold office and to vote.

B. Associate Member. An individual is eligible to be an associate member if he or she is interested in supporting the goals of the Corporation. Associate members shall not be entitled to hold office or (unless otherwise provided by law) vote, except for the election of one member of the Corporation's Board of Directors to represent their class.

C. Contributing Member. An institution, organization, or agency is eligible to be a Contributing Member if it is interested in supporting the goals of the Corporation. Contributing Members shall not be entitled to hold office or (unless otherwise provided by law) vote.

Section 2. Application of membership.

Except as set forth in Article III, Section 3 below, persons seeking membership in the Corporation as an active, Associate, or Contributing Member must submit a completed application, in such form as the Board of Directors shall from time to time determine, to the Board of Directors or a committee or officer designated by the Board of Directors, which, in its sole discretion, will grant or deny the application for membership. Applicants will be notified in writing if accepted and of the membership status granted.

Section 3. Transfer of Membership.

A. NASDCTEc, notwithstanding any other provision herein, any "Active Member" of the National Association of State Directors of Career Technical Education Consortium, Incorporated, and Oklahoma Corporation, will automatically be granted membership in the Corporation as an Active Member, which membership will lapse upon no-payment of dues.

B. NASDCTEc, notwithstanding any other provision herein, an "Associate Member" of National Association of State Directors of Career Technical Education Consortium, Incorporated, a Delaware Corporation, will automatically be granted membership in the Corporation as an Associate Member, which membership will lapse upon non-payment of dues.

Section 4. Termination of Membership

The Board of Directors, by the affirmative vote of two-thirds of all of the members of the Board present at any regular or special meeting, may terminate the membership of a member, for cause, after an appropriate hearing, and may by a majority vote of those present at any regular or special meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues.

Section 5. Membership Dues.

The amount of the annual dues of the members shall be determined by the Board of Directors and shall be paid annually by such date as may be determined by the

Board from time to time. The Board of Directors may establish different dues amounts for members of different classes.

ARTICLE III
MEETINGS

Section 1. Annual Meetings

A regular annual meeting of the members shall be held at least once a year, at such time, the Board of Directors shall designate day, and place.

Section 2. Special Meeting

Special membership meetings may be called by the Board of Directors and shall be called by the Board upon written request therefore to the Secretary of the Corporation of not less than one-third of the members entitled to vote.

Section 3. Notice of Meetings.

Notice of the time, day, place, and purpose of each meeting shall be given to all members of the Corporation not less that ten days nor more than sixty days prior to the meeting date in the manner set forth in Section 1 of the Article VIII hereof. In addition, the Board of Directors, in its discretion, may direct that any meeting of members shall be conducted by electronic communication, in whole or in part, as allowed by law.

Section 4. Quorum

A quorum for the transaction of any and all business at the annual or any special membership meeting of the Corporation shall consist of not less than a majority of the voting members. If a quorum is not present, a majority of the voting members present may adjourn the meeting to a future time, without further notice being required.

Section 5. Manner of Acting

Except as otherwise expressly required by law, the Certificate of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the members entitled to vote present, at any meeting of the members at which a quorum is present, shall be the act of the members.

Section 6. Written Consent

Action taken by the members without a meeting is nevertheless the action of the members if written consent to the action in question is signed by all of the members entitled to vote and filed with the minutes of the proceeding of the members, whether done before or after the action so taken. Such consent may be affected via electronic communication as allowed by the Board of Directors.

Section 7. Proxies

At any meeting of the members, a member entitled to vote may do so by proxy executed in writing and filed with the Secretary of the Corporation before the meeting. Proxies may be submitted by electronic communication as allowed by the Board of Directors. A member who executes a proxy may withdraw the proxy by attending in person the meeting for which the proxy was executed or by filing a notice in writing with the Secretary, before or at the time of the meeting, that the proxy is withdrawn. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers

There shall be a Board of Directors of the Corporation, which shall manage, supervise and control the business, property and affairs of the Corporation except as otherwise expressly provided by law, the Certificate of Incorporation of the Corporation, or the Bylaws. The Board of Directors shall be vested with the powers possessed by the Corporation itself, including the powers to determine the policies of the Corporation and prosecute its purpose, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Corporation, to disburse the funds of the Corporation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Directors shall elect one of its members, who may be an officer of the Corporation, to serve as Chairperson of the Board of Directors, for such term as the Board may determine.

Section 2. Number and Qualifications

The number of directors shall be sixteen, consisting of the elected officers of the Corporation, the immediate past President, a representative of the Associate members, and a representative of the active members from each of the eleven geographic regions of the Corporation. Regions shall be as follows:

Region 1: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

Region 2: New York, New Jersey, Puerto Rico, and Virgin Islands.

Region 3: Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, and West Virginia.

Region 4: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, and Tennessee.

Region 5: Illinois, Indiana, Minnesota, Michigan, Ohio, and Wisconsin.

Region 6: Texas, Arkansas, Louisiana, Oklahoma, and New Mexico.

Region 7: Iowa, Kansas, Missouri, and Nebraska.

Region 8: Colorado, Utah, North Dakota, Montana, South Dakota, and Wyoming.

Region 9: Arizona, California, and Nevada.

Region 10: Alaska, Idaho, Oregon, and Washington

Region 11: Hawaii, Commonwealth of the Northern Marinas, Federated States of Micronesia, Republic of the Marshall Islands, Republic of Palau, Guam, and American Samoa.

Section 3. Election and Term of Office

The terms of the officers serving on the Board of Directors shall be consistent with their terms of office as officers. The directors serving the Associate Members and the eleven regions shall serve three-year terms. It shall be the responsibility of the Active Members in each of the eleven geographic regions to select, at the appropriate membership meeting, their respective directors to serve on the Board of Directors. It shall be the responsibility of the Associate Members to select, at the appropriate membership meeting, their director to serve on the Board of Directors. In the event of a tie vote, the director with the longest tenure as a State CTE Director shall be elected to serve on the Board of Directors.

Section 4. Resignations

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal

Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of the Corporation. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified, registered, or express mail or delivery to the last known address of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in

presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board of Directors shall act based on reasonable and consistent criteria, always with the objective of advancing the best interest of the Corporation.

Section 6. Vacancies

A vacancy in any director's position shall be filled for the un-expired term by majority vote of the remaining directors then in office.

Section 7. Regular Meetings

A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors; for the purpose of transaction, such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings

Special meetings of the Corporation or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in Section 1 of the Article VIII hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement excused either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, one-third of the directors present may adjourn the meeting to a future time, without further notice being required.

Section 11. Manner of Acting

Except as otherwise expressly required by law, the Certificate of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is

present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Written Consent

Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceeding of the Board, whether done before or after the action so take. Such consent may be affected via electronic communication as allowed by the Board of Directors.

Section 13. Telephone or Electronic Meeting

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications or electronic means, as permitted by law, which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 14. Compensation

No director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the director to the extent provided by such resolution.

ARTICLE V
OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of a President, Immediate Past President, a Vice President, and a Secretary/Treasurer. The Corporation shall have such other officers and assistant officers as the Board of Directors may from time to time deem necessary, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election of Officers and Qualifications

Only those individuals who are active members and are the designated Director of Career Technical Education of a state or territorial agency are eligible to be officers. The officers of the Corporation shall be elected by the active members of the membership of the Corporation at the annual meeting of the membership.

Section 3. Term of Office

The officers of the Corporation shall be installed at the appropriate meeting at which they are elected and shall hold office until their respective successors shall have been duly elected and qualified.

Sections 4. Resignation

Any officer may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal

Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interest of the Corporation would be served thereby, but, such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

Section 7. President

The President shall be the chief executive officer of the Corporation and subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Corporation. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officers or agent of the Corporation: and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors form time to time.

Section 8. Immediate Past President

The Immediate Past President shall advise and consult with the President. The Immediate Past President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 9. Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the

President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 10. Secretary/Treasurer

In his or her capacity as Secretary, the Secretary/Treasurer shall ensure that the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

In his or her capacity as Treasurer, the Secretary/Treasurer shall present reports on the finances of the Corporation at Board of Directors meetings; present the annual budget for approval by the Board of Directors; serve as Chair of the Finance Committee; and in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI
COMMITTEES

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board or the director by law.

Section 2. Term of Office

Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Vacancies

Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be opened and copied by someone other than the finance staff member. The finance staff member will then receive the checks by entering them into the accounting software and marking the corresponding invoice paid along with the date, check number, and their initials.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 1. Notice

Whenever under the provisions of these Bylaws, the Certificate of Incorporation of the Corporation or statute, notice is required to be given to a director, member, committee member, or officer, such notice shall be given in writing, by first-class, certified, registered mail or by express delivery, charges thereon prepaid, to such person at his or her address as it appears on the records of the Corporation, or by electronic communication as allowed by the Board of Directors. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service or sent via electronic communication. Notice may also be given by telegram, telex, telecopy or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or the next day.

Section 2. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and address of the members of its Board of Directors.

ARTICLE IX
INDEMNIFICATION

Section 1. General

The Corporation shall indemnify each member of the Board of Directors, as described in Article IV hereof, and each of its officers, as described in Article V hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided in this Article IX in a manner and to the extent permitted by applicable law. Every reference herein to a member of the Board of Directors or officer of the Corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments,

fines, amount in settlement, and reasonable expense described below whenever arising, allowable as below-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Section 2. Third Party Proceedings

The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed in defense of any civil or criminal action or proceeding initiated by a third party, or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, or by reason of serving or having served at the request of the Corporation as a director or officer of another corporation or organization, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Corporation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. A non-judicial determination that the director or officer has met the foregoing applicable standard of conduct shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action or proceeding; or (2) if a quorum under (1) is not obtainable with due diligence, or, even if obtainable, at the request of a quorum of disinterested directors, upon the opinion in writing of independent legal counsel that the director of officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

Section 3. Proceedings in the Name of the Corporation

The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed in defense of any action or proceeding brought by or in the name of the Corporation, or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, or by reason of serving or having served at the request of the Corporation as a director or officer of another corporation or organization, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4. Limitations

Notwithstanding the above, any funds that the Corporation shall be legally obligated to pay based on its indemnification obligations shall not exceed the actual amount of the Corporation's available insurance coverage for the subject action or proceeding.

ARTICLE X
AMENDMENTS TO BYLAWS

These Bylaws may be amended, revised, repealed, or modified upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board and the affirmative vote of the members entitled to vote at any regular or special meeting of the membership. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.