

NCEEA BY-LAWS

ARTICLE I - MISSION

The Northwest Career Educators and Employers Association (NCEEA) is a partnership of business, industry, government, colleges and universities primarily in Alaska, Idaho, Montana, Oregon, and Washington, formed to promote the issues related to employment, recruitment, work-based learning, Cooperative Education, internships, field experience, volunteer opportunities, career development and other related career issues. The Association will conduct activities to enhance the environment for students' transition into the world of work. The specific objectives of the Association shall be:

- Serve as a direct communication link among business, industry, government, and student career services and cooperative education/internships;
- Provide opportunities for the professional development of individuals involved in student career services and cooperative education/internships;
- Represent the Northwest in national activities and establish a strong working relationship with similar organizations throughout the United States;
- Promote state and national legislative matters that are favorable to enhancing the school-to-work transition.

ARTICLE II - MEMBERSHIP

Membership in the Association shall be open to individuals in post-secondary educational institutions, and employers involved in the objectives of the Association. Membership dues shall be paid annually on or before September 30 of the business year. New members who pay dues in the last quarter of the membership year will become members for the remainder of that year and the following membership year. Each member is entitled to one vote on issues placed before the membership.

ARTICLE III - OFFICERS

Section 1 - Executive Board

The Executive Board will be composed of the Officers of the Association. The Executive Board shall manage the affairs of the Association except for matters requiring a vote of the Membership. Five board members shall constitute a quorum for board meetings. The Executive Board shall meet at least three times during the year. Board members are expected to attend board meetings. Special meetings may be called by the President or by joint agreement of any three Executive Board members. A summary of actions of the Executive Board shall be reported to the membership.

The officers of the Association shall be:

- President
- President Elect
- Past President
- Vice President for Administration
- Vice President for Finance
- Vice President for Communications
- Vice President for Employer and Educational Partnerships
- Vice President for Membership Development
- Vice President for Professional Development
- Vice President for Technology

The President, President Elect, and Past President are one year terms; the Vice President for Finance is elected for a three year term; the Vice President for Technology is an appointed position with no term limit; all other Vice Presidents are elected for 2 year terms.

Section 2 - The President

The President shall be the chief executive officer of the Association and is ex-officio member of all committees except the Nominating Committee. The President shall preside at all meetings of the Association and the Executive Board, appoint committees and has such other powers and duties as may be assigned in the By Laws of the Association. The President may serve for a second consecutive term only if the Office of President Elect is vacant at the time of an annual election and the Executive Board elects to extend the President's term for a second year.

Section 3 - The President Elect

The President Elect oversee the process and selection for all NCEEA Awards. Results of the Awards selections will be presented by the *President Elect* to the membership at the annual meeting. In addition, the President Elect shall perform such other duties as may be assigned by the President. In the absence or disability of the President, the President Elect shall perform the duties of the President. The President Elect automatically becomes President the next year and serves for one year. When a vacancy occurs in the office of President, the President Elect will fill the remaining term. The position of President Elect shall rotate among the three groups or constituencies that make up the membership: cooperative education, student career services, and employer.

Section 4 - The Vice President for Administration

The Vice President for Administration is responsible for:

- maintaining records of the Association's deliberations and correspondence,
- maintaining paper and electronic historical information for the Association including: Presidents, Conference Sites, Donors/Sponsors, Scholarship Recipients, and Award Recipients,
- providing regular electronic updates of historical information, by-laws, policies, and other information to the Association webmaster,
- maintaining all legal documents relating to the Association, including incorporation papers and insurance policies and shall file required annual corporation reports,
- maintaining current organizational supplies,
- assisting the VP for Communications with the creation and distribution of the NCEEA Newsletter.

Section 5 - The Vice President for Finance

The Vice President for Finance is responsible for:

- receiving all Association funds and depositing them in accounts approved by the Executive Board,
- receiving all Association membership applications and renewals, updating membership information in an electronic database, and depositing funds in accordance with above,
- Maintaining an electronic database of members and other individuals, and providing this information to be used for mailing labels for membership drives, conference marketing, and other Association business, and for cross-checking members with membership deposits,
- dispersion of checks to pay obligations incurred by the Association,
- maintaining up-to-date records of receipts and disbursements by revenue and expense categories approved by the Executive Board,
- submitting to the Executive Board at Board meetings and to the Association at the annual meeting current financial reports by revenue and expense categories using electronic spreadsheet software,
- filing any required annual IRS report(s) for the Association,
- preparing the annual budget in consultation with other Board members and presenting it to the membership at the annual meeting,
- being an active member of the conference committee.

Section 6 - The Immediate Past President

The Immediate Past President shall provide assistance and advice to the President and the Executive Board, and perform such other duties as may be assigned by the President. The Immediate Past President shall oversee nominations for organization offices, shall prepare a list of nominees and oversee the election process. The *Immediate Past President* shall submit a slate of nominees in a timely fashion to be approved by the Executive Board and ballot sent to the membership at least 30 days prior to the annual meeting. Results of the election will be presented by the *Immediate Past President* to the membership at the annual meeting. When a vacancy occurs in the office of Immediate Past President, the Executive Board may appoint a successor from among the past presidents for the remainder of the fiscal year.

Section 7 - The Vice President for Communications

The Vice President for Communications or designee shall publish the newsletter, and facilitate all internal and external communications. The *Vice President for Communications* shall support the communication of other Board Members, such as nominations and awards.

Section 8 Vice President for Employer and Educational Partnerships

The *Vice President for Employer and Educational Partnerships* shall serve as a representative of this constituent group to ensure that executive board decisions are not made without due consideration for the impact such decisions may have on the employer membership. The *VP for Employer and Educational Partnerships* will maintain appropriate contact with employer members to support their involvement in the organization and our service to them. The *VP for Employer and Educational Partnerships* will work with the VP for Membership Development to assist in the identification and

recruitment of new employer members and may serve other networking and promotional responsibilities as appropriate.

Section 9 Vice President for Membership Development

The *Vice President for Membership Development* is responsible for:

- initiating and carrying out an annual membership drive,
- sending a welcome letter to new members,
- obtaining a mailing list from the VP for Finance after the annual conference,
- sending a "renewal letter" invoicing former members during the first quarter of the Association's fiscal year,
- working with other board members in the development and execution of the membership drive.

Section 10 Vice President for Professional Development

The *Vice President for Professional Development* is responsible for

- organizing and holding two professional development programs each year on topics of interest to the membership,
- working with other board members and the membership to identify specific topics, mode of delivery and to assist with the events,
- being an active member of the annual conference organizing committee.

Section 11 - Vice President for Technology

The Vice President for Technology is appointed by the Board, not elected by the membership. This appointment is ongoing, and is not limited to a two-year term of service. It is expected that this person would be abreast of any regulations and ethical issues that relate to the use, operation and maintenance of NCEEA's technical operations and procedures regarding e-mail and the Internet.

The Vice President for Technology is responsible for:

- maintaining and developing NCEEA's web site,
- maintaining and developing the listserv and other technical issues that arise,
- handling other technical issues that arise.

Section 12 - Vacancies on the Executive Board

If, because of resignation or inability to serve, a position becomes vacant, the President, with the concurrence of the Executive Board, will appoint a member to fill the un-expired term; if the vacancy occurs near the time for the annual election, it may be decided to wait and fill the vacancy by ballot. Any officer may resign by giving written notice to the President for the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein; and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV - BUSINESS

Section 1 - Organizational Purpose

The Association is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2 - Organizational Activities and Distributions

No part of the net earnings of the Association shall benefit, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for the purposes set forth in the mission statement. No substantial part of the activities of the Association shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3 - Business Year

The business year (fiscal year) of the Association shall be from May 1 through April 30.

Section 4 - Statements of Policy

The organization, administration, procedures, and activities of the Association, so far as not governed by these by-laws, shall be governed by policies established by the Executive Board. Written policies will be available to all members upon request.

Section 5 - Meetings

- An annual business meeting shall be held at such time and place as designated by the Executive Board. New officers shall be installed at the annual business meeting.
- Special meetings of the Association may be called by the Executive Board upon request of no fewer than five Executive Board members or by written petition from no fewer than ten members of the Association. No business other than the subject for which a special meeting is called shall be considered at a special meeting.
- Notice of annual and special meetings giving time, place and agenda shall be published and distributed to the members at least 30 days prior to the meeting.
- A quorum for the transaction of all business, shall be constituted by the members' present and voting. Only members shall be able to vote and hold office.
- Voting by proxy shall not be permitted.

Section 6 - Finance

The Executive Board shall recommend, for approval by the membership, the annual dues and a budget for the following year at the annual business meeting.

Section 7 - Elections

The Immediate Past President shall oversee nominations for organization offices and select a committee of three to:

- identify possible nominees and invite those members to be candidates for certain offices
- count and validate ballots
- accept nominations from the general membership
- prepare a ballot to be approved by the Board no later than three months prior to the annual meeting
- send the ballot to the membership at least 30 days prior to the annual meeting

The Immediate Past President shall report the election results to the membership at the annual meeting. Candidates should be representative of the entire organization.

Section 8 - Amendments to the By-Laws

These By-Laws may be amended by any annual meeting of the Association or special meeting called for that purpose by majority of the members voting provided that written notice containing the terms of the proposed amendment has been made to the members in writing 30 days prior to the meeting. These Bylaws may be amended by mail ballot under conditions established by the Executive Board.

Section 9 - Dissolution

Upon dissolution of the Association, all assets remaining after payment of or provision for all liabilities shall be distributed to such organization or organizations whose purposes in the determination of the Executive Board of the Association most nearly parallel the purposes of the Association, and shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.