

THE OREGON CTE STUDENT LEADERSHIP FOUNDATION

A Nonprofit Foundation

CONSTITUTION AND BYLAWS

ARTICLE I

NAME AND PURPOSE

- Section 1.** The name of the foundation is The Oregon CTE Student Leadership Foundation.
- Section 2.** The Oregon CTE Student Leadership Foundation shall support the coordination of activities which are offered to Oregon's career and technical student organizations by the Oregon CTE Student Leadership Foundation. These activities shall:
- a. Motivate and inspire students in the pursuit of their education within a career and technical career field
 - b. Strengthen students' confidence in themselves and their work by offering opportunities to:
 - Develop citizenship and leadership
 - Use creative and critical thinking skills
 - Demonstrate effective communication skills
 - Participate as a member of a team
 - Obtain and apply knowledge
 - Develop occupational pride
 - Foster patriotism
 - c. Provide vehicles for businesses to work in partnership with professional technical student organizations;
 - d. Stimulate students' enthusiasm for learning;
 - e. Provide advisor in-service and pre-service training relating to career and technical student organizations;

ARTICLE II

ORGANIZATION

- Section 1.** The Oregon CTE Student Leadership Foundation is the organization of, by, and for career and technical student organizations endorsed by the Oregon Department of Education.

Section 2. The Oregon Department of Education endorsed career and technical education student organizations shall include, but may not be limited to the following:

- a. DECA
- b. FBLA - Future Business Leaders of America
- c. FCCLA - Family Career and Community Leaders of America
- d. Oregon FFA Association
- e. HOSA - Health Occupations Students of America
- f. SkillsUSA
- g. Future Natural Resource Leaders

ARTICLE III

MEMBERSHIP

The corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number

The Board of Directors shall consist of up to 11 Directors. There will be one Director representing each of the CTSOs identified in Article II, Section 2. There will also be up to 4 business and industry representatives; and the CTE Student Leadership grant manager from the Oregon Department of Education, who will be *ex officio* and non-voting. The number of Directors of the Foundation may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director.

Section 2. Election and Terms of Office

The initial Directors named in the Articles of Incorporation shall serve until their successors are elected at the first annual meeting. Thereafter, Directors shall be nominated by the Oregon Student Leadership Foundation Executive Board to be elected at each annual meeting to serve for two year terms. Each Director shall hold office until the Director's successor shall have been duly elected by the Board of Directors of the Foundation, and accepted office, or until the Director's death or until the Director shall resign or shall have been removed in the manner hereinafter provided. Directors may be eligible for reappointment.

Section 3. Resignation

Any Director of the Foundation may resign at any time by giving written notice to the Secretary of the Foundation. Such resignation shall take effect at the time specified. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of the majority of the remaining Directors, even though less than a quorum of the Board of Directors or by a sole remaining Director. A Director appointed to fill a vacancy occurring in the Board of Directors shall be appointed for the unexpired term of the Director's predecessor in office.

Section 5. General Powers

The business and affairs of the Foundation shall be managed and controlled by its Board of Directors. Subject to the provisions of the Oregon Nonprofit Foundation Law and the Articles of Incorporation and Bylaws of this Foundation, the Board of Directors shall do and perform every act which it shall deem necessary, expedient or advisable to carry out the purposes of this Foundation.

Section 6. Annual Meeting

The annual meeting of the Board of Directors shall be held during the Spring for the purpose of appointing Directors for the terms that will expire and conducting any other business which shall come before the Board of Directors. Notice of the Annual Meeting shall be sent to board members 30 days prior thereto. Meetings may be held in person or by electronic means.

Section 7. Special Meetings

Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than the annual meeting shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any Director, to be held at such place and time as the person calling such meeting shall specify. Meetings may be held in person or by electronic means.

Section 8. Notice

Notice of any special meeting shall be given at least three (3) days prior to such meeting by verbal notice or email notice, given personally to each Director.

No failure or irregularity of notice of time or place of any meeting of the Board of Directors shall invalidate such meeting or any proceeding at such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of

any business because the meeting is not lawfully called or convened. Unless otherwise specified in the provisions of the Oregon Nonprofit Foundation Law, the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of the meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting.

Section 9. Quorum

A majority of the number of current Directors fixed by Section 1 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice.

Section 10. Manner of Action

Meetings may be held in person or by electronic means. In the case of physical meetings, members may participate and vote by electronic means. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the provisions of the Oregon Nonprofit Foundation Law, the Articles of Incorporation or as otherwise provided in these Bylaws.

Section 11. Action by Unanimous Written Consent

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors of the Foundation and included in the minutes.

Section 12. Presumption of Assent

A Director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the Director's dissent or abstention from the action shall be entered in the minutes of the meeting, or unless the Director shall file the Director's written dissent or abstention from such action with the person acting as the Secretary of the meeting before the adjournment of the meeting, or unless the Director shall forward such dissent or abstention by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such rights of dissent and abstention shall not apply to a Director who voted in favor of such action.

Section 13. Compensation and Expenses

Directors shall serve without compensation. Expenses incurred in connection with performance of their official duties may be reimbursed to Directors upon approval of the Board of Directors.

Section 14. Voting Rights

With the exception of the ODE CTE Student Leadership grant manager, each member of the Board of Directors in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Directors.

Section 15. Removal

Any Director may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby; removal shall be by a majority vote of the Board of Directors.

Section 16. Rules of Procedure

The rules of procedure at meetings of the Board of Directors shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

ARTICLE V COMMITTEES

Section 1. Appointment

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint such committees as are deemed appropriate.

Section 2. General Powers and Limitations

The Board of Directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any committee. Each committee shall have and may exercise such power as is set forth in these Bylaws or as may be conferred or authorized by the resolution appointing it; provided, however, that no such committee shall have the authority to amend, alter or repeal these Bylaws or the Articles of Incorporation; elect, appoint or remove any Director or officer of the Foundation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Foundation; authorize the voluntary dissolution of the Foundation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Foundation; or amend, alter or repeal any resolution of the Board of Directors. The designation and appointment of any committees 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 of the Director by law.

Section 3. Committee Membership

All committees shall consist of at least one (1) Director and may include such non-Directors as may be appointed thereto by the Board of Directors. The committee members shall elect the committee chairperson.

Section 4. Quorum

A majority of the members of the committee shall constitute a quorum and any transaction of a committee shall require a majority vote of the quorum present at any meeting.

Section 5. Removal of Committee Members

The Board of Directors may remove at any time, with or without cause, a member of members of a committee.

Section 6. Meetings

Meetings of committees shall meet at the call of the chairperson at such place as the chairperson shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and make a written report to the Board of Directors of its action within a reasonable time subsequent thereto.

**ARTICLE VI
OFFICERS**

Section 1. Officers

The officers of the Foundation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from the Board's membership. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office

The officers of the Foundation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, or as soon thereafter as may be convenient. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified and accepted office or until the officer's death, or until the officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal

Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 4. Resignation

Any officer of the Foundation may resign at any time by giving written notice thereof to the Secretary of the Foundation. Such resignation shall take effect at the time specified therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term at any regular or special meeting.

Section 6. President

The President shall be the principal Executive Officer of the Foundation, and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Foundation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary, assistant Secretary or any other proper officer of the Foundation so authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary

The Secretary shall (1) keep minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; (3) be custodian of the Foundation's records; and (4) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 8. Treasurer

If required by the Board of Directors, the Treasurer (or the Foundation's Fiscal Agent) shall give a bond for the faithful discharge of the Treasurer's duties in such sum and

with such surety or sureties as the Board of Directors shall determine. The Treasurer (or the Foundation's Fiscal Agent) shall (1) have charge and custody of, and be responsible for, all Foundation funds and securities; (2) receive, and give receipts for, moneys due and payable to the Foundation from any source, and deposit all such moneys in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (3) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer shall be an ex-officio member of any committee of the Foundation empowered to disburse or commit corporate funds.

Section 9. Additional Officers

Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 10. Compensation and Expenses

Officers shall serve without salary unless they are also employees of the Foundation. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval of the Board of Directors.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer of the Foundation now and hereafter in office serving the Foundation, and such Director's or Officer's respective heirs, executors and personal representatives, shall be indemnified by the Foundation against all liabilities, costs, expenses and amounts, including counsel fees, reasonably incurred by or imposed upon such Director or Officer in connection with or resulting from any action, suit, proceeding or claim to which such Director or Officer may be made a party, or in which such Director or Officer may be or become involved by reason of such Director's or Officer's acts of omission or commission, or alleged acts or omissions as such Director or Officer, or subject to the provisions hereof, any settlement thereof, whether or not the Director or Officer continues to be such Director or Officer at the time of incurring such liabilities, costs, expenses or amounts; provided that such indemnification shall not apply to liabilities incurred with respect to any matter to which such Director or Officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of such Director's or Officer's duty as such Director or Officer; and provided further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Foundation, such settlement and reimbursement appear to be for the best interests of the

Foundation. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement of such Director or Officer of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to any not exclusive of any and all other rights as to which any such Director or Officer may be entitled under any statute, agreement, or otherwise. Expenses incurred with respect to any claim, action, suit or other proceeding of the character described in this Article may be advanced by the Foundation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that the Director or Officer is entitled to indemnification under this Article.

ARTICLE VIII GIFTS

Section 1. Acceptance of Gifts

The Board of Directors may accept on behalf of the Foundation any gift for the general purposes, or for any special purpose, of the Foundation. The Board of Directors may authorize any Officer, agent or employee to accept on behalf of the Foundation any gift, and such authority may be general or confined to specific funds, accounts, or purposes.

Section 2. Conditions and Limitations

Any person who shall give any property to the Foundation may make such gift subject to such conditions and limitations as to the use of the principal or income as the donor may see fit, and may specify such uses for the principal of the income as the donor may desire, provided such conditions, limitations, specifications and provisions are consistent with the general purposes of the Foundation, and provided further, that the Board of Directors has the right to reject or refuse to accept any such gift in the event it would not be in the best interests of the Foundation to accept such gift, or in the event such conditions, limitations, specifications and provisions are inconsistent with the general purposes of the Foundation.

ARTICLE IX CONTRACTS AND BANKING

Section 1. Contracts

The Board of Directors may authorize any Officer, Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be authorized by two Board Officers of the Foundation, and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may elect.

Section 4. Loans

No loan shall be made by or to this Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution by the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Foundation to its Directors or Officers.

Section 5. Funds and Accounts

All such property received and accepted by the Foundation shall become a part of the Foundation property and, subject to any limitations, conditions or requirements, may be commingled with other assets of the Foundation. However, such property shall or may be placed in any number of separate and distinct funds or accounts wherever the conditions, limitations or instructions of the gift require a separate fund or account, or whenever the Board of Directors, in its judgment, determines that such property should be placed in a separate and distinct fund or account.

Section 6. Administration of Funds and Accounts

a. Appointment of Committees

- (i) Each separate fund or account may be administered by a committee appointed by the Board of Directors. There may be a different committee to administer each fund or account. However, whenever it would be desirable to have two or more funds or accounts administered by the same committee, or whenever it is not feasible or practicable to have a separate committee for each fund or account, the Board of Directors may appoint one committee to administer two or more separate and distinct funds or accounts.
- (ii) The Board of Directors may also appoint a committee to be known as the Finance and Investment Committee, which would have the responsibility for the investment, reinvestment and general management of the assets of the funds.

b. Investment of Funds.

Subject to the particular terms of the gift, the Oregon Nonprofit Foundation Law, the Articles of Incorporation and these Bylaws and the control and direction of the Board of Directors, the Finance and Investment Committee shall have power:

- (i) **General.** To invest and reinvest the principal and income of the funds and accounts in such securities and such property, real or personal, wherever situated, as is deemed advisable and, in making such investment, the Committee shall not be restricted to securities or other property of the character authorized or required by applicable law from time to time for trust investments.
- (ii) **Purchase of property.** To purchase or subscribe for any securities or other property and to retain the same in the funds and accounts.
- (iii) **Sale, exchange, conveyance and transfer of property.** To sell, exchange, convey, transfer or otherwise dispose of any securities or other property held in the funds and accounts by private contract, or at public auction.
- (iv) **Exercise of owner's rights.** To vote any stocks, bonds or other securities; to give general or special proxies or powers of attorney with or without power of substitution; to exercise any conversion privileges, make any payment incidental thereto; to oppose or to consent to or otherwise participate in corporate reorganizations or other changes affecting corporate securities, and to delegate discretionary powers, and to pay any assessments or charges in connection therewith; and generally to exercise any of the powers of an owner with respect to stocks, bonds, securities or other property held as part of the funds and accounts.
- (v) **Registration of investments.** To cause any securities or other property held as part of the funds and accounts to be registered in the name of the Foundation, or, to the extent permitted by law, in the name of the nominee with or without the addition of the words indicating that such securities are held in a fiduciary capacity, and to hold any securities unregistered or in bearer form. However, the books and records of the committee shall at all times show that all such investments are part of the funds and accounts.
- (vi) **Lending.** Upon approval of the Board of Directors, to lend money on adequate security and reasonable interest.
- (vii) **Retention of cash.** To keep such portion of the funds and accounts in cash or cash balances as the committee may from time to time deem to be in the best interest of the funds and accounts, without liability for interest thereon.
- (viii) **Retention of property acquired.** To accept and retain for such time as the committee may deem advisable any securities or other property received or acquired by the Foundation hereunder, whether or not such securities or other property would normally be purchased as investments hereunder.

c. Disbursement of Income and Principal

- (i) **General.** Subject to particular terms of any gift, the Oregon Nonprofit Foundation Law, the Articles of Incorporation and these Bylaws, and the control and direction of the Board of Directors, the disbursement of the income or principal from any fund or account shall be made at such times, in such amounts, for such purposes and for such benefit as the committee administering such fund or account, in consultation with the Board of Directors, may determine.
- (ii) **Restriction of distribution of principal.** There shall be no restriction on distribution of principal except when required by the terms of a particular gift or when specifically required by the Board of Directors.

d. Accounting.

The Finance and Investment Committee and the committees administering the separate funds and accounts shall submit a written account to the Board of Directors and at such other times as required by the Board of Directors, setting forth all securities and other property purchased and sold, and all receipts, disbursements and other transactions of the fund or account since the last accounting, and showing the securities and other property held in the funds and accounts at the time of the accounting.

e. General Powers of Committees.

Subject to the particular terms of any gift, the Oregon Nonprofit Foundation Law, the Articles of Incorporation and these Bylaws, the Finance and Investment Committee and the committees administering the funds and accounts shall have the following additional powers:

- (i) **Execution of instruments.** To authorize the making, execution, acknowledgment and delivery of any and all documents of transfer and conveyance and any and all other instruments that may be necessary or appropriate to carry out the powers herein granted.
- (ii) **Employment of agents.** To authorize the employment of sizable agents and to pay their reasonable expenses and compensation.
- (iii) **Power to do any necessary act** To do all such acts, take all such proceedings and exercise all such rights and privileges, although not specifically mentioned herein, as the committees may deem necessary to properly build, invest, preserve and administer the funds and accounts, and to carry out the purposes of the Foundation.

Indemnification of Committee Members. No member of the Finance and Investment Committee or any committee administering any separate fund or account shall be personally liable as long as the Committee Member uses good faith with respect to anything which the Committee Member does or fails to do or for any action or failure to act of any predecessor member of the committee, and the Foundation shall indemnify and save harmless each member of these committees against any loss, liability or damage arising out of any act or omission to act as a committee member hereof excepting only the member's own willful misconduct or lack of good faith.

- g. Trust Responsibilities.** The Foundation is authorized to serve as Director of trusts established wholly or partially for the benefit of the Foundation, including charitable remainder trusts where the Foundation is remainder man or one of the remainder men. The Foundation may appoint one or more banks or other corporate fiduciaries authorized to carry on a trust business in the state of Oregon to carry out any duties of fund management, investment or trusteeship for and on behalf of the Foundation.

ARTICLE X

FISCAL YEAR AND AUDIT

Section 1. Fiscal Year

The fiscal year of the Foundation shall begin on the 1st day of July and end on the 30th day of June in each year.

Section 2. Audit

At the end of the fiscal year, the books of the Foundation shall be closed. The Board of Directors shall determine whether the books and records should be audited by a certified public accountant selected by the Board of Directors.

ARTICLE XI DISSOLUTION

Upon dissolution or final liquidation of the Foundation, the assets of this Foundation shall be first applied to pay and discharge all liabilities and obligations of the Foundation. Assets held by the Foundation upon a condition requiring return, transfer and conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. Any remaining assets shall be distributed in accordance with a plan of liquidation adopted by the Board of Directors for the use and benefit of such organization or organizations as said Board of Directors shall determine which are organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or

organizations under Section 501(c)(3) of the Internal Revenue Code of 198, as amended. No assets shall be distributed to any organization where the net earnings of the organization shall inure to the benefit of any private person or organization or where a substantial part of the activities of the organization is carrying on propaganda or otherwise attempting to influence legislation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Marion County, Oregon, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for charitable purposes, and as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XII AMENDMENTS

The Bylaws of the Foundation may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the Board of Directors in office at any meeting of the Board of Directors.

As of October 2011