

Minnesota Technology and Engineering
Educators Association
Corporation's First Bylaws
March 11, 2012

ARTICLE I: Membership

1.1 Rights of Members.

- 1.1.1 As set out in the corporation's Articles of Incorporation, the corporation shall have a voting membership whose sole voting rights are related to electing Directors in a number whose seats (on the Board) shall be sufficient to comprise a majority of all Directors. Further, as set out in the Articles of Incorporation, all classes of voting members shall have the same voting rights.
- 1.1.2 Both voting members and nonvoting members shall have whatever privileges (aside from voting rights per 1.1.1.) accorded them in the sole discretion of the Board of Directors.
- 1.1.3 Members shall be admitted (aside from Life [Charter?] members) for annual membership covering the October 1 - September 30. Members' application or renewals during the school year shall apply to the current year (i.e., back to the prior October 1); applications or renewals effected after the end of the school year preceding the summer break or in September shall apply as entry for the upcoming year.

- 1.2 Meeting of Members.** As the corporation has voting members, it is required to have an annual meeting of such members at which time the Board of Directors shall report on the corporation's last closed year and have members vote to elect Directors, or if such election has been undertaken by electronic mail or US Mail (mail ballot), report on the results of said election(s). The only other meeting permitted of voting members is that of "Special meetings" to remove a Director elected by the voting members, or if required by the Board, to elect Directors when there has been an expansion of the number of Directors affected by action of the Board of Directors.

- 1.2.1 **Special meetings:** Special meetings of the voting members may be called (a) by the President, (b) by the Board of Directors, (c) upon written request of ten percent, or fifty (whichever is less), of the voting members of this corporation. Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the President fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located.
- 1.2.2 **Notice:** Written notice of each meeting of the voting members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this corporation at the last known address of the member. Notice may also be given by fax, directed to a telephone number at which the member has consented to receive notice; by electronic mail, when directed to an email address at which the member has consented to receive notice; or by any other form of electronic communication by which the member has consented to receive notice, when directed to the member. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance.

Attendance by the member at a meeting is deemed a waiver by the member unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

- 1.2.3 **Members list:** The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members [this is the statutory default] as the date for determination of the members entitled to notice of the meeting; if the Board fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for the meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.
- 1.2.4 **Voting, proxy voting and quorums:** The presence of 50 of the voting members or 10 percent, whichever is less, shall constitute a quorum. If a quorum is not present, the members present and entitled to vote at any meeting may take no official action. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. A majority of the total number of votes held by the members present and entitled to vote at any meeting at which a quorum is present must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. A member may cast or authorize the casting of a vote by (1) filing a non-electronic written appointment of a proxy, signed by the member, with an officer of the corporation, at or before the meeting at which the appointment is to be effective, or (2) telephonic transmission or authenticated electronic communication of an appointment of a proxy with the corporation at or before the meeting at which the appointment is to be effective. An appointment of a proxy is effective when it is received by the officer authorized to tabulate votes. Revocation of a proxy its effective period and other matters regarding proxy votes shall be governed by the provisions of Minnesota Statutes Section 317A.453, or its successor.
- 1.2.5 **Written ballot:** An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, or its successor.
- 1.3 Voting Members.**
- 1.3.1 **Regular membership** shall be open to all persons who are engaged in technology and engineering education as teachers, supervisors, and teacher educators upon the terms and conditions set by the Board of Directors.
- 1.3.2 **Life membership (Charter membership?)** shall be permanently and irrevocably conferred upon those who the Board of Directors so designate at the time of these By-laws adoption as having been instrumental in the predecessor associations whose long history of operations paved the way for this corporation's undertakings.
- 1.3.3 **Elementary School Building membership** shall be conferred in the aggregate (with one vote) to the collective teaching staff of one elementary school building, upon the terms and conditions set by the Board of Directors.
- 1.3.4 **Student membership** shall be open to undergraduate and full-time graduate

- students in technology and/or engineering education.
- 1.3.5 **Retired membership** shall be open to all persons who have retired from technology and engineering education and are drawing retirement benefits.
- 1.4 Nonvoting Members.**
- 1.4.1 **Sustaining membership** shall be open to commercial and industrial firms, companies, and other organizations.
- 1.4.2 **Associate membership** shall be automatically offered to the person, designated by the State Department of Education, who is responsible for overseeing the State's involvement and jurisdiction over technology and engineering education. Others may be admitted to associate membership upon the terms and conditions set by the Board of Directors.
- 1.4.3 **Honorary membership** shall be conferred at the discretion, and upon the terms and conditions, set by the Board of Directors.

ARTICLE II: Dues

Dues of each membership category shall be set by the Board of Directors to be in effect for an annual basis, subject to the following parameters:

The dues for student and retired members shall be one-half of that of regular members.. No dues shall be required of, sustaining, associate, or honorary members
Dues for elementary school building membership shall be the same as that of regular members.

ARTICLE III: Board of Directors

3.1 Composition and Eligibility.

Only a regular, life member or retired of the corporation, occupying a position with responsibilities in the field of technology and engineering education, shall be eligible to be elected to the Board of Directors. Individuals who are to be elected by the voting membership to Directors' seats shall have been member of this corporation (as a regular, retired or life member, or of the Association recognized by the Board as this corporation's predecessor, for a continuous period of no less than three years at the time of their nomination for election to the Board.

The Board of Directors shall be comprised of no less than nine individuals, a majority of whom shall at all times (as required by the Articles of Incorporation) to be elected by the voting membership of the corporation. This requirement does not apply to the corporation's initial Board of Directors named in the Articles of Incorporation.

The number of members of the Board shall be determined by the Board of Directors, who in their sole discretion, and in conformity with the preceding requirements, shall be entitled to increase or decrease the number of Directors' seats.

- 3.2 Terms.** Directors shall serve two year terms, beginning immediately following the Annual Meeting of the corporation, or by November 1, whichever is earlier in the calendar year. A Director shall hold office until the later of the meeting at which her or his successor has been elected or until such successor has qualified, or until the Director's prior death, resignation or removal. The Board of Directors shall have the right to set staggered terms for the initial Board or thereafter at the time of expanding the number of seats on the Board.

- 3.3 Removal and Vacancies.** A Director elected by the other Directors (as opposed to by voting members) may at any time be removed with or without cause by the other Directors. A Director elected by the voting members may at any time be removed with or without cause by the voting members at a special meeting of the voting membership called for the purpose of entertaining such removal. Any vacancy occurring because of the death, resignation or removal of a Director or because of an increase in the number of members of the Board of Directors who are to be filled by the voting members shall be filled by the parties who have the right to elect the Director; in the case of a vacancy the election shall be for the unexpired term.
- 3.4 Meetings of the Board of Directors and Procedures by Which Board Acts.**
- 3.4.1 Annual Meeting and Regular Meetings:** The annual meeting of the Board of Directors for the purpose of electing Directors and Officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), telephone, or electronic communication as defined by *Minnesota Statutes* (including, but not limited to, facsimile communication and e-mail) not less than two days before the meeting, excluding the day of the meeting, to all directors who were absent at the time such action to schedule the meeting was taken.
- 3.4.2 Special Meetings:** Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the President fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.
- 3.4.3 Notice:** Written notice of each meeting of the Board of Director for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be mailed, postage prepaid, or be mailed electronically, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.
- 3.4.4 Quorum and Voting:** The presence of a majority of the members of the Board of Directors then-serving, shall constitute a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time

to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors who were originally present leaves less than the proportion or number otherwise required for a quorum. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the Directors present at any meeting shall be sufficient to transact any business unless a greater number of votes are required by law or these Bylaws. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

- 3.4.5 **Remote Action and Written Action (i.e., Without Meeting):** Any meeting of the Board may be held by one or more means of remote communication as permitted by the Minnesota Nonprofit Corporation Act. Any action that could be taken at a meeting of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by all Directors entitled to vote on the action; thereafter, such action shall not be effective unless, upon signature of the last required Director, immediate notice of the action and effective date shall be made to all Directors.
- 3.4.6 **Conflicts of Interest:** This corporation shall not enter into any contract or transaction with one or more of its directors, an organization in or of which a director is a director, officer or legal representative or has a material financial interest, or a family member of the director(s), without complying with the provisions of Article VII. Regardless, the corporation shall not authorize nor permit an “excess benefit transaction” as defined in Section 4958 of the Code. If a contract or transaction would have been permitted under that Code section, failure of the corporation to comply with Article VII shall not invalidate any contract or transaction to which this corporation is a party, although the contract may be voidable under the Minnesota Nonprofit Corporation Act.

ARTICLE IV: Officers

- 4.1 **Election of Officers.** Officers of the corporation, except for the President and Immediate Past President, shall be elected by the Board of Directors from the members of the then-seated Board of Directors.
- 4.2 **President’s Ascension.** The President’s post shall be filled by the then-serving President-elect and the President will move to the Immediate Past President so long as that individual is still a Director on the day they would begin service as President or Immediate Past President.
- 4.3 **Terms.** Officers shall serve two year terms. Such terms need not be coterminous with their service as Directors. An Officer’s term shall begin immediately following the Annual Meeting of the corporation, or by November 1, whichever is earlier in the calendar year. An officer shall hold office until the later of the meeting at which her or his successor has been elected or until such successor has qualified, or until the director's prior death, resignation or removal.
- 4.4 **Vacancies.** When an Officer is unable to assume or carry out the responsibilities of that office, the Board of Directors shall elect another member of the Board to serve until the next regularly-scheduled election of Officers (regardless of whether the vacant office’s term would have been concluded at such time).

4.5 Required Officers.

- 4.5.1 **President.** The President shall preside at all Board meetings, the corporation's annual membership meeting, and at all meetings of the Strategic Council; call special meetings of the Board and all meetings of the Strategic Council; and act as a non-voting, ex-officio member of all standing committees. The President shall strive to equitably divide both the coordination of the committees and preparation of an annual report of the committees with the President-Elect. The President shall have general active management of the business of the corporation; see that orders and resolutions of the board are carried into effect; may execute on behalf of the corporation all contracts, deeds, conveyances or other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation; maintain records of and, when necessary, certify proceedings of the board; and perform other duties as may be assigned to him or her from time to time by the Board of Directors.
- 4.5.2 **President-Elect.** The President-Elect shall assist the President and work with the President on the coordination of committees and preparation of an annual report of the committees. In the event of the President's absence or inability to act, the President-Elect shall conduct and perform the duties of the president.
- 4.5.3 **Treasurer.** All dues for membership and all other revenues of the corporation shall be received and administered by the Treasurer. The Treasurer shall keep accurate financial records for the corporation, and is responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting and at the corporation's annual membership meeting, and shall from time to time make such other reports to the President and the Board of Directors as those parties shall direct or require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors. The Treasurer shall serve on the Membership Committee and be the chairperson of the Budget Committee. The Treasurer shall prepare an annual financial report of the corporation and see to its publication in the corporation's official publication as soon after January 1 as is practicable.
- 4.5.4 **Secretary.** The Secretary shall preserve accurate minutes of all meetings at which association officers preside. Perform such duties as may be assigned by the President, and send out minutes to said officers no later than 15 days from date of meeting. The Secretary serves a two-year term.
- 4.5.5 **Immediate Past-President.** The Immediate Past-President shall serve as chairperson of the Resolutions Committee: shall appoint the committee so as not to exceed four members (exclusive of the chairperson), collect and prepare suitable and necessary resolutions, and present them at the regular business meeting of the Association. The immediate Past-President shall represent the Minnesota Technology Education Association at all Minnesota Association of Career and Technical Education meetings.
- 4.5.6 **Executive Director.** The Strategic Council shall recommend to the Board of Directors a MTEEA member to serve as Executive Director. The Executive Director will be responsible to plan agendas for meetings, attend outside meetings (when available) as a representative of MTEEA, be a member of the fall conference committee, and attend and report at Strategic Council meetings.

ARTICLE V: MTEEA Strategic Council

- 5.1 Responsibility.** The MTEEA Strategic Council is charged with outlining the objectives of and duties for all of the corporation's committees and shall make recommendations to the Board of Directors for improvements in the administration of the corporation's affairs. Input from the corporation's standing committees shall be sought to the maximum extent possible.
- 5.2 Membership.** The MTEEA Strategic Council's membership shall be comprised of the Chairpersons of each standing committee of the corporation and the following persons:
- the corporation's six officers
 - **the remaining board of directors**
 - the MN-Dept. of Education's Technology and Engineering State Supervisor
 - the ITEEA's state representative for Minnesota
 - one designated delegate from each recognized "affiliated association,"
 - one delegate from each recognized "university or college technology and engineering education department
 - one delegate from each statewide recognized curriculum program

ARTICLE VI: Standing Committees and Affiliated Associations

- 6.1 Standing Committees: Establishment.** The Board of Directors, with the recommendation of the Strategic Council, shall establish standing committees and define their responsibilities.
- 6.2 Standing Committees: Membership.** The President, with the approval of the Board of Directors, shall appoint the chairpersons to standing committees for terms to run concurrently with the President's. The chairperson of each standing committee shall recommend its committee members to the MTEEA Board of Directors for its approval.
- 6.3 Affiliated Associations.** Any area technology and engineering education association may, with the approval of the Board of Directors, affiliate with this corporation and in such case shall be designated as an "affiliated area" association. Each such association shall be entitled to use the corporation's name and insignia in all of its programs and publications and shall be entitled to representation in the Strategic MTEEA Council.

ARTICLE VII: CONFLICT OF INTEREST

- 7.1 Director conflicts of interest.** This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization (within the meaning of *Minnesota Statutes*, section 317A.011, subd. 18), or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; **unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a**

quorum.)

(As set out in Article III, 3.4.6, failure to comply with this Section shall not automatically invalidate any contract or transaction to which this corporation is a party.)

- 7.2 Conflicts of interest: definitions.** For purposes of the prior section, “immediate family” encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children’s spouses or children’s domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. “Domestic-partner-in-fact” is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per the Minnesota Nonprofit Corporation Act, a “material financial interest” encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section “material financial interest” does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.
- 7.3 Conflict of interest policy.** The need for a conflict of interest policy that staff members, officers, and Directors shall adhere to is established by the immediately two preceding Sections of this Article. Such policy shall be established and annually reviewed by the Board of Directors. **At a minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary of this corporation a list of all organizations and individuals who comprise their “immediate family” or with whom they have a “material financial interest” as such terms are defined in 7.2, preceding, except that in the case of immediate family, a threshold of “materiality” for what comprises a “material financial interest” shall be set by the Board.**

Adopted 3/11/2012 as the Corporation’s First Bylaws