

# CALIFORNIA BUSINESS EDUCATION ASSOCIATION, INC.

## BYLAWS

### ARTICLE 1. PURPOSE

Section 1. The specific and primary purpose for which the California Business Education Association, Inc. is formed to promote all phases of business education, both vocational and nonvocational, and to cooperate with other groups dedicated to this goal. This corporation may take whatever steps are necessary and engage in such activities as are necessary to meet its goal including, but not limited to, research, experimentation, dissemination of information, and the funding and granting of scholarships or fellowships, provided that this corporation shall not engage in any activity which would be inconsistent with the status of an educational and charitable organization as defined in Section 501 (c)(3) of the Internal Revenue Code of 1954 or any successor provision thereto.

### ARTICLE II. MEMBERSHIP

Section 1. The membership of this corporation shall consist of the individual membership in the member sections of the California Business Education Association, Inc. Member sections are Bay, Central, Northern, San Diego/Imperial, and Southern.

Section 2. Individual membership in this corporation shall consist of business and related career technology educators; administrators; teacher trainees; representatives of business, labor, and government; and any other person who pays the dues as hereinafter provided and agrees to be bound by the Articles of Incorporation of this corporation, by these Bylaws, by the Policies and Procedures, and by such rules and regulations as the Directors may from time to time adopt.

Section 3. Membership in a member section is based upon the individual choice of the member.

Section 4. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote even though memberships may be held in more than one section.

Section 5. California Business Education Association, Inc. members may obtain special section membership in additional sections. Special membership in additional sections will require the additional payment to such sections of the sections' portion of the annual dues.

Section 6. Retired memberships will be available to those persons who have retired from full-time employment.

Section 7. Part time memberships will be available to those persons teaching ten (10) hours per week or less.

Section 8. Lab technician/instructional assistant memberships will be available to paraprofessionals and those who work in positions that assist educators in the classroom.

Section 9. Student memberships will be available to individuals who are attending post-secondary educational or training institutions full time.

Section 10. Additional membership types may be added and deleted at the discretion of the board of directors and delineated in the policies and procedures.

Section 11. California Business Education Association, Inc. Honorary State Life Membership may be awarded to a retiring or retired regular member who has made such a significant contribution to the advancement of Business Education in California that his/her selection for the State Honorary Life Membership receives the approval of the California Business Education Association, Inc. Board of Directors.

Section 12. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations; nor shall any member be subject to assessment.

Section 13. No member of this corporation shall have any rights, title, or interest in any of the property or assets, including any earnings or investment income, of this corporation; nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

### ARTICLE III. ASSOCIATE ORGANIZATIONS MEMBERSHIP

Section 1. Statewide organizations in California who support education for and about business as one of their goals, and who meet the qualifications set forth in the Policies and Procedures, may apply for an Associate Organization membership.

Section 2. Dues for an associate organization membership shall be equivalent to a regular (full time) membership. This shall be a state membership with dues for a state associate organization membership paid to the state treasurer of this corporation.

Section 3. Members in an associate organization may become individual members of the California Business Education Association as outlined in Article II of the Bylaws and by paying individual dues as outlined in Article IV.

### ARTICLE IV. DUES

Section 1. The annual dues for a regular member shall be \$60 per year.

Section 2. Special section memberships shall be \$10 for each additional section in which membership is desired after the initial regular membership has been obtained. The additional dues will remain in the "special section" soliciting the membership.

Section 3. Student memberships shall be \$25 per year.

Section 4. Retired memberships shall be \$25 per year. Retired memberships shall be available to those persons retired from full-time employment.

Section 5. Part time memberships shall be \$45 per year. Part time memberships shall be available to those persons teaching ten (10) hours per week or less.

Section 6. Lab technician/instructional assistant memberships shall be \$45 per year.

Section 7. All membership applications will be processed directly or forwarded through the Central Office.

Section 8. Only paid-up members are eligible to serve as members of the Board of Directors.

Section 9. The fiscal year of this corporation shall be January 1 to December 31.

#### ARTICLE V. BOARD OF DIRECTORS

Section 1. The governing body of this corporation shall be the Board of Directors which shall be composed of the officers of this corporation and the voting delegates from member sections as outlined in Article V, Section 4, and the voting delegates from associate organizations as outlined in Article V, Section 5 of the Bylaws. The Board of Directors shall have the power to conduct all business of this corporation.

Section 2. The officers of this corporation shall consist of a President, President-elect, Treasurer, and Secretary who shall be elected as provided in the Bylaws to serve for one year. The immediate Past President shall be the fifth officer of this corporation. The officers shall be voting members of the Board of Directors.

Section 3. The officers of this corporation are authorized to conduct corporation business in the interim between annual meetings of the Board of Directors.

Section 4. Each member section shall be entitled to one voting delegate who shall serve on the Board of Directors. The representative of each member section shall be designated as the delegate. If unable to attend or serve, an alternate will be selected.

Substitutes shall be duly selected alternates and shall be provided in the following manner:

1. Each member section shall develop its own procedures for selecting an alternate delegate to the Board of Directors. These procedures shall insure that the alternate delegate shall be representative of the section. A copy of the procedures adopted by each section to select alternate delegates shall be filed with the state secretary of this corporation.
2. In the event the representative of the member section cannot serve, the alternate shall serve as the delegate. The representative of the member section shall certify to the president-elect of this corporation in writing the reason(s) for the replacement(s) and the name(s) and membership number(s) of the alternate delegate(s). The president-elect of this corporation shall certify the new delegate to the Board of Directors before privilege of voting at the Board of Directors meeting shall be granted.
3. In the event both the delegate and the alternate require replacements, the member section shall recommend another person.

Section 5. Each associate organization in good standing shall be entitled to one voting representative who shall serve on the Board of Directors. Said representative shall be a CBEA member in good standing.

Section 6. A designee of the State Superintendent of Public Instruction, a designee of the Chancellor of the California Community College, and the Chairman of the Foundation for the Advancement of Business Education (FABE) shall be ex-officio non-voting members of the Board of Directors.

Section 7. An officer of this corporation may not hold concurrently an elective office in a member section or an associate organization nor be a delegate from a member section or an associate organization to the Board of Directors.

Section 8. A delegate may not represent concurrently more than one member section or an associate organization on the Board of Directors.

Section 9. The representative of each member section shall certify to the president-elect of this corporation one delegate for each Board of Directors meeting. The president of each associate organization shall certify to the president-elect of this corporation the associate organization representative for each Board of Directors meeting. Such certification shall give the name and membership number of each delegate.

Section 10. The president-elect of this corporation shall present the list of certified delegates at each Board of Directors meeting.

Section 11. No meeting need be held by the Board of Directors to take any action required or permitted to be taken by law, provided all members of the Board of Directors shall individually or collectively consent in writing to such action, and such written consent, or consents, is filed with the minutes of the proceedings of the Board of Directors. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors.

Section 12. If any member of the Board of Directors does not and/or cannot fulfill his/her duties as stated in the Policies and Procedures, he/she may be removed from his/her office anytime by a majority vote of the Executive officers.

## ARTICLE VI. MEETINGS

Section 1. This corporation shall hold an annual meeting of the members at the State Conference each year or at such other place or places agreed upon by the Board of Directors.

Section 2. The Board of Directors shall hold an annual meeting no later than November or at such time(s) as the Board of Directors from time to time may designate for the purpose of conducting corporation business.

Section 3. Other meetings of the Board of Directors may be called by the president of this corporation or may be called upon petition signed by a majority of the Board of Directors.

Section 4. Meetings of the officers may be called by the president.

Section 5. Written or printed notice stating the place, day, and the hour of any meeting of members shall be delivered personally or by mail or email to each member entitled to vote at such meeting, not less than ten nor more than 60 days prior to the date of such meeting, by or at the direction of the President, Secretary, or such officers or persons as are calling the meeting. In case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of the meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his/her address as it appears on the records of this corporation at the time of mailing.

Section 6. Electronic meetings may be substituted for face-to-face meetings.

## ARTICLE VII. ELECTION PROCEDURE

Section 1. Only those persons who by the time they assume office will have served as voting members on the Board of Directors for two years are eligible for election to the offices of President and President-elect.

Section 2. Only those persons who by the time they assume office will have served as a voting member on the Board of Directors for one year and as an appointed chairman of a standing committee for one year are eligible for election to the offices of Treasurer and Secretary of this corporation. When a section president serves only one year as a voting member because his predecessor has vacated office, eligibility for Treasurer or Secretary of this corporation shall be extended to her/him.

Section 3. The President-elect shall succeed the President.

Section 4. The office of President-elect of this corporation shall rotate between the northern region (Bay, Central, and Northern sections) and the southern region (San Diego/Imperial, and Southern). In the event that a candidate for the office of Corporate President-Elect is not secured by July 1, a candidate may be sought from the other region. A new rotation sequence will then be established.

Section 5. Each member section, through its section representative, may submit to the Nominating Committee a list of nominees for each office. All persons considered for office shall have given prior written consent. A résumé of the qualifications for each nominee shall be submitted to the Chairman of the Nominating Committee at least three weeks prior to the convening of the Summer Board of Directors meeting.

Section 6. If at least two nominations are not received for the office of President-elect, Treasurer, or Secretary of this corporation three weeks prior to the Summer Board of Directors meeting, the deadline for accepting nominations for offices shall be extended to ONE week prior to the Spring Board of Directors meeting.

The Past President will mail to each section representative and official nominees a list of nominations received to date. This list is also to be accompanied by an inquiry of each nominee as to his/her desire to cross file or seek an alternate office. Section representatives will be sent additional nomination information blank forms.

Section 7. If at least two nominations are not received for any office of this corporation ONE week prior to the Summer Board of Directors meeting, the person whose name was received on time (three weeks prior to the Summer Board meeting, or one week if deadline is extended) will be guaranteed to be one of the two persons on the ballot, maintaining region rotation for the office of Corporate President-elect.

Section 8. Selection of a slate of not more than two candidates for each office, other than President of this corporation, shall be made at the Summer Board of Directors meeting by a Nominating Committee composed of the delegate of the member sections and the Past President, with the Past President acting as Chairman. If a nominee for a state office is serving as the delegate from his/her

section, he/she becomes ineligible to serve on the Nominating Committee, and the alternate delegate will serve on the Nominating Committee.

Section 9. The slate of nominees is submitted by the Chairman of the Nominating Committee to the Board of Directors for approval prior to submission to the membership for voting.

Section 10. A résumé of the qualifications of the nominees for office shall be given publicity. It is the responsibility of the Chairman of the Nominating Committee to provide the member sections with this information.

Section 11. The Election Committee, composed of section representatives and the past representatives of this corporation as chairperson, will conduct the election of the officers with a mail ballot (or electronic ballot) to all dues paying and honorary life members in each section.

Section 12. At the Fall Board of Directors meeting, the chairperson of the Nominating committee shall determine the successful candidates from each section. Each member section shall cast one vote for each elective office as determined by the popular vote in that member section. Election results of each member section shall be submitted to the chair of the Election committee in writing and clearly state the popular vote of all member sections.

Section 13. The names and offices of the elected officials shall be announced publicly at the annual meeting of this corporation.

Section 14. The officers of the corporation shall take office January 1. New officers shall meet prior to this date.

#### ARTICLE VIII. DUTIES OF THE OFFICERS

Section 1. President. The president shall preside at all meetings of the Board of Directors as the Chair of the Board. He/she shall be the executive head of this corporation and shall exercise general supervision over its affairs and shall be responsible for the enforcement of the Articles of Incorporation and Bylaws. The president shall have the power to appoint the chair and members of committees; keep the Board of Directors fully informed of the activities of this corporation; and send the auditors report to each member of the Board of Directors for approval. Upon approval, the president shall direct the treasurer to transfer the funds and books of account of this corporation to the treasurer-elect. The president shall be an ex-officio member of each committee.

Section 2. President-elect. It shall be the president-elect's responsibility to rule on the eligibility of those in attendance at any meeting of the Board of Directors and inform all member section representatives of their responsibilities in the certification of the delegates to the meeting of the Board of Directors. The president-elect shall have such powers and duties as the Board of Directors may delegate.

Section 3. Treasurer. In the absence or disability of the president, past president and president-elect, the treasurer shall perform all duties of the president, and in addition, he/she shall have such other powers and duties as the Board of Directors may delegate. The treasurer shall receive and disburse the funds of this corporation. The treasurer shall keep and preserve proper vouchers and books of accounts which shall be open to inspection by the members of the Board of Directors and subject to audit at any time by an Auditing Committee duly appointed by the President of this corporation. The funds shall be

deposited in a bank in the name of this corporation under the signature of the president and treasurer, either being authorized to withdraw funds from the account. The treasurer shall submit a report of receipts and expenditure and balance on hand at each meeting or upon the request of the president.

Section 4. Secretary. In the absence or disability of the president, president-elect, treasurer, and the past president, the secretary shall perform all duties of president, and have such other powers and duties as the Board of Directors may delegate. The secretary shall prepare minutes of each meeting of the Board of Directors and send a copy to each member of the board; shall keep a minute book of all meetings; shall keep a copy of the Articles of Incorporation designated as the "Official Copy of the Articles of Incorporation and Bylaws" and have same present at all meetings of the Board of Directors. The secretary shall act as official historian.

Section 5. Past President. In the absence or disability of the president, the immediate past president shall perform all duties of the president, and, in addition, he/she shall have such other powers and duties as the Board of Directors may delegate. The Past President shall act as Parliamentarian at the Board of Directors' meetings, as Chair of the Election committees. The Past President will present changes to be considered in the Articles of Incorporation and Bylaws and will update all changes in the Policies and Procedures under which the Board of Directors operates.

Section 6. Vacancies in Elected Offices. The president shall fill any vacancies in the offices listed in Sections 3 through 5 by the appointment of an individual who is presently serving as a voting delegate of the Board of Directors, or as an Officer of this Corporation, or has served in such a capacity within the past five years. The individual appointed must meet the qualifications designated in Article VII, Section 2 of the Bylaws. Such appointments are to be approved by the Board of Directors. A vacancy in the office of President-elect shall be filled by an election and the individual who ran in the previous election for that office shall be guaranteed a place on the ballot if desired. The election shall be held within a reasonable amount of time.

#### ARTICLE IX. APPOINTMENTS

Section 1. The president shall appoint the following standing committee chairs:

- Conference Chair
- Legislative Chair
- Membership Chair
- Strategic Planning Committee Chair
- Service Recognition Chair

Section 2. The president may appoint such other committees and make other individual appointments necessary to carry out the purposes of this corporation.

Section 3. All appointments are subject to the approval of the Board of Directors.

## ARTICLE X. QUORUM

Section 1. A quorum shall consist of two-thirds of the voting members of the Board of Directors. There shall be no voting by proxy (in writing). Refer to Article V, Section 1.

## ARTICLE XI. REIMBURSEMENTS

Section 1. Reimbursement for certified expenses for attendance at any meeting of the Board of Directors may be made to the section delegates, ex-officio members, and appointed committee chairs. Associate organizations shall be responsible for expenses of their representatives attending the Board of Directors' meetings.

Section 2. Reimbursement for expenses shall be made to those individuals attending Board of Directors' meetings at the request of the President of this corporation.

Section 3. CBEA will reimburse for expenses as established in policies and procedures.

## ARTICLE XII. AMENDMENTS

Section 1. These Bylaws of the corporation may be added to, amended, or repealed, or new Bylaws may be adopted by a majority vote of the Board of Directors at a regular meeting or a special meeting called for the purpose of amending, provided the proposed change(s) have been submitted to the Board of Directors at least six weeks prior to the meeting. Amendments to the Articles of Incorporation and Bylaws shall be distributed to all members.

## ARTICLE XIII. PARLIAMENTARY AUTHORITY

Section 1. ROBERTS' RULES OF ORDER, NEWLY REVISED, shall be the parliamentary authority of this corporation.

Approved by BOD: February 27, 2010

Revised: 2/2010  
1/2009  
10/2006  
11/1997  
8/1996