

National Council for Agricultural Education

Bylaws

**Updated
October 2008**

NATIONAL COUNCIL FOR AGRICULTURAL EDUCATION

BYLAWS

ARTICLE I

PURPOSES

SEC. 1. GENERAL. The Council is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c) (3) of the Code. More particularly, The Council provides leadership, coordination and resources for the total educational process in career and technical education involving career awareness, exploration, and preparation in agriculture for pre-K through adult including teacher education and supervision.

SEC. 2. OBJECTIVES. Subject to the foregoing general purposes, the Council shall pursue the following specific objectives in support of career and technical education in agriculture:

- A. Serve as an advocate at the local, state and national levels:
- B. Involve industry in evaluating and developing quality instructional programs and processes;
- C. Provide a forum in which the profession of agricultural education can address issues and develop solutions to problems of common concern;
- D. Provide and maintain a structure to search out supporting resources; and
- E. Identify and coordinate the manpower necessary to carry out high quality programs.

SEC. 3. LIMITATIONS. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Council shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II

POWERS

The corporation shall have power to-

1. Sue and be sued, complain, and defend in any court of competent jurisdiction;
2. Adopt, use, and alter a corporate seal;
3. Choose such officers, managers, agents and employees as the business of the corporation may require;
4. Adopt and alter bylaws and regulations, not inconsistent with the laws of the United States or any State in which such corporation is to operate, for the management of its property and the regulation of its affairs;
5. To contract and be contracted with;
6. To take and hold by lease, gift, purchase, grant, devise, or bequest any property, real or personal, necessary for attaining the objects and accomplishing the purposes of the corporation, subject to applicable provisions of law of any State (1) governing the amount or kind of real and personal property which may be held by, or (2) otherwise limiting or controlling the ownership of real and personal property by a corporation operating in such state;
7. Transfer and convey real or personal property;
8. Borrow money for the purpose of the corporation, issue bonds therefore, and secure the same by mortgage, subject to all applicable provisions of Federal or State law;
9. Use the corporate funds to give prizes, awards, loans, and grants to deserving individuals;
10. Publish a newsletter and other publications;
11. Do any and all acts and things necessary and proper to carry out the objects and purposes of the corporation.

ARTICLE III

MEMBERSHIP

The Council shall have no members.

ARTICLE IV

DIRECTORS

SEC. 1. GENERAL. The affairs of the Council shall be managed by a Board of Directors, (henceforth referred to as director(s), consisting of the following persons, selected as follows:

- A. The Senior Program Specialist in Agricultural Education, United States Department of Education, who shall serve as ex-officio member, without vote and as National Advisor to The Council.
- B. The Program Specialist in Agricultural Education, United States Department of Education, who shall serve as ex-officio member, without vote and as Executive Secretary to The Council.
- C. The Vice President of the Agricultural Education Division of the Association for Career and Technical Education, or the person holding the equivalent successor office of the Association for Career Technical Education (ACTE) or a successor organization.
- D. The President, President Elect and Immediate Past President of American Association for Agricultural Education (AAAE), National Association of Supervisors of Agricultural Education (NASAE) and National Association of Agricultural Educators (NAAE) or the persons holding the equivalent successor offices of the organizations as listed or any successor organizations.
- E. Individuals appointed by the Council's Board of Directors, from each of the following areas:
 - (1) A representative of production agriculture recommended by the National Young Farmer Educational Association (NYFEA).
 - (2) An adult representing secondary students in agriculture recommended by the National FFA Board of Directors.
 - (3) An adult representing postsecondary students in agriculture recommended by the National Postsecondary Agricultural Student Organization (PAS).
 - (4) An Alumni representative recommended by the National FFA Alumni Association.
 - (5) Two (2) agribusiness representatives recommended by the National FFA Foundation Sponsors' Board serve staggered terms.
 - (6) An adult level instructor recommended by the President of the National Farm & Ranch Business Management Education Association (NFRBMEA).

- (7) A two-year postsecondary level instructor recommended by the President of the ACTE Agricultural Education Division.
 - (8) A representative of AgrowKnowledge recommended by AgrowKnowledge.
 - (9) Representatives as deemed appropriate.
- F. The Executive Director of NAAE and the COO of National FFA serve as ex-officio members without vote. They also serve as members of the Executive Committee.
 - G. At least one hundred twenty (120) days before making any recommendation under Paragraph E, the President shall invite recommendations from the organizations listed in Paragraph E.
 - H. New directors assume their official duties after being confirmed by a majority of the directors then serving.
 - I. All directors will be members, in good standing, of the Association for Career and Technical Education.
 - J. Directors will attend all assembled meetings and scheduled conference calls. For any director who misses two consecutive meetings, the president may contact said director's constituent organization to request a replacement nomination.

SEC. 2. TERM. The individual described in paragraph C will serve a Council Board term congruent with the term of the office described in paragraph C. Each of the individuals described in Paragraphs D (except AAAE officers who will serve on The Council Board when they hold their respective AAAE office) and E shall serve on The Council beginning January 1 following the election of the individual to the specified office and shall be succeeded by such person's successor in that office. Each of the individuals appointed under Paragraph E shall serve for a term of three (3) years beginning January 1 following their appointment or until a successor is appointed and qualified. Each such person may be re-appointed, but the President shall first invite recommendations in accordance with Paragraph G. The terms of the directors appointed under Paragraph E shall be arranged so that one-third (1/3) expire each year on December 31. All duly confirmed directors begin their term January 1.

SEC. 3. VACANCIES. In case of a vacancy in any directorship subject to appointment under Paragraph E, whether arising because of resignation, disability, death, retirement, or other departure of the individual from active involvement in the field of activity related to such directorship, the President shall recommend a qualified successor, subject to the requirements of Paragraph G. A vacancy in any other directorship shall automatically be filled by the person succeeding to the position described in the applicable paragraph of Section 1 (including a person serving in an acting capacity by virtue of an interim appointment).

SEC. 4. MEETINGS. Meetings of the Directors may be called at any time and place (inside or outside of the District of Columbia) by the President, or by any nine (9) members of

the board. Directors shall be notified in writing of the time, place and purpose of all meetings of Directors at least ten (10) days prior thereto. Any Directors who attend any meeting shall be deemed to have waived such notice.

SEC. 5. VOTING. Except where a greater majority may be required by law, by the Articles of Incorporation or by other provisions of these Bylaws, the action of a majority of the Directors present and voting at any regularly called meeting of Directors, a quorum being present, shall constitute action by the Directors.

SEC. 6. QUORUM. A majority of Directors shall constitute a quorum for the transaction of business and, if at any meeting of Directors less than a quorum is present, a majority of those present may adjourn the meeting from time to time.

SEC. 7. COMPENSATION. No Director shall receive any salary or compensation for services rendered as a Director unless otherwise especially ordered by the Directors or by a duly adopted Bylaw.

SEC. 8. INFORMAL ACTION. Any action required to be taken, or which may be taken, at any meeting of the Directors (or any committee of Directors) may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the Directors (or all members of such committee).

SEC. 9. INFORMAL ACTION. Directors (voting and non-voting), Consultants to the Directors and those working directly on Council initiatives (such as taskforces or committees):

1. May not work for a vendor or supplier to The Council while in these positions.
2. May not receive loans, consulting fees or personal profit in connection with transactions involving The Council.
3. May not utilize Council lists or contacts to market their own or their family's third-party goods and services, even if they are unrelated to Council business.

Questions regarding this policy should be directed to The Council President. As necessary, The Council President will notify The Council Executive Committee which will be The Council's Ethics Committee. The Ethics Committee will consider requests regarding adequate safeguards against conflict of interest. The Ethics Committee shall have the final authority.

ARTICLE V

OFFICERS

SEC. 1. DESIGNATION. The officers of the Council shall be President, Vice President, Executive Treasurer, (ex-officio, without vote), Executive Secretary (ex-officio, without vote) and National Advisor (ex-officio, without vote).

SEC. 2. TERM. The President and Vice President shall be elected annually by the Directors from among the Directors. Election of officers will take place at The Council's regular fall board of director's meeting. Term of office will be one year, from January 1 to December 31 with the exception of the Executive Treasurer's term described in ARTICLE V. OFFICERS, SEC 3. EXECUTIVE TREASURER.

- a. In the event that the current President is a retiring director, that individual shall preside at the next meeting at which time the following restrictions apply:
 - (1) Upon the seating of a replacement, the President relinquishes the authority to vote.
 - (2) The President shall preside over the board meeting until a new President is elected.

SEC. 3. THE EXECUTIVE TREASURER

- a. Shall be a voluntary position with no compensation. However, travel and other incidental expenses may be covered.
- b. Will hold major responsibilities of, 1. providing oversight of the budget, finances and investments including solicitation of funds from member organizations, payment of bills, receiving funds, overseeing audit and other duties as assigned by the Board; all done in accordance with generally accepted accounting procedures, 2. serve as a consultant for the Board of Directors. 3. reporting on The Council financial status at each directors meeting, including Executive Committee meetings and shall perform other duties as described in Article VI, Section 4 of the Council Bylaws.
- c. Shall be a member of one of the representing organizations (NAAE, AAAE or NASAE).
- d. Shall possess knowledge of and experience with financial and accounting systems and have the ability to communicate in understandable terms the financial status and condition of the National Council for Agricultural Education.
- e. Shall serve a three year term of office and may be reappointed for an additional three years if both parties agree.
- f. Shall be nominated and elected by the following process.
 - 1. When there is a need to elect an Executive Treasurer, letters of nomination will be requested from member organizations and individuals
 - 2. The letters will be sent to the National Executive Secretary or the National Advisor by September 1 of the year of the election.
 - 3. Letters and related information will be reviewed by a selection committee composed of the Board of Directors Finance Committee.
 - 4. The Chairperson of the Finance Committee will chair the selection committee.
 - 5. Interviews will be in October with recommendations forwarded to the Board of Directors for official appointment in January.

SEC. 4. OTHER OFFICERS AND AGENTS. The Directors may appoint such other officers and agents, as they may deem necessary for the transaction of the business of the Council. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the Council as may be designated by the Directors.

SEC. 5. REMOVAL. Without limitation of any right of an officer or agent to recover damages for breach of contract, the Directors may remove any officer or agent whenever, in their judgment, the best interests of the Council will be served thereby.

SEC. 6. VACANCIES. Any vacancy occurring in any office of the Council shall be filled by the Board of Directors.

SEC. 7. FIDELITY. The Directors may secure the fidelity of any or all officers by bond or otherwise.

SEC. 8. SALARIES. Officers shall receive such salaries, if any, as may from time to time be fixed by the Directors.

ARTICLE VI

DUTIES OF OFFICERS

SEC. 1. PRESIDENT. The President shall be the Chief Executive Officer of the Council and shall preside at all meetings of the Directors and the Executive Committee; shall be a voting member of all standing committees of the Directors; shall convene the Directors whenever in this person's opinion the affairs of The Council demand, or on the written request of any five (5) Directors; and shall have such other duties as the Directors may determine.

SEC. 2. VICE PRESIDENT. During any vacancy in the office of President, or in any case during the President's absence or inability to discharge the duties of office, such duties shall for the time being devolve upon the Vice President. The Vice President shall have such other duties and responsibilities as may from time to time be determined by the Directors.

SEC. 3. EXECUTIVE SECRETARY. The Executive Secretary shall arrange for the Council Board meetings, coordinate the development of The Council Board agenda (including board committee agendas), shall keep the minutes of all meetings of the Directors and Executive Committee; keep a record of board member and officer terms; arrange for new board member selection; shall attend to the giving and receiving of all official notices and, when necessary, shall affix the corporate seal thereto; shall have charge of the records and such other books and papers as the Directors may direct; and, in addition, shall have such other duties and responsibilities as may be determined by the Directors. .

SEC. 4. EXECUTIVE TREASURER. The Executive Treasurer shall receive and review statements of all monies, funds and property of The Council, unless otherwise determined by the Directors; shall present such statements to the Directors as may be required; shall make budgeting and financial recommendations as needed; shall have, in addition such other duties as may from time to time be determined by the Directors; and may sign with the President (or his/her designee) in the name of The Council, any authorized payment or contract. The Directors may by motion delegate any of the duties of the Executive Treasurer to other officers, and provide by which officer, if any, all bills, notes, checks, vouchers, orders or other instruments shall be countersigned.

ARTICLE VII

COMMITTEES OF DIRECTORS

SEC. 1. EXECUTIVE COMMITTEE. There shall be an Executive Committee of The Council, composed of the President, Vice President, and three additional members elected annually by the Board of Directors; National Advisor to The Council (non-voting ex-officio); the Executive Secretary to The Council (non-voting ex-officio); the Executive Director of the National Association of Agricultural Educators (NAAE) (non-voting ex-officio); and the Chief Operating Officer (COO) of the National FFA Organization (non-voting ex-officio). The Executive Committee, to the extent provided in the resolution, and subject to ratification of its actions by subsequent action of the Board of Directors, shall have all of the authority of the Directors in the management of the affairs of the Council, between meetings of the Directors, but the designation of such a committee and the delegation of authority to it shall not relieve the Directors, or any Director, of any responsibility imposed by law.

SEC. 2. COMMITTEES. The Directors may, by resolution, designate any one or more directors to constitute a standing or special committee for any purpose provided in the resolution.

SEC. 3. QUORUM. Unless otherwise specified in the authorizing resolution, a majority of any committee shall constitute a quorum.

SEC. 4. LIMITATIONS. No committee shall have the power or authority to amend the Articles of Incorporation or the Bylaws, to adopt an agreement of merger or consolidation, or to authorize the sale, lease or exchange of all, or substantially all, of the Council's assets or the dissolution of the Council.

SEC. 5. MINUTES. Each committee shall keep regular minutes of its meetings and report the same to the Directors when required.

ARTICLE VIII

CONSULTANTS TO THE COUNCIL

SEC. 1. PROCEDURES. By action of The Council Board, consultants without vote can be requested to serve two-year terms on The Council Board for the purpose of providing expertise to The Council in achieving The Council's Strategic Action Agenda. Consultants' terms are renewable. Consultants will be listed in The Council Directory and will be a part of conference call meetings. Attendance at regular meetings will be handled case by case based on need by The Council Executive Committee.

ARTICLE IX

LINKAGES AND TASK FORCES

SEC. 1. ACTE AGRICULTURAL EDUCATION DIVISION. The ACTE Agricultural Education Division's Procedures and Policy Manual shall provide guidelines for operations in The Council's role as the ACTE Agricultural Education Division's Policy Committee.

SEC. 2. TASK FORCES. Task Forces may be appointed by the Board of Directors as needed to carry out the work of The Council.

ARTICLE X

SEC. 1. FISCAL YEAR. The fiscal year will be July 1 through June 30.

ARTICLE XI

INDEMNIFICATION

SEC. 1. RIGHT OF INDEMNIFICATION. To the maximum extent permitted under the District of Columbia Nonprofit Corporation Act, D.C. Code 29-506(14), or the successor provision of D.C. law from time to time in effect, and subject to the limitations and procedures set forth in that provision, the Corporation shall indemnify any current or former officer or directors (or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit), against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which such person is a party, by reason of having been a director or officer of the Corporation (or of such other corporation), except in relation to any matter as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

SEC. 2. OTHER RIGHTS. The foregoing right of indemnification shall not be exclusive of any other rights to which such person may be entitled, under any bylaw, agreement, vote of directors, or otherwise.

ARTICLE XII

EFFECTIVE DATE AND AMENDMENT

These bylaws shall become effective upon approval by the Directors, and may thereafter be amended or repealed at any time by action of the Directors.

(The Council Bylaws were amended October 1986, October 1989, June 1995, June 1996, July 1997, January 1998, April 1998, October 1998, March 1999, March 2000, October 2002, October 2003, March 2004, October 2004, January 2006 and October 2008).