

CAREER EDUCATION CLUBS OF FLORIDA, INC.
CECF – CORPORATE BYLAWS



ARTICLE I - ORGANIZATION

- Section 1 The name of this organization shall be Career Education Clubs of Florida, Inc.
- Section 2 This organization is a not for profit organization.
- Section 3 This organization shall use an affixed seal on correspondence and in the course of doing business.

ARTICLE II - PURPOSE/OBJECTIVES

- Section 1 The following are the purposes for which this organization has been established.
- A. to promote the educational and civic programs of the Career Education Clubs of Florida;
 - B. to provide for the overall operation of the Career Education Clubs of Florida;
 - C. to maintain all existing and future memorial, scholarship and special designation funds;
 - D. to develop such other programs and take other such actions as are consistent with the aims and goals of the Career Education Clubs of Florida;
 - E. to promote local club efforts in developing leadership and work proficiency development by encouraging and recognizing individual and group efforts;
 - F. to improve the spirit of cooperation among students, parents, and school personnel with their business community partners;
 - G. to implement curricular activities which promote a better understanding of career and technical education;
 - H. to assist in the development of club members through job related experiences and promoting in-depth probes of high skill/high wage careers;
 - I. to provide state leadership for activities that assist members in their social growth and to recognize outstanding group activities that contribute to the betterment of the community;

- J. to coordinate the combined activities of the local clubs in the implementation of the above stated objectives; and
- K. to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, including the power to contract, rent, buy or sell personal or real property; provided however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are in furtherance of the primary purposes of this corporation.

ARTICLE III - MEMBERSHIP

Section 1 Except as otherwise indicated elsewhere in these bylaws, membership is open to all who support the goals and objectives of the organization.

ARTICLE IV - MEETINGS

Section 1 The annual meeting of the Board of District Advisors shall be held during the CECF State Leadership Conference. The Secretary shall mail to every District Advisor a notice informing them of the date, time, and place of the annual meeting.

Section 2 Regular meetings of the Board of District Advisors shall be determined by the president of the organization.

Section 3 The presence of not less than thirteen (13) members shall constitute a quorum and shall be necessary to conduct the business of this organization.

Section 4 An emergency meeting of this organization may be called by the president when deemed necessary for the best interest of the organization. This meeting may be conducted via telecommunications (E-mail, Fax, Telephone, Video Conference).

Section 5 At the request of three (3) members of the Steering Committee, the president shall call a meeting to be held within 30 days.

Section 6 No other business but that specified in the notice may be transacted at any emergency meeting without the unanimous consent of everyone present.

Section 7 At the discretion of the president, emergency matters may be voted on by a mail vote of the members of the Board of District Advisors. In this event, a mail vote ballot shall be sent out at least ten days prior to the date on which the vote will be taken. All ballots shall be returned to the president of the board who will count them.

Section 8 All actions of the board shall require approval of at least a majority of the members present and voting.

ARTICLE V - VOTING

- Section 1 All votes shall be by voice, with the exception of voting for officers, which shall be by secret ballot.
- Section 2 At any regular or emergency meeting, if a majority so requires, any questions may be voted upon in the manner and style provided for elections of officers and directors.
- Section 3 At all votes by ballot, the president shall immediately prior to the commencement of balloting, appoint a committee of three who shall act as tellers and who shall at the conclusion of such balloting certify in writing to the president the results and the certified copy shall be physically affixed in the minutes book to the minutes of that meeting. No teller shall be a candidate for office or shall be personally interested in the question voted upon.
- Section 4 Regional representatives on the Steering Committee shall be selected by the regions they represent by caucus and must be sitting District Advisors.

ARTICLE VI - BOARD OF DISTRICT ADVISORS

- Section 1 The business of this board shall be to approve, and oversee the operations of the Steering Committee.
- A. Membership shall consist of District Advisors, elected or appointed by each of the state districts.
 - B. Term: Established by the individual districts.
 - C. Eligibility: Any current chapter coordinator in good standing is eligible to serve as a District Advisor.
- Section 2 Board of District Advisors
- A. Elects the CECF President every even year, term 2 years.
 - B. Elects the Steering Committee.

ARTICLE VII - STEERING COMMITTEE

- Section 1 The business of this organization shall be managed by the Steering Committee, consisting of:
- A. CECF, Inc. President, elected every even year.
 - B. CECF, Inc. Vice President/Parliamentarian elected every odd year.

- C. CECF, Inc. Secretary elected every even year.
- D. CECF, Inc. Treasurer elected every odd year.
- E. One Region I representative elected each even year.
- F. One Region II representative elected each odd year.
- G. One Region III representative elected each even year.
- H. One Region IV representative elected each odd year.
- I. One Region V representative elected each even year.
- J. One County Supervisor elected each year by the County Supervisors.
- K. One Business and Industry lay person appointed by Region I, II & III representatives each odd year.
- L. One Business and Industry lay person appointed by Region IV & V representative each even year.
- M. The DCTAF State President.
- N. The CECF State President. (Ex-Officio).
- O. One Florida Department of Education representative (Ex-Officio).

Section 2 The Steering Committee shall have full control and management of the affairs and business of this organization. The Steering Committee shall only act in the name of the organization when it shall be regularly convened by the president after due notice to all members of the meeting.

Section 3 In its sole and absolute discretion, the Steering Committee may delegate any of its duties and responsibilities to a state advisor. These duties and responsibilities may be returned to the Steering Committee at any time at its discretion.

Section 4 Each member of the Steering Committee shall have one (1) vote and such may not be proxy.

Section 5 The Steering Committee may make such rules and regulations covering its meetings as it may in its discretion deem necessary.

- Section 6 Vacancies shall be filled:
- A. Vacancies in the office of President shall be filled by appointment of the Steering Committee, until the end of the next annual meeting.
 - B. Vacancies in the regional representatives shall be filled by the members of the region he or she represents until the end of the next annual meeting.
 - C. Vacancies in a Business and Industry director position shall be filled by an appointment made by the President until the end of the next annual meeting.

Section 7 The president of the organization by virtue of his or her office shall be the chairman of the Steering Committee as well as the Board of District Advisors.

Section 8 Any member of the Steering Committee may be removed when sufficient cause exists for such removal. The committee may entertain charges against any member. A member may be represented by counsel during any removal proceeding. The Steering Committee shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization for its hearing.

Section 9 The Steering Committee shall elect remaining corporate officers: Vice President/Parliamentarian, Treasurer and Secretary.

ARTICLE VIII - OFFICERS

Section 1 The officers of this organization shall be as follows: President, Vice President, Secretary, and Treasurer and must be affiliated coordinators in good standing.

Section 2 The President shall preside at all meetings; shall present an annual report. The President appoints all committees, sees that all books, reports, and certificates as required by law are properly kept or filed; be one of the officers who may sign the checks and drafts of the organization; and have such powers as may be reasonably construed as belonging to the chief executive of any organization; acts as Chairman of the Board of Directors.

Section 3 The Vice President shall be responsible for securing, overseeing, and reviewing the annual independent audit. The findings of the audit shall be presented at the next board meeting. In addition, the Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the organization with all of the rights, privileges and powers, including the signing of checks and drafts of the organization, as if he or she had been the duly elected President.

Section 4 The secretary shall keep the minutes and records of the organization in appropriate books; file any certificate required by any statute, federal or state; give and serve all notices to members of this organization in a timely manner; be the official custodian of the records and seal of this organization; may be one of the officers required to sign the checks and drafts of the organization; present to the membership at any meeting any communication which shall be

addressed to him or her as Secretary of this organization; and attend to all correspondence of the organization and exercise all duties incident to the office of Secretary.

Section 5 The treasurer shall have the care and custody of all monies belonging to the organization (except for the petty cash accounts, not to exceed \$500 at any time, which shall be under the care and custody of the state advisor) and shall be responsible for such monies or securities of the organization; must be one of the officers who shall sign checks or drafts of the organization; render quarterly a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Steering Committee of such meeting; and exercise all duties incidental to the office of Treasurer. The Treasurer will secure two authorized signatures on any checks issued by CECF, Inc.

Section 6 No officer shall by reason of his or her office be entitled to receive any salary or compensation; but nothing herein shall be construed to prevent an officer or any member of the Steering Committee from receiving any compensation from the organization for duties other than as a director or officer.

Section 7 Vacancies in the office of Vice President, Secretary or Treasurer shall be filled by appointment of the President.

ARTICLE IX - SALARIES

Section 1 The Steering Committee shall establish the compensation of any and all employees and/or independent contractors that they in their discretion may determine to be necessary for the conduct of the business of the organization. The Steering Committee shall accept, screen and recommend to the Board of District Advisors up to three (3) applicants for the position of State Advisor.

Section 2 The Steering Committee shall recommend for approval, renewal or removal of the State Advisor to the Board of District Advisors.

ARTICLE X - DUES

Section 1 The dues of this organization shall be provided in Division II of these bylaws.

ARTICLE XI - AMENDMENTS

Section 1 Except as to items included in Division II of these bylaws; bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the Board of District Advisors attending the meeting at which such vote is taken.

Section 2 The bylaws contained in Division II may only be amended, altered, repealed or added to by an affirmative vote of not less than two-thirds of the student voting delegates at the State Leadership Conference.

- Section 3 A vote to amend, alter, repeal or add to these amendments may be taken at any duly called meeting of the Board of District Advisors. No vote to amend, alter, repeal or add to these bylaws may be done by mail.
- Section 4 Notice of proposed amendments to these bylaws shall be sent to each director at least thirty (30) days prior to any meeting of the Board of District Advisors at which a proposed amendment shall be voted upon.

ARTICLE X11 - PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, current edition, shall govern the organization all cases to which are applicable and in which they are not inconsistent with the rules of CECF, Inc., these bylaws, or any special rules of order this organization may adopt.

DIVISION II

CECF – ASSOCIATION BYLAWS

ARTICLE I - MEMBERSHIP

- Section 1 Active Membership – Students currently enrolled in a recognized cooperative career and technical education program who have paid their annual dues to CECF, Inc. Such membership shall be effective during the current membership year which ends on June 30 of the current school year.
- Section 2 A local affiliated club shall have a slate of officers including, but not limited to a President, Vice President, Secretary and Treasurer.
- Section 3 A local club may become affiliated by compliance with Article III.
- Section 4 If two or more programs within the same school wish to function as one club for that school year, they must remain as one club for all activities relating to CECF at all levels. All rules pertaining to one club shall apply in such circumstances.

ARTICLE II - DUES

- Section 1 State membership dues shall be \$8.00 per year per member.
- Section 2 Should District Conference in any district be held prior to January 31, membership dues shall be due no later than one week prior to the date of the conference.

ARTICLE III - ORGANIZATION

- Section 1 CECF shall be an association of local chapters, each operating in accordance with a charter granted by CECF, Inc. Only chapters in good standing shall be referred to as “Career Education Clubs of Florida.” Official charters and numbers shall be issued to each chapter by CECF, Inc.

- Section 2 The Board of District Advisors shall serve as the policy making body of this organization.
- Section 3 The administration of this organization shall be vested in the Steering Committee.
- Section 4 There shall be a State Executive Council of student officers that shall make recommendations to the Steering Committee and Board of District Advisors and perform other duties as prescribed in these Bylaws.
- Section 5 Each District shall have a District Advisor whose duty it shall be to coordinate the activities of the District in cooperation with the Chairperson of the Board of District Directors.

ARTICLE IV - STATE OFFICERS (Elections and Removal)

- Section 1 The elected state officers of CECF shall be a President, Five Regional Vice Presidents and a Secretary.
- Section 2 Qualification for State Office
- A. Only active members are eligible to hold state office.
- B. Only those applicants who are present at the State Leadership Conference and officially certified by the Office Screening Committee shall be eligible for nomination.
- C. To be considered for an office in CECF, a candidate shall be a high school student who shall:
- have at least one year remaining prior to graduation;
 - have the approval of the local chapter advisor;
 - file an application with the Steering Committee or designee; and
 - other such requirements as may be set down in the policies and procedures.
- Section 3 Nominations
- The President and Secretary shall be elected at the Annual Business Meeting of the State Leadership Conference. The Vice Presidents shall be nominated in their respective Regional Meeting at the State Leadership Conference.
- Section 4 Elections
- A. The President and Secretary shall be elected at the Annual Business Meeting of the State Leadership Conference.
- B. Vice Presidents shall be elected in their respective regional meeting at the State Leadership Conference.

- C. State Officers shall be elected by a roll call vote of the voting delegates. A majority of the votes cast shall be required for election. If no candidate for an office receives a majority vote on the second roll call, the candidate receiving the lowest number of votes shall be dropped from subsequent roll calls. If necessary this process will be repeated through additional roll calls until a candidate has secured a majority.

Section 5 Terms of Office

State officers shall be elected for one (1) year or until their successors are elected or appointed, and their term shall commence at the conclusion of the State Leadership Conference during which they were elected.

Section 6 Vacancies in Office

A vacancy in the office of President shall be filled by the Vice President representing the former President's home region.

A vacancy in any office other than the President shall be filled by an appointment of the State President in conjunction with the State Advisor.

Section 7 Removal from Office

If any officer fails to carry out the duties as prescribed in the bylaws or exhibits conduct unbecoming an officer, a committee of three members of the Board of District Advisors shall be appointed to determine if the student should be removed from office. In the event the committee recommends removal, the Chairperson of the Board shall approve or disapprove the recommendation; if the recommendation is approved, the student shall be immediately removed from office.

ARTICLE V - STATE OFFICERS (DUTIES)

Section 1 The President shall serve as Chairman of the State Executive Council; preside over the Council meetings and business meetings of CECF; serve as the CECF student representative on the Steering Committee; appoint appropriate committees and committee chairs and perform other duties for the promotion and development of the Career Education Clubs of Florida.

Section 2 The Vice Presidents shall serve as the primary liaison between the State Executive Council and the District Councils; assist the President in the promotion and development of CECF; and coordinate the community service activities of CECF chapters in the region.

Section 3 The Secretary shall keep an accurate record of all activities undertaken by the State Executive Council or the organization as a whole and supply promptly at least one (1) keyed copy of the minutes and substantiating reports to the President, the Chairperson of the Board of District Advisors and the State Advisor. This office shall also assist in the compilation and publishing of letters, memos, newsletters, reports and press releases as necessary to promote the mission of CECF.

ARTICLE VI - DISTRICT OFFICERS

- Section 1 There shall be a district Executive Council within each District, which shall be comprised of a Governor, Lieutenant Governor, Secretary and the Presidents of each local affiliated chapter.
- Section 2 The District Officers shall be elected in the fall from the qualified candidates for office by a majority vote of the authorized voting delegates in attendance at the annual District Leadership Conference.
- Section 3 Qualification for District Office, duties, procedures for filling vacancies and all policies relating to the conduct of district business shall be set down in the bylaws of the respective Districts, provided such bylaws are not in conflict of the State Bylaws.

ARTICLE VII - EMBLEM & COLORS

- Section 1 The wearing and display of the official emblem of this organization shall be governed by the Board of District Advisors.
- Section 2 The official colors of CECF shall be blue and gold.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

- Section 1 The rules contained in the most recent version of Rules of Robert's Order shall govern CECF in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules CECF may adopt.