

BYLAWS
KANSAS COUNCIL FOR WORKFORCE EDUCATION, INC.

ARTICLE I

NAME

The name of the organization shall be the Kansas Council for Workforce Education, Inc., (KCWE) recognized by the National Council for Workforce Education (NCWE), an affiliate of the American Association of Community Colleges (AACC). The Council supports the purposes and objectives of NCWE in addition to promoting excellence and growth in career & technical education as well as workforce development.

ARTICLE II

MEMBERSHIP

Section 1.

A. **Membership Eligibility:** Membership is open to all Kansas community and technical colleges and individuals interested in career and technical education and workforce development at the postsecondary level as well as partnering organizations.

B. **Membership categories**
Members of KCWE are interested in and supportive of postsecondary career and technical education and workforce development and are defined by the following categories:

1. Individual
2. Institutional
3. Partner Organizations

Honorary memberships are conferred upon individuals as recommended by the Executive Committee and approved by the Board of Directors.

C. **Membership year:** 12 months in length as established by the Board of Directors.

D. **Membership Dues:** Membership dues shall be in the amount established by the Board of Directors.

E. **Member in Good Standing:** Only individuals whose dues are paid are considered members in good standing.

- F. Membership Rights: Members in good standing shall be entitled to vote and to serve the Council as officers, directors, or in any other representative capacity. Honorary and Partner Organization members are not entitled to vote or serve as officers, directors, or representatives.

ARTICLE III

GOVERNANCE AND OFFICES

Section 1. Board of Directors

- A. The governing body of the Council shall be the Board of Directors and shall consist of the President, President-Elect, Past President, Vice President for Membership/Marketing, Vice President for Finance, Vice President for Legislation, Vice President for Partnerships and Collaborations, and one representative from each of the workforce regions, not to exceed seven.
- B. The term of office for President, President-Elect, Vice Presidents, and Past President shall be one year. The President-Elect shall be elected by the membership and shall automatically succeed to the office of President.
- C. The Executive Committee: The Board of Directors shall act between meetings through an Executive Committee, which shall consist of the President, President-Elect, Past President, Vice President for Membership/Marketing, Vice President for Finance, Vice President for Legislation, Vice President for Partnerships and Collaborations.
- D. The Executive Committee may exercise any or all powers of the Board of Directors and shall report any action taken pursuant to this authority to the Board at the next regularly scheduled Board meeting. The President shall chair the Executive Committee, and the Executive Committee may act, without being convened in formal meeting, by correspondence, telephone, facsimile, or e-mail, provided, however, that such action is consistent with applicable law.
- E. Term of office for Regional Directors shall be two years. Regional directors from odd-numbered regions will be elected in the odd years; regional directors from even-numbered regions, in the even years. Regional Directors will report to the Vice Presidents of Membership/Marketing and Partnerships/Collaborations. The Regional Directors' address for college of record must be within the region they represent. Any outgoing Regional Director will assist the President in finding his/her replacement.
- F. Officer and board vacancies shall be filled by presidential appointment, with Executive Committee approval, of eligible persons from Council membership. Such appointments shall be for the unexpired term of the predecessor, provided, however, that in the case of

a vacancy in the office of President-Elect, there shall be no such appointment and a special election shall be held to fill the vacancy.

- G. The Board may remove a director in the following circumstances: (1) by a majority vote if said director is deemed inactive through nonattendance at two consecutive Board meetings or has become a member not in good standing, or (2) by a two-thirds vote if the director fails to perform the duties incumbent upon a director. The Board may remove an officer for cause by a two-thirds vote.
- H. Officers and directors shall assume office following elections and installation at the Annual Fall Conference.

Section 2. Duties of Executive Committee Members

- A. The President shall set the agenda and preside at the Council's Annual Business Meeting and all meetings of the Executive Committee and Board of Directors. The President shall appoint members to standing committees and task forces. The President shall be an ex-officio member of each committee.
- B. The President-Elect shall serve for the President during his or her absence, perform duties assigned by the President, and shall serve as the Conference Committee Chair for both spring and fall. The President-Elect shall coordinate standards and production of all Council information to members and the public. The President-Elect is responsible for archives and records and the minutes of all Executive Committee, Board of Directors, and membership meetings. The institution hosting Board of Directors' meetings will provide someone to take minutes of the meeting; the minutes will be forwarded to the President-Elect for distribution.
- C. The Past President shall chair the Nominating and Bylaws Committees and perform other duties as assigned by the President.
- D. The Vice President for Finance, who shall also serve as the Council's Treasurer, shall be the chief financial officer and shall authorize the expenditure and payment of Council funds. The Vice President for Finance shall develop an operating budget in conjunction with the Executive Committee. The proposed operating budget will be submitted to the Board of Directors prior to the Annual Fall Conference. The Vice President for Finance shall safeguard and disburse Council funds. The Vice President for Finance will give a financial report at each quarterly meeting and an annual report at the Annual Fall Conference. The Vice President for Finance administers the Council's contract for administrative services, monitors grants and other contracts, and manages resource development. The Vice President of Finance shall submit an annual investment plan to the Board of Directors and serve as chair of the Finance Committee.
- E. The Vice President for Legislation shall coordinate and communicate the Council's involvement in legislation and policy development.

- F. The Vice President for Membership/Marketing shall coordinate with the Regional Directors to implement membership strategies on a national, regional, state, and local level. The Vice President for Membership/Marketing shall be responsible for coordinating with the KCWE web master any membership information to be placed on the Web.
- G. The Vice President for Partnerships and Collaborations shall coordinate with the Regional Directors and be responsible for establishing partnerships with organizations external to the Council that will support and enhance the vision and mission of KCWE.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees - The President shall appoint the members of each committee. The President may add to the functions listed for each committee.

- A. Nominating Committee - The President shall appoint a nominating committee of no fewer than three people. The committee will be chaired by the Past President and will include the President-Elect. The remaining committee members must not be current members of the Executive Committee.

The Committee shall develop a slate of nominees for the Board of Directors and present that slate to the sitting Board of Directors for certification. Once certified by the sitting Board of Directors, the slate of nominees will be presented to the general membership for approval at the Annual Fall Conference.

- B. Bylaws Committee - The Committee is chaired by the Past President and is responsible for periodic review of the Council's bylaws.
- C. Finance Committee - The Committee is chaired by the Vice President for Finance and is responsible for overseeing Council finances and investments and developing financial policies for the Council.

Section 2. The President may create additional committees and task forces as deemed necessary to conduct the business of the Council.

ARTICLE V

FINANCES

Section 1. Membership dues and income from conferences and all other sources will be used for administrative and functional purposes of the Council.

Section 2. Any financial obligation incurred by the Council is the sole responsibility of the Council.

ARTICLE VI

MEETINGS

Section 1. The Council's Fall Conference shall be held within the State of Kansas at a time and location to be determined by the Board of Directors.

Section 2. The Board of Directors shall meet quarterly and at other times as deemed necessary to conduct the business of the Council.

Section 3. The Executive Committee shall meet as called by the President.

Section 4. The presence of a simple majority of either the Executive Committee or the Board of Directors shall constitute a quorum of that body for the purposes of conducting official business of the Council.

ARTICLE VII

INDEMNIFICATION

The Council shall to the fullest extent indemnify any person who was or is a party, or is threatened to be made a party, to any threatened or completed action, suit or proceeding by reason of the fact that he or she is or was a director, officer, employee, agent or volunteer of the Council. Expenses incurred in the defense of any such action or proceeding may be advanced by the Council as determined by the Board of Directors. Any indemnification hereunder shall be made only after a specific determination by the Board of Directors that the person to be indemnified has met the applicable standard of conduct required for same. Indemnification hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled. Defense and indemnification hereunder shall not be required unless the Council shall have in effect insurance covering such defense and indemnification obligations.

ARTICLE VIII

AMENDMENTS

Section 1. Any member of the Council may initiate the process of amending the Bylaws by providing proposed amendments in writing to the Executive Committee.

Section 2. Proposed amendments to the Bylaws are eligible for ratification by a membership vote following (a) review and approval by a majority of the members present and voting at an Executive Committee meeting, and (b) review and approval by a majority of the Board of Directors at its next regularly scheduled meeting.

Section 3. Should the Board of Directors approve a proposed amendment to the Bylaws, the Board of Directors shall determine whether the membership is to vote on the proposed amendment at any official meeting of the Council or by mail ballot.

Section 4. If the proposed amendment is to be voted on at an official Council meeting, the text of the proposed amendment shall be sent by first-class mail or secure e-mail to the members entitled to vote thereon no later than one month prior to that meeting.

Section 5. If the proposed amendment is to be voted on by mail or secure e-mail ballot, the Executive Committee shall mail or secure e-mail to each member the text of the proposed amendment, a ballot, and a notice of the postmarked closing deadline for returning the ballot.

Section 6. The Executive Committee shall stipulate the procedure for the receiving and counting of ballots.

Section 7. The affirmative vote of a majority of those members voting (either in person if the vote is conducted at a regular business meeting, or received with postmarks or e-mail with date verification of date sent no later than the closing deadline for mailed ballots) shall be sufficient to ratify and make effective the proposed amendment.

ARTICLE IX

RULES OF PROCEDURE

To the extent not inconsistent with the applicable law, the Articles of Incorporation, the Bylaws or policies, procedures or special rules duly adopted by the Council or the Board of Directors, the proceedings of the Council, including meetings of the members, the Board of Directors, the Executive Committee and other committees and task forces, shall be governed by the most recent edition of Robert's Rules of Order, Revised.