ARTICLE VII

OFFICERS

Section 1. State VICA Officers. The officers of the Association shall consist of a President, a Vice President, a Post-Secondary Vice President, a Secretary, a Treasurer, a Reporter, a Historian and a Parliamentarian. Each officer must be an active member in good standing of a local VICA chapter affiliated with the Association. To qualify for an office in the Association, each candidate must complete and submit an application (the form of which shall be approved by the Board of Directors) to the Association in accordance with guidelines and procedures established by the Board of Directors. Each candidate for the offices of President, Vice President, Secretary, Treasurer, Reporter, Historian and Parliamentarian must have at least one full year remaining in his or her secondary vocational education program. Each candidate for the office of Post-Secondary Vice President must be enrolled in a post-secondary educational institution within the State of Nebraska which has a locally chartered VICA chapter, provided, however, if the candidate is a graduating high school senior at the time of application, the candidate must be endorsed by his or her then-current local VICA chapter and must communicate his or her intention to run for said office in writing to the local VICA chapter established at the post-secondary educational institution where he or she intends to enroll. Each local VICA chapter affiliated with the Association may annually submit candidates from its active membership to serve as officers of the Association. Each local VICA chapter may develop or establish its own procedure for designating the chapter's candidate or candidates. The office of State VICA President may not be held by members of the same local VICA chapter in consecutive years. No individual shall hold (in any given year) more than one office in the Association.

Section 2. Election and Term of Office. The President, Vice President, Post-Secondary Vice President, Secretary, Treasurer, Reporter, Historian and Parliamentarian shall be elected annually at the Annual State Leadership and Skills Conference in accordance with this Section. Prior to the Annual State Leadership and Skills Conference, the Board of Directors (by using any process or procedure which the Board deems appropriate) shall annually select candidates, from among all state officer applicants, who shall be entitled to campaign for the office designated by the Board of Directors during the applicable Annual State Leadership and Skills Conference. All officers of the Association shall be elected, from among the candidates selected by the Board of Directors, by a majority vote of voting delegates present at a delegate assembly held during the Annual State Leadership and Skills Conference where a quorum exists. When electing officers of the Association, voting delegates shall cast votes by secret ballot. Each officer of the Association shall hold office for one year or until his or her successor is duly elected and qualified. Each officer's term shall commence at the close of the Annual State Leadership Conference where the officer is elected.

Section 3. Removal. Any officer of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served by such removal.
Section 4. **Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term so vacated; provided, however, in the event the office of President becomes vacant, the Vice President shall be filled by the Board of Directors in accordance with this Section.

Section 5. **Compensation.** Officers of the Association shall serve without compensation, except that they may, at the discretion of the Board of Directors, be reimbursed for certain expenses.

Section 6. **President.** The President shall preside at all meetings of the Association, including all business meetings and delegate assemblies held during the Association's Annual State Leadership and Skills Conference. Except as otherwise provided in these Bylaws, the President shall appoint the members of all committees and may serve as an ex officio member of all committees. The President shall fulfill all other duties as directed by the Board of Directors and the State VICA Director.

Section 7. **Vice President.** In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President also shall assist the President in promoting and developing VICA and the Association, and shall fulfill all other duties as directed by the Board of Directors and the State VICA Director.

Section 8. **Post-Secondary Vice President.** The Post-Secondary Vice President shall serve as a liaison between the Association and local VICA chapters established in post-secondary educational institutions within the State of Nebraska. The Post-Secondary Vice President shall fulfill all other duties as directed by the Board of Directors and the State VICA Director.

Section 9. **Secretary.** The Secretary shall keep accurate minutes of all business meetings and delegate assemblies held during the Association's Annual State Leadership and Skills Conference and all other meetings and conferences sponsored by the Association; see that all notices are duly given in accordance with these Bylaws or as required by law; serve as custodian of the Association's records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the State VICA Director and the Board of Directors.

Section 10. **Treasurer.** The Treasurer shall notify all local VICA chapters affiliated with the Association of their failure to pay National and State dues in a timely manner. The Treasurer shall fulfill all other duties as directed by the State VICA Director and the Board of Directors.

Section 11. **Reporter.** The Reporter shall communicate regularly with representatives of the media and local VICA chapters to promote the activities and accomplishments of the Association and its members. The Reporter shall fulfill all other duties as directed by the State VICA Director and the Board of Directors.

Section 12. **Historian.** The Historian shall be responsible for compiling and maintaining
materials and records relating to the accomplishments and history of the Association and its members. The Historian shall fulfill all other duties as directed by the Board of Directors and the State VICA Director.

Section 13. **Parliamentarian.** The Parliamentarian shall advise the President on the orderly conduct of business in accordance with these Bylaws and the current edition of Robert's Rules of Order, Newly Revised. The Parliamentarian shall fulfill all other duties as directed by the State VICA Director and the Board of Directors.

Section 14. **State VICA Director.** The State VICA Director shall, in general, be responsible for the overall growth and development of the Association, and shall oversee and coordinate all the Association's activities and programs. The State VICA Director, among other things, shall serve as a liaison between the Board of Directors and the Nebraska Department of Education. In addition, the State VICA Director shall perform those duties and responsibilities as assigned by the Board of Directors. The State VICA Director shall be appointed by the Board of Directors in cooperation with the Nebraska Department of Education, and shall serve until his or her successor is duly appointed and qualified.

Section 15. **State VICA Executive Secretary.** The State VICA Executive Secretary, if required by the Board of Directors, shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The State VICA Executive Secretary shall have responsibility for all funds of the Association, the receipt of all monies due and payable to the Association from any source whatsoever; the deposit of all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of May 28, 1996 Directors; and, in general, shall perform all the duties as from time to time may be assigned to him or her by the Board of Directors.

Section 16. **State Officer Advisor and Assistant State Officer Advisor.** The Board of Directors shall annually appoint advisors of local VICA chapters affiliated with the Association to serve as the State Officer Advisor and Assistant State Officer Advisor. The State VICA Director shall forward nominations for said positions to the Board of Directors annually. The State Officer Advisor and Assistant State Officer Advisor shall organize and coordinate the activities of the State VICA Officers, and shall perform all other duties as assigned by the State VICA Director and the Board of Directors.

Section 17. **Candidates for National Office.** Active members of local VICA chapters affiliated with the Association, who meet all eligibility requirements established by the Association and the National Organization, may apply for and hold office in the National Organization.
ARTICLE V

MEMBERSHIP

Section 1. Types of Membership. Local VICA chapters affiliated with the Association may have three types of membership: (i) Active Membership; (ii) Associate Membership; and (iii) Honorary Life Membership. Professional Membership and Honorary Life Membership in the Association may also be granted to certain individuals by the Board of Directors in accordance with these Bylaws.

Section 2. Active Membership. Any secondary student in grades 7-12, or any post-secondary student, who is currently enrolled in a vocational, trade, industrial, technical, or health-related or Technology education course/program (or who has been enrolled in such a program or course in the past) shall be entitled to become an active member of his or her locally chartered VICA chapter. All active members shall be entitled to participate in competitive events and attend programs sponsored and organized by the Association in accordance with guidelines and procedures adopted by the Board of Directors, and shall be entitled to vote at local VICA chapter meetings. In addition, active members are eligible to serve as voting delegates at the Association's Annual State Leadership and Skills Conference in accordance with guidelines established by the Board of Directors. Active members shall annually pay applicable State and National dues.

Section 3. Associate Membership. Any person interested in, or contributing to the growth and development of, VICA and the Association, including but not limited to former active members of VICA, shall be entitled to become associate members of their locally chartered VICA chapter. Associate members shall not be entitled to vote at local VICA chapter meetings, to participate in competitive events sponsored or organized by the Association, to serve as voting delegates, or to hold office in the Association or the National Organization. Associate members shall annually pay applicable State and National dues.

Section 4. Professional Membership. Persons associated with or participating in the professional development of VICA and the Association, including but not limited to advisors of local VICA chapters, professional instructors and educators, employers or supervisors involved with cooperative student work-training programs, business persons, school administrators and counselors, and other persons contributing to the growth and development of VICA and the Association, are eligible for professional membership in the Association. All professional members must be approved by the Board of Directors. Professional members shall not be entitled to participate in competitive events sponsored or organized by the Association, to serve as voting delegates, or to hold office in the Association or the National Organization. Professional members shall annually pay applicable State and National dues.

Section 5. Honorary Life Membership. Local VICA chapters affiliated with the Association may (by any procedure established by the chapter) grant Honorary Life Membership in the local VICA chapter to individuals who have assisted in the advancement and development of, and
who have rendered outstanding service to, VICA and the local chapter. Honorary Life Membership in the Association shall be reserved for those individuals who have provided significant service to the Association and who have been approved for such membership by the Board of Directors. Honorary Life Members of local VICA chapters and the Association shall not be required to pay State or National dues.

Section 6. **Annual Dues.** Membership in local VICA chapters affiliated with the Association shall be determined on an annual basis. Membership in said local VICA chapters shall be granted only to those individuals who have fully paid all applicable State and National dues. Each local
ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Composition of Board. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall be comprised of:

(a) Six advisors of local VICA chapters affiliated with the Association, who shall be elected by a majority vote of advisors of local VICA chapters present at a meeting of such advisors held during the Association's Annual State Leadership and Skills Conference in accordance with policies and procedures established by the Board of Directors. All advisors of local VICA chapters affiliated with the Association shall be entitled to vote at any such meeting. Each Director elected in this manner shall serve a three-year term on the Board of Directors; provided, however, the terms of the members of the Association's initial Board of Directors may be staggered (in any manner the Board of Directors deems appropriate) to provide continuity on the Board.

(b) The State VICA President.

(c) The State Postsecondary VICA President.

(d) The State VICA Director, who shall serve as a non-voting ex officio member of the Board.

(e)(e) An individual who has been designated as a "Corporate Member" by the National Organization, and who is appointed by the Board of Directors. The Corporate Member shall serve as a non-voting ex officio member of the Board, and shall serve until his or her successor is duly appointed and qualified.

(f)(f) Two individuals representing trades or industries operating within the State of Nebraska, who shall be appointed annually by the Board of Directors. Each trade/industry representative shall serve a one-year term on the Board, or until his or her successor is appointed and qualified.

(g)(g) The State Officer Advisor.

(h) The Assistant State Officer Advisor.

(i) A student representative from each Industrial Technology Education Teacher Preparation Institution within the State of Nebraska. Each institution shall select its own student representative. Said representatives may cast one combined group-vote on any matter which properly comes before a meeting of the Board of Directors.
(f) The State Leadership Conference Coordinator who shall be appointed annually by the Board of Directors, and who shall serve as a non-voting ex officio member of the Board.

(f)(k) The Nebraska Skills Championships Coordinator who shall be appointed annually by the Board of Directors, and who shall serve as a non-voting ex officio member of the Board.

The number of Directors may be increased or decreased from time to time by amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 2. Responsibilities. The responsibilities of the Board of Directors shall include, but shall not be limited to, the following: (i) maintaining general direction and control over the affairs of the Association, and ensuring that established policies are enforced; (ii) establishing and developing policies for the sound management and operation of the Association; (iii) providing advice and direction to the State VICA Director and State VICA Executive Secretary to carry out the policies, programs and goals of the Association and to ensure the financial viability of the Association; and (iv) consulting with the State VICA Director, State VICA Executive Secretary and State VICA Officers to plan and coordinate competitions, conferences and other activities of the Association.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 4. Regular Meetings. The Board of Directors may provide, by resolution, the time and place either within or without the State of Nebraska for the holding of regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the State VICA Director, the State VICA President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail or facsimile to each Director at least 10 days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail addressed to the Director at his or her address as it appears on the records of the Association, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when transmitted to the facsimile number of the Director as it appears on the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business
because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 7. Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting where a quorum exists shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 9. Compensation. Directors shall not receive any stated salaries for their services but, by resolution of the Board, Directors may be reimbursed for certain expenses.

Section 10. Non-Liability of Directors. The Directors shall not be liable for the debts, liabilities or other obligations of the Association.

Section 11. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 12. Telephone Conference. Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 13. Chairperson. The Board of Directors shall annually elect a Chairperson and a Vice-Chairperson. The Chairperson and Vice-Chairperson shall each serve a one-year term. Only members of the Board who are advisors of local VICA chapters affiliated with the Association shall be eligible to serve as Chairperson and Vice-Chairperson. Unless the Board determines otherwise, the Vice-Chairperson shall assume the duties of the Chairperson upon the expiration of the Chairperson's term. The Vice-Chairperson also shall assume the duties of the Chairperson in the Chairperson's absence. All candidates for Vice-Chairperson must have a minimum of two years remaining in his or her term on the Board.