

Officer Handbook



ABOUT FEA

ORGANIZATION

The California FEA provides high school students opportunities to explore teaching as a career. It helps students gain a realistic understanding of the nature of education and of a teacher. The International FEA office manages a network of nearly 1000 FEA Chapters, offers support to FEA Advisors through trainings and publications, coordinates a network of state FEA contacts, plans the annual national conference, and fields questions from advisors and anyone interested in learning more about FEA.

MISSION

To recruit and provide experiences and skills for students who are exploring teaching as a future career; to develop essential skills that will lead to highly trained and qualified teachers in California.

MOTTO

I will pursue excellence in preparing to be a future teacher in California. I hold to the highest standard and ethics and will uphold the mission and responsibilities of the California FEA. I will represent myself, my school and the California FEA with my best effort, attitude and commitment.

GOALS

- ✓ Strive to interest students in the education profession
- ✓ Recruit future educators with diverse ethnic, racial, social and economic backgrounds
- ✓ Promote academic excellence and leadership responsibilities in students interested in teaching
- ✓ Enhance the quality of the school's educational program through an appreciation of teaching and contributing to the smooth operation of the school
- ✓ Promote a positive image of education to students, parents, and the community and disseminate information about teaching
- ✓ Encourage members to be role models in the school, the organization, and the community

PUBLICATIONS

FEA National Newsletter
Program Directory - List of Program chapters & advisors

CONFERENCES

FEA Regional Conferences
FEA State Conference
FEA National Conference

STRUCTURE

An Advisory Board consisting of State Director, State Officers, Local educators, administrators and business members set policies and provide direction and input for FEA activities.

Local Chapters at High Schools with an Education Professions Program meet regularly to provide student leadership and direction for their members. All California FEA Chapters are members of the FEA International organization.

HISTORY

California FEA officially began in 2011 with Project Tomorrow taking the leadership role of the organization within California. The first state conference was held in Palm Springs during the CUE conference and the organization continues to grow as more and more chapters are formed.

FUNDING

Funding is primarily by Chapter Affiliation dues, corporate and foundation support as well as grant funding.

ENDORSEMENTS

Project Tomorrow

FUTURE EDUCATORS ASSOCIATION CALIFORNIA



CONSTITUTION & BY-LAWS

The California FEA is a resource and support organization that does not select, control or supervise local chapter or individual member activities except as expressly provided for in the FEA constitution, by-laws or polices.

CONSTITUTION AND BY-LAWS OF THE CALIFORNIA FEA ARTICLE

I - NAME

SECTION 1 The official name of this organization shall be the California Future Educators Association and may be referred to as California FEA. Recognized Chapters of the organization may officially use the letters "FEA" and/or the words "Future Educators Association" to designate the organization, its chapters and/or members. FEA is an association of Education Professions students.

SECTION 2 The official location of the California Future Educator Association shall be Project Tomorrow, 15707 Rockfield Blvd., Suite 250, Irvine CA 92618

ARTICLE II - PURPOSE

SECTION 1 This association is an organization of students enrolled in an approved Education Professions programs functioning through local chapters and is member to the National FEA organization Charter. The purpose of FEA is to further the welfare of its members through:

- A. Providing students with opportunities to explore teaching as a career option.
- B. Helping students gain a realistic understanding of the nature of education and the role of the teacher.
- C. Coordinating information about teaching as a profession, employment opportunities, financial assistance options, and educational issues.
- D. Providing leadership for the local chapters.
- E. Providing a clearinghouse for information and activities.
- F. Providing recognition and prestige through an association of local chapters.
- G. Developing leadership abilities through participation in educational, vocational, civic, recreational, and social activities.
- H. Creating enthusiasm for learning.
- I. Promoting high standards in personal and professional ethics, workmanship, scholarship, and safety.
- J. Developing the ability of students to plan together, organize, and carry out worthy activities and projects through the use of democratic process.
- K. Developing progressive leadership that is competent, aggressive, self-reliant, and cooperative in the field of education.
- L. Being an integral part of the organized instructional standards in Education Professions and related career opportunities.
- M. Providing education related programs which will develop pride, responsibility, leadership, character, scholarship, citizenship, patriotism and human resources of the community.
- N. Encouraging and recognizing achievement in supervised educational programs, scholarship, leadership, and other individual and group activities by providing awards to deserving members and chapters.
- O. Providing opportunities to explore and experience higher education networking and transition strategies.
- P. Addressing teacher recruitment and retention issues with other educational agencies.

ARTICLE III - ORGANIZATION

SECTION 1 California FEA is the State association that approves the local chapters of FEA in the State of California operating in accordance with the Charter granted by the National FEA (Future Educators Association).

SECTION 2 Active chapters of the FEA for students enrolled in public school programs shall be chartered only in such schools where approved systemic instruction in Education Professions is offered under the provisions of federal Perkins career and technical education legislation.

Each chapter shall meet the following eligibility requirements:

- 1. Have an Approved Educations Professions program
- 2. Meet the academic standards required by the school for students to participate in extracurricular activities
- 3. Complete a chapter application form
- 4. Complete all forms required by the State Association

5. Pay the State Affiliation fee as set

SECTION 3 Students enrolled in Education Professions may meet, organize, adopt a constitution not in conflict with the State and National Constitutions, elect officers, set up a program of activities, and then apply to the State Executive Council for membership in the State Association. Upon receipt of a charter from the State Association, a charter and the members thereof will be recognized as FEA.

SECTION 4 A State Advisory Council composed of leaders from Secondary and Higher Education representing various education institutions will be appointed by the State FEA Director to provide counsel, advice, and assistance to the State association in carrying out its functions.

Composition of the Advisory Council: 7 to 10 member council shall include the State of California FEA Director as chairman and a:

1. Representative from a school district level position
2. Representative from a Community College level position (Administrative or Teaching)
3. Representative from a University level position (Administrative or Teaching)
4. Representative from the Department of Education, Career and Technical Education Division, State Supervisor of Education Professions
5. Representative from the Department of Education, Educational Special Services Division
6. Representative from Secondary level position (Administrative or Teaching)
7. Representative from the Student State Officer team
8. May include a Regional Representative of the National FEA Association
9. May include a Member of Business or Industry
10. May include a member at Large

ARTICLE IV – STUDENT MEMBERSHIP

SECTION 1 Membership in the chapter shall be open to students who are currently enrolled in an approved Education Professions program. Membership of the California FEA shall consist of the total eligible members of the chartered local chapter.

SECTION 2 Each member shall meet the following eligibility requirements:

1. Be enrolled in an Approved Educations Professions course
2. Meet the academic standards required by the school for students to participate in extracurricular activities
3. Submit a parent/guardian support letter
4. Actively participate in FEA sponsored activities

SECTION 3 A member of another FEA chapter who enrolls in the school will be accepted for membership in the chapter.

SECTION 4 Membership in the chapter shall not be restricted on the basis of race, ethnicity, religion, sex, national origin or physical handicap.

SECTION 5 Active Membership shall be considered in good standing when:

1. The member attends local chapter meetings
2. The member shows an interest in, and takes part in the activities of the chapter
3. The member displays professional conduct as a member of the organization.
4. The member is regularly enrolled in a high school class in Education Professions or has completed all of the Education Profession class requirements of the school attended

SECTION 6 A membership year shall be from July 1 through June 30 inclusive.

ARTICLE V – MEETINGS

SECTION 1 Regular meetings of the chapter shall be conducted on dates designated by the executive committee, approved by the chapter advisor(s), and announced in advance to members.

SECTION 2 Special meetings may be called by the advisor or the president with prior approval of the advisor.

SECTION 3 All meetings shall be open meetings.

SECTION 4 A State FEA Leadership Conference shall be held each year and serve as the official annual meeting(s) of the California FEA.

SECTION 5 Local chapter meetings shall be called to order by the elected president of the chapter. The normal order of business is as follows:

1. Approval of minutes of previous meeting
2. Treasurer's report
3. Reports of standing committees
4. Reports of special committees
5. Unfinished business
6. New Business
7. Remarks, announcements, questions
8. Closing

SECTION 6 The normal order of business may be altered to accommodate special programs, activities, guest speakers, etc.

SECTION 7 A quorum shall consist of the members present at a chapter meeting.

SECTION 8 Special activities requiring travel shall follow school guidelines related to release forms and permissions.

ARTICLE VI - LOCAL & STATE OFFICERS

SECTION 1 The officers of each chapter will be appropriate to the needs and size of the chapter.

SECTION 2 All chapter officers shall be elected by a majority vote of members present during the designated chapter meeting to elect officers. The vote shall be by secret ballot.

SECTION 3 The terms of all chapter officers shall be for one year.

SECTION 4 All active chapter members shall be eligible for office.

SECTION 5 All chapter officers may serve consecutive terms.

SECTION 6 If an office is vacated, the officers may appoint a person to fill the vacated position until such time as the chapter can hold an election to fill the vacated office or the officers may appoint a person to fill the unexpired term of the person who has vacated the office.

SECTION 7 Duties of all elected officers will be described by the by-laws of the local FEA chapter.

SECTION 8 The officers of the State Association of FEA Executive Council shall be a President, Vice-President, Secretary, South Region Representative, Central Region Representative, and North Region Representative. The state officers and the State FEA Director will constitute the Executive Council of the State Association. The Executive Council of the State Association shall meet a minimum of three times per school year. Tentative dates will coincide with state FEA conferences in October and April and a late summer meeting for new officer orientation. Duties will be assigned to each State Officer by the State Director for FEA. An application process and screening will be used to select State Officers each year. This will include a recommendation from the local FEA advisor and resume' of FEA related activities.

ARTICLE VII - STATE OFFICERS & APPOINTMENTS

SECTION 1 Qualifications for State Office

1. Only active members are eligible to hold state office.
2. All applicants will be certified eligible for nomination to hold office by a screening committee appointed by the State Director.
3. To be considered for an office in FEA, a candidate shall:
 - A. Have at least one year remaining in his/her educational program.
 - B. Be recommended by the chapter and endorsed by his/her local chapter advisor, parents, and school administrator.
 - C. File an official application with the State Director's Office before the determined deadline is established.
 - D. Have a cumulative G.P.A. of 3.0 or better.
 - E. Demonstrate leadership on campus.
 - F. Be available to attend State Officer Meetings.
 - G. Attend Officer Training Scheduled in early fall.

- SECTION 2 All officer positions will be filled according to qualifications, experience and recommendations from the Advisor. A screening committee will determine the candidates who are most qualified for each position. The officers selected during the fall Officer Training.
- SECTION 3 Term of office will be for one school calendar year beginning with the Fall FEA State Conference.
- SECTION 4 If there are no candidates for an office, students attending the officer training in the fall will be appointed at the discretion of the State FEA Director.

ARTICLE VIII - AFFILIATION FEES

SECTION 1 State Affiliation Fees shall be determined by the State FEA Director and Advisory Board for the following year. Fees will be payable within the time frame set by the State Director and Advisory Board. State Chapter Affiliation Fees for this year will be set as follows: Program Affiliation pricing is based on the Education Professions program enrollment submitted by your school during the previous school year. Enrollment numbers are determined by what your school submitted to the California Department of Education/CTE Division.

Included in the Program Affiliation Fees are:

- All students' memberships in State and National FEA Organizations
- Advisor membership in State and National FEA Organizations
- Chapter Fee

Program Affiliation Process:

1. Have an active state approved Education Professions Program
2. Fill out Chapter Contract Form
3. Send in a copy of your chapter constitution
4. Send in a list of your FEA student members
5. List of student officers
6. Send in your annual program of action (Calendar of events and activities you have planned for your students)

SECTION 2 National dues will be included as part of the state affiliation fees. Guidelines and deadlines will be followed as set by the National FEA Association.

SECTION 3 State Chapter Affiliation Fees will be due and paid by October 1 of each school year in order and before members participate in any California FEA activities.

ARTICLE IX - EMBLEM & COLORS

SECTION 1 Official emblems and colors have been set for the National & State FEA organizations and will be solely recognized as the official emblems to be displayed representing all affiliated functions.



CALIFORNIA OFFICIAL EMBLEM



OFFICIAL NATIONAL FEA EMBLEM

ARTICLE X - AUDIT

SECTION 1 The accounts of this organization shall be audited by a public auditor or a committee appointed by the State FEA Director with approval from the Executive Council.

ARTICLE XI - AMMENDMENTS

SECTION 1 To amend this Constitution, the proposed amendment must be presented in writing to the California FEA State Director at least 60 days prior to the State FEA Conference. Upon acceptance by the Advisory Board, the proposed amendment shall be presented in writing to the local chapters at least 45 days prior to the State FEA Conference. This Constitution may be amended by a majority vote of approval by the authorized delegates of each chapter present at any Annual State FEA Conference.

SECTION 2 This Constitution may be amended by a two-thirds vote of the authorized delegates to any Annual State FEA Conference.

ARTICLE XII - RULES, REGULATIONS, & BY-LAWS

SECTION 1 Such rules, regulations, and by-laws as are deemed necessary in the proper conduct of each division of this organization shall be adopted by each chapter.

SECTION 2 No rules, regulations, or by-laws shall be adopted which are contrary to this constitution.

SECTION 3 In all meetings, Robert's Rules of Order (Revised) shall serve as standard procedure.

BY - LAWS



BY-LAWS of FUTURE EDUCATORS ASSOCIATION CALIFORNIA

ARTICLE 1

Name

The name of the corporation is Future Educators Association California

- a. **Office.** The known place of business of the Corporation shall be 15707 Rockfield Blvd, Suite 250, Irvine CA, 92618. The Corporation may also have offices at such other places within and without the State of California as the Directors may from time to time determine or the business of the Corporation may require.
- b. **Corporate Seal.** The Corporation may or may not adopt a seal. If a seal is adopted by the Corporation, the seal of the Corporation shall have inscribed thereon the name of the Corporation, the state and year of its incorporation and the words "Corporate Seal."

ARTICLE 2

MEMBERS

This Corporation shall be a membership corporation, and it shall have members. All rights, powers and responsibilities of this Corporation shall be vested in the Board of Directors.

ARTICLE 3

DIRECTORS

- a. **General Powers.** Subject to the limitations of these By-Laws, the Articles of Incorporation and the laws of the State of California, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors need not be residents of the State of California. No Director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for purposes reasonably incidental thereto.
- b. **Number.** The initial members of the Board of Directors shall be those persons named in the Articles of Incorporation. Beginning ninety days after the date the corporation was formed, the Board of Directors of the Corporation shall consist of at least three Directors. The number of persons serving from time to time shall be fixed by a resolution of the Board of Directors. If vacancies exist in the Board of Directors, the number of Directors shall consist of the number of Directors actually serving, so long as there is at least one Director. Until the first annual meeting, new or replacement Directors shall be named by the members then serving on the Board of Directors. All Directors shall serve until their terms shall expire or until their successors are elected or appointed. All Directors shall have equal and full voting responsibilities as members of the Board of Directors. In no event shall the number of members of the Board of Directors be fewer than one. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director. A newly-created seat on the Board shall be filled in the same manner as a vacancy on the Board.

c. **Election.** Except as provided in these By-Laws for the filling of vacancies, the members of the Board of Directors shall elect the new Board of Directors at the annual meeting. Each Director so elected shall serve for a term of one year or until such Director's earlier resignation or removal, provided, however, if an election of Directors at an annual meeting has not taken place, Directors may continue to serve as Directors until a successor is elected and qualifies, or until such Director's earlier resignation or removal. An individual may be elected to successive terms on the Board of Directors. The Board of Directors shall include the following if the applicable person is eighteen or older and willing to serve:

1. The State of California FEA Director.
2. a representative from the Department of Education, Career and Technical Education Division, State Supervisor of Education Professions.
3. a representative from the Student State Officer team.
4. a representative from Secondary level position (Administrative or Teaching).
5. a representative from the Department of Education, Educational Special Services Division.

The Board of Directors may also include:

6. a representative from a school district level position.
7. a representative from a Community College level position (Administrative or Teaching).
8. a representative from a University level position (Administrative or Teaching).
9. a regional Representative of the National FEA Association.
10. a member of Business or Industry.

d. **Resignation.** Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof, at any time to the President or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

e. **Removal of Directors.** Any Director may be removed, with or without cause, by the vote of a majority of all Directors. Election or appointment of a Director shall not of itself create contract rights. 3

f. **Vacancies.** A majority of the Directors then in office, though less than a quorum, or a sole remaining Director, may fill vacancies and newly created Directorships. A Director so chosen shall hold office until a successor is elected and qualifies, or until such Director's earlier resignation or removal. A Director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his predecessor in office, unless that Director sooner resigns or is removed.

g. **Attendance at Meetings.** The Chair of the Board, and in his or her absence, the President of the Corporation, shall call meetings of the Board of Directors to order, and shall act as chair of such meetings. The Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the Chair or acting Chair of the Board may appoint any person present to act as secretary of the meeting. The officer acting as secretary of a meeting is responsible for preparing minutes of the meeting.

h. **Annual Meetings.** The annual meeting of the Board of Directors shall be held during the second week of December or on another date designated by the Directors. If not previously held, the first meeting of the Board of Directors each calendar year shall be the annual meeting of the Board of Directors. At the annual meeting, the Directors shall elect Directors to serve for the coming year and shall transact such other business as may come before the meeting. Notice of the annual meeting shall be given in the same manner as notices of any special meeting.

i. **Place of Meeting.** The annual meeting shall be held at the place and time specified in the notice of the meeting. All other meetings of the Board of Directors shall be held at such place, within or without of the State of California, as the Directors may fix or determine from time to time.

j. **Special Meetings.** Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than annual meetings shall be special meetings. A special meeting of

the Board of Directors shall be called by the President (or, in the absence of action by the President, by the Secretary) upon the written request of any Director then serving. Special meetings of the Board of Directors shall be held at such place and time in Maricopa County as a person or persons calling the meeting shall specify.

k. **Notices.** Notice of the annual meeting of the Board of Directors shall be given at least ten, but not more than forty-five days prior thereto by a writing delivered personally or mailed to each Director, or by facsimile. Notice of special meetings of the Board of Directors shall be given at least two days, but not more than twenty-five days, prior thereto by a writing delivered personally, mailed or faxed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the address of the Director on the books of the Corporation with postage thereon prepaid. If faxed, a notice shall be deemed to be delivered when confirmation of receipt of the facsimile is received by the sending party. The attendance of a Director at a meeting shall constitute a waiver of notice of a 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. Unless otherwise required by law or specified by the Articles of Incorporation or the By-Laws, neither the business to be transacted nor the purpose of any meeting of the Board or Directors need be 4

l. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business; but if, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum of the Directors shall be present, any business may be transacted which may have been transacted at that meeting as originally called. The Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action is approved by at least two-thirds of the required quorum for that meeting.

m. **Manner of Acting.** The affirmative vote of a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws.

n. **Compensation.** A Director who is not also an employee of this corporation or of any affiliated corporation may be paid reasonable compensation for the value of the time spent by the Director in service to the corporation, by attendance at meetings or otherwise. A Director who is also an employee of the corporation or an affiliated corporation shall not receive any compensation for his services as a member of the Board. By resolution of the Board of Directors expenses of attendance of all Directors, if any, may be allowed for attendance at each annual or special meeting of the Board.

o. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action to be taken shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as an unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

p. **Telephonic Participation in Meetings.** Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board or of such committee by means of a conference telephone, internet phone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute participation by all those people at the meeting.

q. **Adjournment.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

r. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the

Corporation within two business days after the adjournment 5 specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

s. **General Standards for Directors.** In performing duties as a Director, each Director must comply with California Revised Statutes Section 10-3830, as it may be amended. A Director's duties, including duties as a member of a committee, shall be discharged: (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging duties to the corporation, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following: (i) one or more officers or employees of the corporation whom the Director reasonably believes are reliable and competent in the matters presented, (ii) legal counsel, public accountants or other person as to matters the Director reasonably believes are within the person's professional or expert competence, (iii) a committee of or appointed by the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence, and (iv) religious authorities and ministers, priests, rabbis or other persons whose position or duties in the religious organization the Director believes justify reliance and confidence and whom the Director believes to be reliable and competent in the matters presented. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by the preceding sentence unwarranted. A Director is not liable for any action taken as a Director or any failure to take any action if the Director's duties were performed in compliance with this Section 3.19 and California Revised Statutes Section 10-3830, as it may be amended.

ARTICLE 4

OFFICERS

a. **Officers.** The officers of the Corporation, all of whom shall be elected by the Board of Directors, shall be a Chair of the Board, a President, a Vice President, a Secretary, a Treasurer, and such other officers and agents as the Board of Directors deems necessary or appropriate. The Corporation must have a Chair of the Board and a President, but the Board of Directors may elect or not elect any other officers. With respect to any officer position not created by the Board of Directors or not occupied, the President will assume and be responsible for the duties of that officer position until such time as the position is created and occupied by another person. No officer need be a Director. The Board of Directors may delegate to the President of the Corporation the authority to appoint any officer or agent of the Corporation other than the President, Vice President, Secretary or Treasurer. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any two or more offices may be held by the same person. Officers may serve successive terms, if so appointed.

b. **Election of Officers.** The initial officers shall be elected by the initial Board of Directors. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. No officer shall serve for a fixed term, but shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. 6 of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

c. **Resignations.** Any officer may resign at any time by giving written notice to the President or a Director. The resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof by the Board of Directors or the Corporation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

d. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its Judgment the best interests of the

Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

e. **Vacancies.** A vacancy in any office may be filled by the Board of Directors or by the President in accordance with Section 4.a. The officer so elected shall hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

f. **Compensation and Expenses.** Subject to the approval of the Board of Directors, an officer who is not also an employee of this Corporation or any affiliated corporation may be paid reasonable compensation for the value of the time spent by the officer in service to the corporation. An officer who is also an employee of the corporation or an affiliated corporation shall not receive any additional compensation for his or her services as an officer. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon the approval of the Board of Directors.

g. **Chair of the Board.** The Chair shall, when present, preside at all meetings of the Board of Directors, and may exercise the powers vested in him or her by the Board, by law or these By-Laws, and that usually attach or pertain to such office. The Chair shall have the responsibilities of establishing the agenda for Board meetings, and shall perform such duties as may be assigned to him or her by the Board.

h. **President.** The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall have general charge and supervision of the business, property, and affairs of the Corporation and general supervision over its other officers and agents. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board.

i. **Vice President.** The Vice President (or in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

j. **Secretary.** The Secretary shall: (i) have charge of the records and correspondence of the Corporation under the direction of the President, (ii) be the custodian of the seal of the Corporation, if one is adopted, (iii) give notice of and attend all meetings of the Board, (iv) take and keep true minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary, (v) record all votes and the proceedings of the meetings of the Board in a corporate minute book to be kept for that purpose, (vi) authenticate the records of the corporation, and (vii) perform such other duties as may be assigned to him or her from time to time by the Board.

k. **Treasurer.** The Treasurer shall: (i) arrange for the accounting of all moneys, credits and property of the Corporation and for an accurate accounting of all money received and discharged, (ii) except as otherwise ordered by the Board, arrange for the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate, (iii) keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board, (iv) submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board, (v) under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, provided, however, that any such checks over \$1,000 must be signed by the Treasurer and President, (vi) make such transfers and other dispositions in the assets of the Corporation as may be ordered by the Board, (vii) in general, perform all the duties that are incident to the office of the Treasurer, subject to the control and approval of the Board, and (viii) perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board.

l. Employees. The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. The Board of Directors may also delegate such actions to specified officers. Subject to the control and direction of the Board of Directors, the President shall hire and discharge employees necessary for the proper conduct of the business of the Corporation.

ARTICLE 5 COMMITTEES

a. Committees. The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and such number of persons who are not Directors as the Board may determine, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: (i) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors; (ii) adoption, amendment or repeal of these By-Laws; and (iii) fixing compensation of Directors, officers or employees.

b. Removal. Any member of a committee established under this Article may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

c. Term. Each member of a committee established under this Article shall continue as such until the next regular annual meeting of the Board of Directors and until his or her 8 successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

a. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or sign and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

b. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

c. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

d. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

e. Loans to Directors and Officers. No loan shall be made by or to this Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or officers.

ARTICLE 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS

a. Indemnity. The Corporation shall indemnify and hold harmless any Director or officer of the Corporation, or former Director or officer of the Corporation ("Indemnitee") who was or is a party to or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the Indemnitee is or was a Director or officer of the Corporation, or is or was serving the Corporation

with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a manager, Director, officer, or agent of another person or entity, against expenses (including reasonable attorneys' fees), losses, costs, damages, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the Indemnitee's conduct unlawful; provided, however, the Corporation will not be required to indemnify any person or entity in respect of any claim, issue, or matter as to which the Indemnitee shall have been adjudged to be liable for negligence or misconduct in the 9

b. Authorization by the Board. Any indemnification hereunder shall be made by the Corporation upon the occurrence of either one of the following: (a) authorization in the specific case upon a determination that indemnification of the Indemnitee is proper under the circumstances because the Indemnitee has met the applicable standard of conduct set forth in this Article; or (b) issuance of a final court judgment or order requiring indemnification or stating that it would be lawful in the specific case. The determination described in part (a) of the preceding sentence shall be made: (i) by the Board of Directors by a majority vote of the Directors who were not parties to such action, suit, or proceeding, or (ii) if a quorum is not obtainable, or even if obtainable, and a majority of disinterested Directors so directs, by independent legal counsel in a written opinion.

c. Cooperation of Indemnitee. Any Person seeking indemnification pursuant to this Article shall promptly notify the Corporation of any action, suit, or proceeding for which indemnification is sought and shall in all ways cooperate fully with the Corporation and its insurer, if any, in their efforts to determine whether or not indemnification is proper in the circumstances, given the applicable standard of conduct set forth in this Article. Any Person seeking indemnification pursuant to this Article other than with respect to (a) a criminal action, suit, or proceeding, or (b) an action, suit, or proceeding by or in the right of the Corporation, shall (i) allow the Corporation and/or its insurer the right to assume direction and control of the defense thereof, if they elect to do so, including the right to select or approve defense counsel, (ii) allow the Corporation and/or its insurer the right to settle such actions, suits, or proceedings at the sole discretion of the Corporation and/or its insurer, and (iii) cooperate fully with the Corporation and its insurer in defending against, and settling such actions, suits, or proceedings.

d. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding brought other than by the Corporation shall be paid by the Corporation in advance until the earlier to occur of (a) the final disposition of the action, suit, or proceeding in the specific case, or (b) a determination by the Board of Directors that indemnification is not proper under the circumstances because the applicable standard of conduct set forth in these By-Laws has not been met. Expenses incurred in defending a civil or criminal action, suit, or proceeding brought by the Corporation may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board in its sole discretion in the specific case. Any advance of expenses shall not commence until receipt by the Board of Directors of an undertaking by or on behalf of the Indemnitee seeking such advance to repay any advanced amount unless it shall ultimately be determined that the Indemnitee is entitled to be indemnified by the Corporation as authorized in this Article. 10 performance of the Indemnitee's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the Indemnitee's

conduct was unlawful.

e. **Non-Exclusivity.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the California Nonprofit Corporation Act; Title 10, Chapter 31, Article 5 of the California Revised Statutes; these By-Laws or any agreement, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office or position, and shall continue as to an Indemnitee who has ceased to be a Director, or officer of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of the Indemnitee.

f. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any Indemnitee who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, Director, officer, employee, or agent of another person or entity against any liability asserted against that the Indemnitee and incurred by the Indemnitee in any such capacity, or arising out of the Indemnitee's status as such, whether or not the Corporation would have the power to indemnify the Indemnitee against such liability under the provisions of the California Nonprofit Corporation Act, as amended from time to time. The acquisition of insurance for any Indemnitee under this Section 7.f shall not give rise to or increase, as the case may be, the obligation of the Corporation to indemnify any person or entity.

g. **Additional Indemnification.** The Corporation may provide further indemnity, in addition to the indemnity provided by this Article to any Person who is or was a Director, or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a manager, Director, officer, or agent of another person or entity, provided that no such indemnity shall indemnify any Indemnitee from or on account of the Indemnitee's conduct that was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

h. **Set-off.** The Corporation's indemnity of any Indemnitee who is or was a Director, or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a manager, Director, officer, or agent of another person or entity, shall be reduced by any amounts the Indemnitee may collect as indemnification (a) under any policy of insurance purchased and maintained in the Indemnitee's behalf by the Corporation, or (b) from another person or entity, or from insurance purchased by any of them.

i. **Limitation.** Nothing contained in this Article or elsewhere in these By-Laws, will operate to indemnify any Director or officer of the Corporation or any other Person if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of any applicable state, or federal law. Notwithstanding anything herein to the contrary, except insofar as permitted by law, the Corporation shall not indemnify an Indemnitee for acts listed in California Revised Statutes Section 10-3833, as amended.

j. **Constituent Entities.** For purposes of this Article, references to the "Corporation" includes all constituent entities absorbed in a consolidation or merger as well as the resulting or surviving entity so that any Indemnitee who is or was a manager, Director, or officer of such a constituent entity or is or was serving at the request of such constituent entity as a manager, Director, officer, or agent of another person or entity shall stand in the same position under the provisions of this Article with respect to the resulting or surviving entity as the Indemnitee would if the Indemnitee had served the resulting or surviving entity in the same capacity.

k. **Effect of Repeal.** So that Indemnitees may rely on the indemnification promised by this Article, no repeal or amendment of this Article shall reduce the right of an Indemnitee to payment of expenses or indemnification for acts or omissions of the Indemnitee taken before the date of the repeal or amendment.

AMENDMENTS

The Board of Directors shall have the power to make, alter and repeal these By-Laws, and to adopt new By-Laws, by an affirmative vote of a majority of all of the Directors; provided that notice of the proposal to make, alter or repeal these By-Laws, or to adopt new bylaws, must be included in the notice of the meeting of the Directors at which such action takes place.

ARTICLE 9

PARLIAMENTARY RULES

The proceedings of all meetings of the Board of Directors and of any committees of the Board shall be governed and conducted as provided in the latest edition of Robert's Rules of Order; provided, however, the rules are not inconsistent with these By-Laws, the Articles of Incorporation, or any existing law.

ARTICLE 10

GENERAL PROVISIONS

- a. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of California Revised Statutes, shall govern the construction of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person.
- b. **Fiscal Year.** The fiscal year of the Corporation shall be fixed by resolution and approval of the Board; provided, that if such fiscal year is not so fixed by the Board, it shall run from July 1st until June 30th.
- c. **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of the Board of Directors and committees.
- d. **Invalid Provisions.** If any provision of these By-Laws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these By-Laws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as a part of these By-Laws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.
- e. **Headings.** The headings used in these By-Laws are for reference purposes only and do not affect in any way the meaning or interpretation of these By-Laws.
- f. **Policies & Procedures.** The Board of Directors may create policies and procedures and other operational rules as necessary.

Adopted Nov. 1, 2012

CALIFORNIA FEA OFFICER EXPECTATIONS

First and foremost, an FEA Officer represents the membership of your local chapter as well as the entire California FEA organization. Whether or not you are at an official FEA conference or event, it is your responsibility to represent this organization with the utmost respect and professionalism. In addition to your responsibility to the image of California FEA, we have some specific expectations below which will need to be photo copied and signed and turned into the California FEA State Director's Office to remain on file.

OFFICER EXPECTATIONS:

- Attend and participate in all FEA Sponsored activities on campus
- Attend at least one State FEA conference during the year
- Maintain at least a 3.0 G.P.A.
- Effectively manage your commitments outside FEA
- Follow the California FEA Code of Ethics
- Maintain regular contact with the State Director & appointed State Officers (communicate your local chapter activities to the State Director throughout the year)
- Dress professionally when representing California FEA at presentations, meetings, or other events.
- Actively demonstrate your commitment to teaching and education through your leadership on campus
- Be a life-long learner

I, _____, am aware of these expectations and will be accountable for meeting them. I understand that if I fail to meet these expectations, I may be removed from office.

Officer Name: _____

Position: _____

Signature: _____ Date: _____

Advisor Name: _____

Advisor Signature: _____ Date: _____

** Submit this formed completed and signed to:
California FEA State Director

DRESS CODE



DRESS FOR SUCCESS!

FUTURE EDUCATOR'S ASSOCIATION

You represent yourself, your family, your Advisor, your FEA program, your school and California - dress accordingly.

When in doubt, dress up - not down. Take pride in your appearance and you will notice the difference. Help make FEA the CLASS of all the rest. FEA is a professional student organization. As with all professional organizations, image is crucial. If you are in doubt about what you are wearing, ask your Advisor ahead of time.

Helpful Hints:

- Make sure your clothes are clean and ironed
- Don't chew gum if your speaking in public
- Be aware of your body language and posturing
- Speak clearly and directly
- Speak with confidence and conviction
- Brush your teeth or chew a mint (fresh breath)
- Make sure your hair is groomed
- Use eye contact when talking to others
- Be passionate about teaching

FEA members, advisors, and guests will be dressed in appropriate business attire for all general sessions, awards ceremonies, competitive events, and workshops. No visible body piercing jewelry will be allowed, other than ears on men or women.

Appropriate Business Attire For Men: May include Sport coat, dress slacks, collared shirt, necktie, polo shirt, sweater, school FEA shirt, nice jeans, dress shoes and dark socks, clean tennis shoes.

Appropriate Business Attire For Women: Pant Suit, Skirt, dress slacks, blouse, sweater, dress shoes, nylons, school FEA shirt, nice jeans, clean tennis shoes.

Inappropriate Dress: Overalls, shorts, exercise or bike shorts, backless, see through, tight fitting, spaghetti straps, strapless, extremely short or low cut blouses/tops/dresses/skirts, tank tops, casual sandals, visual undergarments.

CALIFORNIA FEA CODE OF ETHICS

As future teachers and leaders of our great nation, it is imperative that our ethics be unshakable. Below are the Ethical standards we expect all of our students in office to adhere to. Failure to follow these guidelines will result in removal from office.

FEA CODE OF ETHICS:

- I will be honest and sincere
- I will approach each task with confidence in my ability to perform my work at a high standard
- I will willingly accept responsibilities and duties
- I will seek to profit by my mistakes and take suggestions and criticism directed toward the improvement of myself and my work
- I will abide by the rules and regulations of my school
- I will seek to improve my community by contributing my efforts and my resources to worthwhile projects
- I will respect viewpoints that I do not agree with when I disagree, I will do so in a respectful manner
- I will not engage in illegal activities while I am an FEA Officer
- I will not drink or smoke during FEA sponsored activities
- I will not engage in sexual activities during FEA sponsored activities.

I, _____, agree to follow the FEA Code of Ethics as outlined above. I understand that if I am found to be in violation of this Code of Ethics, I may be removed from office.

Officer Name: _____

Position: _____

Signature: _____