



**COUNCIL FOR TRIBAL
EMPLOYMENT RIGHTS
CONSTITUTION & BY-LAWS**

COUNCIL FOR TRIBAL EMPLOYMENT RIGHTS CONSTITUTION

ARTICLE I

NAME: This organization shall be known as the Council for Tribal Employment Rights Incorporated, hereafter referred to as "CTER".

ARTICLE II

PURPOSE: As set forth in the Articles of Incorporation the Council for Tribal Employment Rights Inc. is organized for charitable purposes to provide educational, advocacy, training and developmental assistance on a non-profit basis to Indian Tribal, Alaska Native, private and public sector entities.

ARTICLE III

MISSION STATEMENT: To provide leadership and professional quality training, developmental assistance, advocacy and consultation in all aspects of Indian preference, tribal employment rights, tribal workforce protection, tribal labor management, cultural synergy, and sovereignty-based social and economic development.

CTER will promote responsive and responsible tribal and Alaska Native governance development and program service delivery by providing sovereignty-based model developmental and strategies for implementation pursuant to the respective tribal, village and community cultural needs, values and priorities.

CTER will act as a resource liaison and consultant to organized labor, private sector businesses, public sector agencies interested in doing business in or responsible for providing employment, training, social and economic development services and opportunities to Indian tribes, Alaska Native villages, Rancherias and other native organizations facilitative to positive sovereignty-based development.

CTER will design, develop and distribute for implementation by tribes, Alaska Native villages or associations sovereignty-based model legislation, ordinances, codes,

administrative structures and programs in conjunction with operational, management training, consultation and related developmental assistance.

CTER will develop and implement training and educational programs to support the needs of Native American and Alaska Native workers and other workers engaged by tribal enterprises, as well as CTER Members, tribes, and other agencies and organizations that impact tribal employment.

CTER will act as resource liaison and consultants to CTER Members, TERO offices, tribes, and other agencies and organizations that impact tribal employment and the workforce of tribal enterprises.

ARTICLE IV

MEMBERSHIP: Any Indian Tribe or Alaska Native Village, region or sub-region officially enacting a TERO ordinance, resolution and/or other CTER model legislation shall be eligible to register with CTER, become a member of CTER and be entitled to all rights, privileges and benefits as defined in the Constitution and By-laws.

ASSOCIATE MEMBERSHIP: Shall include any national or regional Indian and Alaska Native non-profits, as well as associations, service corporations, and agencies and organizations that impact tribal employment or areas related to CTER activities. The purpose of the Associate Membership will be for the purpose of facilitating inter and intra organizational communications, activities, programs, events and advocacy impacting CTER areas of services. Associate memberships will also be available to local, regional, national and international construction trade unions, private sector businesses, local, state, regional and national public service agencies, and any organization that supports the mission and objectives of CTER. Associate Members will not be elected, vote, or serve on the regional or national Board of Directors.

INDIVIDUAL MEMBERSHIP: Shall include any individual that supports the mission and objectives of CTER. Individual Members will not be elected, vote, or serve on the regional or national Board of Directors.

Section 1: General membership of CTER shall be divided into not more than eight geographical regions with each region being designated by the following official names:

- | | |
|-----------------------------------|-----------------------------|
| 1. Alaska Region | 5. Pacific Northwest Region |
| 2. Eastern Region | 6. Rocky Mountain Region |
| 3. Great Lakes Region | 7. Southern Plains Region |
| 4. Northern Plains TERO Coalition | 8. Southwest Region |

The geographic distribution of the TERO regions shall be designated by state, Tribe and Alaska Native Organization in the CTER by-laws and illustrated on the official CTER National TERO Country Map. TERO regions have been designated based not only on geographic location but by tribal cultural, demographic, social and economic relationships and considerations.

Section 2: CTER Membership applications shall be limited to Indian Tribes, Rancherias, and Alaska Native Regional Governance Organizations and will be certified by the Board of Directors upon request and when the requesting Tribe, Native Organization or other interested entity meets the certification criteria. New memberships will be certified by the CTER Board of Directors pursuant to the following requirements:

1. Provide payment of membership dues or in kind services for the calendar year of the certification
2. Provide copies of tribally enacted Indian preference / TERO legislation
- 3.
4. Submit a complete CTER Tribal/Organizational Data Survey

Associate and Individual Members will be required to make written application and be approved and accepted based upon the requirements set forth in the CTER Bylaws and Policies and Procedures Manual.

The cost, privileges and benefits of all CTER membership are defined in the By-laws and CTER reserves the right to create a certification fee for membership.

ARTICLE V

BOARD OF DIRECTORS: The CTER shall be governed by a Board of Directors comprised of two representatives from each of the eight regions chosen according to the respective regional election process and schedule. Board members will serve voluntarily and uncompensated by CTER and are expected to provide leadership, oversight, fund raising assistance, and policy direction. The Board will also provide authorization to the President and CEO to enter into contracts, documents and other instruments committing CTER resources pursuant to the requirements, terms and conditions of the CTER Bylaws and any applicable 501 c. (3) requirements and, applicable laws.

The Board of Directors will be required to conform to the CTER Code of Ethics and Conflict of Interest Policy.

Board of Directors officers: Officers shall consist of the Chair, Vice- Chair, Secretary and Treasurer and will be elected by the Board bi-annually at the meeting held in conjunction with the National TERO Convention. Terms, responsibilities and duties of the Officers and Board of Directors shall be defined in the Corporate By-Laws.

Section 1: All other officers including Committee Chairs deemed necessary shall be appointed ad-hoc by the Chair or elected from the remaining Board members as deemed necessary.

Section 2: The CTER President shall be selected by the Board of Directors and shall also serve as the Corporate Executive Officer (CEO).

Terms of office: Each Board of Directors representative shall be two (2) years from the effective date of their election with the number of consecutive terms determined by the region and defined in the regional By-Laws.

Quorum: Unless a greater proportion is required by law, the presence of fifty percent (50%) of Board Members shall constitute a quorum for the transaction of CTER business. A quorum shall be established and certified by the CTER Secretary by a call of the roll at the commencement of each meeting. A quorum will be re-established by the Secretary after each official meeting recess to insure a quorum is present throughout the proceedings.

Qualifications and Requirements: Board members must be a current Tribal Employment Rights Office (TERO) Director or Manager; tribal employee designated to carry out the direct administrative, enforcement, compliance and related functions of the TERO; or related employee designated by the region. Board members will be required to provide a tribal letter or resolution to CTER authorizing them to serve on the regional and national boards of directors. The travel and time expenses committed for the board member to attend official CTER meetings, events and functions shall be considered in-kind contributions. Board members must attend scheduled meetings and participate in official teleconferences and other electronic media held meetings. A hardship option may be provided to cover Board Member travels expenses, based upon the criteria and requirements of the CTER Bylaws.

Meetings: The Board of Directors shall hold a minimum of two meetings annually, one on-site in conjunction with and at the location of the National TERO Convention, the second in conjunction with and at the location of the Legal Updates Conference. The Board may hold special meetings as scheduled by the Executive Committee to conduct regular business or for the purpose of taking ad-hoc action in response to deadlines or pressing organizational issues.

Section 1: Additional Board of Directors and committee meetings may be officially called by the CTER Board of Directors Chair or CTER President and held by alternative means including but not limited to; teleconferencing or other electronic media available. Business conducted and action taken shall be considered official so long as there is a quorum present and the proceedings are recorded and certified by the CTER Secretary.

Ex Officio Board Members: One Ex Officio Board Member will be permitted to serve on the Board of Directors, with all the rights and responsibilities of regular Board Members except for voting rights and other responsibilities related to

authorizations for binding the organization in contracts. The Ex Officio Member will be required to proceed to a formal application process set forth in the CTER Bylaws and must be approved by a 2/3 majority of the Board of Directors. They will serve two -year terms, with consecutive terms allowed by a simple majority of the quorum present.

ARTICLE VI

Standing Committees: Board of Directors Standing Committees shall be established as permanent to carry out specific oversight functions and responsibilities which insure fiscal transparency, accountability and to maintain the trust and integrity of the organization in carrying out its purpose and mission. The current standing committee requirements, duties and responsibilities are as defined in the CTER By-Laws and are established as follows:

Section 1: Executive Committee consisting of the CTER Chair, Vice Chair, Secretary, Treasurer with the President/Chief Executive Officer (CEO), General Counsel and the Chief Financial Officer (CFO) as ex-officio members. The Executive Committee will be chaired by the Board Chair or Vice Chair in the absence or disability of the Chair. Primary functions of the Committee shall be to implement, oversee and maintain the application and integrity of the CTER Constitution and By-Laws, call and provide notice of board meetings, set the agenda, determine meetings and actions to be recorded and certified by the Secretary, preside over CTER sponsored meetings and events, take action and commit the CTER organization and staff as determined by the CTER Board.

Section 2: Credentials Committee consisting of the Vice Chair, Secretary and a minimum of two at large board members to be appointed by the Chair and ratified by the Board of Directors. The President and CEO, General Counsel, and the Chief Executive Officer as ex-officio members shall serve. The Credentials Committee will be chaired by the CTER Vice Chair or by the Secretary in the absence or disability of the Vice Chair. Primary functions of the Committee shall be to oversee and certify the CTER general membership process, conduct membership drives, review and certify the qualifications of the CTER board members, insure the timely and proper recording of authorizing tribal documents for board election and service.

Section 3: Finance Committee consisting of the CTER Treasurer, Secretary, a minimum of two at large board members to be appointed by the Chair and ratified by the Board of Directors . The Finance Committee will be chaired by the CTER Treasurer or by the Secretary in the absence or disability of the Treasurer. Primary functions of the Committee shall be to

oversee the CTER audit process, schedule and procedures, certify financial statements and reports and recommend their approval by board action, to work with the CTER President/CEO to insure the fiscal integrity of the organization pursuant to the 501 c. (3) requirements and to insure that adequate finance and accounting controls are in place and in practice.

Section 4: Scholarship and Awards Committee consisting of the CTER Secretary, Treasurer and a minimum of two at large board members to be appointed by the Chair and ratified by the Board of Directors . The Scholarship and Awards Committee will be chaired by the CTER Secretary or by the Treasurer in the absence or disability of the Secretary. Primary functions of the Committee shall be to oversee the CTER scholarship criteria, application, amounts, awarding schedule, process and procedures, oversee the CTER outstanding TERO awards criteria, process, procedures, nominations and awarding schedule.

Section 5: National Convention and Conference Committee consisting of the CTER Board of Directors and the President/CEO. The National TERO Convention and Conference Committee will be chaired by the CTER Chair or Vice Chair in the absence or disability of the Chair. Primary functions of the Committee shall be to direct and facilitate the planning, financing, scheduling, agenda, sponsorship and hosting requirements of the CTER sponsored National TERO Convention and the Comprehensive Tribal Employment Law Conference and related events. The Committee shall establish the hosting requirements for the National CTER Convention and select the host region from submitted bids. The selecting hosting region will collaborate with the conference committee and CTER President/CEO. If no bids are submitted by a region the Board will be responsible for establishing a location and all responsibilities of hosting the National CTER Convention. The Board shall preside over and participate in all conventions, conferences and related events.

Section 6: Ad-hoc Committee may be designated and appointed by the Board of Directors or by Board action delegating the authority to the Chair and shall be for a specific purpose, action and timeline. Ad-hoc Committee shall consist of a minimum of three board members one of whom shall be appointed to Chair the Committee, Ad-hoc Committee members may include the President/CEO.

ARTICLE VII

Board of Directors Vacancies: Board of Directors vacancies for any reason during the term of office shall be filled automatically by the Alternate or in the

absence of an elected Alternate the vacancy will be filled by a Board Members. Appointees filling vacancies will serve for the remainder of the unexpired term of office and may continue beyond the end of the term if duly elected.

Section 1: Resignation of any Board Member wishing to vacate their elected position for any reason shall be done in writing, addressing their correspondence to the CTER Chair, with copies to the members of the Board. Resignation correspondence shall cite the effective date, the reason and any related actions requested of or expected from the Board of Directors or executive staff. The Chair acting in behalf of the Board shall respond in writing accepting the resignation.

Section 2: Removal of any Board Member shall be only for cause and not for reasons that are arbitrary or capricious. Any board member may be removed only by a 2/3 majority vote of the remaining Board of Directors.

ARTICLE VIII

AMENDMENTS TO THE CONSTITUTION AND BY-LAWS: Any of the General Membership may petition to amend the CTER Constitution and/or By-Laws. Petitioners will submit amendment requests or recommendations in writing to their respective regional representatives as a regional resolution. Upon the approval of the regional resolution the petition will be placed on the agenda for consideration by the Board of Directors at the next regularly scheduled meeting or in a special meeting if deemed necessary by the Board. A 2/3 majority of the Board will be required to pass amendments, and their decision shall be final. The administrative process and actions regarding notification of revisions will be carried out by the executive staff as delineated in the By-Laws.

ARTICLE IX

DISSOLUTION: Upon dissolution of the Council for Tribal Employment Rights, Incorporated, all of its assets remaining after payment of all costs, expenses and debits of such dissolution shall be distributed to non-profit, charitable organizations qualified for exemption under section 501 c. of the Internal Revenue Service Code. Priority consideration will be afforded IRS qualified Indian Tribes and other Indian/Native service organizations with federal, state, and other local governments and entities to follow.

Board of Directors for Tribal Employment Rights

By-Laws

Article I

General

Section 1: The official name and statement of purpose shall remain consistent with Articles I and II of the Board of Directors of the Council of Tribal Employment Rights (CTER) Constitution and any amendment thereof. Additionally, the By-Laws shall be the procedural guide utilized by the Board of Directors in carrying out its appointed duties and responsibilities.

Section 2: The official seal or insignia of the Board of Directors shall be affixed to all official documents and/or correspondence of the Board of Directors to authenticate action thereof. The official seal shall be the property of CTER with the Board of Directors solely responsible for its application. The official seal or insignia shall not be utilized for personal use under any circumstances.

Section 3: The current edition of Roberts Rules of Order (newly revised) shall be the final source of authority in all questions of parliamentary procedure when rules are not inconsistent with the By-Laws of the CTER.

Article II

Organization

Section 1: The CTER organizational chart and directory shall be maintained and utilized as a guide to protocol in CTER and Board of Directors information management, authority, and responsibility flow.

Section 2: The Board of Directors shall be the decision and policy-making body with the administrative staff responsible to the Board of Directors for policy and program implementation. The Board shall consist of membership as set forth in the Constitution. The Board of Directors will be responsible for the oversight of the CTER.

Board Members will serve the term each region shall set, with unlimited opportunity for renewal based upon the regional process for Board Member selection. The Board will have the right to review Board Member appointments for appropriateness based upon but not limited to potential conflicts of interest, ethical issues, and other factors set forth in the Policies and Procedures and Board Handbook. The Board also will have the right to remove Board Members based upon requirements herein and as set forth in the Policies and Procedures and Board Handbook. Removal of any Board Member shall be only for cause and not for reasons that are arbitrary or capricious. Any officer or board member may be removed only by a 2/3 majority vote or consensus of the remaining Board of Directors members and for causes including but not limited to illegal, unprofessional or inappropriate conduct, abdication of board responsibilities by lack of attendance or participation, willful violation of the provisions of the CTER Constitution or By-Laws, personal actions determined to be in conflict or competition with CTER Board duties or responsibilities, violation of applicable laws or regulations that exposes CTER Board, employees or agents to legal challenges or action. Causes will be defined in the CTER Policies and Procedures.

The duties and responsibilities of Board Officers shall be as follows:

Board of Directors Chair: The Chair shall preside at all meetings of the corporate membership and/or the Board of Directors and shall retain such authority and shall retain such authority and responsibilities as assigned by the Board of Directors and/or the Constitution and By-Laws. The Chair shall perform all duties incident to the Office of the Chair, and duly authorized by the Board of Directors. The Chair shall have signing authority on grant applications, proposals, contracts, modifications, CTER checks, reports, and agreements, except where the signing and execution thereof is expressly delegated by the Board of Directors or these By-Laws to another Board of Directors or staff member.

Board of Directors Vice-Chair: The Vice-Chair shall preside in the absence, disability, or request of the Chair or by expressed order of the Board of Directors. He/She shall perform all duties of the Chair and have all authority and responsibility when so acting, unless limited or expanded by the Board of Directors.

Board of Directors Secretary: The Secretary shall authorize by signature, the recording of the minutes of all Board of Directors, general membership, and executive committee meetings. The Secretary shall ensure the timely execution of all notices of meetings and corporate documents as prescribed by law, regulations, or CTER By-Laws. He/She shall be the custodian of the official seal and the basic governing documents.

The Secretary, or his or her designee, shall have charge of the official minutes, Board of Directors resolutions, and administrative files and records determined necessary to the Board.

The Secretary shall preside at meetings in the absence, disability, or the request of the Chair, Vice-Chair, or by the expressed order of the Board of Directors.

Board of Directors Treasurer: The Board Treasurer will oversee the Finance Committee, conduct at least quarterly meetings of the Finance Committee, and work with the CEO to prepare and submit quarterly reports to the Finance Committee and bi-annual reports to the full Board.

President & Chief Executive Officer (CEO): The president shall be the highest ranking administrative officer (CEO) of CTER. His/her duties and responsibilities shall be outlined in an approved position description. His/Her authorization for binding CTER in contracts and other binding documents shall be determined herein and by the CTER Policy and Procedures Manual, or as determined by a direct vote of the Board of Directors. He/She shall be responsible for ensuring timely execution of all notices of meetings.

General Counsel: The General Counsel shall legally represent CTER in all of its matters requiring legal interpretation or statements of fact. He/she shall conduct legal research and participate in CTER operations as mutually agreed upon between General Counsel and CTER.

In addition to the above, the officers and staff shall perform all duties as assigned by consensus of the Board of Directors.

The Board of Directors shall receive no compensation other than allowable for services duly authorized by the Board of Directors.

Unless so authorized by the Board of Directors no officer, employee, or agent of CTER shall have the power to bind CTER and/or the Board of Directors by any contract, engagement, instrument, or pledge its credit or otherwise render it liable for any purpose or amount.

All decisions and business deemed appropriate shall be documented by the Board of Directors resolution. Board of Directors resolution shall require a majority vote of the Board of Directors membership as specified under Article II, Section 3, of the By-Laws.

Section 3:

General Membership to CTER shall be obtained by the following:

- A. Filing a tribal ordinance or resolution with the CTER national office which declares the tribe's intent to enforce its sovereign rights to employment and designates the official representative to CTER.
- B. Filing all appropriate TERO baseline data with the CTER national office.
- C. Fees for the General Membership will be decided by the Board of Directors.

Tribes will be registered and certified upon completion of the above and will be eligible for all rights and benefits thereof.

Associate and Individuals Membership to CTER shall be obtained by the following:

- A. Completing the application and related requirements set forth by the Board of Director's Credentials Committee and explained in the CTER Policy and Procedures Manual.
- B. Review and approval by the CEO or the staff member designated to make such reviews.
- C. Further review and approval by the Credentials Committee if a potential conflict of interest is identified through the application process.
- D. Fees for Associate and Individual Members will be approved by the Board of Directors.

Section 4: Eight TERO geographical regions are established:

Pacific Northwest Region:	Washington
Two (2) CTER Representatives	Idaho
and one (1) Alternate	Oregon
	Northern Nevada
	Northern California

Rocky Mountain Region:	Montana
Two (2) CTER Representatives	Colorado
and one (1) Alternate	Utah
	Wyoming

Southwest Region:
Two (2) CTER Representatives
and one (1) Alternate

Southern California
Southern Nevada
Arizona
Southern New Mexico
Southern Colorado

Alaska Region:
Two (2) CTER Representatives and one (1) Alternate

Alaska

Northern Plains Region:
Two (2) CTER Representatives
and one (1) Alternate

North Dakota
South Dakota
Nebraska

Great Lakes Region:
and one (1) Alternate

Minnesota
Wisconsin
Iowa
Illinois
Michigan

Southern Plains Region:
Two (2) CTER Representatives
and one (1) Alternate

Oklahoma
Texas
Kansas

Eastern Region:
Two (2) CTER Representatives
and one (1) Alternate

New York
North Carolina
Florida
Maine
Massachusetts
Rhode Island
Connecticut
Delaware

Virginia
South Carolina
Georgia
Alabama
Mississippi
Louisiana
Vermont
New Hampshire
Missouri
Arkansas
Pennsylvania
Ohio
Tennessee
Kentucky

CTER representation shall be determined as follows:

-Each TERO region recognized by the CTER Board of Directors shall be allowed two (2) representatives and one (1) alternate.

The Board reserves the right to appoint members in the absence of a regional appointee of greater than one year. Terms of these appointed Board Members shall be governed by the same standards as those appointed through the regional process.

One Ex-Officio Board Member will be permitted to serve on the Board of Directors, with all the rights and responsibilities of regular Board Members except for voting rights and other responsibilities related to authorizations for binding the organization in contracts. The Member will be required to proceed to a formal application process set forth in the CTER Bylaws and Policies and Procedures and must be approved by a 2/3 majority of the Board of Directors. They will serve two-year terms, with consecutive terms allowed by a simple majority of the quorum present.

Any additions or deletions to the regional structure shall be made by the Board of Directors at the recommendation and approval of the region(s) involved.

Article III

Committees

Section 1: Standing Committees shall exist continuously and serve as liaison to staff, the general membership, outside agencies, and organizations regarding all matters within the area of responsibility designated by the Board of Directors. All Standing Committees shall be duly authorized by the Board of Directors and appointed by the CTER Chair to address specific issues within a broader designated area of responsibility. Duly authorized Standing Committees shall be:

1. **Executive Committee:** Shall consult with staff to plan all CTER meetings and shall be authorized or assigned to take minor administrative actions by the Board of Directors or at the request of the CEO. The Executive committee will be available for consultation as needed by the CEO and the CEO will advise the Executive Committee. The Committee will assist the CEO in creating the CTER annual operations plan. The Executive Committee shall consist of:
 - a. **Chair**
 - b. **Vice-Chair**
 - c. **Secretary**
 - d. **Treasurer**
2. **Finance Committee:** Shall work with the CEO to oversee the financial health and regulations governing CTER. The Finance Committee shall work with the CEO to develop annual budgets, meet quarterly to review financial activities of CTER, review quarterly financial reports from the Board Treasurer and CEO, and submit bi-annual reports to the full Board and as deemed necessary by the Finance Committee. The Committee may also consult with staff and take minor administrative action regarding CTER finances as designated by the Board of Directors and or requested by the CEO.
3. **Personnel Committee:** Shall consist of at least 3 Board Members appointed by the Chair, as well as the CEO. General Counsel will be present as requested by the Personnel Committee. I shall consult with staff regarding hiring and termination procedures and take minor administrative actions regarding CTER personnel matters as designated by the Board of Directors.

4. **Credentials Committee:** Shall consist of the Vice Chair, Secretary and a minimum of two additional board members to be appointed by the Chair and ratified by the Board of Directors, as well as the President and CEO. General Counsel will be present as requested by the Personnel Committee. The Credentials Committee will be chaired by the CTER Vice Chair. Primary functions of the Committee shall be to oversee and certify the CTER general and associate membership processes, schedule and procedures, conduct membership drives, review and certify the qualifications of the CTER Board Members, insure the timely and proper recording of authorizing tribal documents for board election and service. The Committee shall meet at least bi-annually and/or as necessary.
5. **Scholarship and Awards Committee:** Shall consist of a minimum of three board members to be appointed by the Chair and ratified by the Board of Directors and the President and CEO, and General Counsel. Primary functions of the Committee shall be to oversee the CTER scholarship criteria, application, amounts, awarding schedule, process and procedures, oversee the CTER outstanding TERO awards criteria, process, procedures, nominations and awarding schedule. The Committee shall meet at least bi-annually.
6. **National Convention and Conference Committee:** Shall consist of the CTER Board of Directors and the President and CEO. General Counsel will be present as requested by the Personnel Committee. The National TERO Convention and Conference Committee will be chaired by the CTER Chair or Vice Chair in the absence or disability of the Chair. Primary functions of the Committee shall be to direct and facilitated the planning, financing, scheduling, agenda, sponsorship and hosting requirements of the CTER sponsored National TERO Convention and the Comprehensive Tribal Employment Law Conference and related events. The Board shall preside over and participate in all conventions, conferences and related events. The Committee will meet as needed.

Section 2: The Board of Directors shall have the rights to establish and/or appoint Standing or Ad-Hoc Committees as necessary to accomplish its goals and objectives and carry out its purpose.

ARTICLE IV

Meetings and Conferences

SECTION 1: At least one bi-annual meeting of the general membership shall be held for amendments, and modifications to the CTER Constitution and By-Laws and such other business as shall properly come before the general session. The meeting shall be held in conjunction with the annual TERO training conference with the Board of Directors presiding over all agenda activities.

SECTION 2: Special and emergency meetings of the Board of Directors shall be called by the Chair or at the request of one or more Board of Directors members or CEO and authorized by not less than five (5) CTER Board Members.

SECTION 3: A quorum of the Board of Directors shall be a minimum of fifty percent (50%) of members in order to officially transact Board of Directors and/or Corporate business.

SECTION 4: Voting by a show of hands, roll call, or secret ballot shall occur at the discretion of the presiding body or individual officer.

SECTION 5: Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Amendments to the By-Laws

SECTION 1: The decision to amend the CTER By-Laws will be made solely by the Board of Directors and a 2/3 majority vote of the Board shall constitute decision making authority and their decision shall be final. The administrative process and actions regarding notification of revisions will be carried out by the executive staff as delineated in the By-Laws.

This version of the CTER Constitution and By-Laws were approved by a quorum of the Board of Directors in Las Vegas, Nevada on December 8, 2015.


Board Chair Theo De la Rosa

Date: 12/11/15

Board Vice-Chair Francene Shakespeare

Date: _____


Board Secretary Larry Jordan

Date: 12/11/15