



COUNCIL FOR TRIBAL EMPLOYMENT RIGHTS CONSTITUTION & BY-LAWS

Revised by the CTER Board of Directors, August 4 & 5, 2024

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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 exclusively 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 as provide in internal Revenue Code 501(c)(3) or corresponding sections of any future tax code.

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 consistent with 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 to facilitate 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 employed by tribal enterprises, CTER Members, tribes, and other agencies and organizations that impact tribal employment.

CTER will act as resource liaison and consultant 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/or 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 to facilitate 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 American Indian/Alaska Native employment. Associate Members cannot be elected, vote, or serve on the regional or national Board of Directors.

INDIVIDUAL MEMBERSHIP: Shall include any individual or organization that supports American Indian/Alaska Native employment. Individual Members cannot 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 which are established and designated by the following official names:

Alaska Region	Pacific Northwest Region
Eastern Region	Rocky Mountain Region
Great Lakes Region	Southern Plains Region
Northern Plains TERO Coalition	Southwest Region

The geographic distribution of the TERO regions shall be designated by state, Tribe or Alaska

Native Organization in the CTER By-laws and illustrated on the official CTER National TERO Country Map. TERO regions have been designated not only on geographic location but by tribal cultural, demographic, social and economic relationships.

Alaska Region

Alaska

Eastern Region

Alabama	Maine	Pennsylvania
Arkansas	Massachusetts	Rhode Island
Connecticut	Mississippi	South Carolina
Delaware	Missouri	Tennessee
Florida	New Hampshire	Vermont
Georgia	New York	Virginia
Kentucky	North Carolina	
Louisiana	Ohio	

Great Lakes Region

Illinois	Michigan	Wisconsin
Iowa	Minnesota	

Northern Plains TERO Coalition

Nebraska	North Dakota	South Dakota
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Pacific Northwest Region

Idaho	Northern Nevada	Washington
Northern California	Oregon	

Rocky Mountain Region

Montana	Utah	Wyoming
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Southern Plains Region

Kansas	Oklahoma	Texas
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Southwest Region

Arizona	Southern Colorado	Southern New Mexico
Southern California	Southern Nevada	

SECTION 2: CTER Board of Directors Representation. 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 for greater than one year. The terms of these appointed Board Members shall be governed by the same standards as those appointed through the regional process. Any additions or deletions to the regional structure shall be made by the Board of Directors on the recommendation and approval of the region(s) involved.

SECTION 3: 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.

Associate and Individual Members will be required to make written application and be 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.

Fees for the General Membership will be decided by the Board of Directors.

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, fundraising assistance, and policy direction. The Board will also provide authorization to the CEO to enter into contracts, and other instruments committing CTER resources consistent with the CTER Bylaws and any 501(c)(3) requirements. In the absence of the CEO position being filled, this authority will reside with the Board of Directors.

The Board of Directors will be required to follow 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 By- laws.

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

SECTION 2: The CTER Chief Executive Officer (CEO) shall be selected by the Board of Directors. The General Counsel shall be selected by the Board of Directors. Both the CEO and the General Counsel shall be considered ex officio officers of CTER.

TERMS OF OFFICE: Each Board of Directors representative shall serve 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 ensure a quorum is present throughout the proceedings.

QUALIFICATIONS AND REQUIREMENTS: Board members must be a current Tribal Employment Rights Office (TERO) Director, Manager or tribal employee designated to carry out the direct administrative, enforcement, compliance and related functions of their TERO. Board members will be required to provide a letter on official tribal stationery and/or resolution to CTER authorizing them to serve on the CTER Board of Directors. The letter shall include acknowledgement that the tribe will cover their representative's travel and time expenses committed for the Board member to attend official CTER meetings, events and functions. These travel and time expenses shall be considered in-kind contributions. Board members must attend the National and Legal Update Conferences in person. Board members must also participate in other scheduled meetings and participate in official teleconferences and other electronic media held meetings.

A hardship accommodation may be provided by the Board Chair to cover Board Member absences due to cultural obligations, health issues, family emergencies, or other extenuating circumstances.

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 on-site meeting shall be held in conjunction with and at the location of the Legal Updates Conference. The Board may hold special meetings electronically as scheduled by the Executive Committee for the purpose of taking ad-hoc action in response to deadlines or pressing organizational issues. The ad-hoc meeting requires a minimum of 24 hours' notice.

SECTION 1: Business conducted, and action taken shall be considered official as long as there is a quorum present, and the proceedings are recorded and certified by the CTER Secretary.

EX OFFICIO OFFICERS: Ex Officio Officers will be permitted to serve on Committees, with all the rights and responsibilities of their positions except for voting rights and other responsibilities related to authorizations for binding the organization in contracts. The CEO, CFO and General Counsel positions are considered ex officio officers.

Article VI

STANDING COMMITTEES: Board of Directors Standing Committees shall be established as necessary to carry out specific oversight functions and responsibilities which ensure fiscal transparency, accountability and to maintain the trust and integrity of the organization in carrying out its mission and purpose.

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.

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 Chief Executive Officer (CEO), and General Counsel as ex-officio officers.

The Executive Committee shall 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 call and provide notice of Board meetings, set the agenda, preside over CTER sponsored meetings and events, shall be bonded, take action and commit the CTER organization and staff as determined by the CTER Board and conduct business between Board meetings.

The Executive Committee shall consult with staff to plan all CTER meetings and shall be authorized or assigned to take minor administrative action 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

SECTION 2: Credentials Committee shall consist of the Vice Chair, Secretary and a minimum of two (2) non-officer Board members to be appointed by the Chair and ratified by the Board of Directors. The CEO and General Counsel shall serve on this Committee.

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 and associate membership processes, conduct membership drives, review and certify the qualifications of the CTER Board members, ensure 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.

SECTION 3: Finance Committee shall consist of the CTER Treasurer, Vice Chair, Secretary, a minimum of one (1) non-officer Board members to be appointed by the Chair and ratified by the Board of Directors. The CEO and General Counsel shall act as ex officio officers.

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 CEO to ensure the fiscal integrity of the organization consistent with the 501(c)(3) requirements

and Generally Accepted Accounting Principles (GAAP) and to ensure that adequate finance and accounting controls are in place and in practice.

In addition, the Finance Committee shall work with the CEO to oversee the organization's 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.

SECTION 4: Personnel Committee shall consist of at least three (3) Board Members appointed by the Chair and will include the CEO and General Counsel. The Personnel Committee shall be responsible for developing and updating a Personnel Policy and Procedures and/or handbook for any personnel that CTER may employ. The CEO 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.

SECTION 5: Scholarship and Awards Committee consisting of the CTER Secretary, Treasurer and a minimum of two (2) non-officer 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, oversee the CTER Outstanding TERO awards criteria, process, nominations and awarding schedule. The Committee shall meet at least bi-annually.

SECTION 6: National Convention and Conference Committee consisting of the CTER Board of Directors, the CEO and General Counsel. 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.

The 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 Legal Update 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 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 Board Chair and shall be for a specific

purpose, action and timeline. Ad-hoc Committee shall consist of a minimum of three (3) Board members one of whom shall be appointed to Chair the Committee. Ad-hoc Committee members shall include the CEO and others with applicable expertise and experience appropriate to the purpose and objectives of the committee.

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 appointment of the affected region.

Alternates for 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 according to regional process. In the absence of a regional or non-current appointee from a region, the Executive Committee may appoint an interim Board Member from the region.

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 on behalf of the Board shall respond in writing accepting the resignation as written.

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 by a 2/3 majority vote of the remaining Board of Directors and for causes that are illegal, unprofessional or inappropriate conduct, abdication of Board responsibilities by lack of attendance or participation, willful violation of the provisions of the CTER Board duties or responsibilities, violation of applicable laws or regulations that exposes CTER Board, employees or agents to legal liability. Cause is defined in the CTER By-Laws.

Resignation due to absence. Should a Board Member have three (3) consecutive unexcused absences from the Board Meetings, action shall be deemed resignation. An unexcused absence shall mean any absence where the Board member has failed to show for the meeting and has failed to notify the chair in writing of the absence due to illness, out of town business, bereavement, prior job commitment or other good cause as determined by the chair, the effective date of the resignation shall be the date of the third unexcused absence.

Section 3. Conflict of Interest Policy. Any Board Member that is determined to be in conflict with the CTER duties and responsibilities will result in the Board Member recusing themselves from the vote involving their conflict of interest. CTER Board Members shall file a Conflict of Interest Form each year as required by the IRS.

SECTION 4. Return of CTER Property. Any person that leaves any position with CTER for any reason shall immediately return any and all physical, electronic, cultural, or other CTER intellectual property in their possession to the Board Chair.

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 CTER 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 present 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.

The decision to amend the CTER Constitution and/or By-laws must be made solely by the Board of Directors and a 2/3 majority vote of the Board shall constitute decision making authority to amend the Constitution and By-laws. The decision of the Board of Directors shall be final. The administrative process and actions regarding notification of revisions shall be posted on the CTER website and will be carried out by the Vice Chair of the CTER Board of Directors.

The CTER Policy and Procedures Manual must be updated to reflect any amendments of the CTER Constitution and By-Laws. The process for amending such Policies and Procedures Manual shall be the same as that detailed above for the CTER Constitution and 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)(3) of the Internal Revenue Code. Priority consideration will be afforded to member Indian Tribal governments and other American Indian/Alaska Native service organizations with federal, state, and other local governments and entities to follow in priority. Assurances are made that none of the assets will accrue or be distributed to any individual member or officer on the Council for Tribal Employment Rights.

Amendment Log

The CTER Board of Directors amended this document at the Gila River Resort & Casino in Chandler, Arizona on August 4 & 5, 2024.

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 for 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 (most recently revised) shall be the final source of authority in all questions of parliamentary procedure when rules are not consistent with the By-Laws of the CTER.

Article II

ORGANIZATION

SECTION 1: The CTER organizational chart and directory shall be maintained by the CEO 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. The CEO is 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 and the CEO.

Causes will be defined in the CTER Policies and Procedures and Board Handbook.

Duties and Responsibilities of Board Officers.

- A. **Board of Directors Chair:** The Board Chair shall preside at all meetings of the membership and/or the Board of Directors 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 signatory 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 Member or CEO.
- B. **Board of Directors Vice-Chair:** The Vice-Chair shall preside in the absence, disability, or request of the Chair or by express order of the Board of Directors. The Vice Chair shall perform all duties of the Chair and have all authority and responsibility when so acting, unless limited or expanded in advance by the Board of Directors.
- C. **Board of Directors Secretary:** The Secretary shall authorize by signature the recording of the minutes of all Board of Directors meetings 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. The Secretary shall be the custodian of the official seal and the basic governing documents.
 - 1. The Secretary shall be in charge of the official minutes, Board of Directors resolutions, and administrative files and records. In the event the Secretary is unable to act, the Board Chair will designate another Board member to be an acting Secretary who will perform the duties of the Secretary until the Secretary is able to act.
 - 2. The Secretary shall preside at meetings in the absence, disability, or the request of the Chair, Vice-Chair, or by the express order of the Board of Directors.
- D. **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.
- E. **Chief Executive Officer (CEO):** The CEO shall be the highest-ranking administrative officer of CTER. His/her duties and responsibilities shall be outlined in an approved position description. The CEO 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. The CEO shall implement the legal actions directed by the Board of Directors.

- F. **General Counsel:** The General Counsel shall legally represent CTER in all of its financial, administrative, business affairs and matters requiring legal interpretation or statements of fact. The General Counsel shall conduct legal research and participate in CTER operations as mutually agreed upon between General Counsel and CTER. The Board Chair, Vice Chair and the CEO may give assignments to the General Counsel.

The Board of Directors shall receive no compensation other than for hardship accommodation 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. Until the CEO is hired, the Finance Committee, in consultation the Board Chair, will approve bills within 5 business days of receipt.

All decisions and business that involves expenditures over \$10,000 and/or exceeds 12 months to completes shall be documented by a 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. No resolution will be approved without available funding.

SECTION 3: General Membership to CTER shall be obtained by the following:

New memberships will be certified by the CTER Board of Directors pursuant to the following requirements:

1. Complete an application or provide a letter of request for membership designating the official representative to CTER.
2. Provide copies of tribally enacted CTER resolution of tribe's intent to enforce its sovereign rights to employment legislation from their tribal government
3. Provide payment of membership dues for the calendar year of the certification.
4. Submit a complete CTER Tribal/Organizational Data Survey.

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

Associate and Individual CTER Memberships shall be obtained by the following:

1. 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.
2. Review and approval by the CEO or the staff member designated to make such reviews.
3. Further review and approval by the Credentials Committee if a potential conflict of interest is identified through the application process.
4. Fees for Associate and Individual Members will be approved by the Board of

Directors.

Article III

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 the 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 IV

INDEMNIFICATION

Indemnification of Directors and Officers. The CTER shall indemnify and hold harmless each and every person who shall serve at any time as a director or officer of the organization from an against any and all claims and liabilities to which such person may become subject by reason of his/her having been a director or officer of the organization, or by reason of any action alleged to have bene taken or admitted by her/him as such director or officer. The organization shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claim or liability, EXCEPT that no which person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability with shall be finally adjudged to have arisen out of his/ her own gross negligence or misconduct. The organization, its directors, officers, employees (if any) and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing to do so, in reliance upon the advice of the General Counsel.

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, 2024.



Melvin Wheeler Sr., Chairman – Board of Directors

08-17-2025
Date



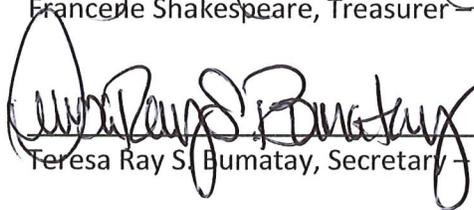
Theo De La Rosa, Vice Chairman – Board of Directors

8/17/2025
Date



Francene Shakespeare, Treasurer – Board of Directors

8-17-25
Date



Teresa Ray S. Bumatay, Secretary – Board of Directors

8/17/2025
Date