BYLAWS OF
NATIONAL CAREER TECHNICAL EDUCATION FOUNDATION
Update by NCTEF Board of Directors
March 31, 2014

ARTICLE I
OFFICES AND REGISTERED AGENT

Section 1. Registered Office and Agent.

The National Career Technical Education Foundation (hereinafter the "Foundation") shall have and continuously maintain a registered office in the State of Delaware, and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of Delaware or a corporation, whether for profit or not for profit, authorized to transact business in the State of Delaware. The address of the registered office may be changed from time to time.

Section 2. Other Offices.

The Foundation may have such other office or offices, at such suitable place or places within or without the State of Delaware, as the Board of Directors may from time to time determine as necessary or desirable for the conduct of the affairs of the Foundation.

ARTICLE II
MEMBERSHIP

The Foundation shall not have members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers.

There shall be a Board of Directors of the Foundation, which shall manage, supervise and control the business, property and affairs of the Foundation except as otherwise expressly provided by law, the Articles of Incorporation of the Foundation, or these Bylaws. The Board of Directors shall be vested with the powers possessed by the Foundation itself, including the powers to determine the policies of the Foundation and prosecute its purposes, to appoint and remunerate

agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Foundation, to disburse the funds of the Foundation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. Notwithstanding the above, the Board of Directors may not affect any merger, consolidation, dissolution, or transfer of assets other than in the normal course of business, without advance approval of the Board of Directors of the National Association of State Directors of Career Technical Education Consortium ("NASDCTEc").

Section 2. Number and Qualifications.

The number of directors shall be seven and shall be divided into two classes, as follows:

The Organizational Class, which shall consist of the President, Vice President, Secretary/Treasurer and Past President of NASDCTEc (hereinafter referred to as "Organizational Directors").

The Public Class, which shall consist of three directors, who shall be individuals actively involved in the field of education who are not members of the Board of Directors of the NASDCTEc (herein-after referred to as "Public Directors").

Section 3. Election and Term of Office.

Each Organizational Director shall serve by virtue of, and for a term concurrent with, their Officer position in NASDCTEc. A majority of the entire Board of Directors then in office shall elect Public Directors. Each Public Director shall hold office for a term of one year or until his or her successor is duly executed and qualified. However, it is expected that only one Public Director shall be elected annually by the Board of Directors, and therefore initial Public Directors may be elected for terms of up to three years until such time as a regular rotation is established.

Section 4. Resignation.

Any director may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Foundation.

Section 5. Removal.

Any Organizational Director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors of the NASDCTEc at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Foundation. Such removal may occur only if the director involved is first

provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors of the NASDCTEc scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the Board of Directors of the NASDCTEc or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board of Directors of the NASDCTEc shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Foundation. Any Public Director may be removed from such office in accordance with the foregoing procedures except that the removal may be by the NASDCTEc Board or by a majority vote of the remaining directors of the Foundation then in office.

Section 6. Vacancies.

A vacancy in any Organizational Director's position shall be filled for the unexpired term by majority vote of the members of the Board of Directors of the NASDCTEc. A vacancy in any Public Director's position shall be filled for the unexpired term at a meeting of the NCTEF directors by a majority vote of the remaining directors then in office.

Section 7. Regular Meetings.

A regular annual meeting of the Board of Directors of the Foundation shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting any such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings.

Special meetings of the Board of Directors may be called at the direction of the President of the Foundation or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice.

Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto in the manner set forth in Section 1 of Article VII hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where

attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum.

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than a quorum of directors is present at such meeting, one-third of the directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting.

Except as otherwise expressly required by law, the Articles of Incorporation of the Foundation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Written Consent.

Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Such consent may be affected via electronic communication as allowed by the Board of Directors.

Section 13. Telephone and Electronic Meetings.

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. In addition, the Board of Directors, in its discretion, may direct that any meeting of members shall be conducted by electronic communication, in whole or in part, as allowed by law.

Section 14. Compensation.

No director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the director to the extent provided by such resolution.

ARTICLE IV
OFFICERS

Section 1. Officers.

The officers of the Foundation shall consist of a President, a Vice President, and Secretary/Treasurer, and a Past President. The Foundation shall have such assistant officers as the Board of Directors may from time to time deem necessary, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Selection of Officers.

The officers of the Foundation shall be the officers of the NASDCTEc, who shall serve in the same capacities for both organizations.

Section 3. Term of Office.

The terms of the officers of the Foundation shall be concurrent with their terms as officers of NASDCTEc.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal.

The provisions of Article III, Section 5 regarding removal of Organizational Directors will apply to the removal of officers as well.

Section 6. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors of NASDCTEc for the unexpired term.

Section 7. President.

The President shall be the chief executive officer of the Foundation and, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Foundation. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Foundation; and in

general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Vice President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 9. Secretary/Treasurer.

The Secretary/Treasurer shall ensure that minutes of the meetings of the Board of Directors are prepared and approved by the Board of Directors ; and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; present reports on the finances of the Foundation at Board of Directors meetings; present the annual budget for approval by the Board of Directors; serve as Chair of the Finance Committee; and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE V
COMMITTEES

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Foundation; amending the Articles of Incorporation of the Foundation; adopting a plan of merger or adopting a plan of consolidation with another' corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Foundation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board or the director by law.

Section 2. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Vacancies.

Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be opened and copied by someone other than the finance staff member. The finance staff member will then receive the checks by entering them into the accounting software and marking the corresponding invoice paid along with the date, check number, and their initials.

Section 3. Deposits.

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

Section 4. Gifts.

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

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 1. Notice.

Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Foundation, or statute, notice is required to be given to a director, committee member, or officer, such notice shall be given in such manner as determined by the Board of Directors and allowed by law. Such notice shall be deemed to have been given when sent.

Section 2. Books and Records.

The Foundation shall keep correct and complete books and records of account and shall also, keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

ARTICLE VIII
INDEMNIFICATION

The Foundation shall indemnify each member of the Board of Directors, as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided in a. manner and to the extent permitted by applicable law.

The Foundation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Foundation and, in the case of a criminal

action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. A non-judicial determination that the director or officer has met the foregoing applicable standard of conduct shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action or proceeding; or (2) if a quorum under (1) is not obtainable with due diligence, or, even if obtainable, at the request of a quorum of disinterested directors, upon the opinion in writing of independent legal counsel that the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel.

Every reference herein to a member of the Board of Directors or officer of the Foundation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Foundation might otherwise be entitled and. provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX
AMENDMENTS TO BYLAWS

These Bylaws, including this Article IX, may be amended, revised, repealed, or modified upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board, with subsequent or prior approval of the Board of Directors of the NASDCTEc. An amendment shall be effective immediately after adoption consistent with the above procedure unless a later effective date is specifically adopted at the time the amendment is enacted.