



BYLAWS OF THE CENTER FOR EMPLOYMENT SECURITY EDUCATION AND RESEARCH, INC.

Approved on September 18, 2014

ARTICLE ONE

Mission

The Center for Employment Security Education and Research, Inc. (CESER) is dedicated to improving state and federal government services to the nation's workers and employers.

ARTICLE TWO

Meetings

The annual meeting of the Corporation (or the "Center") shall be held in September or October each year or at such other time as the Board of Directors may decide.

ARTICLE THREE

Board of Directors

Section 1. Powers and Duties

In addition to the powers conferred upon the directors by statute or otherwise, the Board shall have all powers necessary to carry out the mission of the Center.

The Board shall determine the scope and direction of Center programs annually and may establish and charge committees to assist in carrying out these programs.

**Section 2.
Number, Election and Terms**

There shall be fifteen (15) directors consisting of a maximum of (5) Officer-Directors, who shall constitute the Executive Committee, and ten (10) Regional Directors. The President, President-Elect, the most recent Past-President available to serve, Secretary, and Treasurer of the Corporation shall serve as the Executive Committee.

As provided in the Articles of Incorporation, at each Annual Conference the members shall elect Regional Directors in the following manner: One Regional Director and one Alternate Regional Director shall be nominated and elected from each of the ten (10) regions.

**Section 3.
Meetings and Notices**

A majority of the directors in office immediately before a meeting shall constitute a quorum at such meeting. Meetings of the Board of Directors shall be held at times fixed by the Board, on the call of the President, or on the call of the majority of the directors in office. Notice of meetings shall be given to each director at least three days before each meeting. The notice shall contain the time and place of the meeting and shall specify the purpose of the meeting. Meetings may be held without notice if all the directors are present or if those not present waive notice or ratify the action taken at the meeting.

Directors may participate in a regular or special meeting of such Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

**Section 4.
Resignation, Removal and Vacancies**

Any director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

The term of a director shall end automatically at the time he or she ceases to be employed by a member agency of the National Association of State Workforce Agencies.

Any vacancy that may occur on the Board may be filled by the remaining members of the Board for the unexpired term.

**Section 5.
Compensation of Directors**

The Corporation shall not pay any compensation to directors for services rendered to the Corporation.

ARTICLE FOUR

Officers

**Section 1.
Election and Terms**

At the Annual Meeting of the Center, the Board shall elect a President-Elect, Secretary, and Treasurer for one-year terms. The President, President-Elect, the most recent Past President available to serve, Secretary, and Treasurer of the Corporation shall serve as the Executive Committee.

The President, President-Elect, Secretary and Treasurer shall serve for one-year or until their successors are elected.

A majority of all votes cast by the Directors shall be necessary for election of officers. In case no candidate shall receive a majority, the one receiving the smallest number of votes shall be dropped and another ballot shall be taken. Election shall be by written ballot for any office for which more than one candidate is nominated.

**Section 2.
Powers and Duties**

The officers shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time-to-time may be delegated to them by the Board.

(a) The President or another Board member designated by the President shall preside at the meetings of the Board, and shall name all committees of the Board.

(b) The Secretary shall ensure minutes of executive sessions of the Board are provided to the membership and review and approve proxy ballots prior to the Board and Membership meetings.

(c) The Treasurer shall chair the Audit Committee and report on annual audits to the Board of Directors.

**Section 3.
Resignation, Removal and Vacancies**

Any officer may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

The term of an officer shall end automatically at the time he or she ceases to be employed by a member agency of the National Association of State Workforce Agencies.

A vacancy in any office shall be filled by election at the next meeting of the Board of Directors.

**Section 4.
Compensation of Officers**

The Corporation shall not pay any compensation to officers for services rendered to the Corporation.

ARTICLE FIVE

Committees

The President, with the approval of the Board, shall name such committees as he/she may find necessary. The President may name directors or other qualified individuals to chair or to serve as members of committees.

ARTICLE SIX

Budget and Corporate Funds

**Section 1.
Annual Budget**

There shall be an annual budget submitted by the Executive Director and approved by two-thirds of the Board of Directors present and voting at the Annual Meeting. The fiscal year shall begin October 1 each year.

Section 2.

Checks, notes, drafts and other orders of payment of money by the Corporation shall be

signed by such persons as the Board may authorize.

ARTICLE SEVEN

Amendments

These bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Board of Directors of the National Association of State Workforce Agencies, provided that the amendment proposed for consideration shall be available not less than ten (10) days in advance of such meeting.

ARTICLE EIGHT

Center Rules

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.