

CALIFORNIA AUTOMOTIVE TEACHERS

CONSTITUTION (revised)

Constitution Adopted October 24, 1970

REVISED CONSTITUTION RATIFIED BY MEMBERSHIP ON APRIL 26, 2010 (2011)

ARTICLE I PREAMBLE

Section 1. Introduction:

We, the automotive teachers of California, do hereby establish an Association of Automotive Teachers, in order to promote the best interests of automotive instruction throughout the state.

Section 2. Name:

The official name of this organization shall be the California Automotive Teachers. The abbreviated form CAT shall be used to designate the organization.

ARTICLE II PURPOSES

Section 1. Purpose:

It shall be the purpose of CAT:

- a. to serve as the voice of automotive teachers in matters of statewide concern.
- b. to make recommendations on statewide matters affecting the automotive instruction in the State.
- c. to conduct in-service training programs for automotive instructors.
- d. to develop comradeship among the members.
- e. to develop constructive relations between automotive programs and industry.
- f. to exchange ideas.

ARTICLE III MEMBERSHIP AND MEETINGS

Section 1. Membership Eligibility:

Anyone interested in automotive and heavy equipment instruction in the state of California shall be eligible to become a member of CAT by application to the California Automotive Teachers.

Section 2. Official Business Meetings:

An official meeting shall be conducted by the President, or an officer designated by the President, at least twice a year in conjunction with semi-annual conference. Official minutes to be recorded by the vice-president or designee and filed with the President within 30 days and receive final approval from the board within 60 days after the meeting and ~~posted on the website within 90 days.~~

Section 3. Voting:

The voting membership of CAT shall consist of members in attendance at a CAT conference.

ARTICLE IV OFFICERS

Section 1. List of Officers:

The elected officers of CAT shall include the President, Vice-President, and ROP/High School Representative elected from CAT membership.

Section 2. Selection and Term:

The President, Vice President and ROP/High School Representative of CAT shall be elected for a two year term. When the President completes his/her two year term in office, the Vice President will automatically move into a two year term of presidency. At that time a new Vice President will be elected from the opposite section of California than the President represents. (The North and South sections are divided on the north boundary of Kern County)

ARTICLE V CAT BOARD

Section 1. Membership:

The CAT Board shall consist of the President, Vice-President, Executive Treasurer, Executive Director, ROP/High School Representative and the immediate past three Presidents.

Section 2. Term:

The President and Vice President will serve concurrent two-year terms. The Executive Treasurer and Executive Director will serve at the discretion of the board. Each past President will serve six years following their term as President. ROP/High School Representative will serve a two year term with no limits.

Section 3. Meeting:

CAT Board must meet the Friday preceding the semi-annual CAT conferences. A meeting of the CAT Board must have a quorum of CAT Board members in attendance including the President or his designate, the Executive Director, and the Executive Treasurer.

Section 4. Power and Duties:

The CAT Board shall implement policies adopted by CAT, act on behalf of CAT in the period between CAT meetings, transact business and perform other functions not inconsistent with the intent, purposes and provisions of the CAT Constitution and By-Laws.

Section 5. Voting

All members of the CAT Board except the Executive Treasure and Executive Director may vote. A quorum of those in attendance constitutes a legal vote, except in matters dealing with Constitutional changes. (Article VIII, Section 1)

ARTICLE VI COMMITTEES

Section 1. Executive Committee:

The Executive Committee shall consist of the President, Vice-President, Executive Treasurer, Executive Director, ROP/High School Representative and the immediate past three Presidents.

Section 2. Appointed Committees:

The President shall appoint committees with approval of the CAT Board.

Section 3. Committee and Chairman:

The Chairman of each appointed committee shall be a CAT member in good standing who is selected for that position by the President with the approval of the CAT Board. The Chair shall present a report at CAT Board meetings.

ARTICLE VII
QUORUM, REFERENDUM, COMMUNICATIONS

Section 1. Quorum:

A quorum for the conducting of any business meeting of CAT and other committees shall consist of the members present at that meeting.

Section 2. Referendum:

A referendum on an action taken by CAT may be called by a resolution requesting such action. Approval of the referendum shall require a majority vote of all members in attendance at that meeting.

Section 3. Newsletter:

CAT shall publish a semi-annual newsletter, which will address: conferences, committee reports, and other pertinent information on pending matters.

Section 4. Web Site:

CAT shall maintain a web site. That supports the interests of its members. The Web Site shall be updated monthly and reviewed by the Board annually.

ARTICLE VIII
CONSTITUTIONAL CHANGES

Section 1. Amendments

Amendments to this Constitution may be proposed through the CAT Board and then presented to the membership at a business meeting for a vote. Ratification for adoption shall be by a majority of voting CAT members in attendance.

Section 2. Ratification

This Constitution shall become operative when ratified by majority of those CAT members present at the meeting when voting is made on ratification.

Section 3. Review

The Executive Committee shall review the Constitution within four years of ratification.

ARTICLE IX
PROCEDURES

Section 1. By-Laws:

CAT may adopt By-Laws to establish rules of procedure and other provisions for implementing the intent and purposes of this Constitution as deemed necessary.

Section 2. Rules of Order:

Unless otherwise provided for in this Constitution or in the By-Laws, the rules contained in Robert's Rules of Order, Revised, shall govern the proceedings and conduct of the meeting of CAT and its committees.

ARTICLE X RATIFICATION

Section 1. Procedure:

This Constitution shall become operative when ratified by a majority of those CAT regular members present at the meeting when voting is made on ratification.

AMENDMENTS

AMENDMENT 1 NONPROFIT PURPOSE

This organization is a nonprofit public benefit organization and is not organized for the private gain of any person.

AMENDMENT 2 NONPOLITICAL PURPOSE

No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

AMENDMENT 3 NONPROFIT DEDICATED USE OF PROPERTY

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

AMENDMENT 4 DISSOLUTION OF ORGANIZATION

Upon the dissolution or winding up of the organization, all assets remaining after payment, or provisions for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purpose and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code.

AMENDMENT 5

Document Destruction

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored.

The California Automotive Teachers Association, a nonprofit organization, will use the following document retention and periodic destruction policy. Policies such as this will eliminate accidental or innocent destruction. In addition, it is important for administrative personnel to know the length of time records should be retained to be in compliance.

The following table provides the minimum requirements.

Type of Documents	Minimum Requirement
<i>Accounts payable ledgers and schedules</i>	<i>7 years</i>
<i>Audit reports</i>	<i>Permanently</i>
<i>Bank Reconciliations</i>	<i>2 years</i>
<i>Bank statements</i>	<i>3 years</i>
<i>Checks (for important payments and purchases)</i>	<i>Permanently</i>
<i>Contracts, mortgages, notes, and leases (expired)</i>	<i>2 years</i>
<i>Contracts (still in effect)</i>	<i>Permanently</i>
<i>Correspondence (general)</i>	<i>2 years</i>
<i>Correspondence (Legal and important matters)</i>	<i>Permanently</i>
<i>Correspondence (with customers and vendors)</i>	<i>2 years</i>
<i>Deeds, mortgages, and bills of sale</i>	<i>Permanently</i>
<i>Depreciation Schedules</i>	<i>Permanently</i>
<i>Duplicate deposit slips</i>	<i>2 years</i>
<i>Employment applications</i>	<i>3 years</i>
<i>Expense analyses/expense distribution schedules</i>	<i>7 years</i>
<i>Year end financial statements</i>	<i>Permanently</i>
<i>Insurance policies (expired)</i>	<i>3 years</i>
<i>Insurance records, current accident, reports, claims, policies, etc.</i>	<i>Permanently</i>
<i>Internal audit reports</i>	<i>3 years</i>
<i>Inventories of products, materials, or supplies</i>	<i>7 years</i>
<i>Invoices (to customers from vendors)</i>	<i>7 years</i>
<i>Minute books, bylaws and charter</i>	<i>Permanently</i>
<i>Patents and related papers</i>	<i>Permanently</i>
<i>Payroll records and summaries</i>	<i>Permanently</i>
<i>Personnel files (terminated employees)</i>	<i>7 years</i>
<i>Retirement and pension records</i>	<i>Permanently</i>
<i>Tax returns and worksheets</i>	<i>Permanently</i>

<i>Timesheets</i>	<i>7 years</i>
<i>Trademark registration and copyrights</i>	<i>Permanently</i>
<i>Withholding tax statements</i>	<i>7 years</i>

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AMENDMENT 6

Whistleblower Policy

General

California Automotive Teachers Association requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the California Automotive Teachers Association, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within California Automotive Teachers Association prior to seeking resolution outside California Automotive Teachers Association.

Reporting Violations

California Automotive Teachers Association has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to the California Automotive Teachers Association 's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following California Automotive Teachers Association's open door policy, individuals should contact California Automotive Teachers Association's Compliance Officer directly.

Compliance Officer

The California Automotive Teachers Association 's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Executive Director and/or the audit committee. The Compliance Officer has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity. The California Automotive Teachers Association's Compliance Officer is the chair of the audit committee.

Accounting and Auditing Matters

The audit committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Audit Committee Compliance Officer: {Name}

California Automotive Teachers Association

{Contact information}

California Automotive Teachers Association

Management Staff {Name and Title}

Policy Approved by the California Automotive Teachers Association Board of Directors on {Date}.

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AMENDMENT 7

Conflict of Interest Policy

California Automotive Teachers Association

*Policy on Conflicts of Interest and
Disclosure of Certain Interests*

This conflict of interest policy is designed to help directors, officers, and employees of the California Automotive Teachers Association identify situations that present potential conflicts of interest and to provide California Automotive Teachers Association with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect

to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

A. Outside Interests.

(i) A Contract or Transaction between [Organization Name] and a Responsible Person or Family Member.

(ii) A Contract or Transaction between [Organization Name] and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

B. Outside Activities.

(i) A Responsible Person competing with [Organization Name] in the rendering of services or in any other Contract or Transaction with a third party.

(ii) A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with California Automotive Teachers Association in the provision of services or in any other Contract or Transaction with a third party.

C. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:

(i) does or is seeking to do business with, or is a competitor of [Organization Name]; or

(ii) has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from California Automotive teachers Association;

(iii) is a charitable organization;

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of California Automotive teachers Association.

2. Definitions.

A. A Conflict of Interest is any circumstance described in Part 1 of this Policy.

B. A Responsible Person is any person serving as an officer, employee, or member of the board of directors of California Automotive teachers Association.

C. A Family Member is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

D. A Material Financial Interest in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board may wish to establish an amount that it would consider to be a -material financial interest.")

E. A Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by [Organization Name]. The making of a gift to [Organization Name] is not a Contract or Transaction.

3. Procedures.

A. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the boards or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of California Automotive Teachers Association has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the board of directors.

E. Responsible Persons who are not members of the board of directors of California Automotive Teachers Association, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect California Automotive Teachers Association's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of California Automotive Teachers Association. Furthermore, a Responsible Person shall not disclose or use information relating to the business of California Automotive Teachers Association for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of Policy.

A. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.

B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to [Organization Name]. Any such information regarding business interests of a

Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

C. This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

California Automotive Teachers Association

Name: _____

Date: _____

Conflict of Interest Information

Form

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in California Automotive Teachers Association's Policy on Conflicts of Interests arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of California Automotive Teachers Association that is currently in effect.

Signature:

Date: