

**BY-LAWS
OF
FOUNDATION FOR APPLIED TECHNICAL EDUCATION, INC.**

ARTICLE 1

Objectives and Purpose

Section 1. As set forth in the Articles of Incorporation, as amended, this corporation is organized for the sole purpose of carrying out the law as provided for in Article 5, Chapter 13, Title 22 1, Code of Virginia, more particularly, for the purpose of promoting professional technical studies in connection with the public school system of Fairfax County, Virginia, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

Section 2. The objectives and purposes of the corporation are enumerated as follows:

- (a) To promote and advance the interests of professional technical studies in the public schools of Fairfax County.
- (b) To assist in making the instruction of training of the individual in the professional technical studies program a more practical and meaningful experience.
- (c) To raise the standards of professional technical studies and assist in the development of a professional technical studies program that is responsive to the needs of business, industry, and the community.
- (d) To develop between the general public and the educators of Fairfax County, Virginia, such united efforts as will secure the highest quality professional technical studies program.

ARTICLE II

Board of Directors

Section 1. Number, Appointment, and Terms: The Board of Directors shall be appointed by the Division Superintendent of Schools of Fairfax County in accordance with the provisions contained in the Articles of Incorporation. The number of directors other than life members shall be not more than 30. This number may be decreased to not less than 12 at any time. With the exception of life members, directors shall serve until their respective successors are appointed. One third of the active directors actually appointed and serving at the time of a given meeting shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place; no further notice of any adjourned meeting being required.

Section 2. Removal and Vacancies: Any director may be removed at any time, with or without cause, by the vote of a majority of the directors present at a meeting at which a quorum is present. Any vacancy occurring in the Board of Directors shall be filled by appointment by the Division Superintendent

Section 3. Meetings and Notices: Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or the Secretary, or upon the call of a majority of the members of the Board. Notice of any Board meeting not held must be communicated to each director at least five days before the meeting. Meetings may be held without notice if all of the directors are present or if those not present waive notice either before or immediately after the meeting. Any such notice shall contain the time and place of the meeting but need not contain the purpose of the meeting. The President shall preside over all meetings of the Board of Directors. If the President is not present, the First Vice-President shall preside. In the absence of the President and First Vice-President, the Second Vice-President shall preside. In the absence of both Vice-Presidents, a chairman shall be elected by the directors at the meeting

Section 4. Order of Business: At any regular or special meeting of the Board of Directors, the order of business shall be:

1. Reading and disposal of any unapproved minutes.
2. Reports of officers and committees.
3. Old business.
4. New business.
5. Adjournment.

ARTICLE III

Officers

Section 1. Election, Removal, and Duties: The Board of Directors shall elect annually a President, First Vice-President, Second Vice-President, and Treasurer (all of whom shall be directors). The Executive Director appointed by the Division Superintendent shall also serve as Secretary. Any officer may hold more than one office except that the same person shall not be President and Secretary. All officers shall serve for a term of one year and until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all the directors. Vacancies among the officers shall be filled by the directors. The officers of the corporation 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 of Directors or imposed by these By-Laws.

Section 2. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. The President

shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases when the signing and execution thereof shall be expressly delegated by the Board of Directors or by the By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In general, the President 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 3. Vice-Presidents: In absence of the President or in the event of his death, inability or refusal to act, the First Vice-President or the Second Vice-President, if the First Vice-President is also unavailable, 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. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more files provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the By-Laws of the corporation or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and, (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors

Section 5. Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or depositories as the Board of Directors shall designate; and, (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE IV

Standing and Special Committees

Section 1. The Board of Directors may create such standing committees as it may deem necessary to promote the objectives and purposes and carry on the work of the corporation. The chairmen of the standing committees shall be selected by the President of the corporation, and the term of each chairman shall be one year or until a successor is appointed

Section 2. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval, and no committee work shall be undertaken without the consent of the Board of Directors.

Section 3. The power to form special committees and appoint their members is vested in the President and/or the Board of Directors.

Section 4. The President and Executive Director shall be ex officio members of all committees.

ARTICLE V

Seal

Section 2. Seal: The seal of the corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the words "CORPORATE SEAL, VIRGINIA" and the name of the corporation engraved thereon.

ARTICLE VI

Voting of Stock Held

Section 1. Voting: Unless otherwise provided by a vote of the Board of Directors, the President may either appoint attorneys to vote any stock of any other corporation owned by this corporation or may attend any meeting of the holders of stock of such other corporation and vote such shares in person.

ARTICLE VII

Checks, Notes, and Drafts

Section 1. Signatures: Checks, notes, drafts, and other orders for the payment of money shall require two signatures by such persons as the Board of Directors may authorize

ARTICLE VIII

Fiscal Year

Section 1. Fiscal Year: The fiscal year of the corporation shall end on June 30 in each year.

ARTICLE IX

Amendments

Section 1. Amendments: These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.