



**BYLAWS
of
SkillsUSA, Incorporated**

**14001 SkillsUSA Way
Leesburg, Virginia 20176**

Herein are the Bylaws of the Articles of Incorporation of SkillsUSA, Inc., amended on March 22, 2019. The Bylaws explain the organizational structure and the operation of the Corporation.

SkillsUSA, Incorporated Bylaw

ARTICLE I

Name

Section 1: The name of the Corporation shall be SkillsUSA, Incorporated.

ARTICLE II

Purposes

Section 1: In furtherance of the educational purposes of the Corporation set forth in the Certificate of Incorporation, the Board of Directors shall formulate policies and procedures for the issuance of charter(s) by the Corporation to state associations formed under the direction of the officials designated by the State agencies responsible for the administration of career and technical education or for supervision of the administration of career and technical education in the State as per State law. Hereafter known as State Agency or Agencies.

Section 2: The Board of Directors shall establish policies and procedures for the establishment of a national student organization, composed of the chartered state associations, to be known as SkillsUSA.

ARTICLE III

Corporate Membership

Section 1: A maximum of two state associations may be formed in each state, territory, or possession of the United States--one for secondary students (6th – 12th grade), one for college/postsecondary students, or one combined for secondary and college/postsecondary students--providing policies and procedures established by the Board of Directors are followed. Charters shall be approved by the Board of Directors.

Section 2: The members of the Corporation shall be the persons designated in the State Agency for Career and Technical Education who are responsible for instructional programs, which, by state policy, are encouraged to organize SkillsUSA as integral to the curriculum. These persons shall serve, irrespective of their title, in each state, territory, or possession of the United States where secondary and/or college/postsecondary state associations have been chartered by the Corporation.

- If the state association is chartered to serve only secondary level student members, one or two corporate members may be appointed, and a maximum of two corporate votes may be cast for the association by the corporate member(s), as assigned at the state's discretion.

- If the state association is chartered to serve only college/postsecondary student members, one or two corporate members may be appointed, and a maximum of two corporate votes may be cast for the association by the corporate member(s), as assigned at the state's discretion.
- If the state association is chartered to serve both secondary level and college/postsecondary student members, one to four corporate members may be appointed, and a maximum of four corporate votes may be cast by the corporate member(s), as assigned at the state's discretion.

Section 3: Application for Corporation membership shall be made in writing to the Executive Director of SkillsUSA, Inc., on the corporate membership application form provided by the Corporation.

Section 4: No persons, except members of the Corporation in good standing, shall be entitled to vote at any annual or special meeting of the members, with the exception of the President as described in Article IV, Section 5. No Corporation member shall be in good standing whose state association dues are in arrears. The Board of Directors may drop any Corporation member from the roll of the Corporation for cause, or for nonpayment of the state association's dues.

Section 5: If a State Agency for Career and Technical Education in any state, territory, or possession of the United States fails to fulfill its responsibility of forming either a secondary or postsecondary state association after formal contact with the responsible agency, the Board of Directors may receive a request for charter of a state association from a consortium of career-technical administrators from that state. In such a case, the Board of Directors, at its discretion, may approve a state association and designate responsible persons from that association to serve in the corporate member positions.

ARTICLE IV

Annual Meeting of Corporate Members

Section 1: The annual meeting of the members of the Corporation shall be held at such time and place, as the Board of Directors and the Executive Director shall designate. The Executive Director shall provide the members no less than 10 business days' written notice of the annual meeting.

Section 2: At all meetings of the members, presence in person or by proxy of at least one-third of the members entitled to vote shall be necessary to constitute a quorum for the transaction of business. The affirmative vote of a majority of those present or represented by proxy at any meeting at which a quorum is present shall be necessary to carry any question.

Section 3: A member in good standing may vote in person or by proxy executed in writing.

Section 4: Special meetings of the members shall be held at such time and place, as the Board of Directors or the Executive Director shall designate. At least ten days notice shall be given to the members of all special meetings.

Section 5: The President has one vote for the purpose of breaking ties on issues or elections regardless of the President's corporate membership.

ARTICLE V

Board of Directors

Section 1: The direction and management of the affairs, funds, and properties of the Corporation shall be vested in the Board of Directors who shall pursue such policies and guidelines as shall be in accordance with the provisions of the Certificate of Incorporation, these Bylaws, and the laws of the District of Columbia.

Section 2: The following shall be members' ex-officio of the Board of Directors:

- The Vice President of the Trade and Industrial Education Division of the Association for Career and Technical Education (ACTE)
- The Chairperson of the State SkillsUSA Directors' Association
- A Representative from the Advance CTE Board of Directors
- A College/Postsecondary Representative from a national college association such as the American Association of Community Colleges (AACC)
- A Representative from the National Alliance for Partnerships in Equity (NAPE)

Section 3: There shall be five regional representatives on the SkillsUSA, Inc., Board of Directors, elected by the members of the Corporation at the annual Corporate meeting. If there are more than two candidates, the *preferential* ballot method will be used as described in *Robert's Rules of Order*. A majority vote is required using the preferential method. One representative shall be elected from each of the five regions of the United States, its territories and possessions, hereinafter specified.

(a) The aforementioned regions shall be constituted as follows:

Region 1: Maine, New Hampshire, Vermont, Rhode Island, Massachusetts, New Jersey, New York, Connecticut, Pennsylvania, Delaware, Maryland and District of Columbia.

Region 2: Virginia, North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Arkansas, Louisiana, Tennessee, Puerto Rico and Virgin Islands.

Region 3: Wisconsin, Michigan, Illinois, Indiana, Kentucky, Ohio and West Virginia.

Region 4: Minnesota, ⁵North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Missouri, Iowa and Texas.

Region 5: Washington, Oregon, Idaho, California, Utah, Arizona, Nevada, New Mexico, Montana, Wyoming, Colorado, Alaska, Hawaii, Guam and American Samoa.

- (b) At each annual meeting, the Corporation members shall elect a representative for a three-year term to fill the positions of regional representatives as these become vacant upon the expiration of the terms of office as specified herein. The Vice President of Trade & Industrial Education Division to ACTE will serve one three-year term.
- (c) No Regional Representative shall be eligible for service on the Board for more than two terms, except that any member who shall have been appointed by the Board to fill a vacancy for an unexpired term [as set forth in subsection (e) of this Article] shall be eligible for re-election for two full terms.
- (d) No Regional Representative shall hold office for the term(s) or time period for which they are elected and until a successor shall have been elected or appointed and qualified according to these Bylaws.
- (e) In case any member of the Board of Directors shall, by death, resignation, incapacity to act, or otherwise cease to be a member of the Board during his/her term, a successor shall be chosen by majority vote of the members of the Board remaining in office to serve until the next Corporation meeting at which time an election shall be held for a new term. Two consecutive unexcused absences from the Board of Directors meetings shall constitute a member's resignation.

Section 4: There shall be ten business or organized labor representatives on the Board of Directors. These members shall be appointed as follows:

- ~~(a)~~ Each term shall be for three years, and no member may serve more than two consecutive terms, except that any member who shall have been appointed by the Board to fill a vacancy of an unexpired term shall be eligible for reappointment for two full terms.
- (b) In case any member in this category shall, by death, resignation, incapacity to act, or otherwise cease to be a member of the Board during his/her term, a successor shall be chosen by majority vote of the members of the Board remaining in office to serve the remainder of the unexpired term. Two consecutive unexcused absences from the Board of Directors meetings shall constitute a member's resignation.

- (c) Positions in this category ⁶ shall be approved by majority vote of the Board present at a duly called meeting.
- (d) Members appointed shall:
- be representative of their respective organizations with the full knowledge and endorsement of their company or union. Travel expenses related to participation are expected to be paid by the member's company or union.
 - represent national-level organizations.
 - be selected based upon the volunteer or financial commitments made to SkillsUSA by their organization and their individual personal contributions of service or personal abilities to be brought to the Board of Directors.

Section 5: Newly elected or appointed members of the Board of Directors shall assume their offices and duties at the closing gavel of the annual Skills National Leadership and Skills Conference. All terms of office shall begin at this time.

Section 6: The Board of Directors may, by resolution adopted by a majority of the Board members in office, designate and appoint a committee composed of three members to have and exercise such powers of the Board of Directors as the Board may, by resolution, delegate to such committee.

Section 7: The Board of Directors shall establish reasonable annual membership dues for its chartered state associations.

Section 8: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 9: The maximum lifetime term of service for any board member is six years, except for a board member who shall have been appointed by the Board to fill a vacancy of an unexpired term shall be eligible for reappointment for two full terms.

ARTICLE VI

Meetings of the Board of Directors

Section 1: The outgoing President shall call an organizational meeting conducted in executive session of the Board of Directors within 30 days of the annual Corporate meeting.

- (a) The outgoing President shall preside over the election of all board officers for the New Year.

- (b) The new president may ⁷begin immediately to organize the new board into committees and for the work of the next year.

Section 2: At all meetings of the Board of Directors, the presence of not less than fifty percent plus one-member of the Board shall constitute a quorum for the transaction of business.

Section 3: Special meetings of the Board of Directors shall be held at such time and place, or by telephone conference call, as the President or the Executive Director shall designate. Five business days' written notice shall be given for all special meetings.

Section 4: A vote of the Board of Directors may be taken by mail, e-mail, virtual/teleconference meeting, or fax.

ARTICLE VII

Officers

Section 1: The officers of the Corporation shall consist of:

- Board President
 - Board Vice President
 - Board Secretary
 - Corporate Treasurer
 - Executive Director (ex-officio)
- (a) At the Board Annual meeting, a President, a Vice President and a Secretary shall be elected from the Board's membership for a one-year term and may seek reelection.
- (b) The President can serve for up to two consecutive terms and may be considered for reelection after leaving the position for at least one year.
- (c) The Board of Directors, at its discretion, will appoint or employ an Executive Director and may approve a corporate treasurer and attorney.

Section 2: The Board President shall exercise general supervision over the affairs of the Corporation pursuant to the policies and directives of the Board of Directors and shall have all powers and duties inherent to the office of president, including the power and duty of presiding over the meetings of the corporation and the Board of Directors.

Section 3: The Board Vice President, in the absence or disability of the president, shall exercise all the duties and powers of the president in the management of the affairs of the corporation and, at all other times, shall have such duties as may be delegated to him/her by the Board of Directors.

- Section 4:** The Board Secretary shall be charged with the care and keeping of the corporate records and minutes and shall exercise all duties inherent to the office of secretary.
- Section 6:** The Executive Director shall be the Executive Director of the Corporation, with full authority to conduct its affairs under the general supervision of the President and the Board of Directors. The Executive Director shall sign all instruments in the name of and under the seal of the Corporation, shall attend all meetings of the Board of Directors, shall give notice of all meetings of the Corporation and the Board of Directors shall perform all such other duties as may be assigned to him/her by the Board of Directors.

ARTICLE VIII

Protection of Funds

- Section 1:** The Corporate Treasurer and, if required by the Board of Directors, any other officer or employee, shall furnish a bond in such form and with one or more sureties satisfactory to the Board of Directors for the faithful performance of the duties of his/her office. The Corporation shall bear the cost of any such bond(s).
- Section 2:** The Corporate Treasurer shall have the care and custody of the funds, securities, properties, and other assets of the Corporation, shall keep accurate books of account under direct supervision of the Executive Director, and shall perform such other duties as the Board of Directors or the Executive Director may delegate.
- Section 3:** The funds of the Corporation shall be subject to the draft of the Treasurer, the Executive Director, or a third party to be designated by the Board of Directors of SkillsUSA, Inc.
- (a) All drafts of the Corporation will require co-signature by two of the designated parties and shall be subject to the draft of no other person(s). The books of account shall be audited annually by a Certified Public Accountant.
- (b) Any subsidiary accounts established by SkillsUSA shall be approved by the Board of Directors. Draft signatures for these accounts shall be approved by the Board of Directors. These accounts shall be audited as part of the annual audit of the book of account.

ARTICLE IX

Compensation of Officers and Employees

Section 1: The Board of Directors shall be empowered to provide compensation to employees and others for actual services rendered to the Corporation.

Section 2: The officers and directors of the Corporation, with the exception of the Executive Director and the Treasurer, shall not receive any compensation for their services as such officers and directors; but expenses of attendance may be paid to the Board of Directors, according to SkillsUSA travel policies.

ARTICLE X

Fiscal Year

Section 1: The fiscal year of the Corporation shall be September 1 through August 31.

ARTICLE XI

Amendments

Section 1: These bylaws may be amended by the affirmative vote of a majority of the members of the Board of Directors.