

# **AMENDED AND RESTATED BYLAWS**

OF

Nebraska Association of SkillsUSA, Inc

March 29, 2004

## **ARTICLE I. NAME**

The name of this organization shall be "Nebraska Association of SkillsUSA, Inc." The words "SkillsUSA Nebraska" and the term "SkillsUSA" may be officially used to designate the Association, its affiliated chapters or members thereof.

## **ARTICLE II. OFFICES**

The principal office of Nebraska Association of SkillsUSA, Inc. (The "Association") shall be located at 300 Lincoln Square, Lincoln, Nebraska. The Association may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate from time to time. The registered office of the Association shall be as set forth in the Articles of Incorporation and may be changed from time to time by the Board of Directors.

## **ARTICLE III. OBJECTIVES**

The Association shall develop, promote, organize, sponsor and support activities, conferences, competitions and educational programs which:

- (a) Assist local chapter members in the growth and development of SkillsUSA;
- (b) Unite in a common bond (without regard to race, creed or national origin) students who are or who have been enrolled in classes with career and technical objectives;
- (c) Foster a deep respect for the DIGNITY OF WORK;
- (d) Develop leadership abilities through participation in educational, career, civic, recreational and social activities;
- (e) Assist students in establishing realistic career goals;
- (f) Help students attain a purposeful life;
- (g) Create enthusiasm for learning;
- (h) Promote high standards in trade ethics, workmanship, scholarship and safety;

- (i) Develop the ability of students to plan together, organize and carry out worthy activities and projects through the use of the democratic process;
- (j) Foster a wholesome understanding of the functions of labor and management organizations, and a recognition of their mutual interdependence; and
- (k) Develop patriotism through a knowledge of our nation's heritage and the practice of DEMOCRACY.

## **ARTICLE IV. ORGANIZATIONAL STRUCTURE**

Section 1. National Organization. The Association is an affiliated chapter of the National SkillsUSA (the "National Organization").

Section 2. State Organization . The Association is an organization of affiliated local SkillsUSA chapters located within the State of Nebraska which have received charters from the Association.

Section 3. Local SkillsUSA Chapters. Local SkillsUSA chapters affiliated with the Association may be established in all High School and College/Technical schools and educational institutions within the State of Nebraska which provide systematic instruction in career, trade, industrial, technical and health-related education and occupations. The activities of each local SkillsUSA chapter shall be conducted as an integral part of the instructional program of career, trade, industrial, technical and health-related education provided by the applicable school or educational institution. Each local high school SkillsUSA chapter affiliated with the Association shall have an advisor who shall be a staff member of the applicable school or educational institution who teaches a course relating to career, trade, industrial, technical or health education and/or occupations. Each local college/technical SkillsUSA chapter affiliated with the Association shall have an advisor who shall be a staff member of the applicable school or educational institution

Section 4. Issuance of Charters. Local SkillsUSA chapters within the State of Nebraska shall apply to the Association in order to receive a charter. Said application shall be approved by the State SkillsUSA Director (or any other representative of the Association designated by the Board of Directors). If the application is approved, the Association shall issue a charter to the local SkillsUSA chapter. Upon issuance of the charter, the local SkillsUSA chapter shall become an affiliated chapter of the Association. Members of the local SkillsUSA chapter shall meet, organize and adopt chapter Bylaws which shall not conflict with these Bylaws or the Constitution and Bylaws of the National Organization.

Section 5. Chapters in Good/Bad Standing. A local SkillsUSA chapter will be considered in good standing with the Association when all of the following conditions are satisfied:

- (a) The chapter provides full payment of all State and National dues to the National Organization by the applicable due date established by the Board of Directors and/or the National Organization;

(b) All reports, rosters, organizational documents and materials requested by the Board of Directors are received and approved by the Board of Directors; and

(c) The local SkillsUSA chapter's Bylaws do not conflict with these Bylaws or the Constitution and Bylaws of the National Organization.

If a local SkillsUSA chapter is not in good standing (for failure to pay dues or otherwise), the chapter (I) will not be eligible to receive chapter or individual awards during the applicable school year, (II) will forfeit all delegate seats for all delegate assemblies held during the Annual State Leadership and Skills Conference, (III) may not be represented by any team or individual in any competitive event program sponsored or organized by the Association (whether at the State or Regional level), (IV) may not allow any individual member or team to represent the Association in National competition, and (V) may not allow any member to serve as an officer of the Association or the National Organization. The Board of Directors shall provide notice to local SkillsUSA chapters as to whether said chapters are in good or bad standing. The Board of Directors may reinstate a local SkillsUSA chapter's good standing upon receipt of delinquent materials or dues from the chapter and/or upon the completion of any other remedial action which the Board of Directors deems appropriate, in its sole discretion.

Section 6. State SkillsUSA Regions. The Board of Directors may establish, and fix the boundaries of, SkillsUSA Regions within the State of Nebraska. The Board of Directors may, from time to time, modify or alter the number and boundaries of SkillsUSA Regions established pursuant to this Section. The Board of Directors may also establish policies and procedures relating to the operation, organization and management of activities and conferences held at the Regional level.

## **ARTICLE V. MEMBERSHIP**

Section 1. Types of Membership . Local SkillsUSA chapters affiliated with the Association may have three types of membership: (I) Active Membership; (II) Associate Membership; and (III) Honorary Life Membership. Professional Membership and Honorary Life Membership in the Association may also be granted to certain individuals by the Board of Directors in accordance with these Bylaws. All authority of the members are vested in the local delegates elected by such members

Section 2. Active Membership. Any High School student in grades 7-12, or any College/Technical student, who is currently enrolled in a career, trade, industrial, technical, health-related, or technology education course/program (or who has been enrolled in such a program or course in the past) shall be entitled to become an active member of his or her locally chartered SkillsUSA chapter. All active members shall be entitled to participate in competitive events and attend programs sponsored and organized by the Association in accordance with guidelines and procedures adopted by the Board of Directors, and shall be entitled to vote at local SkillsUSA chapter meetings. In addition, active members are eligible to serve as voting delegates at the Association's Annual State Leadership and Skills Conference in accordance with guidelines

established by the Board of Directors. Active members shall annually pay applicable State and National dues.

Section 3. Associate Membership. Any person interested in, or contributing to the growth and development of, SkillsUSA and the Association, including but not limited to former active members of SkillsUSA, shall be entitled to become associate members of their locally chartered SkillsUSA chapter. Associate members shall not be entitled to vote at local SkillsUSA chapter meetings, to participate in competitive events sponsored or organized by the Association, to serve as voting delegates, or to hold office in the Association or the National Organization. Associate members shall annually pay applicable State and National dues.

Section 4. Professional Membership. Persons associated with or participating in the professional development of SkillsUSA and the Association, including but not limited to advisors of local SkillsUSA chapters, professional instructors and educators, employers or supervisors involved with cooperative student work-training programs, business persons, school administrators and counselors, and other persons contributing to the growth and development of SkillsUSA and the Association, are eligible for professional membership in the Association. All professional members must be approved by the Board of Directors. Professional members shall not be entitled to participate in competitive events sponsored or organized by the Association, to serve as voting delegates, or to hold office in the Association or the National Organization. Professional members shall annually pay applicable State and National dues.

Section 5. Honorary Life Membership. Local SkillsUSA chapters affiliated with the Association may (by any procedure established by the chapter) grant Honorary Life Membership in the local SkillsUSA chapter to individuals who have assisted in the advancement and development of, and who have rendered outstanding service to, SkillsUSA and the local chapter. Honorary Life Membership in the Association shall be reserved for those individuals who have provided significant service to the Association and who have been approved for such membership by the Board of Directors. Honorary Life Members of local SkillsUSA chapters and the Association shall not be required to pay State or National dues.

Section 6. Annual Dues. Membership in local SkillsUSA chapters affiliated with the Association shall be determined on an annual basis. Membership in said local SkillsUSA chapters shall be granted only to those individuals who have fully paid all applicable State and National dues. Each local SkillsUSA chapter shall be responsible for remitting all State and National dues for its members in accordance with applicable procedures adopted by the National Organization and the Board of Directors of the Association.

Section 7. Indicia of Membership. Members of the Association, and of local SkillsUSA chapters affiliated with the Association, shall be entitled to wear and display emblems and insignia adopted and approved by the National Organization. The official colors of SkillsUSA shall be red, white, blue and gold.

## ARTICLE VI. MEETINGS

Section 1. State Leadership and Skills Conference. A State Leadership and Skills Conference shall be held annually within the State of Nebraska, at a time and place designated by the Board of Directors. The purpose of the Annual State Leadership and Skills Conference shall be to elect officers of the Association, to conduct competitive events, to conduct certain business of the Association and to provide leadership and career development training to participating members. Active members of local SkillsUSA chapters affiliated with the Association shall be entitled to attend the Annual State Leadership and Skills Conference upon payment of the applicable registration fee which shall be determined annually by the Board of Directors.

Section 2. Local Chapter Voting Delegates . The official business of the Association may be transacted by voting delegates representing local SkillsUSA chapters affiliated with the Association only during the Annual State Leadership and Skills Conference. Each local SkillsUSA chapter in good standing with the Association shall be entitled to be represented by voting delegates at all official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference. The number of voting delegates representing each local SkillsUSA chapter during official business sessions and delegate assemblies shall be determined in accordance with the following guidelines:

<b>Number of Members in Local Chapter</b>	<b>Number of Voting Delegates</b>
1-10 members	2 voting delegates
11-25 members	3 voting delegates
26-40 members	4 voting delegates
41-55 members	5 voting delegates
56-70 members	6 voting delegates
71-85 members	7 voting delegates
86-100 members	8 voting delegates
More than 100 members	Number of voting delegates increases by 1 vote for every 15 members over 100

The Board of Directors may modify the guidelines used to determine the number of voting delegates entitled to represent local SkillsUSA chapters during official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference. All voting delegates must be active members of local SkillsUSA chapters affiliated with the Association. Each voting delegate representing a local SkillsUSA chapter shall be entitled to one vote on all matters

which come before all official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference. A majority of all registered voting delegates shall constitute a quorum for the transaction of business at any delegate assembly or business session held during the Annual State Leadership and Skills Conference. The act of a majority of the voting delegates present at a business session or delegate assembly at which a quorum is present shall be the act of the voting delegates and the Association, unless the act of a greater number is required by law or these Bylaws. Voting delegates must be present at business sessions and delegate assemblies to cast votes. Voting delegates may not cast votes by proxy.

Section 3. Other Conferences. The Association may organize and conduct other conferences at the Regional or State level within the State of Nebraska pursuant to policies and procedures established by the Board of Directors. The purpose or purposes of any such additional meeting or conference may be to conduct competitive events, to provide leadership and skills training to members of local SkillsUSA chapters affiliated with the Association or for any other purpose deemed appropriate by the Board of Directors. The time, date and place of any additional meeting or conference shall be designated by the Board of Directors. The Board of Directors shall provide notice of any such additional meeting or conference to all local SkillsUSA chapters affiliated with the Association in the manner required by law.

Section 4. Mid America Leadership Conference. Active members of local SkillsUSA chapters affiliated with the Association may attend the Annual Mid-America Leadership Conference, in accordance with policies and procedures adopted by the Board of Directors, upon payment of the applicable registration fee which shall be determined annually by the State SkillsUSA Directors of the state associations that attend the conference.

Section 5. National Leadership Conference. The Association shall be represented by voting delegates at each Annual National Leadership Conference. The number of voting delegates representing the Association at any Annual National Leadership Conference shall be determined in accordance with policies and procedures established by the National Organization. The Board of Directors shall select active members of local SkillsUSA chapters affiliated with the Association to represent the Association as voting delegates at the Annual National Leadership Conference in any manner the Board deems appropriate.

## **ARTICLE VII. OFFICERS**

Section 1. State SkillsUSA Officers. The officers of the Association shall consist of a President, a Vice President, three College/Technical Vice Presidents, a Secretary, a Treasurer, a Reporter, a Historian, and a Parliamentarian. Each officer must be an active member in good standing of a local SkillsUSA chapter affiliated with the Association. To qualify for an office in the Association, each candidate must complete and submit an application (the form of which shall be approved by the Board of Directors) to the Association in accordance with guidelines and procedures established by the Board of Directors. Each candidate for the offices of President, Vice President, Secretary, Treasurer, Reporter, Historian and Parliamentarian must have at least one full year remaining in his or her

High School career and technical education program. Each candidate for the office of College/Technical Vice President, must be enrolled in a College/Technical educational institution within the State of Nebraska which has a locally chartered SkillsUSA chapter; provided, however, if the candidate is a graduating high school senior at the time of application, the candidate must be endorsed by his or her then-current local SkillsUSA chapter and must communicate his or her intention to run for said office in writing to the local SkillsUSA chapter established at the College/Technical educational institution where he or she intends to enroll. Each local SkillsUSA chapter affiliated with the Association may annually submit candidates from its active membership to serve as officers of the Association. Each local SkillsUSA chapter may develop or establish its own procedure for designating the chapter's candidate or candidates. No SkillsUSA State Officer may hold the same state office for two consecutive years. No individual shall hold (in any given year) more than one office in the Association.

Section 2. Election and Term of Office. The President, Vice President, College/Technical Vice Presidents, Secretary, Treasurer, Reporter, Historian, and Parliamentarian shall be elected annually at the Annual State Leadership and Skills Conference in accordance with this Section. Prior to the Annual State Leadership and Skills Conference, the Board of Directors (by using any process or procedure which the Board deems appropriate) shall annually select candidates, from among all state officer applicants, who shall be entitled to campaign for the office designated by the Board of Directors during the applicable Annual State Leadership and Skills Conference. All officers of the Association shall be elected, from among the candidates selected by the Board of Directors, by a majority vote of voting delegates present at a delegate assembly held during the Annual State Leadership and Skills Conference where a quorum exists. When electing officers of the Association, voting delegates shall cast votes by secret ballot. Each officer of the Association shall hold office for one year or until his or her successor is duly elected and qualified. Each officer's term shall commence at the close of the Annual State Leadership Conference where the officer is elected.

Section 3. Removal. Any officer of the Association may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served by such removal.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term so vacated; provided, however, in the event the office of President becomes vacant, the Vice President shall be filled by the Board of Directors in accordance with this Section.

Section 5. Compensation. Officers of the Association shall serve without compensation, except that they may, at the discretion of the Board of Directors, be reimbursed for certain expenses.

Section 6. President. The President shall preside at all meetings of the Association, including all business meetings and delegate assemblies held during the Association's Annual State Leadership and Skills Conference. Except as otherwise provided in these Bylaws, the President shall appoint the members of all committees and may serve as an ex officio member of all committees. The President shall contact the state director on a monthly basis. The President shall contact all local chapters

assigned on a monthly basis. The President shall fulfill all other duties as directed by the Board of Directors and the State SkillsUSA Director.

Section 7. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President also shall assist the President in promoting and developing SkillsUSA and the Association. The Vice President, in cooperation with the rest of the officer team, shall develop and implement a plan for increasing membership at High School institutions. The Vice President shall be responsible for all travel arrangements for the state officer team. The Vice President shall contact the President on a monthly basis. The Vice President shall contact all assigned local chapters on a monthly basis, and shall fulfill all other duties as directed by the Board of Directors and the State SkillsUSA Director.

Section 8. College/Technical Vice Presidents. The College/Technical Vice Presidents shall serve as a liaison between the Association and local SkillsUSA chapters established in College/Technical educational institutions within the State of Nebraska. The College/Technical Vice Presidents shall be responsible to develop and implement a plan to increase membership at Nebraska College/Technical institutions. The College/Technical Vice Presidents shall contact the High School president on a monthly basis. The College/Technical Vice Presidents shall contact all assigned local chapters on a monthly basis. The College/Technical Vice Presidents shall fulfill all other duties as directed by the Board of Directors and the State SkillsUSA Director.

Section 9. Secretary. The Secretary shall keep accurate minutes of all business meetings and delegate assemblies held during the Association's Annual State Leadership and Skills Conference and all other meetings and conferences sponsored by the Association and, in general, perform all duties incidental to the office of Secretary. The Secretary shall contact the Vice President on a monthly basis. The Secretary shall contact all assigned local chapters on a monthly basis, and such other duties as from time to time may be assigned to him or her by the State SkillsUSA Director and the Board of Directors.

Section 10. Treasurer. The Treasurer shall account for all expenses of the State Officer team. The Treasurer shall contact the Vice President on a monthly basis. The Treasurer shall contact all assigned local chapters on a monthly basis. The Treasurer shall fulfill all other duties as directed by the State SkillsUSA Director and the Board of Directors.

Section 11. Reporter. The Reporter shall communicate regularly with representatives of the media to promote the activities and accomplishments of the Association and its members. The Reporter shall contact the Vice President on a monthly basis. The Reporter shall contact all assigned local chapters on a monthly basis. The Reporter shall fulfill all other duties as directed by the State SkillsUSA Director and the Board of Directors.

Section 12. Historian. The Historian shall be responsible for compiling and maintaining materials and records relating to the accomplishments and history of the Association and its members. The Historian shall contact the Vice President on a monthly basis. The Historian shall contact all

assigned local chapters on a monthly basis. The Historian shall fulfill all other duties as directed by the State SkillsUSA Director and the Board of Directors.

Section 13. Parliamentarian. The Parliamentarian shall advise the President on the orderly conduct of business in accordance with these Bylaws and the current edition of Robert's Rules of Order, Newly Revised. The Parliamentarian shall contact the Vice President on a monthly basis. The Parliamentarian shall contact all assigned local chapters on a monthly basis. The Parliamentarian shall fulfill all other duties as directed by the State SkillsUSA Director and the Board of Directors.

Section 14. State SkillsUSA Executive Director. The State SkillsUSA Executive Director shall, in general, be responsible for the overall growth and curriculum development of the Association, and shall oversee and coordinate the Association's activities and programs. The State SkillsUSA Executive Director, among other things, shall serve as a liaison between the Board of Directors and the Nebraska Department of Education. In addition, the State SkillsUSA Executive Director may perform those duties and responsibilities as assigned by the Board of Directors in cooperation with the Nebraska Department of Education. The State SkillsUSA Executive Director shall be appointed by the Board of Directors in cooperation with the Nebraska Department of Education, and shall serve until his or her successor is duly appointed and qualified.

Section 15. State SkillsUSA Executive Secretary. The State SkillsUSA Executive Secretary, if required by the Board of Directors, shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The State SkillsUSA Executive Secretary shall have responsibility for all funds of the Association; the receipt of all monies due and payable to the Association from any source whatsoever; the deposit of all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of April 23, 2003 Directors; and, in general, shall perform all the duties as from time to time may be assigned to him or her by the Board of Directors.

Section 16. Candidates for National Office. Active members of local SkillsUSA chapters affiliated with the Association, who meet all eligibility requirements established by the Association and the National Organization, may apply for and hold office in the National Organization.

## **ARTICLE VIII. BOARD OF DIRECTORS**

Section 1. Composition of Board. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall be comprised of:

(a) Six high school advisors of local SkillsUSA chapters affiliated with the Association, who shall be elected by a majority vote of advisors of local high school SkillsUSA chapters present at a meeting of such advisors held during the Association's Annual State Leadership and Skills Conference in accordance with policies and procedures established by the Board of Directors. All advisors of local SkillsUSA chapters affiliated with the Association shall be entitled to vote at any such meeting. Each Director elected in this manner shall serve a three-year term on the Board of Directors; provided,

however, the terms of the members of the Association's initial Board of Directors may be staggered (in any manner the Board of Directors deems appropriate) to provide continuity on the Board.

(b) The State Officer Team High School SkillsUSA President. The State Officer Team High School President and the College/Technical Vice Presidents shall have 1/4 vote each. If only one of these officers attend the Board of Directors meeting, their 1/4 vote is counted as one; if more than one officer attends the meeting they will have to come to a consensus on their vote or abstain from voting.

(c) The State Officer Team College/Technical SkillsUSA Vice Presidents. The State Officer Team High School President and the College/Technical Vice Presidents shall have 1/4 vote each. If only one of these officers attend the Board of Directors meeting, their 1/4 vote is counted as one; if more than one officer attends the meeting they will have to come to a consensus on their vote or abstain from voting.

(d) The State SkillsUSA Director, who shall serve as a non-voting ex officio member of the Board.

(e) An individual who has been designated as a "Corporate Member" by the National Organization, and who is appointed by the Board of Directors. The Corporate Member shall serve as a non-voting ex officio member of the Board, and shall serve until his or her successor is duly appointed and qualified.

(f) Up to six individuals representing business or industries operating within the State of Nebraska, who shall be appointed annually by the Board of Directors to serve as voting members. Each trade/industry representative shall serve a four-year staggered term beginning on the date of becoming a board member with no term limits, or until his or her successor is appointed and qualified.

(g) Two college/technical advisors of local SkillsUSA chapters affiliated with the Association, who shall be elected by a majority vote of advisors of local college/technical SkillsUSA chapters present at a meeting of such advisors held during the Association's Annual State Leadership and Skills Conference in accordance with policies and procedures established by the Board of Directors. All advisors of local SkillsUSA chapters affiliated with the Association shall be entitled to vote at any such meeting. Each Director elected in this manner shall serve a three-year term on the Board of Directors; provided, however, the terms of the members of the Association's initial Board of Directors may be staggered (in any manner the Board of Directors deems appropriate) to provide continuity on the Board.

(h) The State Leadership Conference Coordinator who shall be appointed annually by the Board of Directors, and who shall serve as a non-voting ex officio member of the Board.

(i) The Nebraska Skills Championships Coordinator who shall be appointed annually by the Board of Directors, and who shall serve as a non-voting ex officio member of the Board.

The number of Directors may be increased or decreased from time to time by amendment to these Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 2. Responsibilities. The responsibilities of the Board of Directors shall include, but shall not be limited to, the following: (I) maintaining general direction and control over the affairs of the Association, and ensuring that established policies are enforced; (II) establishing and developing policies for the sound management and operation of the Association; (III) providing advice and direction to the State SkillsUSA Director and State SkillsUSA Executive Secretary to carry out the policies, curricular programs and goals of the Association and to ensure the financial viability of the Association; and (IV) consulting with the State SkillsUSA Director, State SkillsUSA Executive Secretary and State SkillsUSA Officers to plan and coordinate competitions, conferences and other activities of the Association.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall serve for the un-expired term of his or her predecessor in office.

Section 4. Regular Meetings. The Board of Directors may provide, by resolution, the time and place either within or without the State of Nebraska for the holding of regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the State SkillsUSA Director, the State SkillsUSA President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail, e-mail or facsimile to each Director at least 10 days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail addressed to the Director at his or her address as it appears on the records of the Association, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when transmitted to the e-mail address of the Director as it appears on the records of the Association. If sent by facsimile, such notice shall be deemed to be delivered when transmitted to the facsimile number of the Director as it appears on the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 7. Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting where a quorum exists shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 9. Compensation. Directors shall not receive any stated salaries for their services but, by resolution of the Board, Directors may be reimbursed for certain expenses.

Section 10. Non-Liability of Directors. The Directors shall not be liable for the debts, liabilities or other obligations of the Association.

Section 11. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or by e-mail, setting forth the action so taken, shall be acknowledged by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 12. Telephone Conference. Directors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 13. Chairperson. The Board of Directors shall annually elect a Chairperson and a Vice-Chairperson. The Chairperson and Vice-Chairperson shall each serve a one-year term. Only members of the Board who are advisors of local SkillsUSA chapters affiliated with the Association shall be eligible to serve as Chairperson and Vice-Chairperson. Unless the Board determines otherwise, the Vice-Chairperson shall assume the duties of the Chairperson upon the expiration of the Chairperson's term. The Vice-Chairperson also shall assume the duties of the Chairperson in the Chairperson's absence. All candidates for Vice-Chairperson must have a minimum of two years remaining in his or her term on the Board.

## **ARTICLE IX. COMMITTEES**

Section 1. Committees of Directors. The Board of Directors may establish one or more committees which may, to the extent permitted by law, exercise the authority of the Board of Directors in managing the affairs of the Association. Any such committee may be established only by a resolution adopted by a majority of the Directors, and at least two directors (with voting rights) must be members of any such committee. The establishment of any such committee, and the delegation thereto of authority to act on behalf of the Board in the management of the Association, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be established by a resolution adopted by a majority of the Directors present at a meeting where a quorum is present. The State SkillsUSA President shall appoint the members of any such committee (which may consist of any

number of Directors, local SkillsUSA chapter advisors, local SkillsUSA chapter members or officer, State SkillsUSA Officers, or any other person or persons deemed appropriate by the President). Any member thereof may be removed by the chairperson of the Board whenever, in his or her judgment, the best interests of the Association shall be served by such removal.

## **ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any agent or agents of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association, and any such authority may be general or confined to specific instances.

Section 2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed only by the State SkillsUSA Executive Secretary, or the State SkillsUSA Executive Secretary's designee.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Dues and Fees. The Board of Directors shall establish annual dues and/or fees which must be paid annually by members of local SkillsUSA chapters within the State of Nebraska. Said local SkillsUSA chapters shall forward payment of State and National membership dues to the National Organization, in accordance with applicable procedures adopted by the Board of Directors, in order to qualify for and maintain affiliation with the Association.

## **ARTICLE XI. MISCELLANEOUS**

Section 1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of all actions taken during all Association meetings and conferences and all meetings of the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of September and end on the last day of August in each year.

Section 3. Waiver of Notice . Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all applicable cases so long as such rules are not inconsistent with these Bylaws or any applicable statute or rule of law.

Section 5. Policy Statements and Handbooks. Special policy statements, procedures and codes of conduct may be established and modified from time to time by the Board of Directors. Such policy statements, procedures and codes of conduct may be compiled in any number of handbooks or manuals. In the event any policy statement, procedure or code of conduct set forth in a manual or handbook conflicts with any provision set forth in these Bylaws, the Bylaws shall prevail.

## **ARTICLE XII. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors. Suggestions for the amendment or revision of these Bylaws may be provided to the Board of Directors for consideration if the suggested amendment or revision is approved by at least two-thirds of all voting delegates present at any Annual State Leadership and Skills Conference. The Board of Directors must consider any such suggested amendment or revision, but shall not be obligated to approve and adopt the same.