

# BYLAWS



## ARTICLE 1 | NAME

Section 1. The official name of this organization shall be the Arizona Association of SkillsUSA and may be referred to as SkillsUSA Arizona.

## ARTICLE 2 | PURPOSES

Section 1. In furtherance of the educational purposes of the Corporation set forth in the Articles in Incorporation, The Board of Directors of SkillsUSA Arizona shall adhere to the policies established by the Board of Directors of SkillsUSA, Inc. (a non-profit corporation organized and existing under the laws of the District of Columbia), herein ["SkillsUSA"] and subject to the supervision of the Arizona Department of Education, shall supervise the activities of the members of the chartered Arizona student association of SkillsUSA. The State SkillsUSA Arizona Director shall report to the Board of Directors and CTSO Supervisor assigned by the Arizona Department of Education.

## ARTICLE 3 | MEMBERSHIP

Section 1. There shall be one class of member: Professional. The Professional members of this corporation shall consist of professional members in good standing with SkillsUSA. Voting rights of this classification of member shall be in accordance with the bylaws of this corporation. Only members in good standing of this association may claim such member privileges and benefits as may be rendered or offered.

Section 2. No persons except Professional members of the Corporation in good standing shall be entitled to vote on any annual or special meeting of the members.

Section 3. The Chair(s) of the Board of Directors or State Association Director may call annual or special meetings of the voting membership or the entire membership of the corporation at such time and place as the said chair(s) may designate. Not less than ten days written notice of such meeting must be given to the members.

Section 4. At all meetings of the members, presence in person or by proxy for the affirmative vote of a majority of those present or represented by proxy shall be necessary to carry any question.

## ARTICLE 4 | BOARD OF DIRECTORS MEMBERS

Section 1. The development of policies and procedures of SkillsUSA Arizona shall be vested in the Board of Directors, who shall pursue such policies and principles as shall be in accordance with the provisions of the Articles of Incorporation, these Bylaws, policy directives promulgated by the Board of Directors of SkillsUSA, Inc., and the laws of the state of Arizona.

Section 2. The SkillsUSA Arizona Board of Directors shall comprise of the following:

- The State Association Director (**non-voting, ex-officio**)
- Official representative from the Arizona Department of Education designated by the SkillsUSA Arizona Board of Directors (**one vote**)
- Representative Alumni level (**one vote**)
- Six At-Large Advisor members, one from each region (**one vote each**)
- One Pre-Secondary Representative (**one vote**)
- One Post-Secondary Representative (**one vote**)
- Five Members of Business and Industry (**one vote each**)
- Arizona CTE State Supervisors (**non-voting, ex-officio unless official representative designated by Arizona Department of Education**)

Section 3. Board of Directors members are also responsible for the following duties:

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- Attend all Board of Director meetings
  - Participates in event planning
  - Participates in SkillsUSA Arizona functions
  - General promoting of SkillsUSA activities
  - Assisting the state director
  - Serve as Committee Chairs or Volunteer for Committees
  - Oversee placement of 6 regional coordinators

Section 4. The State SkillsUSA Director reports to the CTSO Supervisor assigned by the Arizona Department of Education. All State SkillsUSA Staff Members or contracted consultants report directly to the SkillsUSA State Director.

Section 5. In case any member of the Board shall, by death, resignation, incapacity to act, or otherwise cease to be a member of the Board during a term, the Chair, shall choose a successor with approval from the board, to complete the remainder of the unexpired term. A member unable to attend a meeting shall notify the board.

## **ARTICLE 5 | MEETINGS OF THE BOARD**

Section 1. Annual or special meetings of the Board shall be held at such time and place, as the Chair of the Board shall designate. Ten days notice in writing shall be given of all annual or special meetings.

Section 2. At all meetings of the Board of Directors, presence in person or by proxy, of a majority of the voting members shall constitute a quorum for the transaction of business. A quorum shall consist of 50% + 1 of the voting members.

Section 3. Proxy, mail or e-mail may take place of voting in person.

Section 4. An e-mail vote must be sent to both the Chair and Secretary of the Board of Directors.

Section 5. Any elected member missing 2 consecutive meetings and/or failing to fulfill the duties in may be removed from the position for the remainder of that term by vote of the Board of Directors.

## **ARTICLE 6 | COMMITTEES**

Section 1. There may be the following standing committees appointed annually by the Chair of the Board of Directors. The State Director may appoint the student representatives for each committee. The standing committees will be as follows:

1. Governance Committee – developing and recommending to the board the organization’s approach to governance issues, recommendation of bylaws; addressing issues of organization stakeholders
2. Program Committee – assistance in program improvement; developing and recommending to the board the organization’s programs are in accord with its vision, mission, and strategic plan; scholarship program; membership services
3. Financial Committee – oversee the financial dealings of the organization; participate in the annual financial review; ensuring that the financial elements of the organization are in accord with its vision, mission, and strategic plan

Section 2. Ad hoc committees can be established as needed.

## **ARTICLE 7 | ELECTIONS AND APPOINTMENTS**

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Section 1. The Arizona Department of Education shall be responsible for appointing the State Association Director and Official ADE Representative. These positions hold no term limits.

Section 2. The five members from Business and Industry shall be nominated by the State Association Director and appointed by the current members of the Board for a term of 2 years, limited to two consecutive terms.

Section 3. The six at-large advisor members, pre and post-secondary representatives, alumni representative shall be elected by Professional members of the Corporation in good standing for a term of 3 years, limited to two consecutive terms. These positions shall be elected in a three-year cycle:

Year 1: Region 1, Region 2, Post-Secondary

Year 2: Region 3, Region 4, Pre-Secondary

Year 3: Region 5, Region 6, Alumni

Section 4. A member wishing to serve from more than 2 terms must 1) run for a different position or 2) return to service after a minimum of 1 year absence, if a currently held position is uncontested and no other candidate expresses interest in joining the board for that region, the current advisor member may be elected to serve the next term.

Section 5. The term year of the Board shall be September 1- August 31.

Section 6. Elections shall take place in May via online election software. If a vacancy is not filled during the May election, nominations and elections may be held at the Corporate Meeting during the ACTE Summer Conference.

## **ARTICLE 8 | OFFICERS, TERMS, AND DUTIES**

Section 1. The Board shall elect the Officers for one-year term at the first meeting after the Corporate Meeting. A member cannot hold the office of President for more than two consecutive terms.

Section 3. The officers of the Corporation shall consist of a President, Vice President, Treasurer and Secretary, who shall also function as officers and members of the Board of Directors. Election shall be held at the first board meeting of the new fiscal year.

Section 4. The President shall exercise general supervision over the affairs of the corporation pursuant to the policies and directives of the Board of Directors, and have all powers and duties inherent in the Office of the President, including the power and duty of presiding over meetings of the Board.

Section 5. The Vice President shall, in the absence or disability of the President, exercise all the duties and powers of the President in the management of the affairs of the Corporation, and shall at all other times have such duties as may be delegated to him/her by the Board.

Section 6. The Secretary shall be charged with the care and keeping of corporate records and minutes, and shall exercise all duties inherent in the office of Secretary.

Section 7. The Treasurer shall work with the accounting firm chosen by the SkillsUSA Arizona Board of Directors.

## **ARTICLE 9 | FISCAL YEAR**

Section 1. The Fiscal year of the Corporation shall be September 1- August 31.

## **ARTICLE 10 | COMPENSATION OF OFFICERS AND DIRECTORS**

Section 1. The Officers and Directors of the Corporation shall not receive any compensation from the Corporation for their services as such Officers and Directors.

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## **ARTICLE 11 | AMENDMENTS**

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

## **ARTICLE 12 | PARLIAMENTARY AUTHORITY**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly revised shall govern the Advisory Board in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Advisory Board and any other special rules of order the Board may adopt.