

BYLAWS SKILLSUSA MAINE

ARTICLE I NAME

Section 1: The name of this organization shall be "SkillsUSA Maine".

ARTICLE II OFFICES

Section 1: The corporate office of Maine Association of SkillsUSA. (The "Association") shall be located at Department of Education, Augusta, Maine. The Association may have such other offices, either within or without the State of Maine, as the Board of Directors may designate from time to time.

Section 2: 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

Section 1: The Association shall develop, promote, organize, sponsor and support activities, conferences, competitions, and educational programs which:

- Assist local chapter members in the growth and development of SkillsUSA Maine.
- Unite in a common bond (without regard to race, creed, national origin, or sexual orientation) students who are or who have been enrolled in classes with career and technical trade objectives.
- Foster a deep respect for the DIGNITY OF WORK.
- Develop leadership abilities through participation in educational, career and technical, civic, recreational, and social activities.
- Assist students in establishing realistic career and technical education goals.
- Help students attain a purposeful life.
- Create enthusiasm for learning.
- Promote high standards in trade ethics, workmanship, scholarship and safety.
- Develop the ability of students to plan together, organize and carry out worthy activities and projects through the use of the democratic process.
- Foster a wholesome understanding of the functions of labor and management organizations, and recognition of their mutual interdependence.
- 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 SkillsUSA, Inc. (the "National Organization").

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

Section 3 - Local SkillsUSA Maine Chapters. Local SkillsUSA Maine chapters affiliated with the Association may be established in all middle, secondary, and post-secondary schools and educational institutions within the State of Maine with vocational, trade, industrial, technical and health occupations programs.

Section 4 - Issuance of Charters. Local SkillsUSA Maine chapters within the State of Maine shall apply to the Association and pay the annual charter fee in order to receive a charter, and the Board of Directors must approve the application.

Section 5 – Chapter Standing. Chapters will be considered in good standing with the Association when they have met all the requirements for a chapter in good standing as set by the Board of Directors.

If a chapter does not meet the requirements set forth, then they will be considered a chapter in bad standing and will be restricted from Association activities as set by the Board of Directors.

ARTICLE V **MEMBERSHIP**

Section 1 - Types of Membership. Local SkillsUSA Maine chapters affiliated with the Association may have five types of membership:

1. Active Membership
2. Alumni Membership
3. Associate Membership
4. Professional Membership
5. Honorary Life Membership

- 1) **Active Membership.** 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 Maine chapter meetings. In addition, active members are eligible to serve as voting delegates at the Association's Annual State Championships in accordance with guidelines established by the Board of Directors. Active members shall annually pay applicable State and National dues.
 - a) Middle School members are students enrolled as part of a Middle School Chapter that has a relationship with the chapter at their local CTE School or Region. This relationship should include support for the advisor by the high school level advisor and use the local high school officers to help promote the chapter along with the high school officers mentoring the middle school members.
 - b) Secondary members are students enrolled in a coherent sequence of courses or career major that prepares the student for further education and/or employment related to technology, the health industry, trades or industry and is earning credit toward a high school diploma/certificate or its equivalent during the school year immediately preceding the National Leadership and Skills Conference. High School Students concurrently enrolled in College Courses are considered Secondary contestants.
 - c) Postsecondary members are students enrolled in a coherent sequence of courses or career major that prepares them for further education and/or employment related to technology, the health industry, trades or industry and who are earning credit toward a postsecondary degree/certificate during the school year immediately preceding the National Leadership and Skills Conference. Students in a high school program that have received a high school diploma are considered College/Postsecondary contestants.
- 2) **Alumni Membership.** Any person interested in, or contributing to the growth and development of, SkillsUSA Maine and the Association that are former active members of SkillsUSA Maine and cannot be covered under the active membership, shall be entitled to become alumni members of their locally chartered SkillsUSA Maine chapter. Alumni members shall not be entitled to participate in competitive events sponsored or organized by the Association, or to serve as voting delegates.

- 3) **Associate Membership.** Any person interested in, or contributing to the growth and development of, SkillsUSA Maine and the Association, including employers or supervisors involved with cooperative student work-training programs, business persons, school administrators and counselors, shall be entitled to become associate members of their locally chartered SkillsUSA Maine chapter. Associate members shall not be entitled to vote at local or state SkillsUSA Maine chapter meetings, to participate in competitive events sponsored or organized by the Association, or to serve as voting delegates. Associate members will not pay applicable State and National dues.
- 4) **Professional Membership.** Persons associated with or participating in the professional development of SkillsUSA Maine and the Association, including but not limited to advisors of local SkillsUSA Maine chapters, professional instructors, educators and business/industry individuals. Professional members shall not be entitled to participate in competitive events sponsored or organized by the Association or serve as voting delegates. Professional members shall annually pay applicable State and National dues.
- 5) **Honorary Life Membership.** 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 Maine chapters and the Association shall not be required to pay State dues.

Section 2 - Annual Dues. Membership in local SkillsUSA Maine chapters affiliated with the Association shall be determined on an annual basis. Membership in said local SkillsUSA Maine chapters shall be granted only to those individuals who have fully paid all applicable State and National dues. Each local SkillsUSA Maine 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. Deadlines for payment of dues shall be recommended by the Board of Directors and approved by the Board of Directors on an annual basis.

Section 3 - Indicia of Membership. Members of the Association, and of local SkillsUSA Maine 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 Maine shall be red, white, blue and gold.

ARTICLE VI **MEETINGS**

Section 1 - State Championships. A State Championships shall be held annually for student members of the Association within the State of Maine, at a time and place recommended and approved by the Board of Directors. The purpose of the Annual State Championships shall be to elect student officers of the Association, to conduct certain business of the Association, provide leadership and career development training to participating members and conduct competitions.

Section 2 - Local Chapter (Student) Voting Delegates. Voting Delegates representing local SkillsUSA Maine chapters affiliated with the Association may transact official business of the Association only during the Annual State Championships. Each local SkillsUSA Maine chapter in good standing with the Association shall be entitled to be represented by two voting delegates' at all official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference.

Section 3 - Other Conferences. The Association may organize and conduct other conferences at the Regional or State level within the State of Maine pursuant to policies and procedures recommended and approved by the Board of Directors.

Section 4 - Leadership Conference. Active members of local SkillsUSA Maine chapters affiliated with the Association may attend the Annual Leadership Conference, in accordance with policies and procedures recommended and approved by the Board of Directors, upon payment of the applicable registration fee which shall be determined annually by the Board of Directors.

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 Maine 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 **STUDENT OFFICERS**

Section 1 - SkillsUSA Maine Student Officers. The student officers of the Association shall consist of a mixed team of middle school, high school, and college/ps officers.

Each SkillsUSA Maine chapter affiliated with the Association may annually submit candidates from its active membership to serve as officers of the Association. Each local SkillsUSA Maine chapter may develop or establish its own procedure for designating the chapter's candidate or candidates. No individual shall hold (in any given year) more than one office in the Association.

Section 2 - 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 3 - Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term so vacated

Section 5 - Compensation. Student 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 - Candidates for National Office. Active members of local SkillsUSA Maine 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.

Section 7 - President and Vice President Positions. No officer can hold the position of President or Vice President for more than two consecutive years.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1 - The direction and management of affairs, funds and the property of the Corporation shall be vested in the Board of Directors.

Section 2 - Appointment of Board Members. The Board of Directors of the Corporation shall have Sixteen (16) members of whom shall be:

- One (1) SkillsUSA chapter advisor representing their region elected from the membership.
 - North
 - South
 - East
 - West
 - Central
 - Middle school chapter advisor elected from membership
 - Post-Secondary SkillsUSA Chapter Advisor elected from membership
- State Officer President
- CTE Director
- Representative of ACTE-ME
- Five (5) shall be representatives of business or industry as approved by the Board of Directors; and,
- Representative of the Maine Department of Education.

The CTE Director shall be appointed by MACTE. In the case of MACTE not appointing a CTE Directors the Board may select a candidate to fill the vacant position.

The Representative of ACTE-ME shall be appointed by ACTE-ME. In the case of ACTE-ME not appointing a Representative the Board may select a candidate to fill the vacant position.

The Representative of the Maine Department of Education shall be appointed by the Maine Department of Education. In the case that one is not appointed the seat shall remain open until such an appointment is made.

Section 3 - Vacancy. 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 that term, a successor shall be chosen by the majority vote of the members of the Board remaining in office for the remainder of the unexpired term.

Section 4 - Term and Selection. A Board member's term of service shall be two years and coincide with the Corporation's fiscal year. Each Board member should be elected or appointed by August 1 and their term will start September 1.

Board elections will be done on a staggered basis.

- Three (3) chapter advisors will be elected on even years, two (2) on odd years along with the post-secondary and middle school advisor.
- CTE Director and the Representative of Maine ACTE will be elected on an even years.
- Three (3) business representatives will be elected on odd years, two (2) on an even years.

Section 5 – Committees. The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the power to set policy or act in an official capacity in lieu of the Board. Committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

ARTICLE IX BOARD OF DIRECTORS MEETINGS

Section 1 - The Board shall meet a minimum of four times per fiscal year.

Annual, regular or special meetings of the Board of Directors shall be held at such time and place as the Chair shall designate. Seven days' notice shall be given for all meetings.

Section 2 - The method of voting by the Board of Directors may be determined by the Chair consistent with Maine law and Robert's Rules of Order Newly Revised.

Section 3 - At all meetings of the Board of Directors, a quorum shall be a majority of the positions filled by election or appointment at the time of the meeting.

Section 4 - Robert's Rules of Order Newly Revised shall be the final authority for SkillsUSA Maine on all questions of procedure and parliamentary law not covered by the corporate bylaws.

Section 5 - Minutes shall be recorded for all Board meetings and shall be submitted to the next succeeding meeting of the Board for approval, but failure to submit or to receive the minutes shall not invalidate any action taken or decision made during such meeting.

ARTICLE X OFFICERS

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

- Board President;
- Board Vice-President;
- Board Secretary;
- Board Treasurer and
- State Director (ex-officio)

Each officer shall also function as officers and members of the Board of Directors, as well the Executive Committee, with the right to make management decisions.

At the spring meeting of the Board, a President, Vice-President, Secretary and Treasurer shall be elected from the Board's membership for a one-year term.

Section 2 – President. The President shall exercise general supervision over all 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 the meetings of the Corporation of the Board of Directors and serving as an ex-officio member of all Board Committees.

Section 3 – Vice President The Vice-President shall, in the absence or disability of the President, exercise all duties and the 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 by the Board of Directors.

Section 4 - Secretary The Secretary shall be charged with the care and keeping of the Corporation records and minutes, and shall exercise all duties inherent in the office of Secretary.

Section 5 – Treasurer The Treasurer shall have the care, custody, and oversight of the current funds, securities, properties, and other assets of the Corporation to ensure current and accurate records and shall provide a financial report at each Board meeting and perform such other duties as the Board of Directors may delegate.

The books of accounts shall be audited annually by an Audit Committee appointed by the President and approved by the Board of Directors. The Treasurer may not be a member of the Audit Committee.

Section 6 – State Director. The SkillsUSA Maine Board will appoint or hire a State Director that acts as the Executive Director for the Corporation, responsible for conducting the affairs of the Corporation under the supervision of and serves at the pleasure of the Board of Directors.

The SkillsUSA Maine State 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, and shall perform all such duties as may be assigned by the Board of Directors.

Section 7 - Non-Liability of Members. No member of this corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this corporation.

Section 8 -Action without Meeting. Any action, which may be taken at a meeting of Executive Committee, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the majority of the Advisors entitled to vote with respect to the subject matter thereof.

ARTICLE XI **COMMITTEES**

Section 1- 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.

The SkillsUSA Maine State Director shall appoint the members of any such committee (which may consist of any number of Board of Directors members, local SkillsUSA Maine chapter advisors, local SkillsUSA Maine chapter members or officers, State SkillsUSA Maine Officers, or any other person or persons deemed appropriate by the SkillsUSA Maine State Director). Any member thereof may be removed by the chairperson of the Committee whenever, in his or her judgment, the best interests of the Association shall be served by such removal.

ARTICLE XI
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 evidence 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, only the SkillsUSA Maine Executive Treasurer, or the SkillsUSA Maine Executive Treasurer's designee shall sign such instruments.

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 that must be paid annually by members of local SkillsUSA Maine chapters within the State of Maine. Said local SkillsUSA Maine chapters shall forward payment of State membership dues to the National Organization, in accordance with applicable procedures adopted by the Executive Board, in order to qualify for and maintain affiliation with the Association.

Section 5 - Charter Memberships. The Board of Directors shall establish an annual charter fee for local SkillsUSA Maine organizations to be paid annually by the date set by the Board of Directors. This fee is in addition to the required state and national dues.

Section 6 - Conference Registration. Registration fees for any state sponsored conference will be in addition to any other fee required. Fees for these conferences can be multilevel according to chapters standing and involvement in the State Association.

ARTICLE XII **MISCELLANEOUS**

Section 1 - Books and Records. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of all actions taken during all Association meetings and conference 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 Maine Nonprofit Corporation act 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 XIII **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.

These bylaws have been duly voted and accepted at the February 2016 meeting of the Board of Directors. A record of such vote is reflected in the minutes of such meeting.