BYLAWS

SkillsUSA ARIZONA BOARD OF DIRECTORS

ARTICLE 1 | NAME

Section 1. The official name of this corporation shall be SkillsUSA Arizona, Inc.

Section 2. As part of SkillsUSA Arizona, its governing board shall be called the SkillsUSA Arizona Board of Directors.

ARTICLE 2 | PURPOSES

Section 1. In furtherance of the educational purposes of the corporation set forth in the Articles of Incorporation, the board of directors shall adhere to the policies established by the Board of Directors of SkillsUSA, Inc. (a nonprofit corporation organized and existing under the laws of Virginia), herein "SkillsUSA", and subject to the supervision of the Arizona Department of Education, and shall supervise the activities of the members of the chartered Arizona state association of SkillsUSA. The SkillsUSA Arizona State Advisor shall report to the CTSO state director assigned by the Arizona Department of Education.

Section 2. In accordance with the SkillsUSA Arizona organizational chart, the board of directors will review and approve the appropriate adherence to the SkillsUSA Arizona Bylaws and Student Bylaws.

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 at any annual or special meeting of the members.

Section 3. The state advisor may call annual or special meetings of the voting membership or the entire membership of the corporation at such time and place as the state advisor 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.

These Bylaws were adopted by the SkillsUSA Arizona Board of Directors on August 26, 2022.

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 board of directors shall comprise of the following:

- The SkillsUSA Arizona State Advisor (non-voting, ex-officio)
- An alumni representative (one vote)
- A SkillsUSA Arizona State Officer Team representative designated by the state advisor (one vote, ex-officio)
- High school advisor members, one from each region (one vote per member)
    - In the case of a vacancy that cannot be filled with a high school advisor, then a middle school or college/postsecondary advisor can fill the regional position.
- A middle school representative (one vote)
- A college/postsecondary representative (one vote)
- A CTE administrator representative (one vote)
- Business and industry representatives, not to exceed eight (one vote per member)
- The Arizona Department of Education CTSO State Director (non-voting, ex-officio)
- An Arizona Department of Education Program Specialist designated by the state advisor (one vote, ex-officio)

Section 3. Members of the board of directors are also responsible for the following duties:

- Participates in event planning
- Participates in SkillsUSA Arizona functions
- General promoting of SkillsUSA activities
- Assisting the state advisor
- Serve as committee chairs or volunteer for committees
- Support as well as oversee the hiring and planning for regional events of the regional coordinators

Section 4. The state advisor reports to the CTSO state director assigned by the Arizona Department of Education. All state SkillsUSA staff members or contractors report directly to the state advisor.

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 chair and state advisor.

Section 6. SkillsUSA Arizona will have the program committee conduct research to provide recommendations on regional alignment as well as the addition/subtraction of regions based on the state membership's needs.

ARTICLE 5 | MEETINGS OF THE BOARD

Section 1. Annual or special meetings of the board of directors shall be held at such time and place, as the state advisor 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 email votes may take place of voting in-person.

Section 4. An email vote must be sent to the state advisor as well as the chair and secretary of the board of directors.

Section 5. Any elected member missing two consecutive meetings and/or failing to fulfill the duties 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 advisor may appoint the student representatives for each committee. The standing committees will be as follows:

a) Governance committee – developing and recommending to the board the organization's approach to governance issues, recommendation of bylaws, and addressing issues of organization stakeholders.

b) 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; and membership services. The committee will be responsible for conducting research to make appropriate recommendations on adding, subtracting and/or shifting member schools for regional activities.

c) 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.

d) Alumni committee – to oversee and provide meaningful support to SkillsUSA Arizona in a variety of activities including, but not limited to, assisting with the leadership competitions at the regional and state championships. In addition, the committee will develop a program of work to provide meaningful networking opportunities to former members.

e) Oversight committee – members will be appointed by the state advisor and will serve to conduct research potential conduct detrimental to vision, mission, strategic plan and/or purpose of SkillsUSA Arizona by the board of directors, state advisor, and/or other organizational stakeholders. The committee will provide appropriate data, perspective, and recommendations to maintain accord to the vision, mission, strategic plan and purpose of the SkillsUSA Arizona organization. Prior to any action by the charter holder for SkillsUSA Arizona related to the board of directors, the state advisor, and/or other organizational stakeholders, the oversight committee will be allowed to provide their findings to help best guide decisions.

Section 1. Ad hoc committees can be established as needed.

ARTICLE 7 | ELECTIONS AND APPOINTMENTS

Section 1. The Arizona Department of Education shall be responsible for appointing the state advisor and CTSO state director. The state advisor shall be responsible for appointing the state officer team representative and program specialist.

Section 2. The members from business and industry shall be nominated by the state advisor and approved by the current members of the board for a term of two years, limited to three consecutive terms.

Section 3. The high school, middle school, and college/postsecondary representatives, alumni representative, and CTE administrator representative shall be elected by professional members of the corporation in good standing for a term of two years, limited to three consecutive terms. These positions shall be elected in a two-year cycle:

Odd numbered regions, college/postsecondary, alumni, in odd years
Even numbered regions, middle school, and CTE administrator in even years

Section 4. A member wishing to serve for more than three terms may return to service after a minimum of one election cycle. If a currently held position is uncontested and no other candidate expresses an interest in joining the board for that region, the current member may be elected to serve the next term.

Section 5. The term year of the board shall be August 1-July 31.

Section 6. Elections shall take place via election software in conjunction with the annual business meeting.

ARTICLE 8 | OFFICERS, TERMS, AND DUTIES

Section 1. The board shall elect the officers for one-year terms at the first meeting of the year. A member cannot hold the office of chair for more than two consecutive terms.

Section 3. The officers of the board of directors shall consist of a chair, vice chair, secretary, and treasurer, who shall also function as officers and members of the board of directors.

Section 4. The chair 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 chair, including the power and duty of presiding over meetings of the board of directors.

Section 5. The vice chair shall, in the absence or disability of the chair, exercise all the duties and powers of the chair in the management of the affairs of the corporation, and shall at all times have such duties as may be delegated to him/her by the board of directors.

Section 6. The secretary and the state advisor 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 board of directors. The treasurer shall, at a minimum provide a snapshot of the financial standing of the association at each board meeting and provide a formal financial report annually.

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.

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 board of directors in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the board of directors and any other special rules of order the board may adopt.