

BYLAWS

of

SkillsUSA Kansas Youth Development Foundation

**Contracted out by the: Kansas Department of Education
900 SW Jackson Street, Suite 653
Topeka, KS 66612**

**Contracted to: Hutchinson Community College
1300 North Plum Street
Hutchinson, KS 67501**

**SkillsUSA Kansas Office
322 23000 Road
Cherryvale, Kansas 67335**

Herein are the Bylaws of the Articles of Incorporation of SkillsUSA Kansas Youth Development Foundation., amended November 2022. The Bylaws explain the organizational structure and the operation of the Corporation.

SkillsUSA KANSAS YOUTH DEVELOPMENT FOUNDATION BYLAWS

ARTICLE I

Name

Section 1: The name of the Association shall be SkillsUSA Kansas Youth Development Foundation, Inc.

ARTICLE II

Purposes

Section 1: In furtherance of the educational purposes of the SkillsUSA Kansas Youth Development Foundation, the Board of Directors shall formulate policies and procedures for the issuance of charter(s) by the Association to local chapters 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 the Kansas Department of Education Agency and the Kansas Board of Regents Agency.

ARTICLE III

Association Membership

Section 1: The SkillsUSA Kansas Association is a combined charter approved by the National Corporation, made up of both secondary and postsecondary students and have policies and procedures established by the SkillsUSA Kansas Board of Directors. State Charters shall be approved by the Kansas Board of Directors.

Section 2: Application for charter membership shall be made in writing to the State Director of SkillsUSA Kansas, on the Charter Application form provided by the Association.

Section 3: The members of the SkillsUSA Kansas Association shall consist of the total eligible members of the chartered local chapters and members shall hold the same membership status as in the respective local chapter.

Section 4: A local chapter must have at least seven student members and one professional member to qualify for a charter. Exceptions will be made for combination programs by the State Director.

Section 5: Each local chapter, district, and the State Association shall be open for membership to all students regardless of race, sex, color, religion, creed or national origin or disabilities, as defined by the Americans with Disabilities Act.

Section 6: Classes of membership which will be recognized by the Kansas Association of SkillsUSA Kansas are:

- Active Membership: Students enrolled in a coherent series of courses or career major that prepares them for further education and/or employment related to trade, industrial, technology or health occupations and who are earning credit toward a diploma/certificate, degree or its equivalent.
- Professional Membership: Persons associated with or participating in the professional development of SkillsUSA Kansas as approved by the state association. Such members shall include chapter advisors, teacher educators, and supervisors. Professional members will pay dues as established by SkillsUSA Kansas but will be ineligible to serve as national delegates, hold office, or otherwise represent the state association at the National level
- Alumni Membership: Former active members who are no longer enrolled in trade, industrial, technology, or health occupations education. Although alumni members pay dues and may participate at the state and national level through the Youth Development Foundation, they are not eligible to serve a state or national delegate, hold state or national office for the state active association membership. Charters may be issued for local alumni associations. The State's Alumni Coordinating Committee oversees contributions to the SkillsUSA Kansas Alumni Fund, a fund which support a variety of worthwhile projects for active SkillsUSA Kansas members.
- Honorary Life Membership: Individuals who have made significant contributions to the improvement and development of SkillsUSA Kansas and trade, industrial, technology or health occupations education whose membership has been approved by the Kansas Board of Directors upon the recommendation of a local chapter. Such membership shall not require payment of dues.

Section 7: No persons, except members of the Association 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 Association member shall be in good standing whose chapter dues are in arrears. The Board of Directors may drop any chapter member from the roll of the Association for cause, or for nonpayment of the state association's dues.

Section 8: If the Kansas State Agency for Career and Technical Education 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 association's member positions.

Section 9: A membership year shall be from September 1 through August 31, inclusive.

Section 10: Membership in this corporation shall consist of the SkillsUSA dues paying advisors from the chartered chapters in the Kansas Association. Term of membership shall be one (1) year.

Section 11: The State Director shall submit annually to the Board of Directors a list of the SkillsUSA Kansas Association members.

ARTICLE IV

Annual Meeting of Association Members

Section 1: The annual meeting of the members of the Association shall be held at such time and place, as the Board of Directors and the State Director shall designate. The State 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 State 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 association membership.

ARTICLE V

Board of Directors

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

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

- Two (2) Representatives from the Kansas Department of Education, such as the Director or designee of Career Technical Education.
- Two (2) Representatives from the Kansas Board of Regents, such as the Director or designee of Career Technical Education.
- The SkillsUSA Kansas State Director
- The Board of Directors may also appoint members' emeritus, usually former members of the board, who can bring advice/counsel to the board. The emeritus positions have no voting privileges.

Section 3: There shall be seven (7) district representatives on the SkillsUSA Kansas Youth Development Foundation, Inc., Board of Directors, elected by the professional members of the Kansas Association, in good standing, at the annual Kansas Association 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 seven districts of Kansas, hereinafter specified.

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

NW District 1: Cheyenne; Decatur; Gove; Graham; Greeley; Lane; Logan; Ness; Norton; Rawlins; Scott; Sheridan; Sherman; Thomas; Trego; Wallace; and Wichita Counties.

NC District 2: Barton; Chase; Clay; Cloud; Dickinson; Ellsworth; Geary; Jewell; Lincoln; Marion; McPherson; Mitchell; Morris; Osborne; Ottawa; Republic; Rice; Riley; Russell; Saline; Smith; and Washington Counties.

NE District 3: Atcison; Brown; Doniphan; Douglas; Franklin; Jackson; Jefferson; Johnson; Leavenworth; Lyon; Marshall; Miami; Nemaha; Osage; Pottawatomie; Shawnee; Wabaunsee; and Wyandotte Counties.

Wichita District 4: Butler and Sedgwick Counties.

SW District 5: Clark; Comanche; Edwards; Finney; Ford; Grant; Gray; Hamilton; Haskell; Hodgeman; Kearny; Kiowa; Meade; Morton; Pawnee; Seward; Stanton; and Stevens Counties.

SC District 6: Barber; Cowley; Harper; Harvey; Kingman; Pratt; Reno; Stafford; and Summer Counties.

SE District 7: Allen; Anderson; Bourbon; Chautauqua; Cherokee; Coffey; Crawford; Elk; Greenwood; Labette; Linn; Montgomery; Neosho; Wilson; and Woodson Counties.

- (b) At each annual meeting, the Association members shall elect a representative for a three-year term to fill the positions of district representatives as these become vacant upon the expiration of the terms of office as specified herein.
- (c) No District 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 of Directors 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. Continuous term length for an elected board member is six years of service, unless appointed by the State Director.
- (d) No District 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 regular scheduled Board of Directors meetings shall constitute a member's resignation.

Section 4: There shall be five (5) business or organized labor representatives on the Board of Directors. These members shall be appointed as follows:

- (a) Business or organized labor representatives shall be appointed by the State Director and/or the Board of Directors to become a member of the board at the annual meeting of the board in November.
- (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, regular scheduled meetings, shall constitute a member's resignation.

- (c) Positions in this category shall be approved by majority vote of the Board present at a duly called meeting.

Section 5: There shall be up to five (5) active alumni representatives of the SkillsUSA Kansas alumni foundation or active members based upon the volunteer or financial commitments made to SkillsUSA Kansas by their organization and their individual personal contribution of service or personal abilities to be brought to the Board of Directors. These members shall be appointed by the State Director and/or Board of Directors. These members shall be appointed as follows:

- (a) Alumni representatives shall be appointed by the State Director and/or the Board of Directors to become a member of the board at the annual meeting of the board in November.
- (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 of Directors 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 regular scheduled meetings, shall constitute a member's resignation.
- (c) Positions in this category shall be approved by majority vote of the Board of Directors present at a duly called meeting.

Section 6: There shall be up to seven (7) non-voting members on the Board of Directors. These members shall be appointed by the Board of Directors. These members shall be appointed as follows:

- (a) SkillsUSA Kansas State Director, hired to run the association. The term of the SkillsUSA Kansas State Director shall be the term of employment.
- (b) One (1) student representative serving as Kansas State Officer. The term of the Kansas State Officers is one year.
- (c) up to four (4) Kansas State Leadership and Skills Conference facility host representatives. The term of the facility host representatives shall be the term of usage of their facilities.
- (d) One (1) board consultant. The term of the board consultant shall be appointed by the State Director and the Board of Directors.

Section 7: Newly elected or appointed officers of the Board of Directors shall assume their offices and duties at the closing gavel of the SkillsUSA Annual Advisor Meeting. Skills Conference. All terms of office shall begin at this time.

- Section 8: 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 9: The Board of Directors shall establish reasonable annual membership dues for its chartered state association.
- Section 10: The Board of Directors shall attend annual quarterly meetings as set by the State Director and/or Board President.

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 fiscal year.
 - (b) The new president may begin 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 seated board members 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 or video conference call, or as the President or the State Director shall designate. Twenty-four hour written notice shall be given for all special meetings.
- Section 4: A vote of the Board of Directors may be taken by mail, or e-mail, or conducted through video conference means.

ARTICLE VII
Board of Director Officers

Section 1: The officers of the Kansas Association shall consist of:

- President
- President Elect
- Past President
- Secretary
- Treasurer
- Association's Financial Officer (ex-officio)
- Association's State Director (ex-officio)
- Association's Assistant (ex-officio)

- (a) At the Board Annual meeting, a President, a Secretary and a Treasurer shall be elected from the Board's membership for a one-year term and may seek re-election.
- (b) The President can serve for up to two consecutive terms and may be considered for re-election after leaving the position for at least one year.
- (c) The Board of Directors, at its discretion, will appoint or employ a State Director and may approve an association treasurer and attorney.
- (d) Ex-officio members may not hold an office.

Section 2: The Board President shall exercise general supervision over the affairs of the association 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 President Elect, 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 association and, at all other times, shall have such duties as may be delegated to person by the Board of Directors.

Section 4: The Board Past President shall chair the Governance committee of the Board and work with the State SkillsUSA Director in the preparation of the report to the Board on the annual review of the Strategic Plan.

Section 5: The Board Secretary shall be charged with the care and keeping of the association records and minutes and shall exercise all duties inherent to the office of

secretary. In the case of the secretary's absence, refusal or inability to act, the secretary's duties may be performed by any person who the Board of Directors appoint.

Section 6: The Board Treasurer shall chair the Finance Committee of the Board and work with the State Director and the Financial Officer to secure the annual audit and report to the board. The treasurer's duties shall be such as are implied by the name. In the case of the treasurer's absence, refusal or inability to act, the treasurer's duties may be performed by the Financial Officer or the State Director.

Section 7: The State Director shall be the State Director of the Association, with full authority to conduct its affairs under the general supervision of the President and the Board of Directors. The State Director shall sign all instruments in the name of and under the seal of the association, shall attend all meetings of the Board of Directors, shall give notice of all meetings of the association and the Board of Directors, and shall perform all such other duties as may be assigned to the State Director by the Board of Directors.

ARTICLE VIII

Board of Directors Committees

Section 1: The Standing committees of the corporation shall be named Finance Committee, Governance Committee and Program Committee. Each committee shall keep regular minutes of their proceedings and report the same to the board when required. A copy of all committee minutes will be sent, within two weeks following the committee meeting to the President of the Board and the SkillsUSA Kansas State Director. Duties of each committee are as follows.

(a) Finance Committee: The Finance Committee will continuously monitor the financial reports of the SkillsUSA Kansas Youth Development Foundation. The committee will review investments, monitor budget reports, and propose adjustments in policy or actions needed to keep the SkillsUSA Kansas Youth Development Foundation financially strong. The committee will work with the State Director to develop an annual budget for approval by the board.

The Finance Committee may, from time to time, determine whether or not there shall be a membership due increase or decrease for the state association. In the event of the need to change the fees or dues, this committee will recommend requirements to the Board.

(b) Governance Committee: From the governance standpoint, the Governance Committee will review issues related to how SkillsUSA Kansas Youth Development Foundation should be governed and

organized at the state, district and local levels. Issues related to the basic documents of the organization including, the student constitutions, articles of incorporation and bylaws, will be discussed by this committee and policy recommendations will be brought to the Board. Governance structure changes at all levels, as well as staff structures, will be the preview of this committee.

The committee may also conduct an annual review of the State Director's performance and report the results of the review to the advisors, State Director's employer, Kansas Department of Education and the Kansas Board of Regents related to the State Directors employment regarding job descriptions, salary or incentive pay, benefits, personal objectives or future contractual arrangements. In the event of the need to change the State Director, this committee will recommend requirements to the Board and such state agency as appropriate.

- (c) Program Committee: The Program Committee will review program issues and make recommendations to the board in the interest of the state association. Issues related to such programs as listed below or any other programs developed will be discussed by this committee and policy issues related will be brought to the board with recommendations. The committee will work with the State Director to develop an annual plan that will outline the program activities for the following year. This plan will include the priorities for the foundation for which finances must be raised.

Programs:

- Annual Advisor Professional Development Workshops
- New Lead Advisor Workshops
- Local Chapter Officer Workshops
- State Officer Candidate Boot Camp
- State Officer Development Workshops and Assignments
- District Officer Development
- Kansas Delegation Sessions
- Fall Leadership Conference
- SkillsUSA Kansas District Championships *Pending*
- SkillsUSA Kansas State Championships

ARTICLE IX

Board of Directors Powers

- Section 1: General Powers: The Board of Directors shall set the policy of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these By-laws, may exercise all the powers of the corporation.
- Section 2: Specific Powers: Without prejudice to such general powers, it is hereby expressly declared that the Board of Directors shall have the following powers to wit:
- (a) To make and change regulations not inconsistent with these By-laws and by the By-Laws and policies of national and SkillsUSA Kansas and the management of the corporation's business and affairs.
 - (b) To pay for any property purchased by the corporation, either wholly or partly in money, bonds, debentures or other securities of the corporation.
 - (c) To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust, trust agreements and to do every act and thing necessary to effectuate the same.
 - (d) To select and designate such bank or trust company, as they may deem advisable, as official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or written.
- Section 3: Compensation: Board of Directors members shall not receive any stated salary for their services as board members, by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting or a stipend for an appointed assignment by the State Director and/or Board of Directors. Nothing herein contained shall be construed to preclude any board member from serving the corporation in any other capacity and receiving compensation thereof.

ARTICLE X

Protection of Funds

- Section 1: The Association's Financial Officer 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 Association's Financial Officer and/or State Director shall have the care and custody of the funds, securities, properties, and other assets of the Association and shall keep accurate books of account(s) and shall perform such other duties as the Board of Directors or the State Director may delegate.
- Section 3: The funds of the Association shall be subject to the draft of the Financial Officer, the State Director, or a third party to be designated by the Board of Directors of SkillsUSA Kansas.
- (a) All drafts of the Association 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 Kansas 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 accounts.
- Section 4: The Association's credit card shall be issued to the State Director with expectations and procedures for the issuance, application, use, safeguarding, payment, and termination of the association's usage. The State Director is responsible for ensuring that he/she adheres to the policies, thereby taking appropriate measures to minimize the risk of fraudulent or corrupt credit card use. The association's credit card is meant for SkillsUSA Kansas expenses only and to assist the State Director to make payments efficiently, granting flexibility, and alternative means of payment for expenses pertaining to the operations of SkillsUSA Kansas.
- (a) The association's credit card is to be used only for SkillsUSA expenditures, not personal expenses. The cardholder is responsible for ensuring the credit card purchases are within budget and properly approved. The association will pay for the total balance by the payment due date each month for each charge by the cardholder.
 - (b) The credit limit will be set by the association's Board of Directors and determined by the need and budget.
 - (c) The association's credit card statements and expenditures must be reviewed by the Finance Committee for review annually or upon request.
 - (d) The State Director must maintain physical proof of each credit transaction with the association's card and provide an itemized receipt when practicable. Credible transactions should contain the following information when appropriate: date of

purchase, name of vendor, and address, quantity, unit price, grand total of expenditures.

ARTICLE XI

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 Association.
- Section 2: The officers and directors of the Association, with the exception of the State Director and the Financial Officer, shall not receive salary for their services as such officers and directors; but expenses of attendance or appointed duties carried out may be paid to the Board of Directors, according to SkillsUSA travel and stipends policies.

ARTICLE XII

Property of the Corporation

- Section 1: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or members thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status und Section 501 (c) of the Internal Revenue Code.

ARTICLE XIII

Sponsorship or Donations

- Section 1: This corporation may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided, from time to time, by the Board of Directors.

ARTICLE XIV

Political Endorsements

- Section 1: This organization does not and will not participate directly or indirectly or intervene in political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE XV

Fiscal Year

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

ARTICLE XVI

Amendments to the By-laws

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

- (a) A proposed amendment must be presented to the SkillsUSA Kansas State Director sixty (60) days prior to the corporate annual meeting. Amendments shall be reviewed by the Governance Committee and then submitted to the members of the corporation prior to the annual meeting.

Amendments shall be adopted by a two-thirds affirmative vote of the members present and voting at the annual meeting.

- (b) Only such amendments shall be adopted as are in keeping with the purposes as stated in Article II, Section 1 of the Bylaws and the State constitution.

Bylaws of the Foundation

Amended Approval: November 2022

SkillsUSA Kansas State Director: Becky Warren

SkillsUSA Kansas State Director Signature

11/14/2022
Date