

BY-LAWS, RULES AND REGULATIONS

The Kansas Foundation of SkillsUSA

Section 1

- A. Name. The name of the corporation shall be the Kansas Foundation of SkillsUSA, Inc.
- B. Object. The object of this corporation shall be those set forth in its Articles of Incorporation.

Section 2

Administration

The Board of Directors shall have full power in the management and affairs of the corporation; shall set and establish all policy of the corporation and/or other functions or activities by or under the direction of this corporation, subject to the approval of the Board of Directors. The Board of Directors shall consist of seventeen –twenty-two (17-22) voting members who shall be as follows:

The Voting Members:

Three (3) High School Advisors, three (3) College/Postsecondary Advisors, and (2) Middle School Advisors. These Board members shall be current dues paying members of the state and national association, have active chapters, and elected by the dues-paying advisors at the advisors' meeting during Annual Advisor Workshop.

One (1) administrator from a Kansas SkillsUSA chapter and three to five (3-5) business/industry representatives and three to five (3-5) alumni members. The administrator, business/industry and alumni board members shall be invited to join the Board as necessary at the annual meeting of the Board in November.

Terms of office shall be three (3) years with a staggered election of one secondary and one post-secondary advisor each year.

Voting Ex Officio members of the Board shall be the National Corporate members for Kansas SkillsUSA. These include the Kansas Director of Career and Technical Education at the Kansas State Dept. of Education or designee, the Kansas State Department of Education Specialists for Trade, Industrial and Technology Education, and the Kansas Director of Career and Technical Education at the Kansas Board of Regents or designee. The terms of office shall correspond with the corporation's fiscal year.

Non-Voting members: Up to 7-9 non-voting members may set on the board of directors.

Non-Voting Members shall include the SkillsUSA Kansas State Director and a representative of the SkillsUSA Kansas State Officer Executive Board. Representatives from the hosting schools for the Kansas State Championships and (1) Student Representative.

Section 3

Officers

The officers shall consist of President, Past President, President-Elect, Secretary, and Treasurer selected by the Board of Directors from the Board of Directors at the annual meeting.

Section 4

President

The President shall preside over all meetings of the Board of Directors. The President shall also have such other powers and perform such other duties as may be required, from time to time, by the Board of Directors. The President may also appoint such Committee or Committees as may be authorized to be appointed by the Board of Directors, from time to time, and define the duties of such committees. He/she shall be elected from, and be a member of, the Board of Directors.

Section 5

Past President

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

Section 6

Kansas SkillsUSA Director

The Kansas SkillsUSA Director shall have full power in the management and affairs of the Kansas Association of SkillsUSA under the direction of the Constitution for the Kansas Association of SkillsUSA subject to the approval of the Kansas Foundation Board of Directors. The Kansas SkillsUSA Director shall have charge and control of all employees and premises of the Association; shall direct the affairs of the Association and in general have full active charge of business and affairs thereof. He/she shall have such other powers and duties as shall, from time to time, be determined by the Board of Directors.

Section 7

President-Elect

The President-Elect shall perform all duties and have all the powers of the President in his/her absence. The President-Elect shall have oversight responsibilities for all committees of the Board and shall chair the Program Committee. President Elect shall also have such other powers and perform such other duties as shall be assigned by the Board of Directors.

Section 8

Secretary

The Secretary shall keep a record of the proceedings of the Board of Directors and of the members and directors. He/she shall serve all notices required by all of the By-Laws of the corporation; and in case of his/her absence, refusal or inability to act; his/her duties may be performed by any person who the Board of Directors may direct.

Section 9

Treasurer

The Treasurer shall be elected by the Board of Directors, and may hold other offices in the corporation. Duties shall be such as are implied by the name. She/he shall chair the Finance committee of the Board and work with the State Director to secure the annual audit and report for the Board

Section 10

Board of Directors Powers

- A. **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 of the powers of the corporation.
- B. **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:
1. To make and change regulations not inconsistent with these By-Laws and by the By-Laws and policies of national and Kansas SkillsUSA and the management of the corporation's business and affairs.
 2. If an officer or member becomes temporarily or permanently incapacitated, the Board of Directors, at their discretion may devolve their duties and powers to any other person being competent until such time said person shall be capable of resuming their position or until such time as an election is deemed necessary to fill the position on a permanent basis.
 3. The President of the Board of Directors may call a special meeting. A quorum shall constitute a simple majority of the membership of the Board of Directors.
 4. To pay for any property purchased by the corporation, either wholly or partly in money, bonds, debentures or other securities of the corporation.
 5. 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.
 6. 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 withdrawn.
- C. **Compensation.** Board of Directors members shall not receive any stated salary for their service as directors, by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 11

Committees

The standing committees of the corporation shall be:

1. Finance: The Finance Committee will continuously monitor the financial reports of SkillsUSA, Inc. The Committee will review investments, monitor budget reports, and propose adjustments in policy or actions needed to keep Kansas SkillsUSA financially strong. The committee will work with the State Director to develop an annual budget for approval by the Board.
2. Program: The Program Committee will review program issues and make recommendations to the Board in the interest of the state organization. Issues related to such programs as the Kansas SkillsUSA Championships, Professional Development/workshops for teachers and Leadership Development/activities for students 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.
3. Governance: From the governance standpoint, the committee will review issues related to how Kansas SkillsUSA 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, Kansas Department of Education and Kansas Board of Regents related to his/her 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.

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 Kansas SkillsUSA State Director.

Section 12

Membership

- A. 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.
- B. The State Director shall submit annually to the Board of Directors a list of official members of the corporate members.

Section 13

Membership Fees

The Board of Directors may, from time to time, determine whether or not there shall be any membership fees or dues changes for the state SkillsUSA association and to fix and determine the amount thereof.

Section 14

Annual Meeting of Corporate Members

There shall be an annual meeting of the regular members of this corporation to be held at the location of the annual Kansas SkillsUSA Championships.

Written notice shall be published in the Kansas Register for any annual or special meeting of the regular members of this corporation and shall be given by the Secretary, or such other officers as the Board of Directors shall assign; to each regular meeting not less than five (5) days prior to the date of the holding of such meeting, whether annual or special.

Section 15

Termination of Board Membership

- A. Any Board member may terminate his/her membership at any time upon delivery to the Secretary of this corporation, the effective date of such resignation.
- B. The Board of Directors at its option, may terminate any member for an infraction of the By-Laws, rules and/or regulations of this corporation, or for other good and valid reason.
- C. Any member shall be considered in good standing as long as the member meets the standards for membership as established by the Board of Directors.
- D. The Board of Directors may remove any Board member who fails to attend three (3) consecutive meetings. The procedure shall be to notify the Board member in question. Said person has the right to appeal the decision of the Board by presentation of, in person or in writing, valid reasons for said absences at the next regularly scheduled Board meeting. Failure to respond will constitute removal from the Board of Directors.

Section 16

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 17

Donations

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.

Section 18

Miscellaneous Provisions

- A. **Principal Offices.** The principal office shall be established and maintained in the City of Topeka, County of Shawnee, State of Kansas.
- B. **Other Offices.** Other offices of the corporation may be established at such places as the Board of Directors may designate for conducting the business of the corporation.
- C. **Checks, Drafts, Notes.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by the President and countersigned by the Secretary or their appointed representatives.
- E. **Notice and Waiver of Notice.** Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at this last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice to be given under these By-Laws may be waived by the person entitled thereto.

Section 19

Foundation Assets and Budgets

The Board shall provide for fidelity bonds, or such other form of bonds as may be required by the then applicable laws, with such companies and in such amounts as they may determine for officers or other persons who shall be authorized to receive or withdraw money from or for the corporation. The cost of such bonds shall be a proper charge against the corporation.

All checks, drafts, vouchers or other withdrawals of money from the corporation shall be signed by persons authorized by the Board to sign or countersign.

The Board shall maintain suitable and adequate records of and for the administration of the corporation. The Board can require the submission to it any information, data, report or documents reasonably relevant to and suitable for the purposes of such administration.

The books of accounts and records of the Board, including the books of accounts and records pertaining to the corporation, shall be audited at least once each year by a Certified Public Account selected by the Board. The Board shall also make all other Reports required by law. A statement of the results of the annual audit shall be available for inspection by interested persons at the principal office of the corporation and at such other suitable place as the board may designate from time to time.

Section 20

Fiscal Year

The fiscal year of this corporation shall be from September 1 through August 31.

Section 21

Property of the Corporation

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 member 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 under Section 501 (c) (3) of the Internal Revenue Code.

Section 22

Political Endorsements

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.

Section 23

Amendments to Bylaws

- 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 section 1 of the Bylaws and the national constitution.

As amended by the Board of Directors:

November 3, 2017: Section 2:

Paragraph 1: Seventeen-twenty-two voting members who shall be as follows:

Paragraph 2: Three (3) High School Advisors; three (3) College/Postsecondary Advisors, and two (2) Middle School Advisors. These board members shall be current dues paying members of the state and national association, have active chapters, and elected by the dues paying advisors at the advisors meeting during the Annual Advisor Workshop.

Paragraph 3: Add the alumni to the list of board members.

Paragraph 6: Non-voting members: Up to 7-9 non-voting members may set on the board of directors.

November 2, 2016: Reviewed

January 25, 2014: Section 2, The Board of Directors shall consist of seventeen – nineteen members.