

BYLAWS of California Association of SkillsUSA, Inc.

Article I. Name and Offices

Section 1. Name

The name of the corporation shall be "California Association of SkillsUSA, Inc." or may be referred to as "SkillsUSA California" or the "Corporation."

Section 2. Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at 1809 S Street, Suite 101-274, Sacramento, CA 95811. The California Association of SkillsUSA Board of Directors (Board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary in these bylaws and this Section shall be amended to state the new location.

Section 3. Other Offices

The permanent records shall be stored at the office maintained by the Executive Director of the organization. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities. The Corporation shall have and continuously maintain by Board resolution, a registered office in California.

Article II. Purpose and Function

Section 1. Purpose

The purpose for which this organization is formed shall be as provided in the Articles of Incorporation. In furtherance of the educational purposes of the corporation, the Board shall adhere to the policies established by the National Board of Directors of SkillsUSA, Inc., the nonprofit corporation organized and existing under the laws of the District of Columbia, hereinafter referred to as "The National Office" or "SkillsUSA, Inc."

Section 2. Function

The functions of this organization are an integral part of the total instructional program of Career Technical Education. SkillsUSA California

engages students in leadership activities, career exploration, skill development and preparation, community involvement and personal growth at the local, state, and national levels.

Article III. Authority and Administration

Section 1. Authority and Administration

SkillsUSA California operates at the approval, direction, and discretion of the California Department of Education (CDE). The “Charter” for the state association is issued by the National Office of SkillsUSA to the California State Department of Education and is held by the Director of Career Technical Education or his/her designee. The National SkillsUSA Board of Directors approves all state Charters and so notifies the State Departments of Education. The State Department of Education has the responsibility of designating an individual to manage and serve as corporate member(s) of the state organization. The Board is responsible for all the finances of the state association, securing the services of a State Executive Director to administer and manage the organization, and for establishing procedures and controls to insure financial accountability according to National Office standards, and sets the general policy and direction of the association within the parameters of the SkillsUSA National Charter, California Education Code and regulations. The Board may seek additional support in the way of financial and in-kind resources from business and industry to support the educational purposes of the Corporation. The Board carries out its duties at the approval and discretion of the California Department of Education and the National Office. The Board shall maintain minutes and responses to recommendations from the State Advisory Committee and the House of Delegates.

Article IV. Bylaws and Operating Policies

- Section 1. Bylaws shall be adopted by a majority vote of the Board and any changes shall become effective immediately.
- Section 2. Operating policies shall be adopted as determined by the State Department of Education and SkillsUSA California Board of Directors.
- Section 3. A student elected to a state office must remain in active membership status until the completion of the term of office.
- Section 4. The Board Chair shall appoint Committees as necessary to conduct the work of the Corporation.

Section 5. The Board shall take action on all recommendations from the House of Delegates.

Section 6. Regions designated by SkillsUSA California shall be as follows:

Region 1 – Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin Mendocino, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma counties.

Region 2 – Fresno, Kern, Kings, Monterey, San Benito, and San Luis Obispo, Santa Barbara, Santa Cruz and Tulare counties.

Region 3 – Los Angeles and Ventura counties.

Region 4 – Amador, Butte, Colusa, El Dorado, Glenn, Lassen, Modoc, Nevada, Placer, Plumas, Sacramento, Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Yolo, and Yuba counties.

Region 5 – Alpine, Calaveras, Madera, Mariposa, Merced, San Joaquin, Stanislaus and Tuolumne counties.

Region 6 – Imperial, Inyo, Mono, Orange, Riverside, San Bernardino and San Diego counties.

Article V. Membership and Dues

Section 1. No Statutory Members

This Corporation shall have no statutory members as defined by Section 5056 of the California Corporations Code, and shall be governed solely by the Board.

Section 2. Local Chapter

A local chapter must complete and submit a chapter charter to the State Executive Director for approval and must have at least seven (7) student members and a minimum of one advisor who is a professional member. Each local chapter shall be open for membership to all career technical education students regardless of race, sex, religion, or national origin.

Section 3. Types of Membership

Membership in this organization shall be of four types: (1) student, (2) alumni, (3) professional, and (4) honorary life.

a. Student: Student members shall consist of persons who are current members of the Middle School Division, High School Division or College Postsecondary Division who have paid current student dues to

this Corporation according to the policies for Student Dues adopted by the Board. Student members of SkillsUSA California, shall have the opportunity to participate in activities to gain educational experiences in leadership and skill training. Activities include House of Delegates, officer elections, constitution establishment, skill and leadership contests, and workshop training. However, student members shall have no legal status. In addition to the qualifications set forth above, all members shall be required to adhere to the policies of the Corporation as adopted by the Board of Directors and the California Department of Education.

b. Alumni and Friends: Alumni and Friends members are former student members or professional members of the organization or business and industry individuals that wish to be involved in the organization for the purposes of assisting, mentoring, and other activities of the Corporation.

c. Professional: Professional members of the Corporation shall consist of advisors, teachers, administrators, business and industry representatives and other interested professionals who have paid current professional dues.

d. Honorary Life: The Board may designate “Honorary Life Members” in recognition of their interest in or service to the SkillsUSA California organization. Such membership shall not require payment of state and national dues, shall not be transferrable, and shall not hold voting rights.

Section 4. **Membership**

Membership will be accepted all year. However, any student membership application postmarked after the state established deadline will not be eligible to compete in regional, state, or national contests. A membership year runs from September 1 to August 31. Any student wanting to participate in any SkillsUSA recognized or authorized activity must be a paid member in good standing as defined above.

Section 5. **Dues**

In order for a member to be in good standing, the member must pay both state and national membership dues as established by the state and national offices.

Article VI. Board of Directors

Section 1. **Responsibility**

Except as otherwise provided by the Articles of Incorporation or the Bylaws, the powers of the Corporation shall be exercised, its property shall be controlled, and its financial affairs shall be conducted by the Board. It is the responsibility of the Board to manage the financial affairs of the organization and to establish policies and procedures in accordance with the provisions of the Constitution, Articles of Incorporation, National SkillsUSA Office, and the California Department of Education.

Section 2. **Duties of the Board**

Duties of a Board member include, but are not limited to:

- (a) Identify, hire and support the State Executive Director in the performance of their duties and the development of an Annual Report.
- (b) Contract for staff to carry out the mission and purpose of the SkillsUSA California organization.
- (c) Develop, approve and update on an annual basis, a strategic plan to support the mission and purpose of the SkillsUSA California organization.
- (d) Ensure effective organizational planning, adequate resources, oversight and direction for carrying out the program of work for the SkillsUSA California organization.
- (e) Ensure resources are managed effectively and appropriately for carrying out the program of work for the SkillsUSA California organization.
- (f) Determine, monitor, and strengthen SkillsUSA California's programs, policies and services for carrying out the program of work for the SkillsUSA California organization.
- (g) Enhance SkillsUSA California's public image and standing.
- (h) Ensure legal and ethical integrity and maintain accountability for the association.
- (i) Recruit and orient new board members and annually assess board performance.
- (j) Select a middle school, high school and college postsecondary Advisor-of-the-Year from the candidates received from each of the 6 regions.
- (k) Provide a complete annual financial report that has been independently audited to all Board members, advisory committees, members, sponsors as well as the national office of SkillsUSA.
- (l) Approve contracts, agreements, and the annual budget.

Section 3. **Number and Qualifications of Board Members**

The Board of Directors may have up to a total of seventeen (17) members, the majority of which shall be representatives from business and industry. The Board shall determine the exact number of Board members per fiscal

year, or as needed, to conduct the business of the Corporation. Business and industry professionals representing each of the industry sectors primarily addressed by the SkillsUSA California organization: (a) Arts, Media and Entertainment, (b) Building and Construction Trades, (c) Business and Finance, (d) Child Development and Family Services, (e) Energy, Environment and Utilities, (f) Engineering and Architecture, (f) Fashion and Interior Design, (g) Health Services and Medical Technology, (g) Hospitality, Tourism, and Recreation, (h) Information and Communication Technologies, (i) Manufacturing and Product Development, (j) Marketing, Sales and Service, (k) Public Services, and, (l) Transportation. Other Board members shall be (a) the State Executive Director, (b) one member representing the California Department of Education who is the SkillsUSA California State Advisor, or, a CTE administrator, (c) the middle school Advisor of the Year, (d) high school Advisor of the Year, (e) the college postsecondary Advisor of the Year, (f) school administrator (representing secondary or college postsecondary), (g) up to two at-large representatives (may be educators, additional business and industry representatives, representatives from other professional organizations, labor unions, state agencies, or other) as determined by the Board, and (h) one current student State Officer.

- a) **State Advisor** As directed by the National Office, the State Advisor is appointed by the state Department of Education Director of Career Technical Education or his/her designee and has all rights of a Board member. The State Advisor shall work in cooperation and coordination with the State Executive Director and the Board to plan and organize the operations of the SkillsUSA California organization. The State Advisor shall be responsible for carrying out all requirements of the State Department of Education mandates, laws, rules, contract monitoring, data collections, reports, and/or other such requirements.

Section 4. **Restriction on Interested Persons as Board Members**

No more than 15 percent, or two people, serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as an independent contractor, or otherwise, excluding any reasonable compensation paid to a member as member and (b) any relative of a person serving on the Board. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. **Election, Designation and Term of Office**

Except as outlined elsewhere in these bylaws, Board of Directors members are elected to 3 year terms. To allow for staggered terms, the sitting Board may offer new members terms of less than 3 years so that one-third of the Board terms expire annually. The exceptions shall be the State Executive Director, State Department of Education representative, middle school, high school and college postsecondary Advisors of the Year, and the student State Officer representative.

Board members, with the exception of the State Executive Director, State Department of Education representatives, the middle school, high school and college postsecondary Advisor of the Year representatives and the student State Officer representative, shall be elected by the Board at the first annual meeting of the Board in numbers sufficient to fill the vacancies created by Board members whose terms are expiring. The term of elected Board members shall be three (3) years, beginning July 1 and ending June 30. The exceptions will be the Advisor of the Year representatives as they change annually, and the state officer representative who shall be the President of the high school division (in years beginning with an even number year i.e.2012-2013) or the President of the college postsecondary division (in years beginning with an odd number year i.e.2013-2014).

Board members may serve a maximum of six consecutive years, and must sit out at least one year before being reelected. The Board may vote to waive the "sit out at least one year" requirement for any Board member as necessary for the good of the SkillsUSA California organization.

Section 6. **Vacancies on the Board and Removal from the Board**

A vacancy or vacancies on the Board shall exist with the occurrence of any of the following: (a) death, (b) resignation, (c) declaration by resolution of the Board of a vacancy in the office of a Board member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3, Chapter 2, of the California Nonprofit Public Benefit Corporation Law, (d) the failure to attend two consecutive regular meetings of the Board in any fiscal year, or (e) removed without cause by a majority vote of all Board members then in office. Removal of the SkillsUSA California State Advisor or representative may only occur at the direction of the California State Department of Education Director of Career Technical Education or his or her designee. The Board may vote and approve to waive the "failure-to-attend-two-consecutive-regular-meetings" rule on an individual basis for extraordinary reasons determined by the Board.

Section 7. **Resignations.**

Except as provided below, any Board member may resign by giving written notice to the Chair or Secretary of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a Board member's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Board member may resign if the Corporation would be left without a duly elected Board member or members.

Section 8. Filling Vacancies

Vacancies on the Board may be filled by a majority vote of the Board members then in office, providing a quorum is present for the vote. A vacancy in the position of State Advisor or CDE representative, shall be filled by appointment made by the California State Department of Education Director of Career Technical Education or his or her designee.

Section 9. No Vacancy on Reduction of Number of Board Members

No reduction of the authorized number of Board members shall have the effect of removal of any Board member before that Board member's term of office expires.

Section 10. Voting Rights

Each Board member with voting rights shall be entitled to one vote on all matters before the Board, except the Chair who shall only vote to break a tie. Vote by written proxy shall be permitted as submitted and accepted by the Secretary of the Board. Each Board member shall have one vote.

Section 11. Compensation and Reimbursement

Board members and members of Committees shall receive no compensation for their services as Board or Committee members, but may receive reimbursement of expenses directly related to attendance at Board meetings, if and to the extent that the Board may determine such reimbursements are just and reasonable. Other reimbursements to Board or Committee members for expenses directly related to their responsibilities and conduct of their duties are subject to Board approval. Advance approval of reimbursement is required.

Article VII. Meetings

Section 1. Annual Business Meeting

The Board shall meet annually in June or July of each year, at a time and place set by the Board. This meeting shall be known as the "Annual Business Meeting" and shall be held for the purpose of organizing the Board, electing Board members and officers, and transacting such other business as may come before the Board.

Section 2. **Regular Meetings**

Regular meetings of the Board shall be held at such frequency, time and place as the Board shall determine. Typically, in addition to the Annual Business Meeting, there are three other Board meetings held quarterly throughout the year.

Section 3. **Special Meetings**

Special meetings of the Board, for any purpose, may be called by the Board Chair, State Executive Director, State Advisor or the representative of the State Department of Education, or any three (3) or more Board members who make an official request to the Chair.

Section 4. **Notice of Meetings**

Notice of the meeting time and place for which notice is required by law or these Bylaws shall be given to each Board member by one of the following methods: (a) by personal delivery of written notice, (b) by first-class mail, (c) by telephone, either directly to the Board member or to a person at the Board member's office who would reasonably be expected to communicate that notice promptly to the Board member, or, (d) by electronic mail or fax. All such notices shall be given, delivered, or sent to the contact indicated by each Board member as the best way to contact him/her. Board members' address, phone number, e-mail address and other contact information shall be updated regularly by the Secretary of the Board, and made available to the Chair and other Board members as requested. Personal information shall be protected as much as possible while conducting the Corporation's business.

- a) Board members shall receive notices of meetings no less than ten (10) business days before the date set for the meeting.
- b) The notice shall state the time of the meeting and the place. It need not specify the purpose of the meeting except as may otherwise be decided by the Chairperson and required by law.
- c) Meetings shall be posted on the official the SkillsUSA California organization website and are open to the public.

Section 5. **Quorum**

A quorum for the transaction of business is established when a majority of elected Board members are in attendance.

Section 6. Action

Every action taken or decision made by a majority of the Board members present at a duly held meeting at which a quorum is present and maintained shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a Board member has direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of appointments to committees, and (d) indemnification of Board members.

Section 7. Place

The Board shall hold its meetings at a designated location as determined by the Board.

Section 8. Meetings by Telephone or Electronic Equipment

Any meeting may be held by conference telephone, electronic video screen communication, or other communication equipment, as long as all Board members participating in the meeting can communicate with all other members concurrently and each member is provided the means of participating in all matters brought before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Corporation. All such Board members shall be deemed to be present in person at such a meeting. If these methods are to be used, the Corporation must adopt and implement some means of verifying both of the following: (a) a person communicating by telephone, electronic video screen, or other communications equipment is a Board member entitled to participate in the Board meeting, and (b) all statements, questions, actions, or votes were made by that Board member and not by another person not permitted to participate as a Board member.

Section 9. Acting Without a Meeting

Any action required or permitted to be taken by the Board under the provisions of the California Corporations Code, the Articles of Incorporation or these Bylaws may be taken without a meeting. If any Board member shall individually or collectively consent in writing via fax, e-mail, or direct mail to such action provided, however, that the consent of any Board member who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested person” as

defined in Section 5233 of the California Corporations Code, shall not be required for approval of that transaction. Such written consent or consents shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Board members. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Board without a meeting, shall state that the action was taken by a written consent of the Board without a meeting, and the Bylaws of this Corporation authorize its Board members so to act.

Article VIII. Officers of the Corporation

Section 1. Officers

Officers of the Corporation shall consist of a State Executive Director, Chair of the Board, Past Chair, Vice Chair, Secretary and Treasurer. The Board may establish such additional officers as it shall deem necessary. Additional officers so elected, shall have such power and duties as the Board may authorize.

Section 2. Nominations

Nominations may be accepted by the Board for officers by recommendation from any Board member. Officers shall be elected by a majority of the Board members present and voting.

Section 3. Elections

The officers of the Corporation shall be elected by the Board at its Annual Business Meeting and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment, until he/she shall resign, be removed, or become otherwise disqualified to serve, or until the end of his/her term and a successor is elected and qualified.

Section 4. Term

All officers except the State Executive Director shall hold office for a term of one (1) year. The term of office for the State Executive Director shall be for a period aligned to the term of their contract with the Board.

Section 5. Service as a Board Member

Each member of the Corporation Board must be a paid member of the SkillsUSA organization in good standing at all times during such officer's term of office.

Section 6. **Multiple Offices**

No person may serve concurrently in two offices.

Section 7. **Removal**

Any officer may be removed from their office on the Board, with or without cause, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by a majority vote of the Board members at a duly held meeting of the Board, provided that such proposal was duly noticed to the Board members.

Section 8. **Resignation**

Any officer may resign at any time from their office on the Board, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. **Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired term at any meeting of the Board.

Section 10. **Compensation**

Except as stated herein, officers shall not receive compensation for their services as officers.

Section 11. **Duties of Officers**

- a) **Chair.** The Chair of the Board shall be a business and industry representative and Chair shall, if present, preside over all meetings of the Board. The Chair shall appoint, subject to approval of the Board, committee chair and committee members of all ad-hoc committees. The Chair shall have such other duties and powers as may be assigned by the Board.
- b) **Past Chair.** The Past Chair shall be the individual that has most recently left the position of Chair. They will assist with organizational operations during the transition to the newly elected Chair, may serve as acting Treasurer for the organization during

the transition to the newly elected Treasurer, and handle Board nominations for the coming year.

- c) **Vice-Chair.** The Vice-Chair, in the absence or disability of the Chair, shall perform all the duties of the Chair, and when so acting, shall have all the powers and be subject to all the restrictions of the Chair, and shall have such other powers and duties as may be prescribed by the Board and these Bylaws. The Vice-Chair shall oversee the annual audit of the organization.
- d) **Secretary.** The Secretary of the Board shall keep or cause to be kept, a book of minutes at the principle office or at such other place as the Board may order, of all meetings of the Board members and any committees thereof required to be given, with the time and place of holding, whether regular or special, and if special, how authorized, the names of those present at the Board meetings and the actions, decisions, and highlights which take place. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board. The Secretary shall provide the minutes to the members of Board within a reasonable time after the Board meeting.
- e) **Treasurer.** The Treasurer shall:
 - Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
 - Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
 - Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
 - Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
 - Render to the Board Chair, State Executive Director and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
 - Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which

may be assigned to him or her from time to time by the board of directors

Article IV. Committees

Section 1. Committees

Committees of the Board shall be standing or ad-hoc.

Section 2. Committee Function

Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as designated by the Board. Committees shall be made up of Board members and/or others to serve a specific purpose of the Board or the State Department of Education and upon completion of the specific task, the committee will be disbanded by the Board.

Section 3. Committee Powers

Except as otherwise provided by the Board, or these Bylaws, committees shall be advisory only and subject to the control of the Board. No committee shall have any authority to do any of the following:

- (a) Approve any action which requires approval of the members or approval of a majority of all the members.
- (b) Fill vacancies on the Board or in any committee which has the authority of the Board.
- (c) Fix compensation for any contracted person or any committee.
- (d) Amend or repeal Bylaws or adopt new Bylaws.
- (e) Amend or repeal any resolution of the Board which by its express terms is not amendable or repeal able.
- (f) Appoint committees of the Board or the members thereof.
- (g) Expend corporate funds to support a nominee for Board member.
- (h) Approve any self-dealing transaction except to the extent that such transaction meets the requirements set forth in section 5233(d) of the California Corporations Code.
- (i) Hire or remove any officers or persons contracted to do business for the Board.

Section 4. Committee Qualifications

The Chairperson of committees shall be a member of the Board. Members of the committees need not be members of the Board unless required by these Bylaws.

Section 5. **Committee Records**

Each committee shall provide the Secretary of the Board, at the office of the Corporation or the Chair of the committee with records or minutes of its meetings and shall report to the Board no less than annually or more frequently as provided herein or by resolution of the Board.

Section 6. **Removal**

All committee members serve at the pleasure of the Board and any committee member may be removed at the pleasure of the Board by majority vote.

Section 7. **Conference Committee**

The Conference Committee shall be a standing committee composed of the SkillsUSA California State Executive Director, the State Advisor, the Competitive Events Coordinator(s), Data and Scoring Coordinator, Alumni Coordinator representative(s), State Conference Operations Assistant as the case may be, the Regional Managers, State Advisors of the Year and others as appointed by the Chair of the Board. The Chair for the Conference Committee shall be the State Executive Director. The Conference Committee shall have responsibility for planning the annual state conference known as the "SkillsUSA California State Leadership and Skill Conference" and submitting an itemized budget for the conference for approval by the Board and implementing the conference. The Conference Committee may not bind the Corporation to financial or performance obligations except with the approval and consent of the Board.

Section 8. **State Advisory Committee (SAC)**

The Regional Managers and individuals recognized by the Board as the regional advisors of the year, the state Middle School, High School and College Postsecondary advisors of the year shall serve as members of the Statewide Advisory Committee (SAC). These individuals become members of the SAC and are responsible to serve in the capacity as representatives for their regions by participating as follows:

- a) **Region and State Responsibilities** The members of the SAC shall work together with the State Executive Director and SkillsUSA contracted staff to provide advice and input on all SkillsUSA California regional activities including, but not limited to, annual advisor meetings, regional competitions and state conference activities.

- b) **Advisory.** The SAC is advisory in nature and may provide input and advice to the State Executive Director or Board related to their regional operations using the process determined by the Board.
- c) **Committee Chair.** The State Executive Director shall serve as the SAC Chairperson.

Article X. General Provisions

Section 1. Bonding.

All Board members and persons contracted with SkillsUSA California handling funds shall be properly bonded via the insurance policy provided by the organization.

Section 2. Self-Dealing.

In the exercise of voting rights by members of the Board, an individual may not vote on any issue, motion or resolution which directly or indirectly insures to his/her financial benefit, except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion, or resolution if he/she first discloses the nature of his/her interest, subject to Section 5230 et seq. of the California Corporations Code or any successor statute.

Section 3. Indemnification.

To the fullest extent permitted by law, this Corporation shall indemnify its Board members and Officers, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in the Bylaws, shall have the same meaning as in section 5238 (c) of the California Corporation Code:

- a) On written request to the Board by any person seeking indemnification under Section 5238 (c) of the California Corporation Code, the Board shall promptly determine under section 5238(e) of the California Corporation Code, whether the applicable standard of conduct set forth in 5238(b) has been met and, if so, the Board shall authorize indemnification. To the fullest extent permitted by

law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this section of the Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. **Insurance.**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Board members, and other agents against any liability asserted against or incurred by any Officer, Board member, or agent in such capacity or arising out of the Officer's, Board member's, or agent's status as such.

Section 5. **Fiscal Year.**

The fiscal year of this Corporation shall be from July 1 to June 30 of each year.

Section 6. **Annual Statement of General Information.**

The Corporation shall, during the applicable filing period specified by statutes, file with the Secretary of State of the State of California on the prescribed form, a statement setting forth the required Corporate information required by law and the designation of the agent of the Corporation for the purpose of service of process, all in compliance with Sections 1502 et seq. of the California Corporations Code.

Section 7. **Agent for Service of Process.**

In meeting the requirements of California Corporation Code Section 1502 et seq. as described in Section 6 above, the corporation must, at all times have an acting agent to accept service of process for and on behalf of the Corporation. Such agent must be either a natural person residing in the State of California or a Corporation, which has complied with the requirements of Section 1505 of the California Corporations Code. The duty of the agent is to promptly notify and provide a copy to the Secretary or Chair of the Board of any notices received by such agent in his/her capacity as Agent for Service of Process at the address for the principle offices of the Corporation. It shall not be the duty of the Agent for Service of Process to respond to notices for or on behalf of the Corporation unless there is a contrary written agreement in effect between the Corporation

and such agent. Any agent may resign by filing a signed and acknowledged written statement of resignation as agent with the Secretary of State.

Article XI. Amendments

Section 1. Amendments

These Bylaws may be amended or repealed, or new Bylaws may be adopted by the Board.

Article XII. Finances and Records

Section 1. Maintenance of Corporate Records

The Corporation shall keep:

- a) Adequate and correct books and records of accounts in accordance with general accepted business practices and the National SkillsUSA Office's standards.
- b) Contracts issued to the SkillsUSA California organization by the California Department of Education shall be monitored quarterly by the Department of Education staff and quarterly reports will be required from the SkillsUSA California organization.
- c) Written minutes of the proceedings of its Board, and committee and meetings.

Article XIII. Finances

Section 1. Execution of Instruments

The Board, except as otherwise provided in these bylaws, may by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the

corporation shall be signed by the State Executive Director or Treasurer of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5. Fiscal Accountability

The SkillsUSA California organization shall conduct its financial affairs consistent with regulations for fiscal accountability according to the laws, guidelines and policies set forth by the Secretary of State, Attorney General, National SkillsUSA Office, and the California Department of Education.

Section 6. Financial Report

A financial report of the previous fiscal year shall be posted on the official SkillsUSA California website.

Section 7. Inspection of Records by Board Members

Every Board member shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of any kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Board member's agent or attorney. The right of inspection includes the right to examine and copy documents in whole or in part.

Section 8. Annual Report

The Board shall cause an annual report to be prepared for the members of the SkillsUSA California organization and the Board, within 120 days after the end of the Corporation's fiscal year. That report shall be posted on the official SkillsUSA California organization website and contain the following information, in appropriate detail, for the previous fiscal year:

- (a) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year.

- (b) The principle changes in assets and liabilities, including any trust funds.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purpose.
- (d) The expenses or distributions of the Corporation for both general and restricted purposes.
- (e) Any transaction in which the Corporation or an “interested person” who had a direct or indirect material financial interest which involved more than \$50,000, or was one of a number of transactions with the same interested person involving in the aggregate, more than \$50,000. For this purpose, an “interested person” is any Board member or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).
- (f) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under these Bylaws, unless that indemnification has already been approved by the Board under Section 5238 (e) (2) of the California Corporations Code.

Section 7. **Annual Audit**

The Board shall arrange for an annual financial audit to be conducted on the financial records of the Corporation at the end of the fiscal year. The Board Vice-Chair shall oversee the audit process and report the results to the Board, the State Executive Director, and the California Department of Education. The Board shall determine the scope and level of the annual audit unless otherwise directed by the California Department of Education. Costs for the annual audit shall come from the Corporation’s annual operating budget.

Article XIV. Construction and Definitions

Unless the content requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality, of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the SkillsUSA California organization, a California nonprofit public benefit corporation, that the above Bylaws, consisting of 21 pages are the Bylaws of this Corporation as adopted by the Board of Directors on July 12, 2019 and that they have not been amended or modified since that date.

Executed on July 12, 2019 at Sacramento, California.

SkillsUSA California, Secretary of the Board:

Printed Name: Adria Salvatore

Signature: _____

Date: _____

Rev: 7-12-19