

**SKILLSUSA NEW HAMPSHIRE, INC.
CORPORATE BYLAWS**

ARTICLE I NAME

Section 1.1 The name of this corporation is “SkillsUSA New Hampshire, Inc.” hereinafter referred to as SkillsUSA New Hampshire.

ARTICLE II PERIOD OF DURATION & FISCAL YEAR

Section 2.1 The period of duration for the Corporation is perpetual.

Section 2.2 The fiscal year of the Corporation is September 1 to August 31

ARTICLE III REGISTERED OFFICE AND REGISTRATION AGENT

Section 3.1 The registered office, registered agent, and listing of Board of Directors representatives shall be submitted annually to the New Hampshire Secretary of State as required by state law.

ARTICLE IV PURPOSES

Section 4.1 The purpose of SkillsUSA New Hampshire shall be to assist the official SkillsUSA, Inc. Charter holder, as identified by the constitution and bylaws of SkillsUSA, Inc., a Virginia incorporated nonprofit corporation, and to prepare students for leadership in the world of work.

Section 4.2 SkillsUSA New Hampshire shall be the official organizing and managing body of all divisions of SkillsUSA granted under the Charter.

Section 4.3 SkillsUSA New Hampshire shall operate through a Board of Directors who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Directors is to provide a representative system of governance to establish policy and support the purposes of SkillsUSA. The various duties are to be carried out in a manner most expedient in the Board’s judgment with all due consideration given to the democratic processes found in Robert’s Rules of Order.

Section 4.4 The corporation shall be operated exclusively for charitable and educational purposes subject to the limitations stated in the Articles of Agreement with the meaning of Section 501 (c)(3) of the Internal Revenue Service code of 1954 (or corresponding future provisions) and shall in furtherance thereof without regard to sex, race, creed or national origin, develop leadership abilities and interest in technology/career education for students who are residents of New Hampshire, by providing guidance and assistance to local student chapters dedicated to the development of such abilities and interest through participation in technology/career education or other educational activities; provided, however, that no part of the net earnings of the corporation shall insure the benefit of any private member or individual, and provided further that no substantial

part of its activities shall involve the carryon of propaganda or otherwise attempt to influence legislation. The corporation and the State Department of Education recognizes the programs and philosophies of SkillsUSA New Hampshire as being an integral part of technology/career education.

ARTICLE V POWERS

Section 5.1 The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purpose consistent with the provisions of the New Hampshire not for profit corporation laws and the aforementioned Internal Revenue Service Code.

Section 5.2 The Board of Directors shall establish policies to ensure the Corporation fulfills its mission of serving students enrolled in career and technical education serviced by SkillsUSA Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

ARTICLE VI NON PROFIT

Section 6.1 The Corporation is organized as a nonprofit, non-stock basis.

ARTICLE VII MEMBERSHIP

Section 7.1 The Corporation Board of Directors, hereinafter referred to as the "Board" shall be composed of at least five (5) persons of lawful age and shall consist of up to twelve (12) persons.

ARTICLE VIII THE BOARD OF DIRECTORS

Section 8.1: The direction and management of affairs, funds and the property of the Corporation 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 Agreement, these corporate bylaws, policy directives promulgated by the Board of Directors of New Hampshire, SkillsUSA New Hampshire and the state of New Hampshire.

Section 8.2: Election of Regional Board Members. The Board of Directors of the Corporation shall have twelve (12) members of whom six (6) shall be SkillsUSA chapter advisors, these members shall be elected by the chapters from the six regions. These regions are:

- Southwest: Keene, Claremont, Newport, Con Val, and River Valley Community College (RVCC)
- South Central: Nashua, Hudson, Milford, Pinkerton, Salem, and Nashua Community College (NCC)
- Seacoast: Dover, Rochester, Somersworth, Portsmouth, Exeter, Great Bay Community College (GBCC), and Thompson School of Applied Science (TSAS)

- North: Whitefield, Berlin, Littleton, North Conway, Plymouth, and White Mountain Community College (WMCC)
- Lakes Region: Wolfeboro, Laconia, and Lakes Region Community College (LRCC)
- Central: Manchester, Concord, Manchester Community College (MCC), and New Hampshire Technical Institute (NHTI)

In the case of a Region failing to elect a board member from their region, the position may be selected at large by the Board to fill the vacant position.

Elected regional positions shall hold office for a two year term.

Section 8.3: Appointment of Board Members. The Board of Directors of the Corporation shall have twelve (12) members of whom six (6) shall be appointed by the Board of Directors as follows:

- Two (2) shall be sitting CTE Directors or Principals who shall be ex-officio voting members;
- One (1) shall be a representative of the New Hampshire Department of Education as appointed by the Commissioner or his/her designee who shall be an ex-officio voting member; and,
- Three (3) shall be representatives of business or industry.

The business and industry representatives shall be appointed for a period of three years.

The CTE Directors or Principals shall be appointed by the Executive Board of the New Hampshire Career and Technical Administrators (NHCTA). In the case of NHCTA not appointing CTE Directors or Principals the Board may select a candidate to fill the vacant position.

The Department of Education representative will be appointed by Commissioner, the Department of Education Career Development Office, or his/her designee and shall remain a perpetual member of the Board for as long as they hold such appointment.

Section 8.4: Vacancy. In case any member of the Board of Directors shall by death, resignation, incapacity to act, or otherwise cease to be a member of the Board during that term, a successor shall be chosen by the majority vote of the members of the Board remaining in office for the remainder of the unexpired term.

Section 8.5: Absences. Two consecutive absences from the Board of Director's meetings without approval of the Board President shall constitute a member's resignation. The Board may approve reinstatement of said board member based on a written request and explanation of absences.

Section 8.6: Term and Selection. A Board member's term of service shall coincide with the Corporation's fiscal year. Each Board member should be elected or appointed by April 1 and their term will start July 1.

Board elections will be done on a staggered basis.

- Three (3) chapter advisors will be elected on even years, three (3) on odd years.
- One (1) CTE Administrator will be elected on an even year, one on an odd year.
- Two (2) business representatives will be elected on odd years, one on an even year.

Board members may serve up to two (2) additional terms for a total of three (3) terms before a mandatory break from Board service is required.

Section 8.7 Committees: The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the power to set policy or act in an official capacity in lieu of the Board. Committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

ARTICLE IX BOARD OF DIRECTORS MEETINGS

Section 9.1: The Board shall meet a minimum of one time per fiscal year for the Annual Meeting.

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

Section 9.2: The method of voting by the Board of Directors may be determined by the President consistent with New Hampshire law and Robert's Rules of Order Newly Revised.

Section 9.3: At all meetings of the Board of Directors, a quorum shall be a majority of the positions filled by election or appointment at the time of the meeting.

Section 9.4: Robert's Rules of Order Newly Revised shall be the final authority for SkillsUSA New Hampshire on all questions of procedure and parliamentary law not covered by the corporate bylaws.

Section 9.5 Minutes shall be recorded for all Board meetings and shall be submitted to the next succeeding meeting of the Board for approval, but failure to submit or to receive the minutes shall not invalidate any action taken or decision made during such meeting.

ARTICLE X OFFICERS

Section 10.1: The officers of the Corporation shall consist of the following:

- President;
- Vice-President;
- Secretary; and,
- Treasurer

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

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

Section 10.2: The President shall exercise general supervision over all the affairs of the Corporation pursuant to the policies and directives of the Board of Directors, and have all powers and duties inherent in the office of the President, including the power and duty of presiding over the meetings of the Corporation of the Board of Directors and serving as an ex-officio member of all Board Committees.

Section 10.3: The Vice-President shall, in the absence or disability of the President, exercise all duties and the powers of the President in the management of the affairs of the Corporation, and shall, at all other times, have such duties as may be delegated by the Board of Directors.

Section 10.4: The Secretary shall be charged with the care and keeping of the Corporation records and minutes, and shall exercise all duties inherent in the office of Secretary.

Section 10.5: The Treasurer shall have the care, custody, and maintain current and accurate records of the funds, securities, properties, and other assets of the Corporation and shall provide a financial report at each Board meeting and perform such other duties as the Board of Directors may delegate.

The funds of the Corporation may be entrusted to a person(s) designated by the Executive Committee of Board of Directors of SkillsUSA New Hampshire under the care and review of the Treasurer.

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

Section 10.6: The SkillsUSA New Hampshire Board may appoint or hire a State Director and provide budget and/or approval of other person(s) serving SkillsUSA New Hampshire. The State Director and other volunteers or contracted staff serve at the pleasure of the Board.

The State Director acts as the chief staff person for the Corporation, responsible conducting the affairs of the Corporation under the supervision of the Board of Directors.

The SkillsUSA New Hampshire State Director may sign all instruments in the name of and under the seal of the Corporation, shall attend all meetings of the Board of Directors, and shall perform all such duties as may be assigned by the Board of Directors.

Section 10.7: All fiscal responsibilities shall be governed by the minimum standards for state SkillsUSA Associations approved the State Association Directors and SkillsUSA Board of Directors ratified in August of 2001.

ARTICLES XI AMENDMENTS

Section 11.1 These bylaws may be amended or revised by the affirmative vote of no less than two-thirds (2/3) of the members of the Board of Directors.

Section 11.2 Proposed amendments must be in compliance with National SkillsUSA bylaws and rules.

ARTICLE XII INSPECTION RIGHTS

Section 12.1 Any member of the public may request the right to an inspection of the Corporation's books and records according to the rules and provisions of New Hampshire state law. Notification to inspect will be given in writing to the Secretary of the Board of Directors or the SkillsUSA New Hampshire State Director.

ARTICLE XIII DISSOLUTION OF THE CORPORATION

Section 13.1 Upon dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the liabilities of the Corporation, dispose of the remaining assets of the Corporation in accordance with its purposes or transfer such to SkillsUSA, Inc. or any other organization organized and operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1954 (or the corresponding future provisions of United States Internal Revenue Service Code).

Originally Adopted 1984

Revised October 20, 2014

Revised September 10, 2015

Revised December 10, 2015