

BYLAWS

of

South Carolina Association of SkillsUSA, Incorporated

Herein are the Bylaws of the Articles of Incorporation of SkillsUSA South Carolina, Inc., July 12, 2022.
The Bylaws explain the organizational structure and the operation of the Corporation.

ARTICLE I

Name

Section 1: The name of the Corporation shall be South Carolina Association of SkillsUSA, Incorporated.

ARTICLE II

Purposes

Section 1: In furtherance of the educational purposes of the Corporation set forth in the Certificate of Incorporation, the Board of Directors shall formulate policies and procedures for the issuance of charter(s) by the Corporation to local associations formed under the direction of the officials designated by the State agency responsible for the administration of career and technical education or for supervision of the administration of career and technical education in South Carolina as per State law. Hereafter known as State Agency or Agencies.

Section 2: The Board of Directors shall establish policies and procedures for the establishment of a student organizations, composed of the chartered middle, high and post-secondary schools, to be known as South Carolina Association of SkillsUSA.

ARTICLE III

Establishment of the Board; Roles and Duties

Section 1: The authority and administration of the South Carolina Association of SkillsUSA affairs shall be vested in the South Carolina Association of SkillsUSA State Board of Directors, henceforth referred to as “Board of Directors.” The roles and duties of the Board of Directors shall be as follows:

- (a) Employ an Executive Director whose duties and responsibilities shall be determined by the Board of Directors and who shall attend all meetings of the Board of Directors;
- (b) Direct, supervise, and issue annual performance appraisals of the Executive Director;
- (c) Establish Regions that represent defined geographic areas of the state;
- (d) Implement checks and balances to ensure fiscal accountability;
- (e) Oversee operations of the organization, including the execution of all contracts, deeds, mortgages, or other obligations incurred;
- (f) Develop and implement a statewide strategic plan for the organization at least once every three years;
- (g) Any other activities that are consistent with the purpose and functions of the organization as set forth in Article II of these Bylaws.

ARTICLE IV
Board of Directors

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

Section 2: There shall be one (1) non-administrative secondary representative from each of the four (4) regions on the South Carolina Association of SkillsUSA, Board of Directors, elected by the members of the Board of Directors. 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. No more than one (1) representative shall be elected to represent each of the four (4) regions of South Carolina, hereinafter specified.

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

Region 1: Abbeville, Anderson, Cherokee, Edgefield, Greenville, Greenwood, Laurens, McCormick, Oconee, Pickens, Saluda, and Spartanburg Counties.

Region 2: Chester, Fairfield, Lancaster, Lexington, Newberry, Richland, Union and York Counties.

Region 3: Chesterfield, Clarendon, Darlington, Dillon, Florence, Georgetown, Horry, Kershaw, Lee, Marion, Marlboro, Sumter, Williamsburg Counties.

Region 4: Aiken, Allendale, Bamberg, Barnwell, Beaufort, Berkeley, Calhoun, Charleston, Colleton, Dorchester, Hampton, Jasper, Orangeburg Counties.

(b) At the meeting prior to the Board of Directors Annual Retreat, the Board of Directors members shall elect a representative for a two-year term to fill the positions of regional representatives as these become vacant upon the expiration of the terms of office as specified herein.

(c) The terms of the Regional Representatives shall be two (2) years. The terms shall be staggered such that Regions I and III shall be elected in odd years, and Regions II and IV shall be elected in even years.

(d) No Regional Representative shall be eligible for service on the Board for more than three consecutive terms, except that any member who shall have been appointed by the Board to fill a vacancy for an unexpired term [as set forth in subsection (f) of this Article and Section] shall be eligible for re-election for three full terms.

- (e) Regional 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.
- (f) 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 their term, a successor shall be chosen by majority vote of the members of the Board remaining in office to serve until the next regular election for that region.

Section 3: There shall be four (4) At-Large Representatives on the SkillsUSA South Carolina, Inc., Board of Directors, elected by the members of the Board of Directors.

- (a) At the meeting prior to the Board of Directors Annual Retreat, the Board of Directors members shall elect a representative for a two-year term to fill the positions of At-Large Representative as these become vacant upon the expiration of the terms of office as specified herein. 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.
- (b) The terms of At-Large Representative shall be two (2) years. The terms shall be staggered such that two positions shall be elected in odd years, and the other two shall be elected in even years.
- (c) No At-Large Representative shall be eligible for service on the Board for more than three consecutive terms, except that any member who shall have been appointed by the Board to fill a vacancy for an unexpired term [as set forth in subsection (e) of this Article and Section] shall be eligible for re-election for three full terms.
- (d) At-Large 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 their term, a successor shall be chosen by majority vote of the members of the Board remaining in office to serve until the next Board meeting at which time an election shall be held for a new term.

Section 4: There shall be business/industry representatives on the Board of Directors in such a number as to reflect 34% or more of the Board of Directors (not including Ex-Officio). These members shall be appointed as follows:

- (a) Each term shall be for three (3) years, and no member may serve more than three consecutive terms, except that any member who shall have been appointed by the Board to fill a vacancy of an unexpired term shall be eligible for reappointment for three full terms.
- (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 their 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.
- (c) Positions in this category shall be approved by majority vote of the full Board present at a duly called meeting.
- (d) Members appointed shall:
 - be representative of their respective organizations with the full knowledge and endorsement of their organization. Travel expenses related to participation are expected to be paid by the member's organization.
 - represent state, regional or national-level organizations.
 - be selected based upon the volunteer or financial commitments made to South Carolina Association of SkillsUSA by their organization and their individual personal contributions of service or personal abilities to be brought to the Board of Directors.

Section 5: There shall be two (2) representatives from the South Carolina Technical College system. One (1) representative shall come from the faculty and one (1) representative shall come from administration.

Section 6: There shall be a minimum of one (1) but no more than two (2) representatives from the South Carolina Office of Career and Technical Education. These representatives shall be ex-officio members of the Board.

Section 7: There shall be two (2) representatives from the South Carolina Career and Technical Education Administrators Association. These representatives shall be ex-officio members of the Board.

- Section 8:** There shall be one (1) but no more than two (2) representatives from the SkillsUSA South Carolina Alumni and Friends Association. These representatives shall be ex-officio members of the Board.
- Section 9:** The board 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 10:** Newly elected or appointed members of the Board of Directors shall assume their offices and duties beginning July 1. All terms of office shall begin at this time.
- Section 11:** Removal of Board Members: Board members are expected to fulfill their duties as members of the Board of Directors, including attending all meetings of the Board of Directors. If any Board member fails to attend two (2) meetings of the Board of Directors or fails to perform the duties of the office to which he/she is elected, as described in the Bylaws, the Board of Directors may call for a removal hearing. A written notice must be mailed to the Board member in question no less than 10 days prior to such hearing. The Board member will be asked to submit a letter stating valid reasons for absences. After a fair hearing is conducted by the Board of Directors, a vote of removal shall require a two-thirds vote in order to remove the Board member in question. The vacated office shall then be either assigned by the appropriate organization or elected by the respective Regional Advisory Committee.
- Section 12:** 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 13:** The Board of Directors may elect board members, the Executive Director, and/or individual volunteers to advisory committees as necessary and appropriate to conduct business in accordance with the Bylaws of this Corporation. These committees may include, but are not limited to, a Business and Industry Partners Committee. These committees shall be formed by a majority vote of the Board of Directors and shall have a specific purpose that is directly related to the execution of the roles and duties of the Board of Directors. When appropriate, these committees shall not be permanent and shall be dissolved by majority vote of the Board of Directors or when their directives have concluded.
- Section 14:** The Board of Directors shall establish reasonable annual membership dues for its chartered school chapters.

ARTICLE V

Meetings of the Board of Directors

- Section 1:** The outgoing Chair shall call an organizational meeting conducted in executive session of the Board of Directors within 60 days prior to the annual Board Retreat.
- (a) The outgoing Chair shall preside over the election of all board officers for the new year.
 - (b) The new Chair 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 members of the Board present shall constitute a quorum for the transaction of business.
- Section 3:** The Board of Directors shall meet at least once per quarter. All Board meeting dates will be posted on the website. The minutes for each meeting of the Board of Directors shall also be posted on the website of this organization. At all meetings, where these Bylaws are silent on matters of procedure, Robert's Rules of Order, Newly Revised, shall govern.
- Section 4:** Special meetings of the Board of Directors shall be held at such time and place, or by telephone conference call, as the President or the Executive Director shall designate.
- Section 5:** A vote of the Board of Directors may be taken by electronic means.

ARTICLE VI

Officers

- Section 1:** The officers of the Corporation shall consist of:
- Board Chair
 - Board Vice Chair
 - Board Secretary
 - Finance Director (ex-officio)
 - Executive Director (ex-officio)
- (a) At the Board meeting prior to the Board Retreat, a Chair, a Vice Chair and a Secretary shall be elected from the Board's membership for a two-year term and may seek re-election.
 - (b) The officers may serve for up to two (2) consecutive terms.
 - (c) The Board of Directors, at its discretion, will appoint or employ an Executive Director and a Finance Director.

(d) Ex-officio members may not hold an office.

(e) The Board of Directors may also elect other officers as necessary to conduct business in accordance with the Bylaws of this organization.

Section 2: The Board Chair shall exercise general supervision over the affairs of the Corporation pursuant to the policies and directives of the Board of Directors and shall have all powers and duties inherent to the office of Chair, including the power and duty of presiding over the meetings of the corporation and the Board of Directors.

Section 3: The Board Vice Chair, in the absence or disability of the Chair, shall exercise all the duties and powers of the Chair in the management of the affairs of the corporation and, at all other times, shall have such duties as may be delegated to them by the Board of Directors.

Section 4: The Board Secretary shall be charged with the care and keeping of the corporate records and minutes and shall exercise all duties inherent to the office of secretary.

Section 5: The Executive Director shall be the Executive Director of the Corporation, with full authority to conduct its affairs under the general supervision of the Chair and the Board of Directors. The Executive Director shall sign all instruments in the name of and under the seal of the Corporation, shall attend all meetings of the Board of Directors, shall give notice of all meetings of the Corporation and the Board of Directors and shall perform all such other duties as may be assigned to them by the Board of Directors.

Article VII

Regional Representatives – Establishment, Purpose and Objectives

Section 1: One (1) individual shall be elected to each region as Regional Representative by members of the Board of Directors. Regional Representatives will be nominated by their CTE Director/Principal. The nominee receiving the most votes will serve as that region's representative. The nomination application will be posted on the South Carolina Association of SkillsUSA website when a vacancy occurs and in electronic communications with Professional Members. Regional Representatives whose term is expiring may submit an application to be considered to continue serving on the Board of Directors, provided that they have not reached the end of their final term on the Board.

Section 2: A minimum of two (2) Regional meetings shall be held each year. A schedule for all meetings shall be posted on the website of this organization. Members of the business, education, and SkillsUSA community shall be encouraged to attend, and a forum for these individuals to speak at the meeting shall be offered.

Section 3: Minutes shall be kept by the Regional Representative and provided to the Executive Director within 30 days of the Regional meeting. These minutes shall be posted on the Association's website.

Section 4: The Regional Representative shall serve as the chairperson.

ARTICLE VIII

Protection of Funds

Section 1: The Finance Director 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 their office. The Corporation shall bear the cost of any such bond(s).

Section 2: The Finance Director shall have the care and custody of the funds, securities, properties, and other assets of the Corporation, shall keep accurate books of account under direct supervision of the Executive Director, and shall perform such other duties as the Board of Directors or the Executive Director may delegate.

Section 3: The funds of the Corporation shall be subject to the draft of the Finance Director, the Executive Director, or a third party to be designated by the Board of Directors of South Carolina Association of SkillsUSA, Inc.

Section 4: All drafts of the Corporation 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 reviewed annually by a Certified Public Accountant.

Section 5: Any subsidiary accounts established by South Carolina Association of SkillsUSA 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 reviewed as part of the annual review of the book of account.

Section 6: All South Carolina Association of SkillsUSA funds shall be deposited in a bank designated by the state Board of Directors.

Section 7: All funds shall be disbursed by check requiring two signatures. The South Carolina Association of SkillsUSA Executive Director and Finance Director of the Board of Directors shall sign the checks. Funds may also be disbursed by SkillsUSA South Carolina credit/debit card or direct electronic payment.

Section 8: A financial report of the previous fiscal year shall be posted on the website or sent by request. The state Board of Directors will annually approve a budget and the financial reports.

Section 9: All books and records of the South Carolina Association of SkillsUSA may be inspected by any Professional Member, or committee person.

Section 10: Non-payment policy - Outstanding invoices are invoices that remain unpaid for 90 days. If a chapter has outstanding invoices to the South Carolina Association of SkillsUSA, that chapter will be unable to attend any region, state or national event unless full payment is received for that event at least ten days prior to the time of the event.

ARTICLE IX

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 Corporation.

Section 2: The officers and directors of the Corporation, with the exception of the Executive Director, the Finance Director, and State Officer Coordinator(s) shall not receive any compensation for their services as such officers and directors.

ARTICLE X

Fiscal Year

Section 1: The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE XI

Amendments

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