

**SKILLSUSA OREGON, INC.**  
**Corporate Bylaws**

**Article I: Purpose**

- Section 1.1** The purpose of SkillsUSA Oregon, Inc., hereinafter referred to as SkillsUSA Oregon, 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 a skilled workforce. SkillsUSA Oregon's core value is champions at work.
- Section 1.2** SkillsUSA Oregon shall be the official organizing and managing body of all divisions of SkillsUSA granted under the Charter.
- Section 1.3** SkillsUSA Oregon shall operate through a Board of Trustees who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Trustees is to provide a representative system of governance to establish policy and support the purposes of SkillsUSA Oregon. 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. The Board of Trustees will empower the SkillsUSA Oregon Board of Advisors, who will determine operational procedures.
- Section 1.4** SkillsUSA Oregon shall be organized and operated exclusively for charitable and educational purposes subject to the limitations stated in the Articles of Incorporation, the purpose of this Corporation shall be to engage in any lawful activities, none of which are for profit, and for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its corresponding future provisions and 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding future provisions.

**Article II: Responsibilities**

- Section 2.1** The Board of Trustees shall establish policies to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs of study serviced by SkillsUSA Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

## Article III: Membership

**Section 3.1** Composition: The Board of Trustees, hereafter referred to as the Board, shall consist of up to fifteen (15) persons. The Board shall include the following membership: (1) ~~the Education Program Specialist for Industrial and Engineering Systems from a liaison identified by~~ the Oregon Department of Education (ex-officio non-voting); (2) the SkillsUSA Oregon Executive Director/State Advisor (ex-officio voting); (3) three SkillsUSA Oregon advisors as selected by the ~~SkillsUSA Oregon Oregon DECA~~ Board of Advisors to serve a two year term; (4) one student state officer as appointed by the Executive Director from the elected team of state student officers for the duration of their respective term; (5) and up to nine other persons from education and industry representing a diverse spectrum of stakeholders committed to the mission of SkillsUSA.

**Section 3.2** Qualifications and Terms of Office: The ~~Education Program Specialist for Industrial and Engineering Systems~~ liaison from the Oregon Department of Education and the Executive Director/State Advisor shall be perpetual members of the Board as long as he/she holds such appointment by the Oregon Department of Education or the SkillsUSA Oregon Board of Trustees respectively. Three SkillsUSA Oregon local advisors shall be elected by the Board of Advisors to serve a two year term. One SkillsUSA Oregon student state officer shall be appointed by the Executive Director from the elected team of state officers. The education and industry representatives shall be nominated by the Executive Director or Board Chair and voted to the Board by a majority vote of the current members of the Board of Trustees and shall serve a two year term.

A term of office shall consist of two years, beginning and ending with the dates of SkillUSA Oregon's fiscal year, unless otherwise defined above. Additional terms may be served but may not exceed three consecutive terms.

Members may be removed from the Board by a two-thirds (2/3) majority vote of the Board with the exception of perpetual members.

**Section 3.3** Vacancies: In the case of a board vacancy, the Executive Director or Board Chair may nominate another qualified person to fulfill a term. Members filling a vacancy shall be elected to the Board by a majority vote of its members.

**Section 3.4** Board Officers: The officers of the Board shall consist of:

- ~~Industrial & Engineering Systems Specialist from Oregon Department of Education~~
- Board of Trustees Chair
- Board of Trustees Vice Chair
- Board of Trustees Secretary/Treasurer
- Executive Director

The Board Chair, Vice Chair, and the Secretary/Treasurer shall be elected from the Board's membership.

The Executive Director will be determined by the SkillsUSA Oregon Board of Trustees.

The Executive Director shall be responsible for the organization of Board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of Oregon nonprofit corporation requirements.

The Board Chair shall work closely with the Executive Director in setting meeting agendas and shall preside over each meeting.

The Vice Chair shall preside over meetings in the absence of the Chair.

The Secretary/Treasurer shall be responsible for maintenance of records, providing a yearly financial report, and recording of meeting minutes.

**Article IV: Meetings**

**Section 4.1** Quorum: At all meetings of the Board, it shall take no less than four of the existing board membership to constitute a quorum to conduct business. Any matter, excepting amendments to these bylaws, may be adopted by vote of a majority present at a meeting at which a quorum is present and where either the Executive Director or ~~Industrial & Engineering Systems Specialist~~ the Oregon Department of Education liaison are part of the quorum. The act of a majority of the Board where a quorum is present shall represent an act of the Board of Trustees provided that any actions that are inconsistent with the policies of the Oregon Department of Education or SkillsUSA Inc., may be vetoed by the ~~Industrial & Engineering Systems Specialist or~~ liaison from the Oregon Department of Education. ~~'s superintendent's office.~~

**Section 4.2** Voting: Subject to the provisions in Section 3.1, at all official business meetings each member of the Board shall have one vote. The Board Chair may vote to make a tie or break a tie. Votes may be cast by written approval of proxy, by mail, by electronic means or directly at a business meeting of the Board.

**Section 4.3** Record of Proceedings: 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.

**Section 4.4** 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.

The SkillsUSA Oregon State Officers shall be selected consistent with the SkillsUSA Oregon Student Bylaws. The SkillsUSA Oregon State Officers shall serve as a perpetual standing committee of the SkillsUSA Oregon Board of Trustees.

The SkillsUSA Oregon Board of Advisors shall consist of the Education Program Specialist for Industrial and Engineering Systems from the Oregon Department of Education, the Executive Director, six elected High School Division chapter advisors, and a current state officer of the High School Division of SkillsUSA Oregon. The SkillsUSA Oregon Board of Advisors shall serve as a perpetual standing committee of the SkillsUSA Oregon Board of Trustees with elected representation to the Board of Trustees.

**Section 4.5** Scheduled Meetings: The Board shall meet a minimum of one time per fiscal year either in person or by electronic means.

**Article V: Amendments**

**Section 5.1** 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 Trustees.

*Drafted June 1, 2013*

*[Revised July 17, 2013](#)*

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