

By-Laws

The following by-laws were passed on February 13, 2013 by the Executive Council. These by-laws are the written rules and guidance by which our alumni organization functions.

“INITIAL” BY-LAWS

of the

Massachusetts SkillsUSA Alumni & Friends Association

Article I: Objectives and Limitations

Vision Statement: Massachusetts SkillsUSA Alumni & Friends Association was established to support educational programs in the state of Massachusetts revolving around SkillsUSA. Massachusetts SkillsUSA Alumni & Friends Association strives to engage students, alumni, schools, business & industry and leaders in the state of Massachusetts to take part in educational activities and possible sponsorships.

Article II: Membership

Section 1: Massachusetts SkillsUSA Alumni & Friends Association is made up of Massachusetts SkillsUSA alumni, and any person with a desire to support and strengthen technical, skilled, and service occupations, including health occupations, education and programs in the state of Massachusetts.

Section 2: Membership in the association shall be open to all persons interested in participating and/or furthering the purpose of the Massachusetts SkillsUSA Alumni & Friends Association. No applicant shall be denied membership in the association solely on the basis of sex, race, color, creed, national origin or ancestry.

Section 3: Membership in the association is classified into the following categories:

1. ALUMNI – Any Middle School, High School or Post-Secondary graduate enrolled at one time in a SkillsUSA Chapter in Massachusetts.
2. FRIENDS – Any person not classified as “Alumni” that has a desire to further the purpose of the Massachusetts SkillsUSA Alumni & Friends Association
 - Active: Current on membership dues
 - Inactive: Dues are in arrears

Section 4: The annual dues for each member shall be determined/reviewed by the Board of Directors annually. The dues shall be paid on an annual basis and shall be paid in advance.

Section 5: Any member of the Massachusetts SkillsUSA Alumni & Friends Association may be expelled by a majority vote of the Board of Directors for non-payment of dues or for conduct unbecoming a member of the organization. A notice shall be given by the Board of Directors in writing or e-mail at least ten (10) days before the matter is to be acted upon by the Board.

Section 6: When matters are submitted for voting, each Member shall be entitled to one vote. No Member shall be entitled to vote at any election if the member’s dues are in arrears.

Article III: Meetings

Section 1: Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this bylaw at least once per year. The place of such regular meeting shall be determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place within or outside the State of Massachusetts for the holding of additional regular meetings without other notice than such resolution.

Section 2: Special meetings of the Board of Directors may be called at any time by the President, advisor or on the written or electronic request of two (2) Board members. At least twenty-four (24) hours’ notice shall be given by telephone, personal delivery, mail or email.

Section 3: The members calling any special meeting of the Board of Directors may fix a place, time and date for holding any special meeting of the Board called by them, and if no other place is fixed, the location is the principal office in the state of Massachusetts.

Section 4: Notice: Notice of any annual meeting or regular meeting shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, facsimile transmission or e-mail to each director at his or her address as shown by the records of the association.

Section 5: Tenure: Each Board member shall hold office for a three year term, or until his or her prior death, resignation or removal. A director may be removed from office with or without cause by the affirmative vote of a majority of the board members. A director may resign at any time by delivering written notice of his or her resignation to the board of directors, to the advisor of the board of directors or to the association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Massachusetts.

Section 6: Quorum: A majority of the Executive Council present shall constitute a quorum for the transaction of business at any meeting of the council

Section 7: Board Decisions: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 8: Vacancies: Any vacancy occurring in the board of shall be filled by secret ballot of the membership, Board of Director vote or appointment by the Advisor. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Any candidate running unopposed will automatically be voted into the vacant position.

Section 9: Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the association in any other capacity and receiving compensation thereof.

Section 10: Action without meeting: Unless the articles of association or by-laws provide otherwise, action required or permitted by the articles of association, by-laws or any provision of law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written or electronic consents describing the action taken and retained by the association. Action taken

without a meeting under this section is effective when the last director consents to the action, unless the consent specifies a different effective date.

Section 11: Meetings by “multi-media”: The Board of Directors may permit any or all directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted under this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting conducted in a manner described in this section is deemed to be present in person at the meeting. All action that can be considered and taken at a regular meeting of the Board of Directors can be taken at a meeting of the Board of Directors conducted under this section.

Article IV: Election of Directors

The board of Directors shall be elected by ballot according to the following procedure:

Section 1: The Executive Council will announce a vacancy within 10 days of said vacancy.

Section 2: Any Alumni Member in good standing and has been active for 2 years may be nominated and/or run for a Director position by submitting a request to be put on the ballot to the Advisor or President within 3 days of the vacancy announcement. All Candidates must be Alumni Members.

Section 3: Ballots shall be prepared and mailed or e-mailed to all Members within 5 days of the announcement and shall include the names of those running for the vacant position.

Section 4: Voting shall take place for 3 days and all ballots submitted after 3 days will not be counted. The Advisor will inform the successful candidate.

Section 5: The three year term of each newly elected Board member shall begin in August/September at an Annual Membership Meeting.

Section 6: A Director who is appointed to fill board vacancy shall complete the term to which he/she is appointed, after which he/she may seek re-election.

Article V: Directors

Section 1: The operation of the Massachusetts SkillsUSA Alumni & Friends Association, the direction of its work and control of its property shall be vested in a Board of Directors. The Board of Directors shall consist of no more than thirteen (13) Directors. The Advisor of the association shall be a non-voting member of the Board of Directors. The Advisor shall be appointed, and shall serve at the will of the board of directors and assume the duties of the job description for that position.

Section 2: The terms of Directors shall be staggered so that no more than two-third's (2/3) of the Directors shall have their terms expiring in any given year. Initial Directors of Massachusetts SkillsUSA Alumni & Friends Association shall be appointed for a staggering 3 year term. The following two groups will be elected together:

1. President, Secretary, Report, 3 district representatives (2,3,4)
2. Vice President, Treasurer, Historian, 3 district representatives (1,5,6)

Section 3: The Board of Directors shall, in addition to its usual functions:

1. Accept resignations and facilitate elections on the Board.
2. Hold regular meetings during the course of the year.
3. Report in full in the "Fall Annual Report" the following:
 1. The work of the Massachusetts SkillsUSA Alumni & Friends Association during the past year.
 2. The finances of the Massachusetts SkillsUSA Alumni & Friends Association during the past year.
4. Must attend the Fall State Leadership Conference and one other event other than the State Leadership and Skills Conference. The only exceptions will be made by the Advisor due to extenuating circumstances.

Section 4: The Advisor of the Massachusetts SkillsUSA Alumni & Friends Association shall attend all meetings of the Board of Directors, but is not empowered to vote.

Section 5: Should any Director be absent from three (3) board meetings for any reason other than absence from state or illness, the board will vote on removal from the position.

Section 6: Any director or agent appointed by the Board of Directors may be removed at any time by a quorum vote by the board, by the advisor, or by a Massachusetts SkillsUSA employee, with cause and notwithstanding the contract rights, if any, of the director removed. The appointment of a director does not itself create contract rights.

Section 7: Duties of the Directors

Advisor: (1) The Advisor shall perform duties asked by the Board of Directors. The Advisor shall be in charge of running the day-to-day operations of the association and shall maintain all records at the direction of the Massachusetts SkillsUSA Alumni & Friends Association Board of Directors. Such activities may include: website, list-serve, emails, mailbox, etc.

President:

- Conducts all Alumni & Friends Association Meetings, making sure that they start on time and follow the order of business
- Assists the Alumni Advisor with necessary duties to accomplish tasks
- Knows what work needs to be done and when to delegate it
- Prepares all Alumni & Friends Association Meeting agendas, along with the Alumni Advisor and Secretary
- Has a complete understanding of the items being discussed and the possible effects of their recommendations
- Brings issues to a satisfactory conclusion when sensing a discussion is dragging or being monopolized
- Keeps in contact with the Alumni Advisor and communicates any information with the other members of the Alumni & Friends Association
- Works with the committees appointed by the Alumni & Friends Association, so that they have a proper structure and appropriate assignments
- Attends committee meetings where appropriate

- Keeps Alumni members informed of any cancellations or adjustments that are being made to any activity

Vice President:

- As first assistant to the President, should prepare for the office as carefully as the President
- Prepares to run Alumni & Friends Association Meetings in the absence of the President
- Assists the President by meeting with committees where appropriate
- Assists the Alumni Advisor with providing a year-end report on the accomplishments of the Alumni & Friends Association to be presented at the Fall General Meeting.
- Keeps in contact with the President & Advisor and assists in communicating any cancellations or adjustments that are being made to any activity
- Responsible for assisting the Community Service Committee in accomplishing the projects planned for the year
- Conference registration

Secretary:

- Keeps the minutes of all Alumni & Friends Association Meetings
- Prepares the agenda, along with the Alumni Advisor and President, for all Alumni & Friends Association Meetings
- Comes prepared with a copy of the previous meetings minutes to be accepted and distributed to the other members of the Alumni & Friends Association
- Keeps the minutes of all meetings in an organized manner in the Secretary's notebook
- Counts votes when a official motion has been made
- Keeps a copy of the State and National Constitution and by-laws for reference during meetings
- Is prepared at all meetings and conferences with the secretary's notebook and any other necessary materials
- Assists the Alumni Advisor by taking notes of any feedback, suggestions, or changes that need to be made in order to continuously grow and improve the system

Treasurer:

- Serves as the chairperson for the Alumni Finance/Fundraising Committee
- Keeps track of Alumni & Friends Association funds
- Assists the Alumni Advisor and President to develop the annual budget
- Keeps track of financial situations that include the Alumni & Friends Association and reports on such matters at meetings
- Maintains an accurate spreadsheet of every financial transaction involving Alumni & Friends Association funds, including; income and expenses
- Masters a basic knowledge of accounting
- Collects, records, and transfers funds to the Alumni account
- Issues and maintains records of receipts
- Prepared at all meetings and conferences with the treasurer's notebook and any other necessary materials
- Keeps track of membership dues and works to collect dues when they become due
- Follow accounting procedures determined by the board of directors
- Gives treasurer report updates at meetings
- Responsible for all state and federal tax filings
- Seeks support from business & industry to provide incentives to all SkillsUSA Alumnus
- Keeps a track of all the rewards programs and partnerships established
- Manages all fundraising efforts at conferences

Reporter:

- Manages all marketing efforts of the association including social media, e-mail marketing, list serves, and public relations
- Publishes electronic or paper newsletter quarterly with the help of the rest of the Board of Directors
- Assists the Historian with documenting events
- Prepares and distributes news releases to local media
- Assists the treasurer with fundraising efforts through creating marketing materials used to drive sponsorship

Historian:

- Designs and seeks input and participation of the Alumni members in the development of the Alumni & Friends Association Scrap Book
- Collects objects, papers, materials, etc. from every activity that the Alumni & Friends Association participates in

- Returns the completed Alumni & Friends Scrap Book to the Alumni Advisor at the end of the year
- Prepared at all meetings, events, and conferences with a camera to take pictures for the scrap book
- Obtains any other necessary materials to complete the scrap book for the Alumni archives
- Organizes and hosts all social events

District Representatives:

- Districts will consist of Districts I, II, III, IV, V, VI. A district representative will be voted in for each district by board of director vote
- Must be an active alumni member for 2 years
- Provides leadership to the Alumni and schools in the District
- Assists the Alumni Advisor and President organize activities and events in the District
- Is responsible for helping the Membership Committee increase membership in the District
- Attends the District Conference as an Alumni Representative
- Operates the Resource Booth at the District Conference
- Works with Treasurer to provide information, contacts, etc. in the District
- Works with the Historian to provide information of Alumni success stories and events taking place in the District that pertain to the association
- The Advisor will appoint one district representative additional duties as District Representative Mentor to supervise all District responsibilities, including entering membership data
- Conducts community service in their district

Article VI: Committees

Section 1: Standing Committees

1. Finance Committee: Appointed prior to each Fall meeting, consisting of three (3) or more members. It shall be the duty of the Finance Committee to examine and audit the books and accounts of the Treasurer at the close of each year's business, and to report its findings in writing to the Board of Directors. The report is submitted to the membership of the Massachusetts SkillsUSA Alumni & Friends Association in its "Annual Fall

Report” for review and approval, with written comment on it by the Board. This committee will also assist the Treasurer with fundraising.

2. Governance Committee: Appointed to increase the membership to the betterment of the Massachusetts SkillsUSA Alumni & Friends Association. The Governance Committee will also oversee all by-law changes and prepare major issues for voting by the board.

Section 2: Special Committees

1. The Board of Directors shall authorize and define the powers and duties of all standing and special committees, except those committees whose functions are set forth in these bylaws. Subject to confirmation of the Board of Directors, the President shall appoint all committee chairmen. Committee appointees shall serve at the will and pleasure of the President.
2. It shall be the function of the special committees to make investigations, conduct hearings, make recommendations to the Board of Directors and carry on such activities as may be delegated to them by the Board. They may also examine and report on subjects they may deem proper for its consideration.

Article VII: Amendments

Section 1: By-law Amendments

By-laws may be amended or repealed and new by-laws adopted by a three-fourths (3/4) vote of the directors present at any Board of Directors meeting. Ten day written or electronic notice must be given to the Board members to amend, repeal, or adopt new by-laws.

Article IX: Indemnification of Directors and Officers

Section 1: Actions Against Directors of Officers Generally: The Association shall indemnify each person who shall have served as a director or officer of this Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director or officer of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other entity or enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in

a manner he reasonably believed to be in or not opposed to the best interests of the Association or such other association, partnership, joint venture, trust or other entity or enterprise, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the association or such other association, partnership, joint venture, trust or other entity or enterprise, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The association shall not indemnify such person in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might be reasonably incurred in conducting the action, suit or proceeding to final conclusion. In the event such person refuses to agree to a settlement or compromise which is determined by a majority of the disinterested members of the board of directors to be in the best interest of the association, the association shall not indemnify such person in respect of any expenses incurred by such person after such determination.

Section 2: Actions by or on behalf of the Association: The Association shall indemnify each person who shall have served as a director or officer of this association who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the association to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the association, or is or was serving at the request of the association as a director, officer, employee or agent of another association, partnership, joint venture, trust or other entity or enterprise against expenses, including attorneys fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believes to be in or not opposed to the best interests

Article X: Effective Date

These by-laws shall be effective as of September 1, 2014