

**ARTICLES OF INCORPORATION AND BYLAWS FOR  
SkillsUSA GEORGIA, INC.  
A NONPROFIT EDUCATIONAL ORGANIZATION  
Revised October 16, 2009**

**ARTICLE I            NAME**

The name of this corporation is “SkillsUSA Georgia, Inc.”

**ARTICLE II           PERIOD OF DURATION**

The bylaws will go into effect on October 9, 2004. The period of duration of the corporation is perpetual.

**ARTICLE III           REGISTERD OFFICE AND REGISTRATION AGENT**

The address of its initial registered office in the state of Georgia is 301 Cleveland Street, Thompson, GA, 30824, and the name of its initial registered agent is Robert H. Anthony, Jr.

**ARTICLE IV           PURPOSES**

The corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1954 (or corresponding provision of any further Revenue Law), 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 Georgia, 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 inure to the benefit of any private member or individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda or otherwise attempt to influence legislation. The corporation recognizes the educational programs and philosophies of SkillsUSA Georgia as being an integral part of technology/career education.

**ARTICLE V            POWERS**

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 (applicable state not-for-profit corporation act) and section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE VI           NON PROFIT**

This corporation is organized on a nonprofit, non-stock basis.

## **ARTICLE VII MEMBERS**

There shall be three classes of members: Professional, associate, and honorary.

The professional members of this organization shall consist of the chapter advisors within the State of Georgia, secondary division, who are professional members in good standing of SkillsUSA Georgia, Inc. Voting rights of the professional members shall be in accordance with the bylaws of this corporation. Only members in good standing with this association and of SkillsUSA Georgia, Inc. may claim such member privileges and benefits as may be rendered or offered.

The associate members of this organization shall consist of cooperative employers and/or training station sponsors, advisory council members and lay persons associated with and contributing to the improvement and development of the corporation and technology/career education. They are not eligible to vote or hold office unless they are appointed to a position on the Board of Directors.

The honorary members are those persons designated by the Board of Directors in recognition of their interest in or service to the Corporation. Such memberships shall be effective for such periods as the Board shall determine, shall not be transferable, and shall not entitle "honorary members" to voting rights.

## **ARTICLE VIII THE BOARD OF DIRECTORS**

**Section 1:** The direction and management of affairs, funds, and 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 Incorporation, these Bylaws, policy directives promulgated by the Board of Directors of Georgia, SkillsUSA Georgia, Inc., and the laws of the state of Georgia.

**Section 2:** The Board of Directors of the Corporation shall have eleven (11) members of whom four (4) shall be chapter advisors (one from each SkillsUSA Georgia combined region of the state as outlined in Article VIII, Section 4) elected by the professional members of their respective region; one (1) shall be president of the SkillsUSA Georgia Advisors Association; four (4) shall be representatives of business and industry; one (1) shall be a technology/career education administrator; and one (1) shall be a "member at large".

The business and industry representatives, member at large, and technology/career education administrator shall be appointed by the Board of

Directors for a period of three years. Appointed board members may succeed themselves with board approval.

**Section 3:** The President shall be elected annually by the entire Board of Directors at the annual meeting of the Board.

**Section 4:** All elected members of the Board of Directors shall hold office for a two-year term. The terms of the SkillsUSA Georgia regional advisors serving on the first board will be on a staggered basis. The board will include one advisor representative from each region. Representatives from regions I, II, V and VI will be elected on odd number years. Representatives from regions III, IV, VII and VIII will be elected on even number years.

The SkillsUSA Georgia Advisors Association President shall hold office by virtue of the position. A representative of the Georgia Department of Education and the Executive Director shall be ex-officio members.

**Section 5:** 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, to serve for the remainder of the unexpired term. Two consecutive absences from the Board of Director's meetings shall constitute a members resignation. The board may approve reinstatement of said board member based on a written request and explanation of absences.

**Section 6:** Each region advisor representative must be elected by March 1 and their term will start July 1.

## **ARTICLE IX MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1:** Annual or special meetings of the Board of Directors shall be held at such time and place as the President shall designate. Ten days notice in writing shall be given of all annual or special meetings.

**Section 2:** The method of voting by the Board of Directors may be determined by the President.

**Section 3:** At all meetings of the Board of Directors, the presence of not less than six members shall constitute a quorum for the transaction of business.

**Section 4:** The most recently revised *Robert's Rules of Order* shall be the final authority for SkillsUSA Georgia, Inc. on all questions of procedure and parliamentary law not covered by the laws of this Corporation.

## **ARTICLE X OFFICERS**

**Section 1:** The officers of the Corporation shall consist of the following: President; Vice-President; Secretary; Treasurer; each of whom shall also function as officers and members of the Board of Directors, as well as the Executive Committee, with the right to make management decisions.

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

The Board of Directors, shall at their discretion, determine the employment of the SkillsUSA Georgia Executive Director.

**Section 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 and Board of Directors.

**Section 3:** The Vice-President shall, in the absence or disability of the President, exercise all the duties and 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 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 5:** The Treasurer shall have the care and custody of the records of the funds, securities, properties, and other assets of the Corporation in keeping with state education agency policy; keep accurate books of account and perform such other duties as the Board of Directors may delegate.

The funds of the Corporation shall be entrusted to the State Executive Director, Secretary/Treasurer, or person(s) designated by the Executive Board of Directors of SkillsUSA Georgia, Inc. All drafts of the Corporation greater than \$5000.00 will require a co-signature by designated parties and shall be subject to the draft of no other person(s). The books of account shall be audited annually by an audit committee appointed by the Chairman of the Board and chaired by the Secretary/Treasurer.

**Section 6:** The SkillsUSA Georgia Executive Director shall be the chief staff person for the Corporation, responsible to the state association to conduct the affairs of the Corporation under the general supervision of the Board of Directors.

The SkillsUSA Georgia 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 duties as may be assigned by the Board of Directors.

## ***ARTICLE XI***            **AMENDMENTS**

The Board of Directors, at a special or annual meeting of the Board of Directors, may propose amendments to the bylaws. The professional members will be notified of the proposed amendments at least thirty days prior to the vote on the amendments. Upon

affirmative vote of a plurality of the professional members, the amendments shall be adopted by resolution and transmitted in writing to the Secretary of SkillsUSA Georgia, Inc. Proposed amendments must be in compliance with National SkillsUSA bylaws and rules.

***ARTICLE XII***      **MEMBER INSPECTION RIGHTS**

Any professional member has the right to an inspection of the Corporation's books and records. Notification to inspect will be given in writing to the Secretary of the Board of Directors or the SkillsUSA Georgia Executive Director.

***ARTICLE XIII***      **DISSOLUTION OF THE CORPORATION**

Upon dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of the remaining assets of the Corporation in accordance with its purposes or transfer such to the National 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 provision of any future United States Internal Revenue Law).