

**SKILLSUSA NEW MEXICO,  
A NEW MEXICO NONPROFIT CORPORATION**

**BYLAWS**

SkillsUSA New Mexico, a New Mexico Nonprofit Corporation, (the “Corporation”), commonly referred to as SkillsUSA NM, adopts the following Bylaws:

ARTICLE I

PURPOSE

The Corporation is organized and will at all times be operated exclusively to promote the career and technical education and skill training of students enrolled in a Career Technical Education (CTE) program of study to assist students in becoming world-class workers, leaders and responsible American Citizens and for other charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (“Code”). The Corporation will not carry on any activity not permitted to be carried on by, or which would jeopardize the tax exempt status of, an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, will be devoted to said purposes. No substantial part of the activities of the Corporation will constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation will not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

## ARTICLE II

### MEMBERS

The Corporation will not have members as defined in the New Mexico Nonprofit Corporation Act. The Corporation may have participants or contributors with membership designations, but these participants or contributors will not be Members as defined in the Nonprofit Corporation Act.

## ARTICLE III

### BOARD OF DIRECTORS

1. Number, Tenure, Qualification, Election: The Board of Directors (the “Board”) will consist of at least three (3) Directors who will be elected by the Directors at their Regular Meeting scheduled annually during the State Leadership and Skills Conference (or at such other time and date as determined by the Chairperson of the Board of Directors) to serve for a two-year term, except for the State High School President and the Post-Secondary School President who will serve one-year terms. The Board will be divided into two classes of Directors and the classes will be as nearly equal in number as possible based on the total number of Directors. The classes of the Board will serve for staggered terms as determined by the Board. Each Director, except for the State High School President and the Post-Secondary School President, is eligible to serve as a Director for two consecutive two-year terms; thereafter, such Director must cease to serve for at least one year prior to being eligible for reelection to the Board. Persons serving as the State High School President and the Post-Secondary School President are eligible to serve for a single one-year term. The Board will consist of the following: (i) at least one advisor representative from each of the regions of the high

schools and post-secondary schools serviced by the Corporation; (ii) the State High School President; (iii) the Post-Secondary School President; (iv) representatives from business and industry; (v) an alumni member of the Corporation; (vi) a representative of the Public Education Department-CCRB; (vii) the State Director; and (viii) the State Officer Coordinator. The representatives from business and industry will make up one-fourth of the Board's membership. The representative of the Public Education Department-CCRB, the State Director, and the State Officer Coordinator will serve in non-voting positions on the Board. Each Director representing a region of the high schools and post-secondary schools serviced by the Corporation must have a minimum of three years of teaching experience. A Director need not be a New Mexico resident. A Director may be removed with or without cause by a majority vote of the Directors, or may resign. Vacancies may be filled by the majority vote of the remaining Directors, even if it is less than a quorum. Newly created directorships may be filled by the Directors for the remainder of the removed or resigning Director's term and the newly elected Director will be eligible to serve two additional consecutive two-year terms, except for persons serving as the State High School President and the Post-Secondary School President whose term will be coterminous with their role respective roles as President.

2. Meetings: Regular Meetings of the Board will be held no less than twice in any fiscal year. The State Director and the Board will establish a calendar of Regular Meetings at least twelve months in advance. The calendar will serve as notice of Regular Meetings, the starting date, time and location of the Regular Meetings. Written confirmation of Regular Meetings and the agenda and information relative to items of business will be sent to Directors, no less than seven days in advance. Each Director is

required to attend a minimum of 75% of Board meetings each year. Special Meetings of the Board may be called by the Chairperson of the Board, any three voting Directors, or by the State Director and any two voting Directors, and will be held at the time and place fixed by the State Director on written notice given to each Director at least seven days before the meeting. The Chairperson in consultation with the Secretary and State Director will determine the selection and order of business during Board meetings. Board meetings will prioritize matters of policy and planning as well as priority issues and problems over administrative matters. At least once a year the Board will consider the long-range plans of the Corporation.

3. Quorum, Action: A majority of the number of Directors then in office will constitute a quorum at Board Meetings. A quorum, once attained, continues until adjournment despite voluntary withdrawal of enough Directors to leave less than a quorum. The Directors will manage the affairs of the Corporation, and may act only as a Board with each Director having one vote, except the representative of the Public Education Department-CCRB, the State Director, and the State Officer Coordinator who will have no vote. Any Director who is not in attendance at a Board meeting may give a written proxy to the Board Chairperson authorizing the proxy-holder to vote on behalf the absent Director. The act of a majority of voting Directors present at a meeting at which a quorum is present will be the act of the Board unless a greater number is required by the Nonprofit Corporation Act or these Bylaws.

4. Officers of the Board. The Board will elect from among the Directors the following Officers of the Board:

A. Chairperson. The Chairperson of the Board will preside at all meetings of the Board and will have such other powers and duties as are incident to the office or as may be assigned from time to time by the Board. The Chairperson will be elected for a two-year term or until a successor is elected. A person elected as Chairperson may serve for no more than two consecutive two-year terms.

B. Vice-Chairperson. The Vice-Chairperson will perform the duties of the Chairperson during the absence, disability, or failure to act of the Chairperson and will have such other powers and duties as are incident to the office or as may be assigned from time to time by the Board. The Vice-Chairperson will be elected for a one-year term or until a successor is elected. A person elected as Vice-Chairperson may serve for no more than two consecutive one-year terms.

C. Secretary. The Secretary will keep and have custody of the minutes of all Board and any Committee meetings, and will have such other powers and duties as are incident to the office or as may be assigned from time to time by the Board. The Secretary will prepare an agenda for all Board meetings in collaboration with the Chairperson and the State Director. The Secretary may be assisted in the performance of the duties described herein by professional staff or other persons as the Secretary deems desirable. The Secretary will be elected for a one-year term or until a successor is elected. A person elected as Secretary may serve for no more than two consecutive one-year terms.

D. Treasurer. The Treasurer will be responsible for keeping correct and complete books and records of account for the Corporation. The Treasurer may be assisted in the performance of the duties described herein by professional staff or other

persons as the Treasurer deems desirable. The Treasurer will be elected for a one-year term or until a successor is elected. A person elected as Treasurer may serve for no more than two consecutive one-year terms.

#### ARTICLE IV

#### OFFICERS

1. Number, Tenure, Qualification, Election: The Officers of the Corporation will be a Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other Officers as the Board may decide. Officers need not be New Mexico residents and each may be elected by the majority vote of the Board to serve until their successors are elected and qualified. An Officer may be removed with or without cause by a majority vote of the Board, or may resign. Vacancies and newly created offices may be filled by the Board at any special or annual meeting. An Officer that is removed prior to the end of his or her term may continue to serve as a Director upon majority vote of the Board. One person may hold more than one office. Officers will perform the duties and have the powers assigned by the Board, incident to the office and provided in these Bylaws.

#### ARTICLE V

#### EXECUTIVE DIRECTOR

The Board may employ an Executive Director upon such terms and conditions as it deems proper, who will be responsible for the conduct of the Corporation's business within the prescribed policies of the Board. The Executive Director will hire, assign, supervise and terminate employees of the Corporation in accordance with the policies, positions and salaries established by the Board.

## ARTICLE VI

### BOARD COMMITTEES

The Board may designate and appoint Committees as needed, each of which will consist of at least two Directors and will have and may exercise the authority of the Board, except to the extent limited by law. The Board will designate an Executive Committee which will consist of all of the officers of the Board. At least one Director on the Committee will serve as chairperson of the Committee. Members of a Committee may be drawn from the Board and community volunteers. A majority of the members of a Committee may fix its rules of procedure. An action by a Committee will be reported to the Board at a Board meeting succeeding such action and will be subject to revision by the Board although no rights of third parties will be affected by any such revision. The designation and appointment of any Committee and the delegation thereto of authority will not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or a Director. At the discretion of the Board, members of a Committee may be appointed to serve in an advisory and non-voting role of the Committee.

## ARTICLE VII

### TELEPHONIC PARTICIPATION AT MEETINGS

Directors or any committee designated by the Board may participate in a meeting of the Board or Committee by means of a conference phone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means will constitute presence in person at the meeting.

## ARTICLE VIII

### ACTING WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors. Electronic mail constitutes a writing for purposes of this Article.

## ARTICLE IX

### NOTICE

1. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws will be in writing and will be deemed delivered: (i) upon actual receipt, confirmed in writing; (ii) two days after being deposited in U.S. certified mail postage pre-paid and return receipt requested; or (iii) one day after being deposited with a national recognized courier for arranged delivery, addressed to the person entitled thereto at his last address appearing on the records of the Corporation. Electronic mail and facsimile transmissions constitute writings for purposes of this paragraph, but notices sent by such means will only be deemed delivered upon actual receipt with written confirmation of successful delivery, including without limitation confirmation made by reply email.

2. Waiver of Notice. Whenever any notice is required to be given to any Director, a waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a Director at a meeting constitutes a waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.



## ARTICLE X

### MONETARY MATTERS

1. Funds and Borrowing: The depository for corporate funds, the persons entitled to draw against these funds, the persons entitled to borrow on behalf of the Corporation, and the manner of accomplishing these matters will be determined by the Board.

2. Compensation and Pecuniary Benefit: No Director or Officer will receive, directly or indirectly, any income, profit or pecuniary benefit from the Corporation, except that the Corporation may reimburse them from corporate funds upon proper documentation for expenses incurred on behalf of the Corporation, and may reasonably compensate them for services rendered in furtherance of the corporate purposes.

3. Provision Against Sharing in Corporate Earnings: No Director or Officer will receive at any time any of the net earnings of the Corporation, or share in any of the corporate assets upon dissolution of the Corporation.

4. Fiscal Year: The Corporation's fiscal year shall run from July 1 of one year to June 30 of the next succeeding year.

## ARTICLE XI

### INDEMNITY

The Corporation will indemnify and defend each Director and Officer of the Corporation, and their heirs, legal representatives, successors and devisees, against all loss, liability or expense (including costs and attorneys' fees actually and reasonably incurred) in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been an

Officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if the Director or Officer is adjudged to have been guilty of willful misconduct or recklessness in the performance of duty to the Corporation. Advance indemnification may be allowed of a Director or Officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, if the Director or Officer agrees to reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification by reason of willful misconduct or recklessness in the performance of duty to the Corporation. The Corporation will carry Directors and Officers insurance and the Board will determine the terms of coverage of the insurance.

## ARTICLE XII

### INTERESTED PARTIES

No transaction of the Corporation will be affected because a Director or Officer of the Corporation is interested in the transaction, unless the transaction is in violation of the Articles of Incorporation, these Bylaws, or any conflict of interest policy adopted by the Board of Directors. Such interested parties will not be counted for quorum purposes and may not vote when the Corporation considers the transaction. Such interested parties will not be liable to the Corporation for the party's profits, or the Corporation's losses, from the transaction.

## ARTICLE XIII

### AMENDMENTS

These Bylaws and the Corporation's Articles of Incorporation may be altered, amended or repealed by a two-thirds (2/3) majority vote of the entire Board.

ARTICLE XIV

SEAL AND MEMBERSHIP CERTIFICATE

The Board may, but need not, adopt a form of seal to be used by the Corporation, but the failure to use a corporate seal does not affect the validity of any instrument or any action taken in reliance thereon or in pursuance thereof.