

# OHIO ASSOCIATION OF SKILLSUSA, INC.

## CODE OF REGULATIONS

### **Article 1. Name**

The Association is named Ohio Association of SkillsUSA, Inc. (the “Association”) and also does business as “SkillsUSA Ohio”.

### **Article 2. Location of Office**

The headquarters and principal office are at the Ohio Department of Education (“ODE”), Columbus, Ohio. The Board of Directors (the “Board”) will designate the locations of any additional Ohio business offices.

### **Article 3. Non-profit Status, Relationships with Government Agencies**

3.1 Governing Authorities for Non-Profit Status. The Association is an Ohio non-profit corporation under Chapter 1702 of the Ohio Revised Code and exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Association operates in accordance with the Ohio non-profit laws and the Internal Revenue Code and regulations governing tax-exempt organizations.

3.2 Relationship with National SkillsUSA. The national SkillsUSA organization (“SkillsUSA”) has granted the Association a state charter. To maintain the state charter and remain in good standing, the Association, with the assistance of ODE, must meet certain requirements and operate in accordance with the SkillsUSA bylaws. The Association, by affiliation with SkillsUSA, adopts the purposes, the motto, the pledge, creed, colors, symbols, and rituals of SkillsUSA, which are outlined in the *Official Guide of SkillsUSA*. The Association recognizes SkillsUSA as the official supplier of all items of jewelry, official uniform apparel, and paraphernalia.

3.3 Relationship with the Ohio Department of Education. The ODE, Office of Career-Technical Education, and the Association, as an Ohio career-technical student organization chartered by SkillsUSA, work together to promote training for middle school, high school and college students preparing for careers in technical, skilled, health and service occupation education programs. The Association delivers all aspects of its programs and activities in cooperation and in concert with the ODE, Office of Career-Technical Education. The ODE, Office of Career-Technical Education oversees, in concert with the Association Board of Directors and as provided for within this Code of Regulations, Association expenditures and contracts and provides personnel, services, and facilities to administer or assist in administering the Association’s programs and activities in a manner that enables the Association to maintain its standing with SkillsUSA and accomplish its objectives under SkillsUSA’s requirements. The Assistant Director for Trade and Industrial Education will serve as the ex officio President of the Association (as more fully described in Section 12 of this Code of Regulations). ODE personnel may not receive compensation from the Association for their services; provided, however, personnel may be reimbursed for travel and other legitimate expenses as defined by the Director

of the Office of Career-Technical Education, ODE and approved by the Board. The ODE may at any time terminate its relationship with the Association and its programs for cause, including but not limited to any Association actions or inactions that put the Association's standing with SkillsUSA in jeopardy, the Association's failure to operate in a prudent and fiscally sound manner, and other Association actions or inactions that materially violate the Ohio Department of Education's policies to enhance career-technical education and leadership development.

#### **Article 4. Purpose**

As provided in its Articles of Incorporation, the Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, more specifically to promote training for middle school, high school and college students preparing for careers in technical, skilled, health and service occupations, including citizenship and leadership development.

#### **Article 5. Chapters**

5.1 SkillsUSA Chapters. The Association consists of chapters chartered by the Association and SkillsUSA. The Association may grant one state chapter charter in the name of each eligible middle school, high school, or college campus. A school or campus having more than one trade or class may have more than one club under its charter.

5.2 Charter Requirements. To qualify for a state charter, a local chapter at a middle school, high school, or college campus must:

- (i) have at least six active members who are members at the local, state and national levels;
- (ii) have programs approved by the Trade and Industrial Education unit, Ohio Department of Education; and
- (iii) be open to all students in a requisite educational program, regardless of race, color, religion, sex, national orientation, or handicap.

5.3 Board to Set Charter Policies. The Board, in its discretion, may adopt rules and policies related to the issuance and suspension of charters to local chapters in Ohio.

5.4 Constituent Districts and Regions. The President, in his/her discretion, will designate districts and regions of local chapters within Ohio. Each region will hold a Fall Regional Delegate Assembly, where the delegates will elect an officer team consisting of a president, vice president, and 5 at large regional officers, whose duties will be assigned by Supervisory Staff (as defined in Section 12 of this Code of Regulations). Officer eligibility and election procedures will be based upon the procedures established by the Board for state officer elections.

## **Article 6. Membership**

6.1 Membership Classes. The Association has four classes of membership: active, alumni, professional, and honorary life.

6.2 Active Members. To become an active member and retain membership in a local chapter, a student must be enrolled in a program approved by the Office of Career Technical Education, Ohio Department of Education, or the Ohio Department of Higher Education in one of three active member divisions:

6.2.1 High School Members. High School Members are students enrolled in a coherent sequence of courses or a career major that prepares them for further education and employment related to technology, trades, health, or industry. The student must be earning credit toward a high school diploma, certificate or its equivalent during the school year immediately preceding the National Leadership and Skills Conference. High School Members are in grades 9-12.

6.2.2 Middle School Members. Middle School Members are students enrolled in approved middle school courses and in grades 7-9.

6.2.3 College/Postsecondary Members. College/Postsecondary Members are students enrolled in a coherent sequence of courses or a career major that prepares them for further education and employment related to technology, trades, health or industry. The student must be earning credit toward a postsecondary degree or certificate during the school year immediately preceding the National Leadership and Skills Conference.

6.3 Professional Members. Professional members are persons associated with or participating in professional development of the Association, such as advisors, teacher educators, and supervisors. Professional members pay dues established by SkillsUSA and have a voice but no voting rights.

6.4 Honorary Life Members. Honorary life members are persons outside the public schools who have shown a sustained interest in and contributed to career technical education. The Board selects honorary members by a three-fourths affirmative vote.

6.5 Board to Set Policies. The Board may adopt policies regulating membership eligibility.

## **Article 7. Dues**

7.1 Association Dues. The Board will submit its recommendation for dues to each local chapter at least 30 days prior to the State Delegate Assembly. The delegates, by majority vote, establish annual membership dues of the Association. Dues must be paid in full before a chapter is permitted to participate in the SkillsUSA Ohio Championships and before any chapter member applies for a national, state, or regional office.

7.2 Membership Year. The membership year of the Association is from September 1 through August 31.

## **Article 8. State Delegate Assembly**

### **8.1 Meetings.**

8.1.1 Annual Meeting. The annual meeting of the State Delegate Assembly is held during the SkillsUSA Ohio Championships at the time and place determined by the Board. The annual meeting agenda will include the following items:

- (a) Election of national high school and college/postsecondary voting delegates and alternates
- (b) Election of candidates for high school and college/postsecondary national office
- (c) Election of high school state officers
- (d) Election of college/postsecondary state officers
- (e) Consideration of relevant business for the delegate assembly

8.1.2 Special Meetings. Special meetings of the State Delegate Assembly will be called by the Board when at least two-thirds of the Ohio districts sign a written petition advocating a special meeting and the purpose of the meeting. Meetings of the delegate assembly are open to all members in good standing, but voting is restricted to official voting delegates.

8.2 Voting Delegates. Each Career Technical Planning District (“CTPD”) and Community College with a charter from the Association is entitled to send voting delegates to the SkillsUSA Ohio Championships based upon their respective numbers of SkillsUSA members:

<b>Number of Members</b>	<b>Number of Delegates</b>
6 – 125	3
126 – 375	4
376 – 625	5
626 – 875	6
876 – 1125	7
For each additional 250	1

The Board may adjust delegate numbers per number of members as it deems necessary to reflect changes in the membership of the Association.

## **Article 9. High School State Officers**

9.1 Student Officers. The elected high school state officers will be president, vice president, at large state officers, whose duties will be assigned by Supervisory Staff.

9.2 Term. High School officers will have a term of one year, or until their successors are elected. The term begins at the close of the SkillsUSA Ohio Championships. No member serves more than one term as a high school state officer.

9.3 Voting Procedures. High school state officers will be elected annually by a majority vote of the high school delegates present at the SkillsUSA Ohio Championships. The Board will adopt election procedures.

9.4 Officer Candidate Requirements. High school state officer candidates must have at least one full school year remaining in a secondary career or technical program. Supervisory Staff will issue further rules and policies regarding high school state officer candidate requirements, nomination, and election procedures.

9.5 Vacancies. A vacancy in the high school office of president will be filled by the acting high school vice president. A vacancy in a high school state office other than president may be filled with a qualified SkillsUSA member appointed by Supervisory Staff.

#### **Article 10. College/Postsecondary State Officers**

10.1 College/Postsecondary Officers. The Board may determine if the Association will recognize College/Postsecondary State Officers. If the Board so determines, the following procedures will govern the selection of college/postsecondary officers. The elected college/postsecondary officers will be president, vice president, and one at large state officer, whose duties will be assigned by Supervisory Staff.

10.2 Term. College/postsecondary officers will have a term of one year, or until their successors are elected. The term begins at the close of the SkillsUSA Ohio Championships. No member serves more than one term as a college/postsecondary state officer.

10.3 Voting Procedures. College/postsecondary state officers will be elected annually by a majority vote of the college/postsecondary delegates present at the SkillsUSA Ohio Championships. The Board will determine voting procedures.

10.4 Officer Candidate Requirements. College/postsecondary officer candidates must have at least one full school year remaining in a postsecondary career or technical program. Supervisory Staff may issue further rules and policies regarding college/postsecondary state officer candidate requirements, nomination, and election procedures.

10.5 Vacancies. A vacancy in the college/postsecondary office of president will be filled by the acting college/postsecondary vice president. A vacancy in a college/postsecondary office other than president may be filled with a qualified SkillsUSA member appointed by Supervisory Staff.

#### **Article 11. National Voting Delegates.**

Each CTPD and community college may have one candidate for national voting delegate. If the number of qualified candidates for national voting delegate is equal to or fewer than the number of delegates permitted by SkillsUSA, the appointments for national voting delegate may be determined by compliance with the application process. The Board, in its discretion, may adopt rules and policies regarding eligibility requirements, application and voting procedures, and procedures for filling vacant delegate seats.

## **Article 12. State Supervisory Staff**

12.1 Supervisory Staff. For the purposes of these Regulations, “Supervisory Staff” means the President, his designated ODE staff in Career-Technical Education, Trade and Industrial Education, and the Association State Director (as defined below).

12.2 President. The then-current Assistant Director for Trade and Industrial Education will serve the Association in the ex officio position as a member of the Board of Directors and as acting President of the Association (“President”). The President must be a member of the ODE Career Technical Education, Trade and Industrial state staff as appointed by the Director of Career Technical Education, ODE. The President, in concert with the Association State Director, will direct the work of the Association; advise the Board, and other committees on matters of policy; assist the Board in conducting meetings and carrying out programs; be responsible for the financial assets of the Association, and keeping accurate records of receipts, deposits and disbursements, except as otherwise directed by the Board; develop an annual Association budget in consultation with the Association State Director for Board approval (as more fully outlined in Article 15); present an annual financial report to the Board, officers, and official delegates at the SkillsUSA Ohio Championships and supplementary reports as requested by the Board; pay out of the treasury funds as are ordered paid by the Executive Committee or the Board; furnish the auditor with complete financial records for an annual review or audit; keep permanent records of Association proceedings; and furnish a suitable bond, the amount to be fixed by the Board annually. The duties of the President may be shared with other Supervisory Staff.

12.3 Association State Director. The Association State Director will be a Board appointed position serving the Association, to be retained by the Board as an independent contractor and will serve as a member of Supervisory Staff as described above and compensated by the Association. The Association State Director’s duties will include managing the day-to-day operations of the Association in concert with the President and at the direction of the Board as more fully described in the list of deliverables developed by the Board.

## **Article 13. Board of Directors**

13.1 Powers and Duties.

13.1.1 Management. The management of the affairs, funds and property of the Association is vested in the Board, which shall determine policies in accordance with the provisions of the Association’s Articles of Incorporation, this Code of Regulations, Ohio Non-profit Corporation Law, and the Internal Revenue Code’s statutes and regulations for tax-exempt organizations under Section 501(c)(3). The adult, voting members of the Board are considered the Association’s members for purposes of votes required of members by Ohio Revised Code Chapter 1702, unless a vote is expressly reserved in this Code of Regulations for a vote of the student delegates (dues in Article 7).

13.1.2 Final Authority. The Board has final authority in establishing categories and State and Regional Guidelines governing rules for all student leadership and skills competitions and for student elections or selections for leadership positions not covered by SkillsUSA Technical Standards guidelines.

13.1.3 Payment for Services. The Board is empowered to compensate employees and contractors for actual services rendered to the Association.

13.1.4. Evaluation of the Association State Director. The Board will determine appropriate compensation for the Association State Director and will evaluate the performance of the expected contract deliverables at least once annually.

13.2 Board Composition. The Board shall consist of the following positions:

<b>Director/voting status</b>	<b>Ex Officio/Term</b>
ODE Assistant Director for Trade and Industrial Education, President, voting for purposes of breaking any ties resulting from votes of the remaining Board Members	Ex officio
Administrative professional from ODE Career Technical Education, Trade and Industrial Education appointed by President, will serve as Treasurer, non-voting	Ex officio
1 State Officer Team President, non-voting	Ex officio
1 School Superintendent, voting	2-year term
1 Representative of Middle School Education, voting	2-year term
1 Representative of Post-Secondary Education, voting	2-year term
8 Industry Professionals, voting	Each, 2-year terms
CTEP Chair, voting	Ex officio
CTEP Chair Elect, voting	Ex officio
1 Ohio ACTE Trade and Industrial Division Representative, voting	2-year term
1 Representative from OCTAA, voting	2-year term
1 At-Large Position (to be filled at the Board's discretion), voting	2-year term

Ex officio Directors will serve for so long as they hold the office through which they serve as a member of the Board. Elected and other appointed Directors will serve for the length of their respective terms as stated above, until their successors are appointed or elected. In the event a position is vacated due to death, resignation, incapacity to act or other cause, the President, or in the absence or incapacity of the President, the Vice President, will recommend a replacement to serve the remaining length of the vacated Director's term as soon as reasonably possible, which

replacement will be approved by the Board. Partial terms will not be counted for purposes of term limits. Upon the approval of the Board, Directors may serve up to three consecutive two-year terms. Term limits may be extended upon agreement of the expiring Director and a majority vote of the remaining Directors.

As each Director nears the end of their then-current term, they will meet 1:1 with the President to determine if the Director would like to extend their term on the Board, if eligible. The Accountability Committee will meet to look at the member's role description and evaluate their list of expectations and make a recommendation to the Executive Committee regarding the Director's nomination to serve a subsequent term.

Non-appointed Board Members will be nominated to the Board for a vote following recommendation by the Executive Committee and will be approved by a majority vote of the Board present at a meeting or by Authorized Communications Equipment as applicable.

Existing elected or appointed (non-ex officio) Directors will be divided into two groups for purposes of staggering Director elections such that one-half of the Board shall be elected or re-elected in odd years and the other half shall be elected or re-elected in even years. Elections for new Directors shall follow the same pattern. If a current Director's term is shortened for purposes of establishing this schedule, it shall be considered a partial term and shall not be counted for purposes of term limits.

Any Director may be removed from office for cause by a two-thirds vote of the Remaining Directors present and voting at any regular or special meeting of the Board. Three consecutive absences from the Board meetings without reasonable cause, as determined by the Board or the Executive Committee, will be deemed the Director's resignation.

Appointments must be made without regard to race, color, religion, sex, national origin, handicap, or age.

13.3 Board Meetings, Notice. The Board will meet at least twice each year at such times and places as it may determine, including the annual meeting of the Board, which will take place in August each year. The President or, in the absence or incapacity of the President, the Vice President, may call special meetings of the Board. Written notice of all meetings will be given by Authorized Communications Equipment to each director at least 5 days and not more than 60 days before the date set for the meeting. The notice will state the time, place and if a special meeting, the purpose. If the President or Secretary determines an emergency exists, notice will be given at least one day prior to the meeting. The Board may determine issues by telephone, conference call, video conference, written ballot, or by actions taken without a meeting in writings signed by all the directors. Any transmission by Authorized Communications Equipment, including by email, is a signed writing for these purposes. The date on which the vote was sent will be considered the date on which the writing is signed.

13.4 Authorized Communications Equipment. For the purposes of this Code of Regulations, notices and ballots in writing may be sent by any Authorized Communications Equipment or by U.S. mail or courier service, postage prepaid. Authorized Communications Equipment is any



equipment that provides a transmission, including but not limited to telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by and accurately reflects the intention of the members or directors involved. With respect to meetings, the Board may meet via any form of electronic communications that allows all persons participating in the meeting to contemporaneously communicate with one another.

13.5 Waiver of Notice. Any director may waive notice of the meeting and any irregularity in the notice or the giving of the notice. The waiver will be in writing and given either before, during, or after the meeting. A written waiver validates the proceedings of the meeting as fully as if all the notice requirements had been met. A director's attendance at a meeting, without objection as to notice, is considered a waiver of notice.

13.6 Quorum. A majority of the voting directors constitutes a quorum. Each voting director is entitled to one vote. The President will determine the order of business unless otherwise determined by a vote of directors present in person and entitled to vote at the meeting. No voting by proxy is permitted.

13.7 No Compensation. Directors will not be entitled to receive compensation for services rendered; however, directors may be entitled to reimbursement of expenses incurred in their roles as directors which is limited to mileage and lodging.

13.8 Annual Report. The Board will ensure an annual report is given to membership annually.

13.9 Executive Committee. The Executive Committee consists of the President, Vice President, and Secretary. The Executive Committee has the power to act on items of Association business between meetings of the Board. All official actions of the Executive Committee will be reported to the Board for Board ratification or revision. Except as otherwise expressly approved by the Board, in no event will the Executive Committee be permitted to: (i) amend this Code of Regulations, (ii) elect or remove Board members, (iii) hire or fire the Association State Director, (iv) approve or modify a final budget, or (v) make other material structural decisions (such as adding or eliminating programs, approving mergers, or dissolve the Association), which such actions require approval by the Board at a regular or special Board meeting.

13.10 Other Committees. The Board may create any other committees to carry out the purposes of the Association. Committee chairpersons must be Board members, and the committees will include a representative from the Supervisory Staff. Committees serve at the pleasure of the Board. A committee may act by a majority vote of its members. No notice of a committee meeting is required. A meeting by any committee may be called only by the President.

#### **Article 14. Duties and Elections of Officers**

14.1 Officers. The Association shall have a President, Vice President, Secretary, and a Treasurer. The President and Treasurer are ex officio appointees as stated in Article 13. The elected officers shall be Vice President and Secretary.

14.2 Nomination of Officers. Any Director wishing to be considered as Vice President or Secretary of the Association shall notify the President or Secretary on or before April 1. Absent any volunteers for such positions, the Executive Committee will prepare a slate of officers and the President shall present the slate of officers to the Board at the Board meeting immediately preceding the annual meeting. If either position has more than one candidate, such information shall also be presented to the Board at the meeting immediately preceding the annual meeting. The elected officers shall be elected annually by the Board at its annual meeting. If an election is contested, the person receiving a majority of the votes on a written ballot will serve as an officer. The Vice President and Secretary shall each serve for one-year terms or until their successors have been elected.

14.1 President. The President, appointed by the Ohio Department of Education, supervises the affairs of the Association according to the policies and directives of the Board and has the powers and duties inherent in the office of president, such as presiding over Board meetings, as well as the following duties:

- The duties stated in Section 12.2
- Development of Board Agenda
- Maintaining an excellent working relationship with the Association State Director
- Meeting Management
- Liaison between the Ohio Department of Education and SkillsUSA Ohio
- Budgetary formulation in conjunction with SkillsUSA Ohio Director
- Board Communications
- Succession Planning for the Board and his or her seat

14.2 Vice President. The Vice President must be a Director who is serving as a representative of any of the business or industry seats. The Vice President will be responsible for duties delegated by the Board or the President and in the absence or incapacity of the President, exercise the duties and powers of President as well as the following:

- Planning of Board Learning and Development Activities
- Facilitation of relationships and outreach on behalf of the board
- Chair of the Accountability Committee
- Running of Board Meetings in the absence of the President
- Maintaining an excellent working relationship with the Association State Director
- Overseeing and enforcing board member conduct
- Succession Planning for the Board and his or her seat

14.3 Secretary. The Secretary, who may be a Director representing business/industry or education, will:

- Ensure board action items are carried out outside of the meetings, in conjunction with the President to ensure nothing is missed
- Help with development of agendas
- Gather Committee reports and ensure that minutes or other records of Committee actions are recorded

- Chair of the Grievance Committee
- Ensure proper parliamentary procedure is followed in meetings
- Take detailed notes and work closely with the administrative professional assigned to the meeting to ensure accuracy of minutes prior to submitting to the Board for review.

14.4 Treasurer. The Treasurer, appointed by the Ohio Department of Education, shall assist the Secretary as requested with record-keeping and minutes for the Association and its Committees and shall perform other duties delegated by the Board or President.

14.5 Decision Tree. To summarize and clarify the scope of authority for specific Association decision-making, the Association adopts the following decision tree.

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<b>Decision Tree</b>				
<b>Item</b>	<b>Board</b>	<b>Executive Committee</b>	<b>Assn. State Director</b>	<b>Special Committee</b>
Strategic Planning	X			
Advisory Committee Formation/Management	X			
Approval of Additional Programming	X			
Code of Regulations Change	X			
Policy Change	X			
Budget Approval	X			
Board Member Approval/Removal	X			X
Contractor Hire/Termination	X			
Contractor Contract	X			X
Investments	X			
Organization Daily Operation - Typical			X	
Organization Daily Operation - Abnormal		X		
Event/Association Contract Approval - within budget			X	
Event/Association Contract Approval - <= 10% budget		X		
Event/Association Contract Approval - > 10% budget	X			
Membership/Event Fee Structure	X			
Membership/Event Fee Alteration <= 10%		X		
Membership/Event Fee Alteration > 10%	X			
Additional Fees <= 60 days from event		X		
Additional Fees > 60 days from event	X			
Event Operations/Logistics			X	
Program guidelines approval	X			
Contest addition/deletion within guidelines			X	
Contest addition/deletion outside guidelines		X		

Contest location			X	
Grievances - Regional			X	
Grievances - State	X			X

**Article 15. Finances**

15.1 Fiscal Year. The fiscal year is September 1 through August 31.

1.52 Budget Process. Prior to the beginning of each fiscal year, the President will develop an annual budget for the Association’s upcoming fiscal year in consultation with the Association State Director. The President will present the proposed budget to the Executive Committee and, upon the recommendation of the Executive Committee, to the Board for approval.

15.2 Signatures for Drafts. Only Supervisory Staff, by co-signature of two staff members, may sign a draft to pay out Association funds.

15.3 Inspection of Records. Any member or member’s agent and any director or director’s agent may inspect the Association’s books and records at any reasonable time by making arrangements with the President.

15.4 Financial Review. The Supervisory Staff’s annual financial report for the fiscal year will be a compiled financial review certified by outside persons designated by the Board and as may be required under the laws, regulations and policies of Ohio, the Ohio Department of Education, and SkillsUSA.

15.5 Bond. Any official or employee who handles Association funds will be bonded or insured for faithful performance at the Association’s expense in an amount approved by the Board.

**Article 16. Indemnification**

16.1 General Indemnification.

16.1.1 The Association will indemnify:

(a) Any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) because the person is or was a director, officer, contractor, or volunteer; and

(b) Any director, officer, contractor or volunteer who serves or served at the request of the Association as a director, fiduciary, officer, employee, partner, joint venture, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative.

16.1.2 The Association may indemnify:

(a) Any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative

(other than an action by or in the right of the Association) because he or she is or was an employee, contractor or agent of the Association; or

(b) Any employee, contractor or agent who serves or served at the request of the Association as a director, fiduciary, officer, employee, partner, joint venture, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative.

The indemnification will be for expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, upon a plea of *nolo contendere* or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

16.2 Suits by the Association. The Association may indemnify any person who was or is a party or is threatened to be made a party to any action or suit by or in the right of the Association to procure a judgment in its favor because the person is or was a director, officer, employee, contractor, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, director, fiduciary, officer, employee, contractor, partner, joint venturer, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association.

No indemnification will be made for:

(a) Any claim, issue or matter for which a person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court of common pleas, or the court in which the action or suit was brought, determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses as the court deems proper; or

(b) Any action or suit in which the only liability asserted against a director or officer is pursuant to Section 1702.55 of the Ohio Revised Code, existing or as amended, alleging the Directors and officers have personal liability to the Association because they voted for or assented to: (i) an asset distribution to members contrary to tax-exempt and

Ohio law or the Articles; (ii) an asset distribution to persons other than creditors upon dissolution, winding up of affairs or otherwise, without first paying all known obligations or providing for their payment; and (iii) loans made to insiders other than in the usual conduct of its affairs or in accordance with the Articles.

16.3 Indemnification for Expenses. To the extent a director, officer, employee, contractor, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 16.1 and 16.2, including any action or suit brought against a Director under Section 1702.55 of the Ohio Revised Code, or in defense of any claim, issue or matter, the Association shall indemnify him or her against expenses (including reasonable attorney's fees) actually and reasonably incurred by the individual in connection with the action, suit or proceeding.

16.4 Determination Required. Any indemnification under Sections 16.1 and 16.2 (unless ordered by a court) will be made by the Association only as authorized in the specific case upon a determination that the indemnification of the Director, officer, employee, contractor, agent or volunteer is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Sections 16.1 and 16.2. The determination will be made: (a) by the Board by a majority vote of a quorum consisting of Directors who were not and are not parties to the action, suit or proceeding; (b) if a quorum is not attainable or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney or a firm who has been retained by or who has performed services for the Association or any person to be indemnified within the past 5 years; or (c) by the court of common pleas or the court in which the action, suit or proceeding was brought.

If any action by or in the right of the Association is involved, any determination made by the disinterested Directors or by the independent legal counsel under this section will be communicated promptly to the person who threatened or brought the action or suit by or in the right of the Association under Section 16.2. The person has the right, within 10 days after receipt of the notification, to petition the court to review the reasonableness of the determination.

16.5 Advances for Expenses.

(a) Expenses (including reasonable attorney's fees) incurred by a Director or a volunteer in defending any civil or criminal action, suit or proceeding referred to in Sections 16.1 and 16.2, except where the only liability asserted against a Director is under Section 1702.55 of the Ohio Revised Code, will be paid by the Association as the expenses are incurred, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or volunteer. The Director or volunteer must agree to: (i) repay the amount if it is proven by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Association or undertaken with reckless disregard for the best interests of the Association; and (ii) reasonably cooperate with the Association concerning the action, suit, or proceeding.

(b) Expenses (including reasonable attorney's fees) incurred by a director, officer, employee, agent or volunteer in defending any action, suit, or proceeding referred to in Sections 16.1 and 16.2, including any action or suit brought against a director under Section 1702.55 of the Ohio Revised Code, may be paid by the Association as they are incurred in advance of the final disposition of the action, suit, or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, contractor, agent or volunteer to repay such amount, if it is ultimately determined that he or she is not entitled to be indemnified by the Association.

16.6 Indemnification Not Exclusive. The indemnification authorized by this Article 16 will not be deemed exclusive of, and will be in addition to, any other rights granted to those seeking indemnification under the Articles of Incorporation, common law, the non-profit corporation statute of Ohio, this Code or any agreement, vote of Members or disinterested Directors, or otherwise, as to action in his or her official capacity and as to action in another capacity while holding the office, and will continue as to a person who has ceased to be a director, officer, employee, contractor, agent or volunteer and will inure to the benefit of the heirs, executors and administrators of the person.

16.7 Insurance. The Association may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of or for any person who is listed in Sections 16.1 and 16.2, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status related to the Association, whether or not the Association would have the power to indemnify him or her against the liability under the provisions of this Article 16. Insurance may be purchased from or maintained with a person in which the Association has a financial interest.

16.8 Sections 16.1 and 16.2. The authority of the Association to indemnify persons under sections 16.1 and 16.2 does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided under any other sections of this Article 16. Sections 16.1 and 16.2 do not create any obligation to repay or return payments made by the Association under any other section of Article 16.

16.9 Definition of "Association" and "Volunteer". As used in this Article 16, references to "the Association" include all constituent corporations in a consolidation or merger, and the new or surviving corporation, so that any person who is or was a director, officer, employee, contractor, agent or volunteer of the constituent corporation, or is or was serving at the request of such constituent corporation as described in 13.1.1, will stand in the same position under the provisions of this Article with respect to the new or surviving corporation as he or she would if he or she had served the new or surviving corporation in the same capacity. As used in this Article, references to a "volunteer" include any person defined as a "volunteer" with respect to the Association under section 1702.01 of the Ohio Revised Code.

#### **Article 17. Merger, Consolidation, Sale of Substantially All Assets**

The Board (or, if so delegated by the Board, the Executive Committee) may engage in discussions with other Ohio or out-of-state, tax-exempt organizations with similar purposes and objectives for combining their efforts and organizations, if it deems such discussions to be in the best interests of the Association. Any Board recommendation to merge, consolidate, or sell

substantially all of the Association's assets must be approved by a majority of the adult members of the Board, voting as members pursuant to Section 13.1, above, at a duly called meeting.

### **Article 18. Dissolution**

18.1 Voluntary Dissolution. The Association may be dissolved voluntarily by an affirmative majority vote of the adult voting directors of the Board present at a duly called meeting.

18.2 Winding Up. Upon dissolution of the Association, assets must be distributed for one or more exempt purposes according to the Articles of Incorporation and within the meaning of Sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or must be distributed to the federal government or to a state or local government, for a public purpose. Any assets not so disposed of must be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for the purposes or to the organization or organizations as the Court determines.

### **Article 19. Amendments**

19.1 Board Amendments to Regulations. The adult voting directors of the Board may propose and adopt amendments to the Code of Regulations by majority vote of the adult directors present at a duly called meeting. Notice of any amendments will be sent to the local chapters.

19.2 Amendments Consistent with Governing Documents. Amendments to the Association's Code of Regulations must: (i) not conflict with the SkillsUSA Bylaws or the Association's Articles of Incorporation and (ii) not conflict with ODE's policies to enhance career-technical education and leadership development.

19.3 Amendments to Articles of Incorporation. Amendment to the Articles of Incorporation requires a two-thirds vote of the adult voting directors of the Board present at a duly called meeting.

### **Article 20. Parliamentary Authority**

The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised* will govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Code of Regulations, any special rules of order the Association may adopt, and any statutes applicable to this Association that supersede or take precedence over these Regulations. The Board will provide for a professional registered parliamentarian to be present at all meetings of the delegate assembly.

*This amended and restated Code of Regulations was adopted on May 25, 2021 at a meeting of the Board of Directors. It supersedes all prior codes and bylaws, including the most recent version presented to the Board on August 7, 2019.*