

# **BYLAWS OF SKILLSUSA MAINE**

## **ARTICLE I NAME**

The name of this organization shall be "SkillsUSA Maine".

## **ARTICLE II OFFICES**

The corporate office of Maine Association of SkillsUSA, Inc. (The "Association") shall be located at Department of Education, Augusta, Maine. The Association may have such other offices, either within or without the State of Maine, as the Executive Committee may designate from time to time. The registered office of the Association shall be as set forth in the Articles of Incorporation and may be changed from time to time by the Executive Committee.

## **ARTICLE III OBJECTIVES**

The Association shall develop, promote, organize, sponsor and support activities, conferences, competitions and educational programs which:

- (a) Assist local chapter members in the growth and development of SkillsUSA Maine.
- (b) Unite in a common bond (without regard to race, creed or national origin) students who are or who have been enrolled in classes with career and technical trade objectives.
- (c) Foster a deep respect for the DIGNITY OF WORK.
- (d) Develop leadership abilities through participation in educational, career and technical, civic, recreational and social activities.
- (e) Assist students in establishing realistic career and technical education goals.
- (f) Help students attain a purposeful life.
- (g) Create enthusiasm for learning.

- (h) Promote high standards in trade ethics, workmanship, scholarship and safety.
- (i) Develop the ability of students to plan together, organize and carry out worthy activities and projects through the use of the democratic process.
- (j) Foster a wholesome understanding of the functions of labor and management organizations, and recognition of their mutual interdependence.
- (k) Develop patriotism through a knowledge of our nation's heritage and the practice of DEMOCRACY.

## **ARTICLE IV**

### **ORGANIZATIONAL STRUCTURE**

**Section 1 - National Organization.** The Association is an affiliated chapter of the SkillsUSA, Inc. (the "National Organization").

**Section 2 - State Organization.** The Association is an organization of affiliated local SkillsUSA chapters located within the State of Maine, which have received charters from the Association.

**Section 3 - Local SkillsUSA Maine Chapters.** Local SkillsUSA Maine chapters affiliated with the Association may be established in all secondary and post-secondary schools and educational institutions within the State of Maine which vocational, trade, industrial, technical and health occupations programs. The activities of each local SkillsUSA Maine chapter shall be conducted as an integral part of the curriculum of vocational, trade, industrial, technical and health occupations programs provided by the applicable school or educational institution. Each local SkillsUSA Maine chapter affiliated with the Association shall have an advisor who shall be a faculty member of the applicable school or educational institution who teaches a course relating to vocational, trade, industrial, technical or health occupations.

**Section 4 - Issuance of Charters.** Local SkillsUSA Maine chapters within the State of Maine shall apply to the Association and pay the annual charter fee in order to receive a charter, and the Executive Committee must approve the application. If the application is approved and the annual charter fee has been paid, the Association shall issue a charter to the local SkillsUSA Maine chapter. Upon issuance of the charter, the local SkillsUSA Maine chapter shall become an affiliated chapter of the Association. Members of the local SkillsUSA Maine chapter shall meet, organize and adopt chapter Bylaws which shall not conflict with these Bylaws or the Constitution and Bylaws of the National Organization. Charter fees must be paid annually in order to remain a chapter in good standing.

**Section 5 - Chapters in Good/Bad Standing.**

- a) A local SkillsUSA Maine chapter will be considered in good standing with the Association when all of the following conditions are satisfied:
  - i) The chapter provides full payment of all State and National dues to the National Organization by the applicable due date established by the Executive Committee and/or the National Organization
  - ii) Have paid the annual charter fee as billed.
  - iii) Member schools must have representation at 3 of the 4 State Executive Committee meetings and must be involved with the planning and/or oversight of three contest area(s) or conference tasks for the State Skills Championships.
  - iv) All reports, rosters, organizational documents and materials requested by the Leadership Team are received and approved by the Leadership Team.
  - v) The local SkillsUSA Maine chapter's Bylaws do not conflict with these Bylaws or the Constitution and Bylaws of the National Organization.
  
- b) If a local SkillsUSA Maine chapter is not in good standing, the chapter
  - i) Will not be eligible to receive chapter or individual awards during the applicable school year.
  - ii) Will forfeit all delegate seats for all delegate assemblies held during the Annual State Leadership and Skills Conference
  - iii) May not be represented by any team or individual in any competitive event program sponsored or organized by the Association (whether at the State or National level)
  - iv) May not allow any member to serve as an officer of the Association or the National Organization. The Executive Committee shall provide notice to local SkillsUSA Maine chapters as to whether said chapters are in good or bad standing. The Leadership Team may reinstate a local SkillsUSA Maine chapter's good standing upon receipt of delinquent materials or dues from the chapter and/or upon the completion of any other remedial action which the Executive Committee deems appropriate, in its sole discretion.

## **ARTICLE V** **MEMBERSHIP**

**Section 1 - Types of Membership.** Local SkillsUSA Maine chapters affiliated with the Association may have five types of membership:

- 1) Active Membership
- 2) Alumni Membership
- 3) Associate Membership
- 4) Professional Membership
- 5) Honorary Life Membership

- 1) **Active Membership.** All active members shall be entitled to participate in competitive events and attend programs sponsored and organized by the Association in accordance with guidelines and procedures adopted by the Executive Committee, and shall be entitled to vote at local SkillsUSA Maine chapter meetings. In addition, active members are eligible to serve as voting delegates at the Association's Annual State Leadership and Skills Conference in accordance with guidelines established by the Executive Committee. Active members shall annually pay applicable State and National dues.
  - a) Any secondary student in grades 8-12 who is currently enrolled in a vocational, trade, industrial, technical or health occupations program shall be entitled to become an active member of his or her locally chartered SkillsUSA Maine chapter.
  - b) Any post-secondary student enrolled earning credits towards a vocational, trade, industrial, technical or health occupations certificate, diploma, or degree program shall be entitled to become an active member of his or her locally chartered SkillsUSA Maine chapter. Any student who has already received their high school diploma or are 20 years old or over and not in a special needs program, shall be considered a post-secondary member.
- 2) **Alumni Membership.** Any person interested in, or contributing to the growth and development of, SkillsUSA Maine and the Association that are former active members of SkillsUSA Maine and cannot be covered under the active membership, shall be entitled to become alumni members of their locally chartered SkillsUSA Maine chapter. Alumni members shall not be entitled to participate in competitive events sponsored or organized by the Association, or to serve as voting delegates. Alumni members shall annually pay applicable State and National dues.

- 3) **Associate Membership.** Any person interested in, or contributing to the growth and development of, SkillsUSA Maine and the Association, including employers or supervisors involved with cooperative student work-training programs, business persons, school administrators and counselors, shall be entitled to become associate members of their locally chartered SkillsUSA Maine chapter. Associate members shall not be entitled to vote at local or state SkillsUSA Maine chapter meetings, to participate in competitive events sponsored or organized by the Association, or to serve as voting delegates. Associate members will not pay applicable State and National dues.
- 4) **Professional Membership.** Persons associated with or participating in the professional development of SkillsUSA Maine and the Association, including but not limited to advisors of local SkillsUSA Maine chapters, professional instructors and educators. Professional members shall not be entitled to participate in competitive events sponsored or organized by the Association or serve as voting delegates. Professional members shall annually pay applicable State and National dues.
- 5) **Honorary Life Membership.** Local SkillsUSA Maine chapters affiliated with the Association may (by any procedure established by the chapter) grant Honorary Life Membership in the local SkillsUSA Maine chapter to individuals who have assisted in the advancement and development of, and who have rendered outstanding service to, SkillsUSA Maine and the local chapter.

*Honorary Life Membership in the Association shall be reserved for those individuals who have provided significant service to the Association and who have been approved for such membership by the Executive Committee. Honorary Life Members of local SkillsUSA Maine chapters and the Association shall not be required to pay State or National dues.*

**Section 2 - Annual Dues.** Membership in local SkillsUSA Maine chapters affiliated with the Association shall be determined on an annual basis. Membership in said local SkillsUSA Maine chapters shall be granted only to those individuals who have fully paid all applicable State and National dues. Each local SkillsUSA Maine chapter shall be responsible for remitting all State and National dues for its members in accordance with applicable procedures adopted by the National Organization and the Leadership Team of the Association. Deadlines for payment of dues shall be recommended by the Leadership Team and approved by the Executive Committee on an annual basis.

**Section 3 - Indicia of Membership.** Members of the Association, and of local SkillsUSA Maine chapters affiliated with the Association, shall be entitled to wear and display emblems and insignia adopted and approved by the National Organization. The official colors of SkillsUSA Maine shall be red, white, blue and gold.

## **ARTICLE VI** **MEETINGS**

**Section 1 - State Leadership and Skills Conference.** A State Leadership and Skills Conference shall be held annually for student members of the Association within the State of Maine, at a time and place recommended by the Leadership Team and approved by the Executive Committee. The purpose of the Annual State Leadership and Skills Conference shall be to elect student officers of the Association, to conduct certain business of the Association and to provide leadership and career development training to participating members. Active members of local SkillsUSA Maine chapters affiliated with the Association shall be entitled to attend the Annual State Leadership and Skills Conference upon payment of the applicable registration fee, which shall be determined annually as recommended by the Leadership Team and approved by the Executive Committee.

**Section 2 - Local Chapter (Student) Voting Delegates.** . Voting Delegates representing local SkillsUSA Maine chapters affiliated with the Association may transact official business of the Association only during the Annual State Leadership and Skills conference. Each local SkillsUSA Maine chapter in good standing with the Association shall be entitled to be represented by two voting delegates at all official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference.

The Leadership Team may recommend and the Executive Committee may approve modifications of the guidelines used to determine the number of voting delegates entitled to represent local SkillsUSA Maine chapters during official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference. All voting delegates must be active members of local SkillsUSA Maine chapters affiliated with the Association. The names of all voting delegates must be submitted to the Association prior to the Annual State Leadership and Skills Conference within the time and in accordance with procedures established by the Executive Committee.

Each voting delegate representing a local SkillsUSA Maine chapter shall be entitled to one vote on all matters, which come before all official business sessions and delegate assemblies held during the Annual State Leadership and Skills Conference. A majority of all registered voting delegates shall constitute a quorum for the transaction of business at any delegate assembly or business session held during the Annual State Leadership and Skills Conference. The act of a majority of the voting delegates present at a business session or delegate assembly at which a quorum is present shall be the act of the voting delegates and the Association, unless the act of a greater number is required by law or these By-laws. Voting delegates must be present at business sessions and delegate assemblies to cast votes. Voting delegates may not cast votes by proxy.

**Section 3 - Other Conferences.** The Association may organize and conduct other conferences at the Regional or State level within the State of Maine pursuant to policies and procedures recommended by the Leadership Team and approved by the Executive Committee. The purpose or purposes of any such additional meeting or conference may be to conduct competitive events, to provide leadership and skills training to members of local SkillsUSA Maine chapters affiliated with the Association or for any other purpose deemed appropriate by the Executive Committee. The Executive Committee shall designate the time, date and place of any additional meeting or conference. The Leadership Team shall provide notice of any such additional meeting or conference to all local SkillsUSA Maine chapters affiliated with the Association in the manner required by law.

**Section 4 - Leadership Conference.** Active members of local SkillsUSA Maine chapters affiliated with the Association may attend the Annual Leadership Conference, in accordance with policies and procedures recommended by the Leadership Team and approved by the Executive Committee, upon payment of the applicable registration fee which shall be determined annually by the Leadership Team.

**Section 5 - National Leadership Conference.** The Association shall be represented by voting delegates at each Annual National Leadership Conference. The number of voting delegates representing the Association at any Annual National Leadership Conference shall be determined in accordance with policies and procedures established by the National Organization. The Leadership Team shall select active members of local SkillsUSA Maine chapters affiliated with the Association to represent the Association as voting delegates at the Annual National Leadership Conference in any manner the Board deems appropriate.

## **ARTICLE VII** **STUDENT OFFICERS**

**Section 1 - SkillsUSA Maine Student Officers.** The student officers of the Association shall consist of a maximum team of eight, with an average of 4 officers being elected at each conference.

Each officer candidate must:

- Be a member in good standing of a SkillsUSA Maine Chapter.
- Have at least one full year remaining in their program of study.
- Complete and submit a state officer application.
- Follow guidelines and procedures established by the Leadership Team and approved by the Executive Committee for the election of state officers.

Each SkillsUSA Maine chapter affiliated with the Association may annually submit candidates from its active membership to serve as officers of the Association. Each local SkillsUSA Maine

chapter may develop or establish its own procedure for designating the chapter's candidate or candidates. No individual shall hold (in any given year) more than one office in the Association. No local chapter can have more than three serving as officers in the same year.

**Section 2 - Election and Term of Office.** A slate of officers will be elected annually at either the Fall Leadership Conference or the State Leadership and Skills Conference in accordance with Section 1. All officers of the association shall be elected by a majority vote of the delegates. All votes shall be by written ballot. The term of office shall commence at the close of either conference and shall be for one year.

**Section 3 - Removal.** Any officer of the Association may be removed by the Leadership Team whenever, in its judgment, the best interests of the Association would be served by such removal.

**Section 4 - Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Leadership Team for the unexpired portion of the term so vacated. In the event the office of President becomes vacant, the Leadership Team in accordance with this Section shall fill the Vice President position.

**Section 5 - Compensation.** Officers of the Association shall serve without compensation, except that they may, at the discretion of the Executive Board, be reimbursed for certain expenses.

**Section 6 - Candidates for National Office.** Active members of local SkillsUSA Maine chapters affiliated with the Association, who meet all eligibility requirements established by the Association and the National Organization, may apply for and hold office in the National Organization.

**Section 7 - President and Vice President Positions.** No officer can hold the position of President for more that two consecutive years. The president and the Vice President cannot be from the same house, membership permitting.

**Section 8 - State Officer Advisors.** The Executive Committee shall annually appoint one of the two advisors to serve as the State Officer Advisor. The SkillsUSA Maine Director(s) shall forward the nomination for said positions to the Executive Committee annually. The State Officer Advisors shall organize and coordinate the activities of the SkillsUSA Maine Officers, and shall perform all other duties as assigned by the SkillsUSA Maine Directors and the Executive Committee. The State Officer Advisors shall serve a term of two years. The State Officer Advisors will be appointed on opposite years so that there will be a continuing trained advisor.

## **ARTICLE VIII**

### **ASSOCIATION OFFICERS**

**Section 1 - SkillsUSA Maine High School Director.** The SkillsUSA Maine High School Director shall, in general, be responsible for the overall growth and development of the high school division of the state organization. The SkillsUSA Maine High School Director, among other things, shall serve as a liaison between the Leadership Team, Executive Committee, and the Corporate Member, Maine Department of Education. In addition, the SkillsUSA Maine High School Director shall perform those duties and responsibilities as assigned by the Leadership Team and the Executive Committee.

**Section 2 - SkillsUSA Maine College Director.** The SkillsUSA Maine College Director shall, in general, be responsible for the overall growth and development of the college division of the state organization. The SkillsUSA Maine College Director, among other things, shall serve as a liaison between the Leadership Team, the Executive Board, and the Maine Community College System. In addition, the SkillsUSA Maine College Director shall perform those duties and responsibilities as assigned by the Leadership Team and the Executive Committee.

**Section 3 - SkillsUSA Maine Secretary.** The Secretary shall keep minutes of meetings of both the Leadership Team Meetings and the meetings of the Executive Committee and, when approved, file them as a permanent record. These minutes shall be kept in a permanent book and include roll call of each meeting. These minutes shall be passed on to the State Directors in a timely manner after the meeting and shall be read at the next meeting for approval by the Executive Committee.

**Section 4 - SkillsUSA Maine Treasurer.** The Treasurer shall keep record of all state association financial activity, pay all approved bills upon receipt, and record approved expenditures. The treasurer shall also maintain accurate financial statements including an annual financial statement that may be audited by a committee directed by the Directors and forwarded to the Directors at the end of each fiscal year.

**Section 5 - SkillsUSA Maine reporter/PR Manager** The Reporter/PR Manager shall coordinate efforts to ensure that activities of the state association are publicized and advertised. The Reporter shall work together with and serve as a mentor to the state officer reporter.

**Section 6 - Election and Term of Office.** Officers of the Association will be elected annually at the meeting before the State Leadership and Skills Conference in accordance with the guidelines and procedures established by the Leadership Team and approved by the Executive Committee for the election of officers. All officers of the association shall be elected by a majority vote of the Executive Committee present. All votes shall be by written ballot. The term of office shall commence at the beginning on the next fiscal year and shall be for a term of two years.

**Section 7 - Removal.** Any officer of the Association may be removed by the Executive Committee whenever, in its judgment, the best interests of the Association would be served by such removal.

**Section 8 - Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term so vacated.

**Section 9 - Extensions of Office.** If there are not any acceptable candidates for any of the above listed positions the Executive Committee can extend the term of office for one year.

## **ARTICLE IX** **EXECUTIVE COMMITTEE**

**Section 1 - Composition.** The Executive Committee shall be comprised of:

Advisors from each member school duly chartered by the State Association and the below listed members of the Leadership Team.

Leadership Team:

- (a) The SkillsUSA Maine High School Director.
- (b) The SkillsUSA Maine College Director
- (c) The Immediate-Past SkillsUSA Maine Association Director (ex-officio)
- (d) An individual that has been designated as a "Corporate Member" by the National Organization, and who is appointed by the Department of Education. The Corporate Member shall serve as a non-voting ex officio member of the Leadership Team and shall serve until his or her successor is duly appointed and qualified.
- (e) The SkillsUSA Maine Secretary
- (f) The SkillsUSA Maine Treasurer
- (g) The SkillsUSA Maine Reporter P/R Manager
- (h) The State Officer Advisors.

- (i) The State Conference Coordinator
- (j) (Two) representatives of the State Officer Team
- (k) Associate Members of business and trade organizations as approved by the Executive Committee.
- (l) The SkillsUSA Maine Alumni Director.
- (m) An individual representing MACTE.

**Section 2 - Responsibilities.** The responsibilities of the Executive Committee shall include, but shall not be limited to, the following:

- a) Acting upon the recommendations of the Leadership Team, maintaining general direction and control over the affairs of the Association, and ensuring that established policies are enforced.
- b) Acting upon the recommendation of the Leadership Team, establishing and developing policies for the sound management and operation of the Association.
- c) Providing advice and direction to the SkillsUSA Maine High School Director and SkillsUSA Maine College Director to carry out the policies, programs and goals of the Association and to ensure the financial viability of the Association
- d) Consulting with the SkillsUSA Maine High School Director, SkillsUSA Maine College Director and SkillsUSA Maine Officers to plan and coordinate competitions, conferences and other activities of the Association.

**Section 3 - Vacancies.** Any vacancy occurring on the Leadership Team may be filled by the affirmative vote of a majority of the Executive Committee. Any member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

**Section 4 - Regular Meetings.** The Executive Committee may provide, by resolution, the time and place within the State of Maine for the holding of regular meetings of the Leadership Team and the Executive Committee without other notice than such resolution.

**Section 5 - Special Meetings.** Special meetings of the Leadership Team or the Executive Committee may be called by, or at the request of, the SkillsUSA Maine High School Director, the SkillsUSA Maine College Director or any two Executive Committee members. The person or persons authorized to call special meetings of the Leadership Team or Executive Committee may fix any place, within the State of Maine, as the place for holding any special meeting called by them.

**Section 6 - Notice.** Notice of any special meeting of the Leadership Team or the Executive Committee shall be given by written notice delivered personally or sent by mail or facsimile or e-mailed to each advisor at least 10 days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail addressed to the advisor at his or her address as it appears on the records of the Association, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when transmitted to the facsimile number of the advisor as it appears on the records of the Association. Any advisor may waive notice of any meeting. The attendance of an advisor at any meeting shall constitute a waiver of notice of such meeting, except where an advisor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

**Section 7- Quorum.** One more than ½ of all chartered schools must be represented at a meeting of the Executive Committee to constitute a quorum for the transaction of business at any meeting of the Executive Committee.

**Section 8 - Manner of Acting.** The act of a majority of the Advisors present at a meeting where a quorum exists shall be the act of the Executive Committee.

**Section 9 - Compensation.** Advisors shall not receive any stated salaries for their services but, by resolution of the Committee, advisors may be reimbursed for certain expenses.

**Section 10 - Non-Liability of Advisors.** The Advisors shall not be liable for the debts, liabilities or other obligations of the Association.

**Section 11 - Action Without Meeting.** Any action, which may be taken at a meeting of Executive Committee, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Advisors entitled to vote with respect to the subject matter thereof.

**Section 12 - Telephone Conference.** Advisors may participate in a meeting through the use of conference telephone or similar communications equipment so long as all Advisors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

## **ARTICLE X** **COMMITTEES**

**Section 1- Committees of Executive Board.** The Executive Committee may establish one or more committees, which may, to the extent permitted by law, exercise the authority of the Executive Committee in managing the affairs of the Association. Any such committee may be established only by a resolution adopted by a majority of the Executive Committee members, and at least two Executive Committee members (with voting rights) must be members of any such committee. The establishment of any such committee, and the delegation thereto of authority to act on behalf of the Executive Committee in the management of the Association, shall not operate to relieve the Executive Committee, or any individual Executive Committee Member, or any responsibility imposed by law.

**Section 2 - Other Committees.** Other committees not having and exercising the authority of the Executive Committee in the management of the Association may be established by a resolution adopted by a majority of the Executive Committee members present at a meeting where a quorum is present.

The State SkillsUSA Maine Director shall appoint the members of any such committee (which may consist of any number of Executive Committee members, local SkillsUSA Maine chapter advisors, local SkillsUSA Maine chapter members or officer, State SkillsUSA Maine Officers, or any other person or persons deemed appropriate by the Assistant Director). Any member thereof may be removed by the chairperson of the Committee whenever, in his or her judgment, the best interests of the Association shall be served by such removal.

## **ARTICLE XI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1 - Contracts.** The Executive Committee may authorize any agent or agents of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association, and any such authority may be general or confined to specific instances.

**Section 2 - Checks, Drafts or Orders for Payment.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, only the SkillsUSA Maine Executive Treasurer, or the SkillsUSA Maine Executive Treasurer's designee shall sign such instruments.

**Section 3 - Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

**Section 4 - Dues and Fees.** The Executive Committee shall establish annual dues and/or fees that must be paid annually by members of local SkillsUSA Maine chapters within the State of Maine. Said local SkillsUSA Maine chapters shall forward payment of State membership dues to the National Organization, in accordance with applicable procedures adopted by the Executive Board, in order to qualify for and maintain affiliation with the Association.

**Section 5 - Charter Memberships.** The Leadership Team shall establish an annual charter fee for local SkillsUSA Maine organizations to be paid annually by the date set by the Executive Committee. This fee is in addition to the required state and national dues.

**Section 6 - Conference Registration.** Registration fees for any state sponsored conference will be in addition to any other fee required. Fees for these conferences can be multilevel according to chapters standing and involvement in the State Association.

## **ARTICLE XII** **MISCELLANEOUS**

**Section 1 - Books and Records.** The Association shall keep correct and complete books and records of accounts and shall also keep minutes of all actions taken during all Association meetings and conference and all meetings of the Leadership Team and the Executive Committee.

**Section 2 - Fiscal Year.** The fiscal year of the Association shall begin on the first day of September and end on the last day of August in each year.

**Section 3 - Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Maine Nonprofit Corporation act or the Bylaws of the Association, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 4 - Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all applicable cases so long as such rules are not inconsistent with these Bylaws or any applicable statute or rule of law.

**Section 5 - Policy Statements and Handbooks.** Special policy statements, procedures and codes of conduct may be established and modified from time to time by the Executive Committee. Such policy statements, procedures and codes of conduct may be compiled in any number of handbooks or manuals. In the event any policy statement, procedure or code of conduct set forth in a manual or handbook conflicts with any provision set forth in these Bylaws, the Bylaws shall prevail.

## **ARTICLE XII** **AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Executive Committee. Suggestions for the amendment or revision of these Bylaws may be provided to the Leadership Team for consideration if the suggested amendment or revision is approved by at least two-thirds of all voting delegates present at any Annual State Leadership and Skills Conference. The Executive Committee must consider any such suggested amendment or revision, but shall not be obligated to approve and adopt the same.

These bylaws have been duly voted and accepted at the April 1999 meeting of the Executive Committee. A record of such vote is reflected in the minutes of such meeting.