ARTICLES OF INCORPORATION AND BYLAWS FOR

ALABAMA ASSOCIATION OF SKILLSUSA, INC.

A NONPROFIT EDUCATIONAL ORGANIZATION

Revised August 16, 2024

ARTICLE I: NAME

The official name of this organization shall be known as the Alabama Association of SkillsUSA, Inc. and may be referred to as Alabama SkillsUSA in this document.

ARTICLE II: PERIOD OF DURATION

The Revised Articles of Incorporation and By-Laws replace the Constitution passed April 26, 2021, and the By-Laws passed August 23, 2019, by combining the two documents into one document known as Articles of Incorporation and By-Laws for Alabama SkillsUSA. The date for these documents will take effect April 25, 2023. The period of duration of the Bylaws shall be until revised by the SkillsUSA Board of Directors or Dissolution of Alabama SkillsUSA, Inc.

ARTICLE III: OFFICE

The address of the registered office for Alabama SkillsUSA is: Room 3307 Gordon Persons Building P.O. Box 302101 Montgomery, AL 36130-2101

ARTICLE IV: PURPOSE OF THE CORPORATION

The corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1954 (or corresponding provision of any further Revenue Law), and shall in furtherance thereof without regard to sex, race, creed or national origin, develop leadership abilities and interest in Career and Technical Education for students who are residents of Alabama, by providing guidance and assistance to local student chapters dedicated to the development of such abilities and interests through participation in Career and Technical Education or other educational activities; provided, that no part of the net earnings of the corporation shall be of benefit of any private member or individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda or other attempt to influence legislation. The corporation recognizes the educational programs and philosophies of Alabama SkillsUSA as being an integral part of Career and Technical Education as described below.

ARTICLE V: POWERS OF CORPORATION

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purpose consistent with the provisions of the Articles of Incorporation and Bylaws. This corporation is organized on a nonprofit, non-stock basis.

GENERAL POWERS AND RESPONSIBILITIES

The administration of the Alabama SkillsUSA shall be governed by a Board of Directors which shall have all rights, powers, privileges, and limitations of liability of directors of a non-profit corporation in the State of Alabama.

Board members shall serve a three-year term except those who represent a position that is elected annually (such as High School and College SkillsUSA president or the president of Technical Education Section of the Alabama Association of Career Technical Education (ALACTE).

The Board of Directors shall be comprised of:

- The Assistant State Superintendent of Education in the Career and Technical Education/ Workforce Development Section of the Alabama State Department of Education shall serve as Ex-Officio Co-Chair of the Board. The Assistant State Superintendent of Education may also appoint a representative (Administrator from CTE) to serve as Ex-Officio Co-Chair of the Board in his/her place.
- The Alabama Community College system shall appoint a CTE Administrator representative who will serve as Ex-Officio Co-Chair of the Board. The Executive Director of Career Technical Education of the Alabama Community College System may also appoint a representative (**Administrator from CTE**) to serve as Ex-Officio Co-Chair of the Board in his/her place.
- The Technical Education Administrator of the Alabama State Department of Education, Career and Technical Education/Workforce Development Section shall be designated as the Executive Director of Alabama SkillsUSA.
- The Alabama SkillsUSA State Director
- The duly elected high school and college Alabama SkillsUSA State Presidents
- Emeritus representative from the Alabama State Department of Education, Career and Technical/Workforce Development Section serving continuously.
- Member-at-large having served Alabama Career and Technical Education in any capacity.
- President of the Alabama Career and Technical Education/Technical Education Section of the Alabama Association of Career and Technical Education.
- The Alabama SkillsUSA Alumni Coordinator
- Current High School Career and Technical Education Administrator
- Current Community College Career and Technical Education Administrator
- High School Career and Technical Education Instructor
- Community College Career and Technical Education Instructor
- Industry representatives from the following:
 - Workforce Development
 - Architectural/Construction
 - Arts and Visual
 - \circ Transportation
 - Manufacturing
 - Human Services
 - o Information Technology/Computer Science
 - Law and Public Safety
 - Hospitality/Tourism

State Staff with the Alabama State Department of Education Career and Technical/Workforce Development Section and Alabama Community College System will serve as ex officio nonvoting members of the Alabama SkillsUSA Board of Directors but can make recommendations and vote with the Alabama SkillsUSA Executive Advisory Committee.

All elected members of the Alabama SkillsUSA Board of Directors shall hold office for a threeyear term. Any member may be re-elected to office if approved by the Alabama SkillsUSA Board of Directors for another term.

In case any member of the Alabama SkillsUSA Board of Directors shall by death, resignation, incapacity to act, or otherwise cease to be a member of the Board during that term, a successor shall be chosen by the majority vote of the members of the Board remaining in office, to serve for the remainder of the unexpired term. Two consecutive absences from the Alabama SkillsUSA Board of Director's meetings shall constitute a member's resignation. The Board may approve reinstatement of said Board member based on a written request and explanation of absences.

All Alabama SkillsUSA Board Members shall begin their term of office effective August 1, 2023, except members serving in one- year positions due to the office they hold. Individuals elected to their position at the Alabama SkillsUSA Delegate Assembly will begin their term immediately following the closing of the Delegate Assembly.

COMMITTEES

Committees will be appointed by the Executive Director, and approved by the Board of Directors, for specific objectives. These committees will meet as determined by the committee chair and will present their information to the Executive Director and the Board of Directors.

EXECUTIVE ADVISORY COMMITTEE

The Alabama SkillsUSA Executive Advisory Committee shall serve as an advisory committee to the Alabama SkillsUSA Board of Directors to make recommendations of policy and procedures to the Board and shall be comprised of:

- The Alabama SkillsUSA Executive Director
- The Alabama SkillsUSA State Director
- The Alabama SkillsUSA Assistant State Director
- The duly elected Alabama SkillsUSA State High School and College Officers and their respective advisors
- The Alabama SkillsUSA Leadership Team
- The Alabama SkillsUSA Alumni Coordinator or their Proxy
- The Technical Education staff with the Alabama State Department of Education and the Alabama Community College System.

MEETINGS OF THE BOARD OF DIRECTORS

Annual or special meetings of the Alabama SkillsUSA Board of Directors shall be held at such time and place as the Alabama SkillsUSA Executive Director or President of the Board of Directors shall designate. A written (or emailed) notice of all scheduled meetings shall be sent to all Board Members at least ten calendar days in advance of scheduled meetings. Notifications of scheduled meetings shall be posted on the Alabama SkillsUSA's official website and emailed to all paid Alabama SkillsUSA Professional members and current Alabama SkillsUSA Board of Director members. Effective August 1, 2023, the fiscal year for Alabama SkillsUSA shall be August 1 – July 31 of each year. There will be a minimum of four board meetings held each year (quarterly) with a virtual option given provided for each meeting. Those attending virtually will count towards a quorum.

Additional meetings or special meetings may be called by the Executive Director or President of the Board if a minimum of ten days' notice is given and the above criteria for notification to all Board Members is met.

At all meetings of the Board of Directors, the presence of not less than ten members shall constitute a quorum for the transaction of business. This applies to in person, virtual or hybrid meetings.

The most recently revised *Robert's Rules of Order (currently 12th edition)* shall be the final authority for Alabama SkillsUSA on all questions of procedure and parliamentary law not covered by the By-laws of the Corporation.

The Alabama SkillsUSA Executive Director shall be the chief staff person for the Corporation, responsible to the state association to conduct the affairs of the Corporation under the general supervision of the Alabama SkillsUSA Board of Directors. The President of the Board of Directors will preside over meetings shall be a voting member of the Board. In the absence of the President, the Vice-President will preside over the meetings. (IAW Roberts Rules of Order)

VOTING

At all meetings of the Board of Directors, the presence of not less than ten members shall constitute a quorum for the transaction of business. This applies to in person, virtual or hybrid meetings.

Any member who cannot attend a meeting may provide a general proxy to another Board member who will be attending the meeting. The proxy must be in writing and is valid only for the one meeting for which the proxy was given and is not revocable once provided. No proxy may be provided for any virtual meetings. The written proxy shall indicate if the holder of the proxy is to vote on specific issues or as the holder sees fit on all motions. A member should not use the proxy vote as a means to miss attending a meeting unless there are extenuating circumstances.

OFFICERS

The officers of the Corporation shall consist of the following: President; Vice-President; Secretary; Treasurer; each of whom shall also function as officers and members of the Board of Directors, as well as the Executive Advisory Committee, with the right to make management decisions. At the discretion of the Board, the Secretary and Treasurer can be the same person. It is encouraged that a Parliamentarian be elected to ensure compliance with Roberts Rules of Order for conducting meetings. The duties and responsibilities of the officers of the Board shall conform to the duties and responsibilities as described by Robert's Rules of Order.

Duties and Responsibilities President The key duties of the presiding officer are to:

- Preside over meetings.
- Be fair and impartial.
- Keep order.

Vice-President

- Preside over meetings in the absence of the President.
- Be fair and impartial.

Secretary

- Keeping all records of the organization's meetings and reports.
- Keeps and up-to date list of all members.
- Maintains the official copy of the organization's documents including (but not limited to) bylaws, rules of order, and minutes of meetings.
- Reads previous meeting's minutes during meetings.

Treasurer

- Maintains up-to-date financial reports.
- Provides the financial report to the members of the Board.

At each annual organizational meeting of the Alabama SkillsUSA Board of Directors, a President, Secretary, and Treasurer shall be elected from the Board's membership for a one-year term. Members serving in these positions may serve consecutive terms if re-elected by the Alabama SkillsUSA Board of Directors.

The Alabama SkillsUSA Board of Directors shall, at their discretion, determine the employment of the Alabama SkillsUSA State Director. The Alabama SkillsUSA State Director shall be a voting member of the Board and shall report to the Alabama SkillsUSA Executive Director. Any contract for the Alabama SkillsUSA State Director shall be developed by the Alabama SkillsUSA Executive Director (with input and assistance from the Board of Directors or their designee[s]) and the proposed candidate. The contract shall be detailed to include salary, travel, and other expenses, as well as the specific duties of the Alabama SkillsUSA State Director and presented to the Alabama SkillsUSA Board of Directors, for approval.

The Alabama SkillsUSA Executive Director shall exercise general supervision over all the affairs of the Corporation pursuant to the policies and directives of the Alabama SkillsUSA Board of Directors and have all powers and duties inherent in the office.

The Alabama SkillsUSA Secretary of the Board shall be charged with the care and keeping of the Corporation records and minutes and shall exercise all duties inherent to in the office of Secretary.

The funds of the Corporation shall be entrusted to the Alabama SkillsUSA Executive Director, Secretary/Treasurer, or person(s) designated by the Executive Advisory Board of Directors of SkillsUSA. All drafts of the Corporation greater than \$25,000 will require an invoice signature by designated parties (Executive Director and Treasurer of Board and/or appointed board member) and shall be subject to the draft of no other person(s). The books of account shall be audited annually by a Financial Committee appointed by the Alabama SkillsUSA Executive Director and chaired by the Secretary/Treasurer.

BOARD EXPENSES

Reasonable travel expenses to attend board meetings or other board approved events (including room and board) will be reimbursed for those who are not otherwise eligible for travel payments. The reimbursement rate shall not exceed the GSA rate for travel. These payments will be made upon request from the board member.

All travel claims must be submitted in writing using the approved travel forms, including any receipts. Private car travel will be paid per mile at the current state rate.

The Alabama SkillsUSA Executive Director shall sign all instruments in the name of and under the seal of the Corporation, shall attend all meetings of the Alabama SkillsUSA Board of Directors, shall give notice of all meetings of the Corporation and the Alabama SkillsUSA Board of Directors, and shall perform all such duties as may be assigned by the Alabama SkillsUSA Board of Directors.

FINANCES

A. The Technical Education Administrator employed by the Alabama State Department of Education shall serve as the Executive Director and Financial Officer and will keep accurate financial records that are reported to the Board of Directors' Treasurer no less than 5 business days prior to all Board of Director meetings.

B. Alabama SkillsUSA will utilize a debit card linked to the Alabama SkillsUSA checking account for the purpose of conducting business, as needed. Debit card usage shall require adhering to the following guidelines:

- The debit card shall only be used for conducting Alabama SkillsUSA business within the budget guidelines approved by the Alabama SkillsUSA Board of Directors. Any exceptions must be Board approved.
- All receipts must be submitted to the Alabama SkillsUSA Executive Director within 3 days either by paper or electronic means. All paper receipts must be submitted within 14 days of the close of the month.
- The debit card must stay in the possession of the authorized holder.
- The following positions will be card holders:
 - Alabama SkillsUSA Executive Director
 - Alabama SkillsUSA State Director
 - o Alabama SkillsUSA Assistant State Director
- Any online purchases must only be used on secure and reputable sites.
- Any unauthorized or accidental expenses must be reimbursed within 7 days of learning of the error.
- The Alabama SkillsUSA Executive Director will review the usage of the cards monthly. Card usage shall be recorded and reported to the Treasurer of the Board of Directors, no later than the 15th of the following month. This information will become part of the official documents of the organization.
- All funds shall only be used for the benefit of the organization. Usage for any personal or other benefit is forbidden.
- All financial records are open for inspection by any professional member, Alabama SkillsUSA Board Member, the Alabama State Department of Education employee or Alabama Community College System employee that have direct interest in Alabama SkillsUSA.

• SAVINGS ACCOUNT (RAINY DAY FUND)

Alabama SkillsUSA may establish and maintain a savings account, often referred to as a "Rainy Day Fund". This fund is separate from the organizations' operational funds and any expenditure from this fund requires the same notification and notice to the Board of Directors as a scheduled meeting. Any funds withdrawn from the Savings Account must be voted on and approved by the Board of Directors at a scheduled meeting (where a quorum is present).

MEMBER INSPECTION RIGHTS

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

AMENDMENTS

The Alabama SkillsUSA Board of Directors may make changes to the Alabama SkillsUSA ARTICLES OF INCORPORATION AND BYLAWS at a regular or special called board meeting, providing notice of such changes have been referred to the Alabama SkillsUSA Board of Directors and the membership has been notified of the proposed changes at least ten days prior to the vote on the changes. Upon affirmative vote of a majority vote of the Alabama SkillsUSA Board of Directors, the changes shall be adopted and transmitted in writing to the Secretary of Alabama SkillsUSA, who in turn shall notify members of the changes. Proposed amendments must be in compliance with National SkillsUSA bylaws and rules, and a revised copy has to be placed on file as the current official ARTICLES OF INCORPORATION AND BYLAWS of Alabama SkillsUSA.

ARTICLE VII: PROCEDURE FOR ISSUING CHARTERS

A. Charters are issued numerically in the order in which the State Office receives the petition for Charter form.

B. The Charter number originally issued to a dormant or nonexistent local chapter shall not be reissued to any other chapter.

C. The Alabama SkillsUSA Executive Director shall issue a charter certificate to new chapters.

MEMBERSHIP FEES AND DUES

There shall be four classes of membership:

The student membership shall consist of high school students who are enrolled in a Career and Technical Education program offered by the Alabama State Department of Education and Community College students enrolled in Career and Technical Education programs. Fees and dues are determined by the Alabama SkillsUSA Board of Directors.

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

rendered or offered. Professional Membership fees or dues are determined each year by the Alabama SkillsUSA Board of Directors.

The Honorary members are those persons designated by the Alabama SkillsUSA Board of Directors in recognition of their interest in or service to Alabama SkillsUSA. Such memberships shall be effective for such periods as the Alabama SkillsUSA Board shall determine, shall not be transferable, and shall not be entitled to voting rights. There are no fees or dues associated with this membership.

Alumni membership shall consist of individuals who are no longer eligible as an Active SkillsUSA member and who wish to serve as a volunteer to assist with Alabama SkillsUSA programs and activities. Professional members can be Alumni members. Such membership does not require payment of fees or dues.

- A. Membership dues with the Alabama SkillsUSA Association will be set each year by the Alabama SkillsUSA Board of Directors. Membership dues shall be payable by the date announced by the Alabama SkillsUSA Association and National Dues will be paid to the National SkillsUSA Office.
- B. The Alabama SkillsUSA State Director shall report to the Executive Director and the Executive Advisory Committee on or before March 1 of each school year as to which chapters have not paid their membership dues in full. These chapters shall be designated as chapters not in good standing.
- C. Alabama SkillsUSA members must also be members of National SkillsUSA. National SkillsUSA determines national membership dues.
- D. All chapters are encouraged to organize and submit membership on or prior to October 31.
- E. Membership will be accepted all year. However, any members submitted after February 3rd will not be eligible to compete in district, state, or national contests.
- F. Private or for-profit schools may join Alabama SkillsUSA and be eligible to compete in Alabama SkillsUSA District or State competitions provided they meet all requirements that public school members must meet as outlined below.
- G. Advisors must be paid Professional Members before their students will be eligible to compete. Each program area must have at least one instructor.

H. High school and college program areas must have a minimum of twelve (12) student members to be eligible to send competitors to the District or State Level.

I. High School and College programs that have (20 to 29) student members, may send 2 contestants or teams per contest. High school and college programs with 30 or more student members, may send (3)

contestants or teams per contest.

- J. The maximum number of contestants or teams from a chapter per technical or leadership contests is three (3). Chapters should host local contests to determine which three students or teams should represent the local chapter for leadership contests.
- K. A program is defined as a department or training area within a high school or community college. (Examples: drafting, welding, cosmetology, criminal justice).
- L. The membership participation policies apply to traditional membership, total affiliation, and campus affiliation plans.
- M. A student who has not yet graduated high school but is enrolled in a postsecondary institution

is considered a high school student until they have earned their high school diploma or its equivalent. Therefore, this student is only eligible to compete as a high school competitor, and then only if other membership requirements are met. Dual enrollment students should register as a member of Alabama SkillsUSA in the program of the institution for which they attend (High School or College) but will compete only at the high school level.

PROGRAM AFFILIATION FEE

All Alabama SkillsUSA programs must pay an affiliation fee as determined annually by the Alabama SkillsUSA Board of Directors. Any programs not affiliating will not be eligible to participate in leadership, district, or state conferences. Nonaffiliated programs will also be unable to join members with the state or national organization. Alabama SkillsUSA shall not charge a registration fee for any district or state functions sponsored by Alabama SkillsUSA Association.

STATE CONFERENCE

A. All state conference attendees shall abide by the Alabama SkillsUSA Code of Conduct and curfew or may be removed from the conference without refund.

B. All conference attendees shall attend the Alabama SkillsUSA opening ceremonies and competition orientations.

C. A room will be provided for industry partners to present prizes following the awards ceremonies.

D. Industry partners shall be recognized as Platinum Sponsors, Gold Sponsors, Silver Sponsors, and Bronze Sponsors.

E. Only monetary donations shall be retained for the general budget earmarked between agreement by all industry sponsors and the Alabama SkillsUSA Board of Directors.

F. Entities requesting Alabama SkillsUSA Association to distribute scholarships, coupons, or gift cards shall pay fifteen percent of the monetary value prior to State Conference.

G. Alabama SkillsUSA will provide a State Winner list upon request.

COMPETITION

A. Competitors must register in designated competitions at the district level to be eligible to advance to state competition.

B. State competitions with an average of more than 15 competitors over 3 years are recommended to have a district competition where feasible.

C. District competitions with an average of fewer than 15 competitors over 3 years statewide should transition to a state level competition.

D. All state level competitions with fewer than five competitors or, teams, for team events, shall be at risk for elimination.

E. The Alabama SkillsUSA State Director(s) shall recommend a competition list to the Alabama SkillsUSA Board of Directors during the first meeting of the school year.

F. Requests for new competitions shall be submitted to the appropriate Alabama SkillsUSA State Director to be presented to the Alabama SkillsUSA Board of Directors for support.

G. New competition requests must include an industry leader for the event and a minimum of 3 schools agreeing to participate.

H. All district and state Alabama SkillsUSA competitors must present a current resume or be subject to a scoring penalty.

I. All Alabama SkillsUSA competitors must take an Alabama SkillsUSA knowledge exam. No makeup exams will be allowed after the orientation time.

J. Alabama SkillsUSA competitors must be dressed in accordance with State or National technical standards. Alabama SkillsUSA badges are required at the district or state level.

K. All Alabama SkillsUSA competitors must join before the state membership deadline. L. Alabama SkillsUSA competitors may only compete in one competition with the exception of tee shirt, program cover, pin design, and outstanding CTE student.

M. All competitions shall follow the national technical standards when applicable.

QUORUM for DELEGATE ASSEMBLY

A. The official voting delegates representing at least six high school chapters and three college chapters shall constitute a majority of delegates present at the Alabama House of Delegates meeting.

B. Representation from at least three section or local chapters shall constitute a quorum at district meetings.

C. A majority of members designated as Executive Advisory Committee members shall constitute a quorum of the Executive Advisory Committee.

D. Ten members present at any of the Alabama SkillsUSA Board of Directors meetings shall constitute a quorum.

EMBLEM AND EQUIPMENT

A. The wearing of SkillsUSA Association emblems purchased independently of a garment shall conform to the following standards:

- Emblem shall not be worn on any article of clothing other than the official clothing approved by National SkillsUSA.
- Emblems should not be worn on any items of clothing not specifically mentioned in this Bylaw.

B. Each chapter shall acquire the equipment necessary to carry on an effective program of work. Such equipment shall include:

- SkillsUSA Leadership Handbook;
- Ceremonial emblem;
- American Flag;
- Chapter banner;
- Charter, pledge, creed, and motto, (framed);
- Treasurer's and secretary's record book;
- Reporter's publicity and scrapbook; and
- Gavel or hammer and anvil

STATE AND DISTRICT OFFICERS

Policies and procedures for electing officers will be approved by the Board of Directors and posted on the Alabama SkillsUSA website.

A. State and District Officers may be removed from office for one or more of the following reasons:

• Possession of alcoholic beverages, narcotics, or firearms of any form, possessed at any time, under any circumstance.

- Violation of male and female room regulations.
- Damage to property; or violation of hotel safety codes or criminal laws.
- Internet misuse.
- Failure to perform the duties of their office.
- Failure to attend required meetings.
- Failure to follow rules, regulations, and responsibilities to act in a professional manner, including school disciplinary guidelines.
- Failure to meet appropriate deadlines without satisfactory explanation.
- Failure to comply with the Alabama SkillsUSA State Officer Code of Conduct.
- Any reason deemed appropriate by the Alabama SkillsUSA State Directors and leadership team.

B. Transportation for high school officers shall be the responsibility of their parents or legal guardians as students are representing Alabama SkillsUSA and not their schools. College officers may transport themselves with the permission of their parents or legal guardians, when applicable. The Alabama State Director or SkillsUSA leadership team shall transport Alabama SkillsUSA State Officers to National Conference.

C. Alabama SkillsUSA State Officers must secure appropriate permissions for missing school during SkillsUSA events.

D. Alabama SkillsUSA State Officers and leadership team members shall be reimbursed for their travel expenses and meals while traveling.

NATIONAL OFFICER CANDIDATES

A. Alabama SkillsUSA will select no more than two qualified members per division to represent our state as national officer candidates and reserves the right to make the decision when no applicants are qualified to move forward as a national officer candidate. If there are more than two qualified candidates for a division, then the appropriate state director shall hold a special industry interview committee with no fewer than three non-partial judges.

B. National Officer Candidates must have served as an Alabama State or District Officer prior to becoming a candidate for National Office.

NATIONAL CONFERENCE

A. All National Conference attendees shall register through Alabama SkillsUSA and stay at the Alabama SkillsUSA assigned hotel unless special permission is given from the Alabama SkillsUSA State Director.

B. All National attendees must follow the SkillsUSA Code of Conduct including not creating disturbances, not possessing alcohol or tobacco products. Violations result in removal from the conference without any refund.

C. All National Conference attendees must complete registration prior to the deadline.

D. All National Conference fees must be paid prior to attending National Conference or registrations and room reservations will be canceled.

E. A State Officer "Elect" that wins a state competition shall choose to serve as a delegate/officer or national competitor. As a delegate/officer, Alabama SkillsUSA will cover expenses included with other Alabama SkillsUSA State Officers. As a competitor, the local school will fund their travel during their competition obligations.

DISSOLUTION OF THE CORPORATION

Upon dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of the remaining assets of the Corporation in accordance with its purposes or transfer such to the National SkillsUSA, Inc. or any other organization organized and operated exclusively for charitable, scientific, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)