



The Washington State Association of Future Business Leaders of America Corporate Bylaws

The Corporate Bylaws govern The Washington State Association of Future Business Leaders of America hereinafter referred to as "Washington FBLA" and the operations, finance, and policy of the corporation. The Corporate Bylaws can only be changed by the Board of Directors.

ARTICLE I: PURPOSE

Section 1.1.

The Washington State Association of Future Business Leaders of America is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 1.2.

The purpose of Washington FBLA shall be to assist the official Future Business Leaders of America-Phi Beta Lambda, Inc. charter holder, as identified by the constitution and bylaws of FBLA-PBL, a Virginia incorporated nonprofit corporation, in programmatically delivering the Goals, Creed, and Motto of FBLA-PBL throughout the State of Washington.

Section 1.3.

The mission of Washington FBLA shall be to bring business and education together in a positive working relationship through innovative leadership and career development programs.

Section 1.4

The organization shall operate through a Board of Directors who will make fiduciary, legal and coordinating decisions with all stakeholders; and the Board of Directors will empower the Washington Future Business Leaders of America Board of Advisers, who will determine operational procedures and rules related to program, competition, dress code, and student leadership. The various duties are to be carried out in a manner most expedient in the Board's judgment with all due consideration given to the democratic processes found in Robert's Rules of Order.

ARTICLE II: Board of Directors

Section 2.1 Duties

The organization shall operate through a Board of Directors who will make fiduciary, legal and coordinating decisions with all stakeholders. The Board of Directors will empower a

Washington FBLA Board of Advisers, who will determine operational procedures for student activities. The Board of Advisers shall operate as per the Board of Advisers Policies and Procedures Guidelines. The Board of Directors shall have final authority in all matters of the corporation.

Section 2.2. Number and Qualifications

The number of Directors may vary with a minimum of three (3) Directors and a maximum of 20.

The members on the Board of Directors shall be made up from the following:

- Washington FBLA State President
- Immediate Past Washington FBLA State President
- OSPI Business & Marketing Program Supervisor
- Board of Advisers Chair
- Board of Advisers Chair Elect
- Appointed Representative from Washington Association of CTE Administrators
- Appointed Representative from Washington State Business Education Association
- Professional Division President (one three-year term aligning with service as Professional Division President)
- Washington FBLA Executive Director
- Up to eleven At Large Representatives from Business & Industry or Alumni of FBLA

Section 2.3 Term and Election

The term of office for Directors (except for OSPI Supervisor, Professional Division President, and Executive Director) shall be two years. Terms may be renewed twice for a maximum length of service of six years, before a mandatory pause in Board of Directors service is required.

The following are designated as ex-officio Director positions:

- Washington FBLA State President shall be elected as defined in the student division bylaws. This is a voting member of the Board. This student shall serve one additional year on the Board of Directors after completing his/her service as State President. This is a voting member of the Board.
- The OSPI Business & Marketing Pathway Supervisor shall be named by the Office of the Superintendent of Public Instruction and serves as a non-voting member of the Board.
- The current Chair and Chair Elect of the Board of Advisers shall serve on the Board of Directors. When elected as Chair Elect, that representative is committing to two years of service. Both seats are voting members of the Board.

- The Washington Association of Career & Technical Education Administrators shall appoint a representative to the Board of Directors for a two-year term in accordance with their policies. This is a voting member of the Board.
- The Washington State Business Education Association shall appoint a representative to the Board of Directors for a two-year term in accordance with their policies. This is a voting member of the Board.
- The President of the Professional Division shall serve a three-year term during his/her service to the Professional Division. This is a voting member of the board.
- Washington FBLA Executive Director will serve as a voting member of the Board of Directors.

The remaining Director positions shall be elected by the Board of Directors except that a Board member shall not vote on that member's own position.

Board terms align with the fiscal year of Washington Future Business Leaders of America and begin July 1 of each year. Any Board Member serving a partial term shall be considered as having served a full term for the purpose of term limits.

Section 2.4 Removal

Any Director may be removed with or without cause at a meeting called for that purpose by a vote of 2/3 of the majority of the Board of Directors entitled to vote.

Section 2.5 Vacancies

Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of Directors at the Board of Directors meeting.

Section 2.6 Quorum & Action

A quorum at a board meeting shall be a minimum of five directors, at least one of which must be either the Executive Director or the OSPI Business & Marketing Pathway Supervisor. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 2.7 Regular Meetings

The Board of Directors shall meet at least one time per year.

Section 2.8 Special Meetings

Special meetings of the Board of Directors may be called by the Board of Directors Chair or by the Executive Committee and shall be called upon the written request of five members of the Board of Directors. Notice of such meetings along with the description of the time, place, and purpose of the meeting shall be delivered to each Director personally or by the phone, mail, or email not less than seven days prior to the special meeting.

Section 2.9 Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be electronic, as long as all Directors can hear and be heard.

Section 2.10 No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board services in accordance with the expense reimbursement policy.

Section 2.11 Annual meeting of the Corporation

The first regular meeting of the Board of Directors in any fiscal year shall be considered the annual meeting.

ARTICLE III: COMMITTEES

Section 3.1 Executive Committee

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary/Treasurer, State President, OSPI Business & Marketing Pathway Supervisor (non-voting), Board of Advisers Chair, and the Executive Director. By a majority vote, the Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial decisions. The Executive Committee decisions to be shared with the full BOD via Email between regular Board of Directors Meetings.

Section 3.2 Other Committees

The Board of Advisers and State Officer Team shall operate as permanent standing committees of the Board of Directors.

The Board of Directors may establish other committees, as it deems necessary and desirable.

Section 3.3 Composition of Committees Exercising Board Functions

Any committee that exercises any functions of the Board of Directors shall be composed of a minimum of one Director who will chair the committee plus one other director or non-director, elected by the Board of Directors by a majority vote of the number of Directors

prescribed by the Board, or if no number is prescribed, a majority of all Directors in office at that time.

Section 3.4 Quorum and Action

A quorum at a committee meeting exercising Board functions shall be the Board of Directors Chair plus a majority of all other elected committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of all committee members present.

Section 3.5 Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers or third party vendor; no committee may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; no committee may adopt, amend, or repeal the Articles, Bylaws, or any resolution made by the Board of Directors or Executive Committee.

ARTICLE IV: OFFICERS

Section 4.1 Titles

The officers of this corporation shall be the Chair, Vice Chair, Secretary/Treasurer, and the Executive Director.

Section 4.2 Election

The Board of Directors shall elect the Chair, Vice Chair and Secretary/Treasurer from its members to serve one-year terms. An officer may be reelected without limitation on the number of terms an officer may serve. A Board Member on his/her final year of service is not eligible to serve as Board Chair to ensure that not all officers of the Board will exit at the same time.

Section 4.3 Vacancy

A vacancy of the office of Chair, Vice Chair or Secretary/Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4.4. Other Officers

The Board of Directors may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 4.5 Chair

The Chair shall preside over meetings of the Board of Directors.

Section 4.6 Vice Chair

The Vice Chair will act as Chair in the absence of the Chair and shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 4.7 Secretary/Treasurer

The Secretary/Treasurer shall have overall responsibility for all the recordkeeping and all the corporate funds.

ARTICLE V: CORPORATE INDEMNITY

This corporation will indemnify its officers and directors to the fullest extent allowed by Washington State law.

ARTICLE VI: FISCAL YEAR

The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE VII: DISSOLUTION:

In the event of dissolution of the corporation, the net assets, or the proceeds remaining after the discharge of all outstanding obligations and liabilities, shall be used by the Board of Directors for the benefit of Washington students of Business Education or be transferred to some recognized Educational Foundation.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE IX: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed. Bylaws may be amended or repealed by the Board of Directors by a two thirds (2/3) vote of Directors present, if a quorum which is 2/3 of the total elected directors is present. Prior to the adoption of the amendment changes or deletions, each director shall be given at least two-weeks' notice of the time, date, and the place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Approved _____