

CALIFORNIA ASSOCIATION OF DECA, INC

Corporate Bylaws

Established December 11, 1997

Article I: Purpose

Section 1.1 The purpose of the California Association of DECA, Inc., hereinafter referred to as California DECA, shall be to assist the official DECA Inc. charter holder, as identified by the constitution and bylaws of DECA Inc., a Virginia incorporated nonprofit corporation, and to prepare emerging leaders and entrepreneurs for careers in marketing, finance, hospitality, and management. California DECA's guiding principles shall be to help student members leverage their DECA experience to become academically prepared, community oriented, professionally responsible, experienced leaders. California DECA's core values and attributes are competence, innovation, integrity, and teamwork.

Section 1.2 California DECA shall be the official organizing and managing body of all divisions of DECA granted under the Charter.

Section 1.3 California DECA shall operate through a Board of Directors who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Directors is to provide a representative system of governance to establish policy and support the purposes of the California DECA. 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. The Board of Directors will empower the California DECA Management Team, who will determine and administer operational procedures.

Section 1.4 California DECA is organized and operated exclusively for charitable, religious, educational, and scientific purposes under 501(c)(3) of the Internal Revenue Code or corresponding future federal tax code.

Subject to the limitations stated in the Articles of Incorporation, the Corporation shall engage in lawful activities, none of which are for profit and furtherance of such purposes. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes as set forth in the Articles of Incorporation, Bylaws, Charter, IRS Code, and the laws of the State of California.

Section 1.5 No part of the activities of California DECA shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any

activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article II: Responsibilities

Section 2.1 The Board of Directors shall establish policies to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs of study serviced by DECA Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

Article III: Board Membership

Section 3.1 Composition:

The Board of Directors, hereafter referred to as the Board, shall consist of up to thirteen (13) persons. The Board shall include the following membership:

1. The State Advisor as determined by the California Department of Education (ex-officio voting);
2. Nine (9) California DECA District Representatives to serve a two-year term serving from the three administrative Districts of Northern California, Silicon Valley, and Southern California as follows:
 - A. Two (2) current DECA Advisor/Educators
 - B. One (1) representative who may be a DECA Advisor/Educator or DECA affiliated educator, administrator, alumnus, or higher education representative
3. Two (2) At-Large State-wide Representatives to serve a two-year term representing a diverse spectrum of stakeholders from business and industry committed to the mission of DECA.

Section 3.2 Qualifications and Terms of Office:

1. The State Advisor from the California Department of Education shall be a perpetual member of the Board as long as they hold such appointment by the California Department of Education.
2. Nine (9) California DECA local advisors or education professionals shall be elected by the primary chapter advisor of a chapter aligned to a DECA District.

3. The two (2) business and industry representatives shall be nominated by a current Board Member and voted to the Board of Directors by a majority vote of the current members of the Board of Directors.

All Board members must be Professional Members in good standing of California DECA and DECA Inc.

A term of office shall consist of two years, beginning and ending with the dates of California DECA's fiscal year, unless otherwise defined above. Additional terms may be served but may not exceed three (3) consecutive terms.

As this corporation has no members, Board Members may be removed from the Board with or without cause by a majority vote of the Board of Directors with the exception of perpetual members.

Section 3.3 Vacancies:

In the case of a board vacancy, the State Advisor or Board Chair may nominate another qualified person to fulfill a term. Members filling a vacancy shall be elected to the Board by a majority vote of its members. In the absence of the State Advisor, the Board of Directors Chair may serve in acting capacity until a successor is appointed.

Section 3.4 Board Officers:

The officers of the Board shall consist of:

- State Advisor
- Board of Directors Chair
- Board of Directors Chair-Elect
- Board of Directors Secretary
- Board of Directors Treasurer

The Board Chair, Chair-Elect, Secretary, and Treasurer shall be elected from the Board's membership.

The State Advisor will be selected by the California Department of Education.

The Executive Director/Management Team will be determined by the California DECA Board of Directors.

The Executive Director/Management Team shall act as an agent of the Board of Directors responsible for the organization of Board meetings, coordinating meeting agendas, developing and providing necessary

reports, and ensuring compliance with State of California nonprofit corporation requirements.

The Board Chair shall work closely with the Executive Director/Management Team in setting meeting agendas and shall preside over each meeting.

The Chair-Elect shall preside over meetings in the absence of the Chair and shall assume the position of Board Chair at the conclusion of his/her term.

The Secretary shall be responsible for maintenance of corporate records and recording of meeting minutes.

The Treasurer shall be responsible for providing a yearly financial report, present financial reports to the Board of Directors at regularly scheduled meetings and ensure fiscal oversight according to the policies established by the Board of Directors.

Article IV: Meetings

Section 4.1 Quorum:

At all meetings of the Board, it shall take no less than four (4) of the existing board membership to constitute a quorum to conduct business.

Any matter, excepting amendments to these bylaws, may be adopted by vote of a majority present at a meeting at which a quorum is present and where either the State Advisor or Board Chair are part of the quorum.

The act of a majority of the Board where a quorum is present shall represent an act of the Board of Directors provided that any actions that are inconsistent with the policies of the California Department of Education or DECA Inc., may be vetoed by the State Advisor or the California Department of Education's superintendent's office.

Section 4.2 Voting:

Subject to the provisions in Section 3.1, at all official business meetings each member of the Board shall have one vote. The Board Chair may vote to make a tie or break a tie. Votes may be cast by written approval of proxy, by mail, by electronic means or directly at a business meeting of the Board. Votes by electronic means shall be recorded in the minutes of the next regularly scheduled Board Meeting.

Section 4.3 Record of Proceedings:

Minutes shall be recorded for all Board meetings and shall be submitted to the next succeeding meeting of the Board for approval, but failure to submit or to receive the minutes shall not invalidate any action taken or decision made during such meeting.

Section 4.4 Committees:

The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the power to set policy or act in an official capacity in lieu of the Board. Committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

The California DECA State Officers shall be selected consistent with the California DECA Constitution. The California DECA State Officers shall serve as a perpetual standing committee of the California DECA Board of Directors.

Section 4.5 Scheduled Meetings:

The Board shall meet a minimum of one time per fiscal year either in person or by electronic means.

Article V: Non-Liability of Directors

Section 5.1 The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article VI: Fiscal Year

Section 6.1 The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Article VII: Dissolution

Section 7.1 Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article VIII: Amendments

Section 8.1 These bylaws may be amended or revised by the affirmative vote of no less than two-thirds (2/3) of the members of the Board of Directors.

Corporate Bylaws History

Approved Amendment May 13, 2021

Proposed Amendment May 15, 2020

Amended May 31, 2009

Adopted by Unanimous Written Consent December 11, 1997

Initial Directors

Cheri Adame, Director

Sally Flournoy, Director

Howard Hodges, Director

Kay Masonbrink, Director

Verda McMullen, Director

Tonette Rancadore, Director

Stephen Rogers, Director

Robert Yarbrough, Director