



**California Future Business Leaders of America, Inc.
Corporate Bylaws**

Adopted December 5, 1975
Last Amended December 9, 2020

California Future Business Leaders of America, Inc.

Corporate Bylaws

These Corporate Bylaws govern California Future Business Leaders of America, Inc. hereinafter referred to as “California FBLA” and the operations, finance, and policies of the corporation. The Corporate Bylaws can only be changed by the Board of Directors.

ARTICLE I: PURPOSE

Section 1.1 Organization

California 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 Purpose

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

Section 1.3 Mission

The mission of California FBLA shall be to inspire and prepare students to become community-minded business leaders in a global society through relevant career preparation and leadership experiences.

Section 1.4 Divisions

California FBLA shall be the official organizing and managing body of the FBLA high school, middle school, and FBLA Professional Division granted by Charter to the California Department of Education and entrusted to California FBLA to manage.

Section 1.5 Operation

California FBLA 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 California FBLA. 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 and consistent with stated purposes of the charter grantor FBLA-PBL, Inc. and charter holder California Department of Education. The Board of Directors will empower management team, boards, committees, teams, sections, and councils who will recommend policy and may implement programmatic operational procedures as established by the Board.

Section 1.6 Non-Membership

This corporation shall have no members.

California Future Business Leaders of America, Inc.

Corporate Bylaws

ARTICLE II: BOARD OF DIRECTORS

Section 2.1 Responsibilities

The Board of Directors shall establish policies to ensure the corporation fulfills its mission of serving students enrolled in career and technical education programs serviced by FBLA-PBL Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

Section 2.2 Duties

The organization shall operate through a Board of Directors who will make fiduciary, legal and coordinating decisions with stakeholders. The Board of Directors shall have final authority in all matters of the corporation. All board members shall be entitled to voting privileges.

Section 2.3 Number

The number of Directors may vary with a minimum of five (5) Directors and a maximum of twelve (12).

Section 2.4 Composition

The members of the Board of Directors shall include the following two (2) ex-officio members:

- Charter Holder: State Superintendent of Public Instruction or his/her designee representing the California Department of Education in the capacity of State Adviser who holds voting rights.
- Charter Manager: The Chief Operations Officer, as determined by the Board of Directors, will perform charter execution on behalf of the California Board of Directors, which is the Charter Manager.

The remaining ten (10) directors representing a diverse spectrum of stakeholders reflecting the strategy of California FBLA and committed to the purpose of FBLA-PBL shall be derived from:

- Industry Representatives (example: executive, entrepreneur, industry/association nonprofit, lawyer, CPA, information technology, marketing/communications, human resources, public servants, etc.)
- Education Representatives (example: local adviser, higher education, district/school administration, counselors, business professionals, retired education professionals, etc.)
- FBLA Alumni who have graduated from high school a minimum of 4 years before serving.
- California Residents serving in a national leadership or volunteer capacity to FBLA-PBL, Inc. Appointment is not automatic and requires Board action and prospective appointee

California Future Business Leaders of America, Inc.

Corporate Bylaws

agreement to serve. Representatives serving in this capacity shall serve through the duration of their service to FBLA-PBL, Inc.

Section 2.5 Term and Election

The term of office for non-ex-officio members shall be three (3) years. Additional terms may be served but may not exceed two consecutive terms.

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

Section 2.6 Removal

Any Director may be removed with or without cause at a meeting called for that purpose by a vote of two-thirds (2/3) of the majority of the Board of Directors.

Section 2.7 Vacancies

In the case of a Board vacancy, the Chair, State Adviser or Nominating Committee 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.

Section 2.8 Quorum & Action

A quorum at a Board meeting shall consist of a majority of the voting members of the Board of Directors. 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 2.9 Regular Meetings

The Board of Directors shall meet a minimum of twice per year. An agenda (with opportunity for input made available to all Directors), previous meeting minutes, a fiscal update, and any reports and documents to be shared during the meeting will be made available via a "Board packet" five (5) business days in advance.

Section 2.10 Special Meetings

Special meetings of the Board of Directors may be called by the Board of Directors Chair or by the written request of three (3) 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 phone, mail, or email not less than seven (7) days prior to the special meeting.

California Future Business Leaders of America, Inc.

Corporate Bylaws

Section 2.11 Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be electronic, as long as all Directors can hear, be heard, and be visible for the duration of the Board meeting. Directors will be prohibited from voting if camera is not on/operational.

Section 2.12 No Salary

With the exception of the Chief Operations Officer and any members of the Management Team also serving in ex-officio capacities, Board Members 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 2.13 Annual Meeting of the Corporation

The first regular meeting of the Board of Directors in any fiscal year shall be considered the Annual Meeting of the Corporation. The fiscal year runs July 1 – June 30.

Section 2.14 Voting

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 (so long as each Board Member has the ability to hear, and be heard and seen, if a virtual meeting) or directly at a business meeting of the Board.

Section 2.15 Record of Proceeding

Minutes shall be recorded for all Board meetings and shall be submitted at the next succeeding meeting of the Board for approval. All action taken, and approved, will be considered active policy during the timeframe necessary to produce minutes and have them approved. Minutes shall include all key discussion points as well as action taken to provide a historical record of meetings. Once minutes are approved they will be posted to the CA FBLA website and a copy provided to the State Adviser for CDE records.

ARTICLE III: CORPORATE OFFICERS

Section 3.1 Positions

The officers of this corporation shall be the Chair, Vice Chair, Secretary, Treasurer, and California Department of Education Representative.

Section 3.2 Election

The Board of Directors shall elect the Chair, Vice Chair, Secretary, and Treasurer from its members to serve a one-year term at the annual meeting. A Board Member may be re-elected to an officer position without limitation; however, an officer term may not exceed their Board term of service.

California Future Business Leaders of America, Inc.

Corporate Bylaws

Section 3.3 Vacancy

A vacancy of the office of Chair, Vice Chair, Secretary, or Treasurer shall be filled not later than the first regular or special meeting of the Board of Directors following the vacancy. Board meetings cannot commence until any officer vacancy is filled.

Section 3.4. 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 3.5 Chair

The Board Chair shall work closely with the State Adviser and Chief Operations Officer and Board Members in setting meeting agendas and shall preside over each meeting. The Chair is as an ex-officio member of all committees.

Section 3.6 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 and shall assume the position of Chair.

Section 3.7 Secretary

The Secretary shall be responsible for ensuring the creation and maintenance of records, meeting attendance, and recording of meeting minutes. Meeting minutes shall include key discussion points and actions taken to provide historical documentation. The Secretary shall be responsible for having the minutes uploaded to the CA FBLA website as well as providing a copy for the CA FBLA State Adviser to file at the CDE.

Section 3.8 Treasurer

The Treasurer shall be responsible for providing a fiscal update at regular Board meetings, ensuring the production of a yearly financial report, serving on the audit committee, and overseeing financial procedures as established by the Board.

Section 3.9 State Adviser

The State Adviser is a representative of the Superintendent of Public Instruction at the California Department of Education and has general oversight of the FBLA charter and program policy.

ARTICLE IV: COMMITTEES

Section 4.1 Appointment of 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. Unless otherwise described in

California Future Business Leaders of America, Inc.

Corporate Bylaws

these bylaws or by policy, 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.

Section 4.2 Executive Committee

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, Treasurer, and the California FBLA State Adviser from the California Department of Education. 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 shall be shared with the full Board of Directors at the next regular or special meeting with outcomes and votes incorporated into the minutes of the meeting.

Section 4.3 Nominating Committee

The Nominating Committee shall be a permanent committee of the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall include at least (2) board members and two external stakeholders as appointed by the Board Chair. The Nominating Committee's role is to recruit diverse board members needed to realize the mission and strategy of the corporation, facilitate new board member orientation, recommend policy and procedure related to the selection of board members, and foster the cultural health of the Board and Corporation.

Section 4.4 Audit Committee

The Audit Committee shall begin on July 1 and be a permanent committee of the Board of Directors. The Audit Committee shall be appointed by the Board of Directors. A minimum of two (2) board members shall be appointed to this committee by the Board of Directors Chair. The Audit Committee's role is to coordinate the selection of an independent third-party auditor/CPA review, oversee the audit/review, process audit/review requests, and respond to audit/review inquiries. The Audit Committee shall share audit/review results to the Board of Directors, facilitate the audit/review closure, and recommend policy and procedures related to sound accounting practices.

Section 4.5 State Executive Student Board

The State Executive Student Board shall be a permanent committee of the Board of Directors. The State Executive Student Board shall be composed of student officers according to the procedures established by the California FBLA Student Division Bylaws. The State Executive Student Board President shall present reports and recommendations on behalf of the student members of California FBLA and shall work with all student leaders to ensure State Executive Student Board goals, activities, and initiatives are aligned with realizing the vision and strategy of California FBLA.

Section 4.6 Other Committees

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

California Future Business Leaders of America, Inc.

Corporate Bylaws

Section 4.7 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 (1) Director who will chair the committee plus one (1) 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 4.8 Quorum and Action of Committees

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

Section 4.9 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 of Incorporation, Bylaws, or any resolution made by the Board of Directors or Executive Committee.

ARTICLE V: CORPORATE INDEMNITY

Section 5.1 Indemnification

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

ARTICLE VI: FISCAL YEAR

Section 6.1 Fiscal Year

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

ARTICLE VII: DISSOLUTION:

7.1 Dissolution

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 a state or local government, for a public purpose.

California Future Business Leaders of America, Inc.

Corporate Bylaws

ARTICLE VIII: PARLIAMENTARY AUTHORITY

8.1 Parliamentary Authority

The rules contained in the most 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, the laws of the State of California, policies of the California Department of Education as charter holder, and any special rules of order the Corporation may adopt.

ARTICLE IX: AMENDMENTS

9.1 Amendments

These Bylaws may be amended or repealed. Bylaws may be amended or repealed by the Board of Directors by 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 (2) 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.

Governance History

Chartered Granted by FBLA-PBL, Inc. to California Department of Education June 15, 1950

Adopted December 5, 1975

Amended December 20, 2000

Amended June 27, 2004

Amended March 13, 2009

Amended November 14, 2012

Amended October 10, 2015

Amended June 20, 2017

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