



By-Laws

of the

MARYLAND DECA, INC.

BOARD OF DIRECTORS

A Non-Profit Maryland Corporation

Adopted by Action of the Board of Directors

Amended: January 2015

BY-LAWS
of
MARYLAND DECA, INC.
BOARD OF DIRECTORS
A Non-Profit Maryland Corporation

ARTICLE I – NAME

The name of this corporation shall be Maryland DECA, Inc.

ARTICLE II – PURPOSE

Section 1 As set forth in the Articles of Incorporation, this corporation is organized exclusively for, and will be operated exclusively for, educational purposes within the meaning Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), more particularly, to promote Career and Technology Education in connection with the schools of the State of Maryland.

Section 2 The objectives and purposes of the corporation are enumerated as follows:

- a. To promote and advance the interest of Career and Technology Education in the schools of the State of Maryland.

- b. To assist in making the instruction through leadership training of the individual in the Career and Technology Education program a more practical and meaningful experience.
- c. To raise the standards of Career and Technology Education and assist in the development of a Career and Technology Education program which is responsive to the needs of business, industry, and community.
- d. To develop between the general public and the educators of the State of Maryland such united efforts as will secure the highest quality Career and Technology Education programs.
- e. To work in conjunction with the Maryland State Board of Education through the Maryland DECA State Director.

Section 3 The Corporation shall not engage in business for profit and no earnings of the Corporation shall be distributed to members of the Corporation.

ARTICLE III – MEMBERSHIP

Section 1 The membership, hereinafter referred to as a member of this Corporation, may be comprised of the advisors, students, alumni, and professional members of any

chartered Maryland DECA chapter maintaining active membership status. In addition, partners from supporting businesses, colleges, and universities may be members and may serve on the Board of Directors. Each member of the Board of Directors shall be entitled to one vote on all matters, which may properly come before the membership of this Corporation.

Section 2 In the election of Directors and the transaction of such other business as may come before the Members of this Corporation, each Member shall be entitled to one vote.

ARTICLE IV – DIRECTORS’ MEETINGS

Section 1 The Board of Directors of the Corporation shall meet at least twice a year for the transaction of business.

Section 2 Special meetings of the Directors may be called at any time by the President, Vice-President, State Director, or by twenty-five (25%) of Directors eligible to vote. Each call of a special meeting shall state the time, place and purpose of such meeting.

Section 3 Notices of regular meeting shall be given by the Secretary to every director at least 10 business days before the date of the meeting.

Section 4 Fifty percent (50%) of the Directors of the Corporation eligible to vote shall constitute a quorum for all purposes at any regular meeting. All officers shall constitute a quorum for any special meeting.

ARTICLE V – BOARD OF DIRECTOR (BOD) OFFICERS

Section 1 The Officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer.

Section 2 Officers shall hold office for a term of two years or until their successors are elected and duly qualified unless vacancy exists at which such election shall be held as soon thereafter as possible.

Section 3 State Director is a non-voting member of the Board of Directors.

ARTICLES VI – BOD OFFICERS: DUTIES AND POWERS

Section 1 The President shall preside over all meetings of the Corporation and of the Board of Directors, decide all points of order, and generally perform all duties incidental to the office of President and that of Director.

Section 2 In the absence of the President, the Vice-President shall preside and if the President-Elect for any cause shall be unable to act, the Board of Directors shall appoint a President pro tempore from the Board of Directors to so preside, in whom shall be vested for all the time being the duties and functions of the President's office. The President-Elect shall perform such other duties that may be assigned by the President or by the Board of Directors. The President-Elect shall serve as President of the Board of Directors in the year following his or her service as President-Elect.

Section 3 The Secretary shall (a) keep the minutes of the Members' and the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member; and (e) in general perform all duties incidental to the office of the

Secretary and such other duties that may be assigned to the Secretary by the President or by the Board of Directors.

Section 4 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. They shall: (a) receive and reconcile deposit records, receipts, and bank statements; (b) collect and organize documents for expenditures; (c) disburse and deposit monies; (d) make arrangements to convene the audit review committee on an annual basis; (e) provide a report of receipts and disbursements to the Board of Directors and the Maryland DECA State Director at each regular meeting; (f) forward report of audit review committee and annual IRS 990 form (if applicable) to the Board and Maryland DECA State Director; (g) develop and forward end-of-year treasurers' report to the Board and Maryland DECA State Director; (h) maintain DECA accounting ledgers; (i) sign contracts for meals, lodging, materials and services between the Board and the vendor, (The Maryland State Department of Education will not be party to contracts to obtain goods and services from vendors purchased with DECA funds.); (j) maintain tax exempt status; and (k) in general perform all of the duties that may be assigned to them by the President or the Board of Directors.

Section 5 The Board of Directors, at it's option, may appoint such other Officers as may be necessary to perform the duties incidental to the above listed offices. Such Officers need not be members of the Board of Directors of this Corporation.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 The governing authority of the Corporation shall be vested in a Board of Directors: eight to sixteen (8-16) in number, Board member must be active Professional members of DECA, at least two (2) business community representatives, two (2) college representatives, and one (1) state officer. Fifty percent (50%) of said Board shall constitute a quorum for the transaction of all business, and the action of a majority of Directors present at any meeting of a duly assembled quorum is valid as a corporate act. The Board of Directors shall include at all times the President, Vice-President, Secretary, and Treasurer.

Section 2 All members of the Board of Directors shall hold office for a term of two years from the date of their election or until their successors are elected and qualified.

- a. Officers chosen not to exceed three (3) vacancies at any one time, shall be filled by the remaining members of the Board.
- b. The majority vote of the Board shall be sufficient to appoint a new member to the Board to fill any unexpired term of office. However, if the President resigns before the end of their term, the Vice-President will then serve in the position of President effective immediately until said term ends. Once the term ends, the Vice-President will serve as President for the next term of service.

- c. In the event more than three (3) vacancies occur at any one time on the Board of Directors, then the right to elect new Members to fill such vacancies are specifically reserved to the Board of Directors members eligible to vote. An election shall be held at a regular or special meeting of the membership for the purpose of electing Members to fill said vacancies.

Section 3 After any election as above set forth, the newly elected Board of Directors shall hold its meeting and shall organize. At such meeting, the Board may choose any agents, appoint ex-officio members, not to exceed ten (10), or employees of the Corporation and transact any other business.

Section 4 Any and all charges made against any Member shall be brought before a membership meeting and in the event that charges furnishing cause for removal are proved. The members present at a regular meeting who are eligible to vote shall have power by two-thirds (2/3) majority vote to remove said Member from the Board of Directors.

Section 5 The Maryland DECA State Officer Team annually will elect one member with voting privileges to the Board of Directors and one non-voting member, position to be rotated among State Officer Team members.

Article VIII – Directors: Duties

- Section 1 It shall be the duty and responsibility of the Board of Directors to keep a complete record of all their minutes and acts of the proceedings of the Members, and to present a full statement at the regular annual meeting of the Members showing in detail the conditions of the Corporation. A similar statement shall be presented at any other meeting of the Members when requested by a two-thirds (2/3) majority of the Members of the Corporation eligible to vote.
- Section 2 The Board of Directors shall supervise all Officers, agents and employees of the Corporation consistent with the provisions of these By-Laws and the laws of the State of Maryland.
- Section 3 The Board of Directors shall make rules and regulations governing the conduct of the Corporation consistent with the provisions of these By-Laws and the laws of the State of Maryland.
- Section 4 The Board of Directors shall elect or appoint all necessary committees, agents, or employees, and fix the compensation to be paid to them, if any; enter into all contracts and leases, if any; and generally, to exercise all the business functions of the Corporation, including confirmation of Executive action as provided for herein below.

- a. Board of Directors may be reimbursed for approved travel.
- b. Board of Directors may establish “sponsorship” for reimbursement of student travel on a limited basis.

Section 5 The Board of Directors may from time to time designate such Officer or such other person to sign all checks or demands for money and notes of the Corporation, provided that at least two signatures will be required. The designated Treasurer has the authority to view the financial bank statements online.

Section 6 Any member of the Board of Directors who shall be absent from two (2) or more consecutive meetings of the Board of Directors and/or State DECA functions, unless excused by the President, may be removed from the Board of Directors.

Section 7 A copy of the original By-Laws of this Corporation shall be kept on file to be available in the office of the Corporation. Any and all changes made in the By-Laws must be noted therein, along with the date of the meeting at which such changes are made.

Section 8 An Executive Committee consisting at all times of the President, Vice-President, Secretary, and Treasurer shall receive and analyze all committee reports and recommendations as the various committees may submit from time to time to the Vice-President. The Executive Committee shall take responsibility in the day-to-

day operations of the Corporation, subject to confirmation of its actions by a majority of a duly assembled quorum of the board of Directors.

Section 9 The Members shall advise the Maryland DECA State Director and DECA State Officers in the operation of the state association. They shall be available to assist with the functions thereof.

Section 10 The Members shall assist the Maryland DECA State Director in the operation of the Maryland DECA Conferences as necessary, including the approval of any new competitive events.

Section 11 The Members shall review the accounts of the association in accordance with the policies of the State of Maryland.

Section 12 The President/Designee shall be a full member of the Resolutions Committee. (The President or Member appointed may not represent the school that filed a complaint.) In the event of more than one complaint, the President may choose to appoint a different representative for each individual hearing.

Section 13 The Members shall provide assistance to the successful operation of all state sponsored activities.

Section 14 The Members shall assist the Maryland DECA State Director in long-range planning.

Section 15 The Members shall respond to concerns and/or complaints of other local DECA Advisors.

Section 16 The Members shall act in the place of the Maryland DECA State Director whenever the Maryland DECA State Director is not available at conferences and activities.

ARTICLE IX – INDEBTEDNESS

Section 1 The Officers shall have no power to borrow money on behalf of the Corporation unless approved and authorized by the Board of Directors.

ARTICLE X – MEMBERS: VOTING AND INTEREST

Section 1 The voting power and interest of Members in this Corporation shall be equal.

Section 2 No Member of this Corporation shall have any right, title, or interest whatsoever in or to any property or assets, which the Corporation may or hereafter acquire. In the event of or upon the dissolution of this Corporation, the Directors or person in charge of the liquidation shall distribute any assets remaining after payment or the discharge of all Corporation's duties or obligations, to some other non-profit

organization similar in nature, if possible, then in existence and in accordance with the law.

ARTICLE XI – MEMBERS: DUTIES

Section 1 Each Member shall abide by the rules, regulations, By-Laws, and code of ethics of the Corporation, now in effect or which may hereafter be adopted.

Section 2 Each Member shall at all times work for the best interest of the Corporation and act in accordance with Article II Section of this document. Each Member shall take such action as it deems reasonable and expedient to aid and assist other Members in their pursuit of this end.

ARTICLE XII – STATE STUDENT OFFICERS – DUTIES & RESPONSIBILITIES

Section 1 The President shall:

1. Serve as a member of the board of directors,
2. Serve as chair of the executive committee,
3. Preside over the committee meetings and delegate assemblies of the chapter,
4. Maintain a close and continuing relationship with the state director,
5. Perform other duties for the promotion and development of local, regional, and state activities,
6. Oversee that Student State Officers meet Program of Work (POW) deadlines, and

7. Perform other duties as prescribed by the state director or board of directors.

Section 2 The Vice-President shall:

1. Assist the president in duties assigned to him/her,
2. Preside over all chapter meetings and meetings of the executive committee in the president's absence, and
3. Perform other duties as prescribed by the president, state director, and board of directors.

Section 3 The Regional Vice-Presidents shall:

1. Coordinate the Regional Leadership Conferences at a designated location in their respective region with the assistance and support of the entire State Officer Team,
2. Coordinate the planning of the regional leadership conferences and meetings with team support from the Regional Chapter School Advisor, the entire State Officer Team, and Board of Directors,
3. Coordinate the activities within their region, and
4. Perform duties assigned to them by the president, state director, or board of directors.

Section 4 The Secretary shall:

1. Perform all duties common to this office, such as keeping an accurate record of the sessions of the state convention and of the executive committee,
2. Provide one copy of the minutes and any substantiating reports to the state director for the permanent files within ten (10) working days after the state conventions and executive meetings,

3. Perform other duties as directed by the president, the state director, and board of directors.

Section 5 The Treasurer shall:

1. Perform all duties common to this office, such as keeping an accurate record of the financial matters for the state convention, regional activities, and executive committee,
2. Assist the state director in connection with financial matters, as directed by the executive committee,
3. Design the state chapter annual business report following the guidelines prescribed by National DECA and the board of directors, and
4. Perform other duties as directed by the president, the state director, or board of directors.

Section 6 The Historian shall:

1. Keep a record of the meetings and other activities of the chapter throughout the year,
2. Submit all records to the state director at the end of the term,
3. Organize a book of historical records and keep it up to date with local, state, and national items of interest concerning DECA.
4. Serve as the public relations liaison between National DECA and Maryland DECA as well as between the local chapters and Maryland DECA.
5. Produce and post on the Maryland DECA website a quarterly state newsletter or update following guidelines prescribed by the board of directors,
6. Take pictures of all Maryland DECA events,
7. Prepare and organize all PowerPoint presentations, and

8. Perform other duties as prescribed by the president, state director, and board of directors.

Section 7 The Parliamentarian shall:

1. Advise the president of the orderly conduct of business in accordance with chapter bylaws and parliamentary procedures,
2. Be responsible for the orderly conduct of business during meetings of the executive committee, delegate assemblies, and conventions,
3. Organize and run state officer elections at the Career Development Conference (CDC), and
4. Promote the work of the parliamentarian in local chapters.

ARTICLE XIII – AMENDMENTS

- Section 1 These By-Laws may be amended or repealed, or new By-Laws may be adopted at any regular or special meeting of the members, but they shall be amended by a two-thirds (2/3) vote of the members present at such meeting and eligible to vote.
- Section 2 The Board of Directors shall have power to make, adopt, alter, amend, and repeal, from time to time, By-Laws of the Corporation; provided however, that the Members entitled to vote with respect thereto as in this Article XII above provided may alter, amend, or repeal By-Laws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of members of the Board of Directors, or to change any provisions of the By-Laws with respect to the removal of Directors. If any changes to the By-Laws regulating an impending election of Directors are made, there shall be set forth in the notice of the next meeting of Members for the election of Directors, the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.
- Section 3 Whenever any amendment or new By-Laws are adopted they must be copied into the book of the original By-Laws. If any By-Laws are repealed or amended, the fact or repeal or amendment with the date of the meeting at which the repeal or amendment was enacted must be stated in said book.