

FUTURE BUSINESS LEADERS OF AMERICA – PHI BETA LAMBDA ARIZONA, INC.
Corporate Bylaws

Article I: Purpose

Section 1.1 The purpose of the FUTURE BUSINESS LEADERS OF AMERICA-PHI BETA LAMBDA ARIZONA, INC. hereafter referred to as “FBLA-PBL ARIZONA.” shall be to develop future leaders, improve educational and career opportunities for students in business education programs and interested in pursuing a career in the business field, and to help students build self-esteem, experience leadership, and practice community service.

Section 1.2 The purpose of the Board of Trustees is to provide a representative system of governance to establish policy and support the purposes of the FBLA-PBL Arizona the various duties are 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: Responsibilities

Section 2.1 The Board of Trustees shall establish policies and procedures to ensure the state association fulfills its mission of serving students enrolled in business education programs, and that all financial records are maintained in accordance with generally accepted accounting principles.

Article III: Membership

Section 3.1 Composition: The Board of Trustees, hereafter referred to as the Board, shall consist of up to twenty (20) persons. The board shall include the following membership: (1) an at-large employee of Career and Technical Education (ex-officio, nonvoting member) (2) the State Supervisor for Business Education at the Arizona Department of Education (ex-officio, voting member); (3) the FBLA-PBL State Adviser (ex-officio, voting member); (4) the FBLA State Director (ex-officio, voting member); (5) the PBL State Director (ex-officio, voting member); (6) the Professional Division State Director (ex-officio, voting member); (7) one FBLA Arizona adviser from each FBLA region (8) one PBL Arizona adviser; (9) two student state officers (one from FBLA and one from PBL) (10) one Professional Division State Officer; (11) and up to eight (8) other persons from industry as representatives.

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Section 3.2 Qualifications and Terms of Office: The at-large employee of Career and Technical Education, the State Supervisor for Business Education, the FBLA-PBL State Adviser, and the FBLA Director shall be perpetual members of the Board as long as he/she holds such appointment by the Arizona Department of Education. The FBLA-PBL State Adviser or State Supervisor for Business Education may also serve as the State Chair. The FBLA Arizona local advisers shall be elected by the FBLA Board of Advisers. One PBL Arizona local adviser shall be elected by the PBL Board of Advisers. One FBLA State Officer shall be appointed by the FBLA Director and shall serve for the duration of their office. One PBL State Officer shall be appointed by the PBL Director and shall serve for the duration of their office. One Professional Division State Officer shall be appointed by the Professional Division Director and shall serve for the duration of their office. The PBL State Director shall be chosen according to the PBL Arizona Bylaws and shall serve on the Board for the duration of the appointment. The Professional Division State Director shall be chosen according to the Professional Division Bylaws and shall serve on the Board for the duration of the appointment. The industry representatives shall be nominated by the State Adviser /State Chair or Board Chair and voted to the Board by a majority vote of the current members of the Board of Trustees and shall serve a two year term.

A term of office shall consist of two years, beginning and ending with the Association's September Board Meeting. Additional terms may be served but may not exceed two consecutive terms.

Members may be removed from the Board by a two-thirds (2/3) majority vote of the Board with the exception of perpetual members.

Section 3.3 Vacancies: In the case of a Board vacancy, the State Chair, State Adviser, 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 event of FBLA-PBL State Adviser FBLA Director vacancy, the Board will rely on the Arizona Department of Education to designate a replacement. In the absence of the State Chair, the State Adviser shall serve in this capacity. In the absence of the State Chair and State Adviser, the Board of Trustees Chair shall serve in this capacity.

Section 3.4 Board Officers: The officers of the board shall consist of:

- FBLA-PBL State Adviser
- Board of Trustees Chair
- Vice Chair

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- Secretary/Treasurer

The Board Chair and Vice Chair shall be elected from the Board's membership. The Secretary/Treasurer shall be appointed by the Board Chair. The terms of the Board Chair and Vice Chair shall be extended in order to meet the obligation of the office.

The State Adviser and State Chair will be selected by the Arizona Department of Education. Should the Arizona Department of Education not appoint representatives to serve in these roles, the Executive Committee may appoint an Interim State Adviser and Interim State Chair until such time that the Arizona Department of Education designates its representatives.

The State Adviser shall be responsible for the organization of board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of Arizona nonprofit corporation requirements.

The Board of Trustees Chair shall work closely with the State Adviser in setting meeting agendas and shall preside over each meeting.

The Vice Chair shall preside over meetings in the absence of the Chair.

The Secretary/Treasurer shall be responsible for maintenance of records, providing a yearly financial report, and recording of meeting minutes.

Section 3.5 Divisions: The FBLA Arizona Board of Trustees may establish divisions for membership. These divisions may have their own bylaws consistent with these corporation bylaws, Board of Trustee Policy, and Arizona Department of Education Policy.

Article IV: Meetings

Section 4.1 Quorum: At all meetings of the Board, it shall take no less than 51% of the existing Board membership to constitute a quorum to conduct business. Any matter may be adopted by vote of a majority present at a meeting at which a quorum is present and where either the State Chair or the State Adviser 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 Trustees provided that any actions that are inconsistent with the policies of the Arizona Department of Education or FBLA-PBL, Inc., may be vetoed

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by the State Chair, the State Director of Career Technical Student Organizations for the Arizona Department of Education, or the Arizona 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 State Adviser and Board Chair shall only vote in the event of a needed tie-breaker vote. Votes may be cast by written approval of proxy, by mail, by electronic means or directly at a business meeting of the Board.

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 upon authorization contained in them.

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.

FBLA Arizona shall serve as a perpetual standing committee of the FBLA-PBL Arizona Board of Trustees. The FBLA State Director shall be selected Department of Education. The FBLA State Director shall serve as an ex-officio, voting member of the Board of Trustees.

PBL Arizona shall serve as a perpetual standing committee of the FBLA-PBL Arizona Board of Trustees. The PBL State Director shall be selected according to the PBL Bylaws. The PBL State Director shall serve as an ex-officio, voting member of the Board of Trustees. The PBL State Director may not serve as an elected corporate officer of the Board of Trustees.

The Professional Division Arizona shall serve as a perpetual standing committee of the FBLA-PBL Arizona Board of Trustees. The Professional Division State Director shall be selected according to the Professional Division Bylaws. The Professional Division State Director shall serve as an ex-officio, voting member of the Board of Trustees. The Professional Division State Director may not serve as an elected corporate officer of the Board of Trustees.

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The FBLA Arizona Board of Advisers shall consist of one representative from each active local chapter in good standing. The FBLA Arizona Board of Advisers shall serve as a perpetual standing committee of the FBLA Arizona Board of Trustees with elected representation to the Board of Trustees and members serving on the FBLA Steering Committee.

The PBL Arizona Board of Advisers shall consist of one representative from each active local chapter in good standing. The PBL Arizona Board of Advisers shall serve as a perpetual standing committee of the FBLA Arizona Board of Trustees with elected representation to the Board of Trustees.

Section 4.5 Scheduled Meetings: The Board shall meet a minimum of two times per fiscal year either in person or by electronic means.

Article V: Amendments

Section 5.1 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 Trustees.

Established June 2010

Amended April 2012

Amended July 2013