

**OREGON DECA INC.**  
**Corporate Bylaws**  
**Established August 1, 2011**

**Article I: Purpose**

- Section 1.1** The purpose of OREGON DECA INC., hereinafter referred to as Oregon 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. Oregon DECA's guiding principles shall be to help student members leverage their DECA experience to become academically prepared, community oriented, professionally responsible, experienced leaders. Oregon DECA's core values and attributes are competence, innovation, integrity and teamwork.
- Section 1.2** Oregon DECA shall be the official organizing and managing body of all divisions of DECA granted under the Charter.
- Section 1.3** Oregon DECA shall operate through a Board of Trustees who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Trustees is to provide a representative system of governance to establish policy and support the purposes of the Oregon 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 Trustees will empower the Oregon DECA Board of Advisors, who will determine operational procedures.
- Section 1.4** Oregon DECA shall be organized and operated exclusively for charitable and educational purposes subject to the limitations stated in the Articles of Incorporation, the purpose of this Corporation shall be to engage in any lawful activities, none of which are for profit, and for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its corresponding future provisions and 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding future provisions.

**Article II: Responsibilities**

- Section 2.1** The Board of Trustees 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: Membership**

**Section 3.1** Composition: The Board of Trustees, hereafter referred to as the Board, shall consist of up to fifteen (15) persons. The Board shall include the following membership: (1) the Education Program Specialist for Business and Management from the Oregon Department of Education (ex-officio voting); (2) the Oregon DECA Executive Director/State Advisor (ex-officio voting); (3) three Oregon DECA advisors as selected by the Oregon DECA Board of Advisors to serve a two year term; (4) one student state officer as appointed by the State Advisor from the elected team of state student officers for the duration of their respective term; (5) and up to nine other persons from education and industry representing a diverse spectrum of stakeholders committed to the mission of DECA.

**Section 3.2** Qualifications and Terms of Office: The Education Program Specialist for Business and Management from the Oregon Department of Education and the Executive Director/State Advisor shall be perpetual members of the Board as long as he/she holds such appointment by the Oregon Department of Education or the Oregon DECA Board of Trustees respectively. The Education Program Specialist for Business and Management from the Oregon Department of Education will serve as the State Chair and may serve as the State Advisor. Three Oregon DECA local advisors shall be elected by the Board of Advisors to serve a two year term. One Oregon DECA student state officer shall be appointed by the State Advisor from the elected team of state officers. The education and industry representatives shall be nominated by the State Chair, State Advisor, 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. All Board members must be Professional Members in good standing of Oregon DECA and DECA Inc.

A term of office shall consist of two years, beginning and ending with the dates of Oregon DECA's fiscal year, unless otherwise defined above. Additional terms may be served but may not exceed three 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 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 Chair, the Board of Trustees Chair or the State Advisor may serve in this capacity.

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

- State Chair
- Board of Trustees Chair
- Board of Trustees Vice Chair
- Board of Trustees Secretary/Treasurer
- Executive Director/State Advisor

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

The State Chair will be selected by the Oregon Department of Education.

The Executive Director/State Advisor will be determined by the Oregon DECA Board of Trustees.

The Executive Director/State Advisor shall be responsible for the organization of Board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of Oregon nonprofit corporation requirements.

The Board Chair shall work closely with the Executive Director/State Advisor 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.

**Article IV: Meetings**

**Section 4.1** Quorum: At all meetings of the Board, it shall take no less than four 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 Chair or the State Advisor 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 Oregon Department of Education or DECA Inc., may be vetoed by the State Chair or the Oregon 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.

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

The Oregon DECA Board of Advisors shall consist of the Education Program Specialist for Business and Management from the Oregon Department of Education, the Executive Director/State Advisor, six elected High School Division chapter advisors, and the current President of the High School Division of Oregon DECA. The Oregon DECA Board of Advisors shall serve as a perpetual standing committee of the Oregon DECA Board of Trustees with elected representation to the Board of Trustees.

**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: 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 August 1, 2011*