



Nevada DECA, Inc. Board of Trustees Meeting

DATES: May 25, 2007 **PLACE:** Nevada Department of Education
12:21 – 2:29 p.m. Southern Nevada Office

The following Trustees, constituting all of the initial Trustees named by the Incorporator and a majority of authorized number of Trustees (thereby establishing a quorum) of the Board, participated in the meeting:

Board of Trustees Members in Attendance

- Ed Brown, Nevada DECA, Inc. Board Chair, Economic Development Specialist, U.S. Small Business Administration
- Perry Annett, DECA Advisor at Eldorado High School & Board of Advisors Representative
- Tina Fulks, DECA Advisor at Sierra Vista High School & Board of Advisors Representative
- Melissa Scott, Nevada DECA State Chair, Business and Marketing Consultant, Nevada Department of Education
- Ashley Sprague, Nevada DECA State President
- Ryan Underwood, Executive Director, Nevada DECA, Inc.
- David Gass, CEO, Business Credit Services
- Katherine Jacobi, Board Vice Chair, Director of Education, Nevada Hospitality Foundation

Board of Trustees Not in Attendance

- Delia Gomez, U.S. Small Business Administration
- Victor Paglio, Jr. Vice President, Nevada State Bank

Board of Trustees Ex-Officio Members

- Brycen Woodley, State Advisor
- Phyllis Dryden, Director of Career, Technical, and Adult Education, Nevada Department of Education

CALL TO ORDER

The Nevada DECA, Inc. Board of Trustees meeting was called to order by Board of Trustees Board Chair Ed Brown at 12:21 p.m.

APPROVAL OF MINUTES

It was moved by Tina Fulks and seconded to approve the minutes of the March 7, 2007 meeting. The motion passed unanimously.



CONSIDERATION OF DECA CONSTITUTION AMENDMENTS

Discussion

The Board conducted an annual review of the DECA Constitution governing the student division. It was determined that the following items needed attention by the Board:

- Constitution referred to state conference instead of the current term State Career Development Conference
- Constitution did not provide for an amendment feature by the student voting delegates
- Constitution did not require a chapter to be in active status in order to run candidates, attend official meetings, etc.
- Constitution did not provide for

State Chair Melissa Scott clarified the process of how the DECA Constitution addressing the student division came into force. When Nevada DECA was incorporated the existing student division constitution was grandfathered into the organization with basic correlation to the new incorporated entity.

Decision

It was moved by Perry Annett and seconded to approve DECA Constitution amendments as presented. The motion passed unanimously.

Direction

The State Officers will be briefed on the amended constitution and the updated Constitution posted to the state website.

CONSIDERATION OF DECA CORPORATE BYLAWS

Discussion

Several items in the Nevada DECA corporate bylaws. The following key items were discussed by the Board members:

Phyllis Dryden confirmed that her status on the Board of Trustees is ex-officio. She was an original founding member of the corporation and remains the designated charter manager on behalf of the Nevada Department of Education.

The Board discussed at length increasing the size of the Board. The increase concept ranged from a total of two to four advisor representatives. Board of Advisor Representative Perry Annett noted the membership disparity of representation and stated his belief that the Northern part of Nevada should be represented. Board of Advisor Representative Tina Fulks noted that there would never seem to be enough advisors and cautioned against the push of adding too many. Tina voiced her



agreement that the Northern part of the state needs representation but thought two was sufficient and wanted to see how development efforts grew in the north before adding designated seats. It was noted that the voice of the students as a student-based association was also important. Increasing Board seats for state officers was also thought important by the Board. Executive Director Ryan Underwood suggested that we allow two advisor seats and two student seats and to take off the requirement of a Northern Representative. The Board agreed that was a good compromise.

The Board discussed the question of quorum for meetings. It was clarified that it is currently listed as four. The reason for a low quorum is that should something happen to Board members or a series emergency situations exist, if the quorum level was too high it could actually impair the ability of the corporation to function. It was noted that rigorous policies and procedures can address key issues and concerns of the association like specifying notice of meetings, posting of minutes to the website, invitations of guests to meetings, two weeks of written notice of meetings, requirement that Trustee meetings be held in Nevada, and reference to code and statute.

Ryan Underwood, Melissa Scott, and Phyllis Dryden brought up the concept of creating a conflict of interest statement within the bylaws to address state auditor concerns of the existence of sound policy in this regard.

Summary of Bylaw Proposal Changes:

3.1: Clarified State Directory of CTE as ex-officio, created Board of Advisor Representation of 2 seats and State Officer Representation of 2 seats.

3.2: Clarified the election of two advisors from the Board of Advisors and added language about selecting members from different regions when at all possible.

3.4: Clarified that the State Advisor and State Chair perpetual positions on the Board are appointed not selected.

4.2: Added a conflict of interest statement to Bylaws requiring any Board member who may benefit from business of the corporation abstain from voting.

4.4: Further strengthened the position of local DECA advisors in the Bylaws by clarifying that the Board of Advisors shall serve as a perpetual committee of the Board of Trustee with elected representation to the parent policy making body.

Decision

It was moved by Tina Fulks to approve amendments to the Nevada DECA Corporate Bylaws Section 3.1, 3.2, 3.4, 4.1., 4.2, 4.4 as presented. Motion passed unanimously.



Direction

Update corporate bylaws, add amendment dates to bottom of the bylaws, and post to the state website.

BOARD OF ADVISOR REPRESENTATIVE

Discussion

It was reported that the annual Board of Advisor meeting failed to yield elected representatives to the Board of Trustees. The advisors voted not to vote for any candidate pending a decision by the Trustees to consider expanding the advisor representation on the Board.

This was an important concern of the Trustees concerning how to maintain processes that have been established fairly and equitably while addressing advisor concerns. The vote is supposed to be completed at an annual meeting and the interruption to candidate speeches during the process also seemed unfair. It also seemed inappropriate to propose adding new board seats in the middle of an active election process.

Decision

The Board determined via Bylaw amendment to expand the Trustee representation by active advisors to two and to re-open application for qualified candidates and to extend the voting period to the first advisor meeting of the 2007-08 year in August.

Direction

State Advisor Brycen Woodley will contact the advisors and previously nominated candidates to inform of the new process and to notify of the election process for the first meeting including incorporating advisors from the Northern and Eastern part of Nevada.

BOARD OF TRUSTEE MEMBER STATUS

Discussion

It was proposed to add additional Board members to the Trustees and to affirm standing appointments.

Decision

It was moved by Perry Annett and seconded to approve Melissa Scott's nomination of Mariclar Reyes to a business seat and to affirm DECA State President Ashley Sprague's appointment as a state officer representative. The motion passed unanimously.



Direction

Melissa Scott will notify Ms. Reyes about the successful appointment to the Trustees and notify her of the September 2007 meeting and future meeting dates.

BOARD RECRUITMENT

Discussion

The importance of continuing to grow the professionalism, influence, and leadership of the Board was discussed. The Board recommended the following approaches for follow up by the corporate officers, State Chair, and Executive Director:

Target state and national corporate partners with leadership in Nevada (e.g. Target and Finish Line)

Target professional associations like the Retail Association and Marketing Professionals Association with representatives in Nevada.

Target northern businesses like the Grand Sierra Resort that compliment mission concentration areas in DECA.

The Board also suggested the consideration of adding school administrators to the Board and that perhaps a good start was to invite District representatives to be ex-officio members of the Board.

It was also suggested that leadership from the sports marketing and automotive field be considered for Board service.

Decision

N/A

Direction

All Board members are to continue prospecting and recommending qualified and talented folks for appointment to the Board of Trustees.



FINANCIAL REPORT

Discussion

The financial statements as of May 25, 2007 were presented for review and inspection. It was reported that Nevada DECA received a net income of \$249,701.74 compared to expenses of \$264,855.44 for a current net loss of \$15,153.70. Total assets as of May 25 are \$87,963.35 composed of \$77,478.38 in checking and \$10,484.97 in CD. Liabilities are \$50,125.18. Total Equity is \$39,839.47.

The primary reason for the loss was the approval of the advisor request to provide \$100 per ICDC participant combined with a record attendance of Nevada DECA to ICDC of 150 participants. Further, the advisors insistence of a full banquet at SCDC without a corresponding increase to the conference registration fee to pay for the banquet resulted in a SCDC loss of over \$10,000.

It was noted by the Trustees that they had heard from advisors that they were very thankful for the \$100 award per member and that it really helped good students attend the event. It was also recognized by the Trustees and Board of Advisors that the decision to grant these awards would deplete cash reserves and the long term investment program that had been started to create a fund for ICDC awards. The Board commended the management team for working to minimize expenses as much as possible and David Gass from BCS for his company's large financial contributions to the NLC scholarships.

The Trustees asked specific questions about expense items in the budget including:

What's in the storage facility? Answer: competition and conference equipment, competition supplies, historical records of DECA. This unit cost is shared with FBLA and due to recent clean up we're able to move to a small unit to save funds.

What's a Starter Grant? Each year Nevada DECA provides in its budget \$250 in funds to help new chapters get started. It's designed for first time chapters. Two grants were distributed to Boulder City and Arbor View this year. It made a big difference and allowed those chapters to attend state and get excited about the coming year. There was a precedence of chapters starting up, receiving funds, and then going dormant right after so the state has adopted performance standards that require membership activation, attending events, and basic participation before the grant will be released.

What's in Miscellaneous Expense? This expense items was a reversal of a deposit that was incorrectly made in the Nevada DECA checking account. It was suggested by the Trustees that any items listed in Miscellaneous be specifically called out for the future to help the Board understand these type of expenses that come up.



What is in Accounts Payable? The outstanding item in AP was the final hotel bill from ICDC. The bill had not yet been sent by the hotel because of the number of rooms involved. Cash was on hand to pay the invoice, we just had not received it yet.

What's in Marketing? The \$450 expensed to this category was for the logo design for the current year.

The Board suggested that we are carrying a large cash balance in the checking account and that we consider a sweep account to help us maintain funds in interest bearing accounts until called upon. Suggested amount was \$20,000 minimum to be invested.

It was also suggested by the Trustees that the next FY budget include an allocation for creation of corporate sponsorship materials and incentive for someone to work on corporate partnerships.

Decision

It was moved by Tina Fulks and seconded to approve the financial statements as presented on May 25, 2007. The motion passed unanimously.

It was moved by David Gass and seconded to approve the DECA Management Team opening an investment account to earn interest on idle DECA cash. The motion passed unanimously.

Direction

All future financial reports need to disclose what composes any Miscellaneous Expense Category along with Balance Sheet Accounts for Payables and Receivables.

The management team is recommended to check with a few different investment sources for reserve funds, but, if rates are generally the same to keep our investment at our existing financial institution to keep things simple and easy for tracking and transfers.

Suggested development a corporate sponsorship program that includes giving levels as well as cumulative recognition for both actual and in-kind donations.



SURVEY RESULTS

Discussion

A 25 question online survey was distributed to advisors for feedback for the Trustees to consider when making policy and strategy decisions. The results of the survey were distributed to the Trustees for their review. Thirteen advisors responded to the survey.

Key Items to Note for Trustee Decision Making:

- **Regarding CCSD Districts as a Qualifier:** 8 reported it should be required; 5 reported advisors should personally make the call; 3 reported it should be encouraged, but not required.
- **On extending the District day** to provide training and better competition management: 5 reported their desire to extend the day; 7 reported they liked the current format
- **Regarding SCDC 2009 not being able to be held at Cashman Center and the question regarding length of format:** 6 responded YES they were open to a 2 Day Format; 2 responded that they only supported a 1 Day Format; 7 responded that 1 or 2 Day Format was fine for them. 7 advisors responded they did not want an overnight SCDC experience while 7 responded either yes or that they would be open to the idea but would need more information. 13 out of 14 advisors responded not to have a social aspect to SCDC because there was no time for it.
- **Regarding the SCDC Banquet Cost of \$28 - \$35 of the conference budget:** 6 advisors responded their chapter would pay extra for the experience; 3 said cut the banquet and lower conference registration; 1 said cut the banquet and use the profit to fund ICDC travel awards; 4 said keep the banquet and cut another area.
- **In regard to why chapters didn't participate in the membership campaign:** 3 reported they didn't understand it; 2 reported they got busy and forgot; 6 reported they didn't qualify.
- **In regard to why chapters didn't participate in the National Marketing Honor Award:** 5 replied they didn't understand; 1 got busy and forgot; 4 didn't have students who qualified
- **In regard to chapters charging additional local dues** to members: 9 responded they did not charge extra dues; 5 reported they did add extra local dues
- **In regard to whether advisors receive a stipend** for being a local advisor: 13 out of 14 advisors responded YES.



- In regard to **out of state travel to DECA events**: 2 responded they would like to book their own travel; 11 responded they would prefer Nevada DECA continue making all arrangements. 10 responded that they would be willing to pay an additional travel coordination fee for the convenience.
- **Advisor Profile Results**: 50% of advisors have been so for 1-3 years (6 advisors 1-3 years; 2 advisors 4-6; 2 advisors 7-10; 2 advisors 10+) 33% of advisors were DECA members (4 advisors were; 8 were not)

DEFINITION OF ACTIVE CHAPTER STATUS

Discussion

The importance of having minimum standards of activity and involvement need to be required in order to officially have a DECA chapter. It was felt this was important for students to be eligible for activities, recognition, scholarships, etc. as well as for advisors to receive pay or school support without really having a DECA chapter.

Decision

It was moved by Perry Annett and second to approve the following definition of Active Chapter Status along with the ability for waiver of this policy by the State Advisor for special circumstances:

- Current Chapter Bylaws
- Elect Chapter Officers and Submit List to the State Office by October 1
- Registered and Paid 10 Members by October 20
- Attend at least one conference sponsored by Nevada DECA during the year
- Participate in at least one program offered by National DECA during the year
- Plan and implement a minimum of eight chapter events/meetings/activities (average of one per month) and report chapter activity once per month

An active report status will be sent to Administration recognizing active chapter status in November, February, and April.

The motion passed unanimously.

Direction

Publish policies to the website, inform advisors via email; train state officers on new requirement; and incorporate into advisor meetings and trainings.



ICDC RATIO

Discussion

Nevada DECA has been reprimanded by National DECA for not closely adhering to the national chaperone requirements with several chapter delegations far exceeding the minimum requirement.

Decision

This agenda item was tabled for the September meeting.

DISTRICT UPDATE

Discussion

CCSD and NDE reported regarding the ongoing efforts to manage the District Competition. It was announced that Josh Fisher had agreed to host the District event at his school on a Saturday and had agreed to do all the conference planning as long as he the freedom to implement some minor changes in regard to training, leadership sessions, and entertainment options. A job description was presented for the District Coordinator.

The Trustees noted the appreciation of Mr. Fisher for stepping up to donate his time and services to this event. The Board of Advisor Representatives noted that holding the event on a Saturday would limit many students who work or have games on the weekends and would totally limit the ability for schools to require them to attend the event.

The Board recommended presenting options at the CCSD meeting and letting them come up with a structure they felt comfortable with.

Decision

Postpone any decision for the Board of Advisors meeting in CCSD and let them decide how they want to implement a District Event. The District Event is not a Nevada DECA, Inc. event.



STATE CHAIR REPORT

State Chair Melissa Scott reported that the Nevada Department of Education was conducting their regularly scheduled two-year audit for 2004-05 and 2005-06 fiscal years. It was noted that the Department auditors were very pleased compared to the last audit which resulted in the incorporation of Nevada DECA and abrupt change in organization governance and structure.

The Draft of NDE audit had two initial findings regarding having sole source provider waivers on file with the Nevada Purchasing Department. When the State Chair followed up with Purchasing on how to complete the waiver, the Nevada Purchasing Department declared that it was neither necessary nor required for Nevada DECA. The other item noted in the audit was one item of missing backup documentation for checks that were missing during interim time frame of March 2006 – July 2006 from Dr. Richens resigned his position and Ms. Scott was appointed. The missing paperwork has been found and supplied to the auditors. Both initial items are expected to be cleared from the final audit. The Draft response to the audit is due June 4. Final audit will be provided at next Board Meeting.

STATE PRESIDENT REPORT

State President Ashleigh Sprague presented the State Officer Team Report. Ashleigh noted the officers participation in the LEADS state officer training at ICDC along with preparation for attending the Western Region Officer Training Camp in Arizona as well as the Nevada CTSO Summit in Lake Tahoe. She reported the officers had already completed and distributed their first newsletter. Officers had also participated in monthly conference calls for April and May, had 100% off officers complete their monthly reports, and were finishing up their biographies for the state website. Officers are excited to be serving local chapters this year and look forward to many visits and record participation and membership this year.

EXECUTIVE DIRECTOR REPORT

Executive Directory Ryan Underwood and State Advisor Brycen Woodley presented the tentative calendar for 2007-08 and reported that Nevada DECA had delivered another record year in terms of membership, conference participation, and program participation. Continued progress was being made in the areas of Competitive Event Success for Members, Public Relations, and Membership Growth.

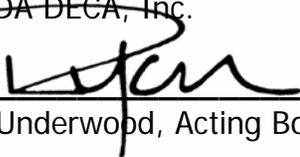


Due to time, the Board agreed to table other matters for next meeting or informed via email.

The meeting was adjourned at 2:29.

Respectfully Submitted,

NEVADA DECA, Inc.



Ryan Underwood, Acting Board Secretary

5/26/07

Date