



## **Nevada Association of DECA, Inc.**

### **Corporate Bylaws**

Established June 2004

Amendments

May 2007

September 2007

September 2011

May 2013

May 2016

September 2017

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**Article I: Purpose**

- Section 1.1** The purpose of Nevada Association of DECA, Inc. hereinafter referred to as “Nevada 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. Nevada DECA’s guiding principles shall be to help student members leverage their DECA experience to become academically prepared, community oriented, professionally responsible, experienced leaders. Nevada DECA’s core values and attributes are competence, innovation, integrity and teamwork.
- 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 Nevada Association of DECA, Inc. 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.
- Section 1.3** Nevada 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 Nevada law 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 and procedures to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs recognized by DECA Inc., and that all financial records are maintained in accordance with common 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 persons. The board shall include the following membership: (1) the Nevada Department of Education CTSO Liaison (ex-officio, voting); (2) the Nevada DECA Executive Director; (3) two Nevada DECA advisors as elected by the Nevada DECA Board of Advisors to serve a two-year term; (4) two student state officers appointed by the Executive

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Director from the elected team of state student officers for the duration of their respective term; (5) up to seven other persons from education, business and industry as representatives; (6) and one Collegiate DECA representative appointed by the Executive Director (if there are active Collegiate DECA chapters in good standing in Nevada to serve a one-year term).

**Section 3.2** Qualifications and Terms of Office: The Nevada Department of Education CTSO Liaison, and the Executive Director shall be perpetual members of the Board as long as he/she holds such appointment at the Nevada Department of Education. A total of two Nevada DECA local advisors shall be elected by the Board of Advisors (one advisor is to be elected each year so that advisor representative terms are staggered). Two Nevada DECA student state officers shall be appointed by the Executive Director from the elected team of state officers and shall serve a one-year term beginning with their election to state office and ending with the election of the subsequent team. One Collegiate DECA representative (either student or advisor) shall be appointed by the Executive Director from a Collegiate DECA chapter in good standing and shall serve a one-year term. The education, business and industry representatives shall be nominated by a current Nevada DECA Board of Trustees member 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 the Nevada Association of DECA.

A term of office shall consist of two years, beginning and ending with the dates of the Association's fiscal year unless otherwise defined above. 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 Board of Trustees 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 3.4** Board Officers: The officers of the board shall consist of:

- Chair
- Chair-Elect
- Secretary/Treasurer
- Executive Director

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The Chair, Chair-Elect, and the Secretary/Treasurer shall be elected from the board's membership.

The Executive Director shall be responsible for the organization of board meetings, establishing meeting agendas, developing and providing necessary reports.

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

The Chair-Elect shall preside over meetings in the absence of the Chair and shall assume the office of Chair for the next fiscal year.

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 in accordance with NRS 82.291. Any matter may be adopted by vote of a majority present at a meeting at which a quorum is present and where either the Nevada Department of Education CTSO Liaison or the Executive Director 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 provided that any actions that are inconsistent with the policies of the Nevada Department of Education, or DECA Inc., may be vetoed by the Nevada Department of Education CTSO Liaison or the Nevada 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 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.

Any member who may benefit personally or whose business may profit from any contract presented to the Board must abstain from the vote and it be noted in the minutes.

**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

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

The Nevada DECA Board of Advisors shall consist of one representative from each active local chapter in good standing. The Nevada DECA Board of Advisors shall serve as a perpetual committee of the Nevada DECA 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: Governance**

**Section 5.1** Active Chapter Status: Local chapters of Nevada DECA shall be recognized as official active chapters of DECA and subject to the full benefits of membership by meeting the following requirements:

- A. Filing of current Chapter Bylaws with the Nevada DECA State Office.
- B. Election of Chapter Officers annually and a list of officers with their contact information submitted to the Nevada DECA State Office by October 1.
- C. Ten (10) members registered and dues paid at the National DECA Office by October 20.
- D. Chapter members registered and attend at least one (1) conference sponsored by Nevada DECA during the year.
- E. Chapter members participate in at least one (1) education program offered by National DECA during the year.
- F. Plan and implement a minimum of eight chapter events/meetings/activities (average of one per month) and report chapter activity once per month to the Nevada DECA State Office.

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In select situations, the State Director is authorized to waive one or more of these requirements to assist chapters in their growth and development.

**Section 5.2** Chapter In Good Standing: Once a local chapter of Nevada DECA has reached active chapter status, the chapter shall remain a Chapter In Good Standing and officially recognized as a DECA local chapter if the following requirements are met:

- A. Chapter membership dues are received according to established guidelines and rules.
- B. Chapter maintains orderly financial activities and maintains a zero balance with the State and National Association immediately following events.
- C. Appropriate expenditure of chapter funds and the chapter's willingness to submit to District and/or State audit.
- D. Recruit a minimum of ten (10) members and selection of Chapter Officers according to established guidelines and rules.
- E. Participate in at least one DECA program according to established guidelines and rules.
- F. Maintain a current DECA Code of Professional Conduct signed by any volunteer associated with a local chapter including advisors, chaperones, parents, alumni and each year.

**Section 5.3** State Sponsored Conferences: If a Nevada DECA sponsored event requires overnight accommodation for delegates, participants must secure lodging at the officially designated conference facility for members to be considered eligible for participation.

**Article VI: Amendments**

**Section 6.1** 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.