

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 policies that support the purposes of the FBLA-PBL Arizona and ensure 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-six (26) persons. The board shall include the following membership: (1) a State Program Specialist for Engineering and Information Technology Education at the Arizona Department of Education (ex-officio, non-voting member); (2) the State Program Specialist for Business Education at the Arizona Department of Education (ex-officio, non-voting member); (3) the CTSO State Director at the Arizona Department of Education (ex-officio, voting member); (4) the FBLA State Adviser (ex-officio, non-voting member); (5) the PBL State Adviser (ex-officio, voting member); (6) the Professional Division State Adviser (ex-officio, voting member); (7-12) one FBLA Arizona adviser from each FBLA region (13) one PBL Arizona Local Chapter Adviser; (14-15) two student state officers (one from FBLA and one from PBL) (13) one Professional Division State Officer; (17-26) and up to ten (10) other persons from industry as representatives and a Board Past Chair.

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Section 3.2 Qualifications and Terms of Office: The at-large employee of Career and Technical Education, the Program Specialist for Business Education and the FBLA State Adviser shall be perpetual members of the Board as long as he/she holds such appointment by the Arizona Department of Education. The FBLA Arizona local advisers shall be elected by the FBLA Board of Trustees. One FBLA State Officer shall be appointed by the FBLA State Adviser and shall serve for the duration of their office. One PBL State Officer shall be appointed by the PBL State Adviser and shall serve for the duration of their office. One Professional Division State Officer shall be appointed by the Professional Division State Adviser and shall serve for the duration of their office. The PBL State Adviser 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 Adviser 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 any Board of Trustee 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.

A term of office for persons not defined above, shall consist of two years, beginning and ending with the Association's June Board Meeting. Additional terms may be served.

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, any Board of Trustee may nominate another qualified person to fulfill a term, except for positions determined in accordance with the respective division's bylaws or appointment by the division's director. Members filling a vacancy shall be elected to the Board by a majority vote of its members. In the event of FBLA State Adviser, the Board will rely on the Arizona Department of Education to designate a replacement. In the absence of the Board Chair, the State Board Vice-Chair shall serve in this capacity.

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

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

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The Board Chair and Vice Chair shall be elected from the Board's membership. The Secretary and 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 FBLA-PBL State Adviser and FBLA-PBL State Chair will be selected by the Arizona Department of Education. Should the Arizona Department of Education not appoint a representative to serve in this role, the Executive Committee may appoint an Interim State Adviser and State Chair until such time that the Arizona Department of Education designates its representatives.

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

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

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

Section 3.5 Divisions: The FBLA-PBL 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 Board Chair or the Board Vice 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 by the Board Chair, the State Director of Career Technical Education for

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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 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.

The FBLA Arizona Regional Advisers shall consist of one representative from each Region. The FBLA Arizona Regional Advisers shall serve as a perpetual standing committee of the FBLA-PBL Arizona Board of Trustees with elected representation to the Board of Trustees and members serving on the FBLA Steering Committee. The FBLA-PBL Regional Advisers shall each serve as ex-officio, voting members of the Board of Trustees.

Section 4.5 Scheduled Meetings: The Board shall meet a minimum of three 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

Amended September 2017

Amended November 2020