



Today's students. Tomorrow's business professionals.

# **Business Professionals of America**

## **Code of Regulations**

**APPROVED BY THE BOARD OF TRUSTEES**

**Updated: September 30, 2018**

**CODE OF REGULATIONS  
OF BUSINESS PROFESSIONALS OF AMERICA, INC. AND  
BUSINESS PROFESSIONALS OF AMERICA**

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## **MISSION STATEMENT**

The mission of Business Professionals of America is to contribute to the preparation of global professionals through the advancement of leadership, citizenship, academic, and technological skills.

## **VISION STATEMENT**

Business Professionals of America is committed to being the premier intra-curricular career and technical student organization. Members will demonstrate success by becoming highly skilled and competent professionals contributing to the evolving global market.

## **CORPORATE VISION STATEMENT**

To be an innovator in Career and Technical Education, providing our members with opportunities for growth through education, competition, community service, and personal development.

**CODE OF REGULATIONS  
OF BUSINESS PROFESSIONALS OF AMERICA, INC. AND  
BUSINESS PROFESSIONALS OF AMERICA**

**ARTICLE I: NAME**

The name of this organization shall be BUSINESS PROFESSIONALS OF AMERICA, INC.

**ARTICLE II: PURPOSE OF CODE OF REGULATIONS**

**Section 1. Business Professionals of America, Inc.**

The purpose of this Code of Regulations is to set forth methods of business operation for, and the relationship between, Business Professionals of America, Inc. and the unincorporated national student and alumni organization, Business Professionals of America.

**Section 2. Business Professionals of America**

The purpose of Business Professionals of America is to contribute to the preparation of a world- class workforce through the advancement of leadership, citizenship, academic, and technological skills.

**ARTICLE III: FEDERATION**

**Section 1. Business Professionals of America, Inc.**

Business Professionals of America, Inc. is an incorporated non-profit association formed for the purpose of creating, directing, and supervising the activities of the unincorporated national student and alumni organization called Business Professionals of America.

**Section 2. Divisions**

Business Professionals of America is an organization of Divisions, each operating in accordance with a charter granted by Business Professionals of America, Inc. There shall be four divisions:

- Post-secondary Division
- Secondary Division
- Middle Level Division
- Alumni Division

### **Section 3. Administrative Authority**

The administration of all Divisions of Business Professionals of America shall be vested in the Board of Trustees of Business Professionals of America, Inc.

## **ARTICLE IV: MEMBERSHIP**

### **Section 1. Classes of Membership**

Business Professionals of America, Inc. and Business Professionals of America shall have the following membership classifications:

#### **A. Student Members**

To qualify for student membership, an individual member shall be a member of one of the following divisions:

1. Post-secondary Division is made up of two sections:
  - a. Regular Members: Students enrolled in a certificate or associate, baccalaureate, or post-baccalaureate degree in a business related program of study or course from an institution accredited by the appropriate state agency.
  - b. Virtual Members: Students enrolled in a certificate or associate, baccalaureate, or post -baccalaureate degree in a business-related program of study or course from a non-affiliated institution accredited by the appropriate state agency.
2. Secondary Division is made up of three sections:
  - a. Regular Members. Students enrolled, or previously enrolled, in a business, information technology, and/or office occupation related education program as approved by the state.
  - b. Virtual Members: Non-affiliated students that do not have access to a chartered chapter, albeit active or inactive, and belongs to a secondary program or any other recognized education program at the secondary level, that currently holds interest and is enrolled, or previously enrolled, in a business, information technology, and/or office occupation related education field.
  - c. Associate Members: Special population students enrolled, or previously enrolled, in a business, information technology, and/or office occupation, career related education program as approved by the state.
3. Middle Level Division is made up of two sections:
  - a. Regular Members: Students enrolled in a middle level business, office education, career/technical, and/or information technology education program or course as approved by the state.
  - b. Virtual Members: Non-affiliated students that do not have access to a chartered chapter, albeit active or inactive, and belongs to a middle program or any other recognized education program at the secondary level, that currently holds interest and is enrolled, or previously enrolled, in a business, information technology, and/or office occupation related education field.

## **B. Advisor Members**

To qualify for advisor membership, an individual member shall be a member of one of the following divisions:

1. Post-secondary Teachers, teacher-coordinators, teacher-educators, friends of Business Professionals of America, corporate sponsors, and others at the certificate, associate, baccalaureate, or post-baccalaureate level willing to contribute to Business Professionals of America growth and development.
2. Secondary Division is made up of two sections:
  - a. Regular Members. Teachers, teacher-coordinators, teacher-educators, and supervisors; employers and/or training station sponsors of business education, information technology, and/or office education students; advisory committee members; and others at the secondary level willing to contribute to Business Professionals of America growth and development.
  - b. Associate Members. Teachers, teacher-coordinators, teacher-educators, and supervisors; employers and/or training station sponsors of business education, information technology, and/or office education students; advisory committee members; and others who work with special population students at the secondary level willing to contribute to Business Professionals of America growth and development.
3. Middle Level Teachers, teacher coordinators, teacher educators, and supervisors; employers and/or training station sponsors of business, office education, and/or information technology education students; advisory committee members; and others at the middle school level willing to contribute to Business Professionals of America growth and development.

## **C. Alumni Members**

Alumni Division membership is open to any former member wishing to support the current membership educationally, financially, and/or professionally. Alumni members shall pay dues as established by the Division and approved by the Board of Trustees of Business Professionals of America, Inc. Members shall be eligible to hold national Alumni office. Dual membership is allowed in the Alumni and Postsecondary Divisions; however, a member may only vote, compete or hold office within one division the same year.

## **D. Professional Members**

A professional member may be a person associated with or supporting the growth and professional development of Business Professionals of America. (Such members may include teachers, teacher-coordinators, teacher-educators and supervisors, employers and/or training station sponsors of business education, friends of Business Professionals of America, corporate sponsors, and others appointed by the governing educational body willing to contribute to Business Professionals of America's growth and development). Professional members will pay dues as established by Business Professionals of America and approved by the Board of Trustees of Business Professionals of America, Inc. but will be ineligible to serve as a national voting delegate or hold national office in one of the Divisions.

## **Section 2. Application for Membership**

### **A. State Charters**

Any chief state officer in business education and/or the person designated by the Career and Technical Education Division of the State Departments of Education or State Board of Career and Technical Education may petition Business Professionals of America for a charter. Business Professionals of America may extend an invitation to apply for membership in Business Professionals of America, Inc. to educational entities or states not currently seeking membership in Business Professionals of America.

Each Division must submit a letter requesting the issuance of a charter to the National Center. Such letter shall include a copy of the by-laws of the State Association and charter fee as determined by the Board of Trustees of Business Professionals of America, Inc.

### **B. Virtual Charters**

Virtual chapters may be established in an affiliated state or territory and at the National level for Middle Level, Secondary, and Post-Secondary Divisions. The National Virtual Chapter will operate under the same guidelines as a chartered state association. Corporate vote will not be awarded if the National Virtual Chapter does not meet the minimum membership requirements. Voting delegates will be allocated based upon current policy. In chartered states, State Advisors who do not wish to sponsor a State virtual chapter, must approve the application for membership in the National Virtual Chapter or designate an individual that meets the National Business Professionals of America advisor requirements to hold the State virtual charter. Each State Advisor reserves the right to determine the operation procedures for virtual membership within their State virtual chapter.

### **C. Independent Chapter Charters**

A foreign chapter or an individual school chapter from a non-affiliated state or territory may request issuance of a charter by submitting a letter to the National Center. The letter shall include a copy of the by-laws of the school chapter and a charter fee as determined by the Board of Trustees of Business Professionals of America, Inc.

### **D. Alumni**

Alumni membership shall be held in the Alumni Division. State and local Alumni chapters may be established upon application to Business Professionals of America.

## **Section 3. Members in Good Standing**

Members shall be considered in good standing if they meet the following requirements for each membership period:

1. are active in a local chapter or Division of Business Professionals of America; and
2. meet all financial obligations.



## **Section 4. Resignations and Reinstatements**

### **A. Resignations**

State and Independent Chapter Charter resignations must be submitted in writing to the Executive Director of Business Professionals of America, Inc. by the current year's National Leadership Conference and will take effect in June following the National Leadership Conference.

### **B. Reinstatements**

Reinstatements shall be extended to any Division, State Association, chapter, or individual meeting the criteria for membership as described in these by-laws (Article IV, Section 2).

## **Section 5. Dues**

Each individual member of Business Professionals of America, Inc. shall pay annual national dues as established by the Board of Trustees of Business Professionals of America, Inc.

## **ARTICLE V: OFFICERS OF THE BOARD OF TRUSTEES**

### **Section 1. Elected Officers**

The officers of the Board of Trustees of Business Professionals of America, Inc. shall be Chair, Vice-chair, Secretary, and Treasurer.

### **Section 2. Election of Officers**

The elected officers of the Board of Trustees shall be elected by majority vote of the Board of Trustees immediately following the Annual Corporate Meeting.

### **Section 3. Term of Office**

The elected officers shall assume office immediately upon election and shall serve until the election of new officers at the next meeting following the Annual Corporate Meeting or until their successors are elected. An officer shall not serve more than two (2) consecutive terms in the same office.

### **Section 4. Vacancy in Office**

In the case of a vacancy in the office of Chair, the Vice-chair shall serve as Chair for the remainder of the term. A vacancy in any office other than Chair shall be filled by majority vote of the Board of Trustees.

### **Section 5. Duties of Officers**

The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these by-laws, by the Board of Trustees, by the Chair, or in the adopted parliamentary authority.

#### **A. Duties of the Chair**

The Chair shall:

1. preside over all meetings of the Board of Trustees and Corporate meetings;
2. appoint the committees in consultation with the Executive Director; and
3. represent Business Professionals of America, Inc., and/or Business Professionals of America as deemed necessary.

#### **B. Duties of the Vice-chair**

The Vice-chair shall:

1. serve in the absence of the Chair; and
2. perform such duties as the Chair may direct.

#### **C. Duties of the Secretary**

The Secretary shall:

1. issue notices of all official meetings;
2. record the minutes of all Corporate meetings, Board of Trustees meetings; and
3. perform such other duties as the Chair may direct.

#### **D. Duties of the Treasurer**

The Treasurer shall:

1. serve as Chair of the Finance Committee;
2. make a financial report to the Board of Trustees at each meeting and at other times when requested by the Executive Director or the Board of Trustees;
3. make a financial report at Corporate meetings;
4. make the audit available to all chartered State Associations and such interested parties as may be designated by the Board of Trustees; and
5. perform such other duties as the Chair may direct.

### **ARTICLE VI: MEETINGS**

#### **Section 1. Annual Corporate Meeting**

A meeting of the Corporate body, consisting of representatives of the chartered State Associations, shall be held annually during the National Leadership Conference.

#### **Section 2. Voting Body**

The voting members of the Corporate Body shall consist of representatives of the chartered State Associations.

#### **Section 3. Corporate Vote Allocation**

Each chartered State Association with paid membership shall be granted a Corporate vote during its charter year. In succeeding years, Corporate votes shall be allocated as follows:

##### **A. Post-secondary Division**

1. After the charter year, a Post-Secondary State Association must have 100 members to qualify for a Corporate vote. If a Post-Secondary Association has fewer than 100 members, it has no Corporate vote.

2. Additional Corporate votes shall be granted in any year in which the Association's membership meets the following criteria:
  - a. One additional vote if membership exceeds 1,000 by February 15 of that year.
  - b. One more additional vote for each additional 1,000 members or portion thereof.

**B. Secondary Division**

1. After the charter year, a State Association of a Secondary Division must have 100 members to qualify for a Corporate vote. If a State Association section has fewer than 100 members, it has no Corporate vote.
2. Additional Corporate votes shall be granted in any year in which a section's membership meets the following criteria:
  - a. One additional vote if membership exceeds 5,000 by February 15 of that year.
  - b. One more additional vote for each additional 5,000 members or portion thereof.

**C. Middle Level Division**

1. After the charter year, a Middle Level State Association must have 100 members to qualify for a Corporate vote. If a Middle Level State Association has fewer than 100 members, it has no Corporate vote.
2. Additional Corporate votes shall be granted in any year in which the Association's membership meets the following criteria:
  - a. One additional vote if membership exceeds 1,000 by February 15 of that year.
  - b. One more additional vote for each additional 1,000 members or portion thereof.

**D. Alumni Division**

1. The Alumni Division shall have one Corporate vote.
2. Additional Corporate votes shall be granted in any year in which the division's membership meets the following criteria:
  - a. One additional vote if membership exceeds 1,000 by February 15 of that year.
  - b. One more additional vote for each additional 1,000 members or portion thereof.

**Section 4. Independent Chapter Charters**

Independently chartered chapters do not have voting rights.

**Section 5. Quorum**

The quorum at any Corporate meeting shall be a majority of the Corporate members.

**Section 6. Voting by Proxy**

In the event that a Corporate member is unable to attend a Corporate meeting, the Corporate member may designate in writing a representative for the purpose of exercising that member's voting rights during that meeting.

## **Section 7. Special Meetings**

A special corporate meeting may be called upon the majority vote of the Board of Trustees of Business Professionals of America, Inc. Members shall be notified 30 days prior to the meeting describing the purpose for which the meeting is to be held.

## **ARTICLE VII: BOARD OF TRUSTEES**

### **Section 1. Composition**

#### **A. Voting Members**

The Board of Trustees shall be comprised of thirteen (13) voting members as follows:

- One state supervisor;
- Two state advisors;
- Two members at large;
- One post-secondary local advisor;
- One secondary local advisor;
- One middle level local advisor
- One alumni representative;
- One business representative;
- One National Business Advisory Council representative;
- The president of the post-secondary; and
- The president of the secondary division

#### **B. Ex-officio Members**

1. The Executive Director of Business Professionals of America, Inc. shall serve as a non-voting ex-officio member.
2. The Immediate Past Chair shall serve as a non-voting ex-officio member for a maximum of one year if term limits prohibit continuing regular membership on the Board.

## **Section 2. Duties, Power, and Authority**

The Board of Trustees of Business Professionals of America, Inc. shall manage all affairs of Business Professionals of America, Inc. and Business Professionals of America.

## **Section 3. Elections and Appointments**

#### **A. Elected Members**

Members of the Board of Trustees shall be elected by the Corporate members attending the Annual Corporate Meeting.

#### **B. Appointed Members**

The Board Chair shall appoint one business representative after consultation with the National Business Advisory Council.

### **C. Post-secondary and Secondary Division Presidents**

The members of their respective Divisions shall elect the Presidents of the Post-secondary and Secondary Divisions.

### **Section 4. Nominating Committee**

The Board of Trustees shall elect a nominating committee. The nominating committee shall consist of two (2) Board members, two (2) Corporate members, and one (1) National Business Advisory Council member.

### **Section 5. Term of Office**

- A.** Post-secondary and Secondary Members. The presidents of the Post-secondary and Secondary divisions shall serve as ex-officio voting members while serving as president of their respective division.
- B.** All other members of the Board of Trustees shall serve a three-year term.
- C.** All Trustees shall assume office at the beginning of the first Board meeting immediately following their election.
- D.** Members may serve for no more than two consecutive terms and may serve again after being out of office for at least one year.

### **Section 6. Vacancies**

- A.** A vacancy on the Board occurring other than by expiration of the term or change of job classification of a Trustee shall be filled by appointment from the same member classification by the Board Chair with Board approval.
- B.** A member appointed to complete an unexpired term shall not serve more than two terms. A member who has served more than half a term is considered to have served a full term.
- C.** If a Board member's job classification changes during a term thereby changing the Board status, the Board position will be declared vacant at the next Corporate meeting and the Corporate members shall elect a successor according to the usual nominating procedure.
- D.** In the case of a resignation, the created vacancy shall be filled by appointment from the appropriate member classification by the Board Chair, with Board approval. The member resigning from the Board resigns from further responsibility on the Board.

### **Section 7. Meetings**

#### **A. Regular**

The Board of Trustees shall meet three times per year. The Board shall establish places, dates, and times not established by this subsection.

1. The first meeting (post-national conference) shall be held immediately following the Annual Corporate Meeting;
2. The second meeting shall be held between June 1 and August 30; and
3. The third meeting shall be held prior to the Annual Corporate Meeting.

## **B. Special**

The Executive Director, the Board Chair, or any three Board Members may request a special meeting in writing.

## **C. Electronic Meetings**

The Board of Trustees shall meet via conference calls or other electronic media approximately five (5) times throughout the year, with the dates of the electronic meetings being announced in advance. A minimum of 24-hours advance notice must be given to the Chair of the Board of Trustees if a Board Member is unable to attend the electronic meeting. In the event a Member misses three (3) electronic meetings without giving 24-hours advance notice to the Chair of the Board of Trustees, the Member is subject to removal from the National Board of Trustees. Extenuating circumstances preventing the Member from notifying the Chair of the Board of Trustees will be considered.

## **Section 8. Quorum**

A majority of the members of the Board of Trustees, shall constitute a quorum.

## **ARTICLE VIII: COMMITTEES**

### **Section 1. Standing Committees**

The Standing Committees of the Board of Trustees of Business Professionals of America, Inc. shall be Audit, Finance, Policies and Procedures, Programs, Personnel, and Strategic & Long-Range Planning.

#### **A. Audit Committee**

The Audit Committee shall oversee an annual audit of the organization's financial records in accordance with generally accepted accounting principles, and report the findings and/or opinions to the Board of Trustees and the Corporate Body.

#### **B. Finance Committee**

The Finance Committee shall evaluate Board of Trustees initiatives and priorities in relationship to the budget and other financial considerations. The Committee shall serve as a liaison between the planning process of the Board and implementation by staff.

#### **C. Policies and Procedures Committee**

The Policies and Procedures Committee shall regularly review and make recommendations for amendment to current policy and procedures. The committee shall address situations/conditions that arise where neither policy nor procedure has been established.

#### **D. Programs Committee**

The Programs Committee shall be responsible for reviewing and monitoring all programs and services offered to members of the association including, but not limited to: BPA Cares Program, Torch Awards Program, Workplace Skills Assessment Program, certifications, divisions, leadership, and the National Leadership Conference.

### **E. Personnel Committee**

The Personnel Committee shall review the BPA Employee Handbook to ensure that the association's policies are in compliance with current employment laws and organizational practice. The committee shall recommend to the Board of Trustees a salary budget for the fiscal year.

### **F. Strategic & Long-Range Planning Committee**

The Strategic Planning Committee shall be responsible for formulating the future direction of the organization. The committee shall establish a one-year plan of work, maintain the 3-5-year strategic plan, and maintain a 5-10-year long range plan.

## **Section 2. Special Committees.**

The Board of Trustees may create special committees as deemed necessary.

## **ARTICLE IX: ELECTRONIC MEETINGS**

The Corporate Body, the Board of Trustees, Standing Committees, and Special Committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

## **ARTICLE X: ADMINISTRATIVE OPERATIONS**

### **Section 1. National Center**

The National Center shall be located in Franklin County, Ohio, at a place selected by the Board of Trustees.

### **Section 2. Executive Director**

The conduct of business at the National Center shall be under the direction of the Executive Director.

#### **A. Duties.**

The Executive Director shall be responsible for the employment of such personnel as required to carry out the duties of the National Center provided that such employment falls within the constraints established by the budget and personnel policies of the Board of Trustees.

#### **B. Accountability.**

The Board of Trustees shall employ the Executive Director and the Executive Director shall report to the Board. The Executive Director shall consult with and be responsible to the Board Chair between meetings of the Board.

### **Section 3. Fiscal Year**

The fiscal year shall be from July 1 through June 30.

## **ARTICLE XI: FINANCE**

### **Section 1. Dues**

National dues shall be collected by the National Center.

### **Section 2. Audit**

At least every five years the organization will obtain an audit, under U.S. Generally Accepted Auditing Standards, of the organization's annual financial statements by a Certified Public Accountant. In the years not audited, the organization will obtain a review, in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA, of the organization's annual financial statements by a Certified Public Accountant. The National Board of Trustees may also, at their discretion, vote to require an audit at any time.

## **ARTICLE XII: INDEMNIFICATION**

Officers, trustees, and employees of Business Professionals of America, Inc. shall be indemnified for any costs, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity.

## **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are not inconsistent with these by-laws and any special rules of order the organization may adopt.

## **ARTICLE XIV: AMENDMENT**

The Corporate members of Business Professionals of America, Inc. may amend this Code of Regulations by two-thirds (2/3) vote at the Annual Corporate Meeting. Any proposed amendments to this code of Regulations must be submitted in writing to all Corporate members at least thirty (30) days prior to the meeting at which said amendments are to be voted upon.

Last Amended May 2018