

Annual Corporate Meeting Minutes
2019 National Leadership Conference
Sunday, May 5, 2019 – 9:00 am
Hilton Anaheim Hotel – Laguna A Room

CALL TO ORDER

Chair, Cedric Bandoh called the 2019 Annual Corporate Meeting of Business Professionals of America (BPA) to order at 9:00 am PDT

ROLL CALL

Secretary, Debbie Darnell conducted the Roll Call. A quorum was present.

Present:

Alaska (ML, S, PS) – Amy Riddle
Florida (ML, S, PS) – Devin Alexander
Idaho (S) – Shauna Williams
Idaho (PS) – Brenda Jacobsen
Illinois (ML, S, PS) – Glenna Pyzik
Indiana (ML, S) – Debbie Darnell
Massachusetts (S, PS) – Judith McKinstry (arrived at 9:06 am)
Michigan (S) – Maurice Henderson
Michigan (PS) – Maurice Henderson; Jordan Weber, Proxy
Minnesota (S) – Jackie Schiller
Minnesota (PS) – Deb Schwager
Montana (S, PS) – Lisa Parker
New Mexico (ML, S) – Christine Phipps
Wisconsin (PS) – Scott Elza; Amy Riddle, Proxy
Alumni Division – Angie Benson

Absent:

Delaware (ML, S) – Lisa Wilson
Iowa (S, PS) – Deb Jones; Deb Schwager, Proxy
Kansas (ML, S, PS) – Amber McNew; Jackie Schiller, Proxy
Michigan (ML) – Melanie Tomaski
Ohio (ML, S) – Kevin Williams; Crystal Dortch, Proxy
Ohio (PS) – Roger Fulk
Oklahoma (ML, S, PS) – Paxton Cavin; Athena Frank, Proxy
South Carolina (ML, S) – Jennifer Molnar; Athena Frank, Proxy
Texas (ML, S, PS) – Diana Weber; Athena Frank, Proxy

INTRODUCTION OF GUESTS

Joac Lucas Guimaraes, Kevin Benjamin, Cassandra Lindo, Jessie Fredberg, Skylar McArthur, David Watkins, Amy Hollingsworth, Nate Cradit, Jay Mulakala, Hallie Smith, Mark Burch, Patrick Schultz, Natasha Smith.

Maurice Henderson moved to amend the agenda to add New Business after the National Center Report. Glenna Pyzik seconded the motion. **Motion approved.**

APPROVAL OF MINUTES

Glenna Pyzik noted corrections to minutes. The minutes were approved as amended and will be placed on file.

RECOGNITION

Cedric Bando recognized the Board members who became certified through Board Source training.

DIVISION REPORTS

Post-Secondary Division

Skylar McArthur, 2018-2019 Post-secondary Division President, presented the Post-secondary Report.

Secondary Division

No report.

Alumni Division

Angie Benson, 2018-2019 Alumni Division President, presented the Alumni Division Report.

SPECIAL ORDERS

Cedric appointed David Watkins and Natasha Smith as tellers.

Proposed Code of Regulations Amendment—Advocacy Committee

Amend Article VIII: Committees, to add an Advocacy Committee to the standing committee list.

Code of Regulations, Article VIII: Committees	
<i>Current Wording:</i>	<i>If Adopted, will read:</i>
<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>D. Programs Committee The Programs Committee shall be responsible for reviewing and monitoring all programs and services offered to members of the</p>	<p>ARTICLE VIII: COMMITTEES Section 1. Standing Committees The Standing Committees of the Board of Trustees of Business Professionals of America, Inc. shall be Advocacy, Audit, Finance, Policies and Procedures, Programs, Personnel, and Strategic & Long-Range Planning.</p> <p>A. Advocacy Committee The Advocacy Committee shall identify strategies, best practices, and actions regarding engaging with elected officials and community leaders at the federal, state, and local levels.</p> <p>B. 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.</p> <p>C. 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.</p> <p>D. 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</p>

<p>association including, but not limited to: BPA Cares Program, Torch Awards Program, Workplace Skills Assessment Program, certifications, divisions, leadership, and the National Leadership Conference.</p> <p>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.</p> <p>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.</p>	<p>situations/conditions that arise where neither policy nor procedure has been established.</p> <p>E. 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.</p> <p>F. 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.</p> <p>G. 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.</p>
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Proposed by: Texas Association

Rationale: As the landscape of career and technical education continues to change, and as a result, career and technical student organizations continue to evolve, it is important that the National Center play a key role in coordinating strategic advocacy efforts with policymakers, community leaders, and supporters of BPA. During the 2018-2019 term, the Board had a special committee on advocacy that produced effective resources that were used at all levels of the organization. This amendment ensures that advocacy is integrated into the fabric of the board’s regular business and continues to remain a priority for future boards.

Athena Frank seconded motion. **Amendment adopted.**

Proposed Code of Regulations Amendment – Administrative Operations

Amend Article X: Administrative Operations, Section 3. Fiscal Year to remove “from July 1 through June 30” and replace with “from September 1 through August 31.”

Code of Regulations, Article X: Administrative Operations, Section 3. Fiscal Year	
<i>Current Wording:</i>	<i>If Adopted, will read:</i>
ARTICLE X: ADMINISTRATIVE OPERATIONS Section 3. Fiscal Year The fiscal year shall be from July 1 through June 30.	ARTICLE X: ADMINISTRATIVE OPERATIONS Section 3. Fiscal Year The fiscal year shall be from September 1 through August 31.

Proposed by: Idaho Association

Rationale: The annual budget is typically presented to the National Board of Trustees at the Annual Summer Meeting usually held in mid-July after the fiscal year has already begun. This does not allow the National Staff ample time to prepare budget recommendations to present to the board after the National Leadership Conference. This amendment provides the necessary time for the Board and the National Staff to conduct a thorough budget planning process during the summer that accurately reflects the needs and priorities of the organization for the coming year.

Legal Counsel has been consulted regarding this proposed amendment and has advised the next steps if this amendment is adopted: BPA with the assistance of legal counsel shall petition the IRS for approval of the change which is required by law. Legal counsel states that it is a fairly simple, common and straightforward process and anticipates a timely and affirmative response.

Angie Benson seconded motion.

Maurice moved to adopt the provision if this amendment is adopted, that it shall take effect with the 2020-2021 fiscal year. Seconded by Jordan Weber. Amendment to the motion adopted

Vote was taken on the amended main motion. **Motion failed by vote of 18-17.**

Proposed Middle Level Division Bylaws Amendment – Emblem and Logo

Amend Article XI: LOGO AND COLORS

Section 2. The official Business Professionals of America emblem is the logo that features the words Business Professionals of America.

as follows:

Article XI: EMBLEM AND COLORS

Section 2. The official Business Professionals of America emblem is the shield which represents the aims and objectives of the organization.

<i>Middle Level Bylaws: Article XI: Logo and Colors; Section 2</i>	
Current Wording	If Adopted, Will Read
Article XI: LOGO AND COLORS Section 2. The official Business Professionals of America emblem is the logo that features the words Business Professionals of America.	ARTICLE XI: EMBLEM AND COLORS Section 2. The official Business Professionals of America emblem is the shield which represents the aims and objectives of the organization.

Proposed by: Indiana Association

Rationale: To consistently use the same wording that is used in the Post-secondary (Article XIII), Alumni (Article X), and Secondary (Article XIII) Division’s Bylaws by changing the wording in the Middle Level Bylaws to “Emblem” instead of “Logo” in the heading as well as in the description for Section 2.

Maurice Henderson seconded the motion. **Amendment adopted.**

Proposed Code of Regulations M – National Center

Amend Article X: Administrative Operations, Section 1. National Center to remove “Franklin County, Ohio” and replace with “the continental United States.”

Code of Regulations, Article X: Administrative Operations, Section 1. National Center	
<i>Current Wording:</i>	<i>If Adopted, will read:</i>
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.	ARTICLE X: ADMINISTRATIVE OPERATIONS Section 1. National Center The National Center shall be located in the continental United States , at a place selected by the Board of Trustees.

Proposed by: Indiana Association

Rationale: At the November 2018 Regular Meeting of the National Board of Trustees, the board unanimously approved the Executive Director’s recommendation to relocate the National Center. As the landscape of career and technical education continues to change, and as a result, career and technical student organization continue to evolve, it is important that the National Center and the Chief Executive be located near key policymakers. Furthermore, the current National Center building has experienced a series of weather and maintenance related issues in recent years and as a result is in sub-par condition. The Board authorized the sale of the building and the sale was successfully completed. This amendment will give the Board the needed flexibility to locate a new and improved National Center building in a location that best serves the strategic interests of the organization.

Maurice Henderson called point of order. Two issues with this amendment: Violating state law and articles of incorporation. Must stay in Ohio. Therefore, motion is out of order.

Cedric Bandoh supports point of order. **No vote taken on this amendment.**

NOMINATING COMMITTEE REPORT

Nate Cradit presented the Nominating Committee Report.

- Alumni: Symone Gamble
- State Advisor: Maurice Henderson
- Business Representative: Cedric Bandoh

BOARD ELECTIONS (2019-2022 TERM)

Each candidate will have up to 2 minutes for a speech.

State Advisor Representative

- Maurice Henderson
- Amy Riddle nominated from the floor by Lisa Parker

Amy Riddle elected

Alumni Representative

Symone Gamble

Angie Benson nominated from the floor by Lisa Parker

Angie Benson elected

Business Representative

Cedric Bandoh

Kevin Benjamin nominated from the floor by Christine Phipps

Cedric Bandoh elected

FINANCE REPORT

Athena Frank, Treasurer gave the financial report.

NATIONAL CENTER REPORT

LouAnn Ross gave the National Center report. Strategic Plan has been updated. The National Center building has been sold. New employee evaluations have been implemented.

NEW BUSINESS

Maurice Henderson made a motion that the corporate body authorize a revision to the Corporate Code of Regulations to be presented for consideration during the 2020 corporate meeting. A revision committee shall be composed of corporate members and other stakeholders representing varying levels of the association. The committee shall be elected by electronic vote of the corporate body by June 15, 2019. Jordan Weber seconded the motion. **Motion adopted.**

ADJOURNMENT

With there being no further business, Chair Cedric Bandoh, adjourned the 2019 Annual Corporate Meeting of Business Professionals of America at 11:23 am PDT.

Debbie Darnell, Secretary

Approved May 30, 2020