



**Business Professionals of America**  
**Board of Trustees Annual November Meeting Minutes**  
November 30, 2021  
Location: Hosted remotely via Zoom

**CALL TO ORDER**

Angie Benson, Vice Chair, called the meeting of the Business Professionals of America (BPA) Board of Trustees (BOT) to order at 8:01 p.m. EDT on November 30, 2021.

**ROLL CALL**

Present:

Amy Hollingsworth	Devon Winters	John Lucas Guimaraes
Amy Riddle	Dianne Carroll	LouAnn Ross
Angie Benson	Elijah Johnson	Paxton Cavin
Breezy Gutierrez	Evan Wolff	
Debbie Darnell	Jason Hendrickson	

Absent (Excused absences will be acknowledged here):

Garrett Bock	Brenda Jacobsen
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Guests in Attendance:

Jonathan Smith, Engen Sundberg, Patrick Schultz, Ric Cowles, Ali Socie, Michael Borowitz

**APPROVAL OF AGENDA**

Angie Benson moved to approve the November 30, 2021 meeting agenda.

Jason Hendrickson seconded.

No discussion. None opposed.

**November 30, 2021 meeting agenda approved.**

**APPROVAL OF CONSENT AGENDA**

Jason Hendrickson moved to approve the consent agenda items. Dianne Carroll seconded.

No further discussion. None opposed. **Consent agenda approved.**

## **Audit**

Debbie Darnell introduced the audit review, noting that it was not a full audit. Michael Borowitz and Ali Socie worked with Ric Cowles. There was a review of financial statements as well as a comparative look of not hosting NLC 2020 and hosting the virtual NLC 2021. Leases and non-cash contributions will be implemented in the future audits.

The audit committee brought forward the audit report to be approved as presented. No further discussion. None opposed. Audit report is approved as presented.\*

*\*Please see additional resources at the end of this document for the audit report.*

## **Treasurer's Report**

Evan Wolff presented the treasurer's report as of October 31, 2021. It was discussed that the organization is \$59,000 over planned income and has \$72,000 less than expected in expenses.\*

*\*Please see additional resources at the end of this document for the treasurer's report.*

## **Policies & Procedures**

It is noted that Jonathan Smith has been working on formatting policies and procedures based on changes.

Vote called to approved the Policies and Procedures proposals 1 – 12 “as presented.” All in favor. No discussion. None opposed.

*\*See additional resources at the end of this document for details on Items 1-12.*

## **Business Meeting**

John Lucas Guimaraes reports that Dr. Ross, Dr. Jacobsen, and himself met with parliamentarian, Miriam Simmons.

From that meeting it is Ms. Simmon's opinion that Code of Regulations supersedes any other document within the organization. The opinion provided applies to the secondary and post-secondary divisions. It was recommended that the secondary and post-secondary bylaws should be amended.

John Lucas Guimaraes stated that when asked for feedback 13 SAAC members were 100% in favor of this opinion. John Lucas also presented a letter of support from the executive officers.

It was noted that virtual meetings may only meet virtually if NLC is virtual.

John Lucas Guimaraes moves that the Board of Trustees, given Miriam Simmons's assessment, allow the secondary and post-secondary divisions to meet and conduct business virtually at 2022 NLC, if necessary. Where both secondary and post-secondary divisions would be able to update the bylaws to align with the Code of Regulations. Devon Winters seconds the motion.

Amy Hollingsworth brings up concern about perception in reference to the 2022 NLC. Jonathan Smith mentions that this could interfere with hotel negotiations. Evan Wolff suggests amending the motion. Dianne Carroll recommends amending the motion by removing "at the 2022 NLC."

Evan Wolff moves to omit "at 2022 NLC," Dianne Carroll seconds.

Jon Smith says this should not impact negotiations. No further discussion. Vote: 10 in favor, 1 opposed. **Motion to amend the previous motion passes.**

John Lucas moves to approve the previous motion as amended. Devon Winters seconds.

No further discussion. Vote: 10 in favor, 1 opposed. **Motion passes: that the Board of Trustees, given Miriam Simmons's assessment, allow the secondary and post-secondary divisions to meet and conduct business virtually, if necessary. Where both secondary and post-secondary divisions would be able to update the bylaws to align with the Code of Regulations.**

*\*See additional resources at the end of this document for details on the business meeting opinion and research.*

## **National Center Update**

Dr. LouAnn Ross says "thank you" to national staff and the executive team stating that John Lucas Guimaraes has had a strong commitment for 2 years and that Elijah Johnson is currently grant writing for the organization.

Dr. Ross also gave a brief update about Giving Tuesday, membership, the November 5<sup>th</sup> and 6<sup>th</sup> virtual conference, and that the Ethical Leadership provided from the Daniels Fund course continues.

## **Current Membership Report**

Mid-Level: 881

Secondary: 28,108

Post-Secondary: 1,178

Alumni/Professional: 214

## **New Business**

Angie Benson asks for volunteers for a business panel of BPA Alumni across the WSAP categories.

The meeting was adjourned at 8:49 PM EDT on November 30, 2021. Jason Hendrickson moves. John Lucas Guimaraes seconds.

Paxton Cavin, Secretary

**Business Professionals of America, Inc.**

Financial Statements

June 30, 2021 and 2020

(with Independent Accountants' Review Report)

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**INDEPENDENT ACCOUNTANTS' REVIEW REPORT**

Board of Trustees  
Business Professionals of America, Inc.  
Columbus, Ohio

We have reviewed the accompanying financial statements of Business Professionals of America, Inc. (a not for profit organization), which comprise the statements of financial position as of June 30, 2021 and 2020, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

**Accountants' Responsibility**

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

**Accountants' Conclusion**

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

*Clark, Schaefer, Hackett & Co.*

Columbus, Ohio  
November 15, 2021

Business Professionals of America, Inc.  
Statements of Financial Position  
June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 937,102	710,171
Accounts and rebates receivable, net of allowance for doubtful accounts of \$14,506 and \$13,391, respectively	74,139	13,249
Prepaid expenses	36,792	73,180
Inventory	<u>47,328</u>	<u>52,143</u>
	<u>1,095,361</u>	<u>848,743</u>
Property, plant and equipment:		
Office equipment	109,085	64,786
Furniture and fixtures	<u>9,395</u>	<u>9,395</u>
	118,480	74,181
Less accumulated depreciation	<u>36,846</u>	<u>17,183</u>
	<u>81,634</u>	<u>56,998</u>
Other assets:		
Beneficial interest in assets held by others	<u>148,447</u>	<u>107,686</u>
	\$ <u><u>1,325,442</u></u>	<u><u>1,013,427</u></u>
Liabilities and Net Assets		
Current liabilities:		
Accounts payable	\$ 70,218	24,768
Accrued compensation and taxes	75,733	90,391
Accrued expenses	1,742	-
Deferred revenue	<u>22,750</u>	<u>15,750</u>
	<u>170,443</u>	<u>130,909</u>
Net assets:		
Without donor restrictions	1,071,679	799,198
With donor restrictions	<u>83,320</u>	<u>83,320</u>
	<u>1,154,999</u>	<u>882,518</u>
	\$ <u><u>1,325,442</u></u>	<u><u>1,013,427</u></u>

See independent accountants' review report.  
See accompanying notes to the financial statements.

Business Professionals of America, Inc.  
Statement of Activities  
Year Ended June 30, 2021

	Without Donor <u>Restrictions</u>	With Donor <u>Restrictions</u>	<u>Total</u>
Revenue and support:			
Memberships:			
Secondary	\$ 396,292	-	396,292
Post-secondary	19,936	-	19,936
Middle level	11,220	-	11,220
Alumni	2,138	-	2,138
Advisors/professional	27,587	-	27,587
National Leadership Conference:			
Secondary registrations	340,406	-	340,406
Post-secondary registrations	22,196	-	22,196
Middle level registrations	24,999	-	24,999
Advisor registrations	71,704	-	71,704
Alumni registration	372	-	372
Other program fees	160,119	-	160,119
Contributions/sponsorships	46,720	-	46,720
Publications and related material	104,516	-	104,516
Special event	2,280	-	2,280
Investment returns, net	199	-	199
Change in beneficial interest in assets held by others	40,761	-	40,761
Miscellaneous	<u>150,923</u>	<u>-</u>	<u>150,923</u>
	<u>1,422,368</u>	<u>-</u>	<u>1,422,368</u>
Expenses:			
Program services	885,402	-	885,402
Management and general	204,299	-	204,299
Fundraising	<u>60,186</u>	<u>-</u>	<u>60,186</u>
	<u>1,149,887</u>	<u>-</u>	<u>1,149,887</u>
Change in net assets	272,481	-	272,481
Net assets - beginning of year	<u>799,198</u>	<u>83,320</u>	<u>882,518</u>
Net assets - end of year	\$ <u>1,071,679</u>	<u>83,320</u>	<u>1,154,999</u>

See independent accountants' review report.  
See accompanying notes to the financial statements.

Business Professionals of America, Inc.  
Statement of Activities  
Year Ended June 30, 2020

	Without Donor <u>Restrictions</u>	With Donor <u>Restrictions</u>	<u>Total</u>
Revenue and support:			
Memberships:			
Secondary	\$ 527,475	-	527,475
Post-secondary	24,654	-	24,654
Middle level	15,570	-	15,570
Alumni	516	-	516
Advisors/professional	30,149	-	30,149
National Leadership Conference:			
Secondary registrations	-	-	-
Post-secondary registrations	-	-	-
Middle level registrations	-	-	-
Advisor registrations	-	-	-
Other program fees	14,617	-	14,617
Contributions/sponsorships	69,774	-	69,774
Publications and related material	17,645	-	17,645
Special event	-	-	-
Investment returns, net	911	-	911
Change in beneficial interest in assets held by others	(405)	-	(405)
Net realized gain on sale of building	2,000	-	2,000
Miscellaneous	151,601	-	151,601
	<u>854,507</u>	<u>-</u>	<u>854,507</u>
Expenses:			
Program services	949,216	-	949,216
Management and general	323,897	-	323,897
Fundraising	99,733	-	99,733
	<u>1,372,846</u>	<u>-</u>	<u>1,372,846</u>
Change in net assets	(518,339)	-	(518,339)
Net assets - beginning of year	<u>1,317,537</u>	<u>83,320</u>	<u>1,400,857</u>
Net assets - end of year	\$ <u>799,198</u>	<u>83,320</u>	<u>882,518</u>

See independent accountants' review report.  
See accompanying notes to the financial statements.

Business Professionals of America, Inc.  
Statement of Functional Expenses  
Year Ended June 30, 2021

	<u>Program</u>	<u>Management</u>	<u>Fundraising</u>	<u>Total</u>
Salaries, wages, taxes and benefits	\$ 552,780	161,227	53,742	767,749
Awards and gifts	26,237	-	-	26,237
Authorships expense	25,500	-	-	25,500
Computer IT and website	24,482	5,550	-	30,032
Credit card, bank fees and lockbox	3,486	1,017	339	4,842
Utilities, trash removal and telephone	4,142	1,082	361	5,585
Depreciation	-	19,663	-	19,663
Equipment rental	18,952	3,263	1,088	23,303
General insurance	6,720	1,960	653	9,333
General taxes	144	42	14	200
Lodging and facilities	13,705	-	-	13,705
Meals and employee relations	2,066	-	-	2,066
Memberships dues and subscriptions	900	263	88	1,251
Miscellaneous	6,562	549	201	7,312
Office expense, printing and supplies	19,329	4,540	1,625	25,494
Postage and shipping	28,593	824	635	30,052
Product purchases	30,667	-	-	30,667
Professional services	106,052	4,274	1,425	111,751
Seminars and speakers	4,500	-	-	4,500
Temp, contract and professional labor	6,199	-	-	6,199
Travel and transportation	4,386	45	15	4,446
	<u>\$ 885,402</u>	<u>204,299</u>	<u>60,186</u>	<u>1,149,887</u>

See independent accountants' review report.  
See accompanying notes to the financial statements.

Business Professionals of America, Inc.  
Statement of Functional Expenses  
Year Ended June 30, 2020

	<u>Program</u>	<u>Management</u>	<u>Fundraising</u>	<u>Total</u>
Salaries, wages, taxes and benefits	\$ 605,141	204,935	68,341	878,417
Exhibit, conference and admissions	-	-	2,954	2,954
Awards and gifts	14,844	3,767	1,256	19,867
Authorships expense	29,000	-	-	29,000
Computer IT and website	28,308	5,382	-	33,690
Credit card, bank fees and lockbox	6,820	2,310	770	9,900
Utilities, trash removal and telephone	7,728	2,617	873	11,218
Depreciation	-	14,171	-	14,171
Equipment rental	9,902	2,988	996	13,886
General insurance	7,107	2,407	803	10,317
General taxes	155	52	18	225
Lodging and facilities	41,345	1,435	1,928	44,708
Marketing expense	11,501	-	-	11,501
Meals and employee relations	33,056	513	830	34,399
Memberships dues and subscriptions	2,590	877	293	3,760
Miscellaneous	4,263	1,225	2,850	8,338
Office expense, printing and supplies	29,978	8,366	6,729	45,073
Postage and shipping	10,259	2,614	2,432	15,305
Product purchases	10,657	-	-	10,657
Professional services	62,872	67,065	3,483	133,420
Repairs and maintenance	51	17	6	74
Temp, contract and professional labor	1,487	504	168	2,159
Training and education	-	28	-	28
Travel and transportation	<u>32,152</u>	<u>2,624</u>	<u>5,003</u>	<u>39,779</u>
	<u>\$ 949,216</u>	<u>323,897</u>	<u>99,733</u>	<u>1,372,846</u>

See independent accountants' review report.  
See accompanying notes to the financial statements.

Business Professionals of America, Inc.  
Statements of Cash Flows  
Years Ended June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Change in net assets	\$ 272,481	(518,339)
Adjustments to reconcile change in net assets to net cash flows from operating activities:		
Depreciation	19,663	14,171
Gain on sale of assets	-	(2,000)
Change in beneficial interest in assets held by others	(40,761)	405
Effects of changes in operating assets and liabilities:		
Accounts and rebates receivable	(60,890)	119,497
Prepaid expenses	36,388	(59,393)
Inventory	4,815	(45,265)
Accounts payable	45,450	(141,542)
Accrued compensation and taxes	(14,658)	44,392
Accrued expenses	1,742	-
Deferred revenue	<u>7,000</u>	<u>14,750</u>
Net cash flows from operating activities	<u>271,230</u>	<u>(573,324)</u>
Cash flows from investing activities:		
Proceeds from sale of property	-	2,000
Purchase of property and equipment	<u>(44,299)</u>	<u>(55,081)</u>
Net cash flows from investing activities	<u>(44,299)</u>	<u>(53,081)</u>
Change in cash and cash equivalents	226,931	(626,405)
Cash and cash equivalents - beginning of year	<u>710,171</u>	<u>1,336,576</u>
Cash and cash equivalents - end of year	\$ <u><u>937,102</u></u>	<u><u>710,171</u></u>

See independent accountants' review report.  
See accompanying notes to the financial statements.

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

The following principles and practices of Business Professionals of America, Inc. (the Organization) are set forth to facilitate the understanding of data presented in the financial statements:

### **Nature of activities**

The Organization is a not-for-profit Ohio corporation. The Organization is the national headquarters for all state and local chapters of Business Professionals of America, Inc. The Organization provides overall leadership, administration, and coordination for all chapters as well as providing goods and services to members. However, the accompanying financial statements reflect only the activity of the national headquarters and not the state and local chapters.

### **Basis of accounting**

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

### **Basis of presentation**

The Organization reports information regarding its financial position and activities according to the following net asset classifications:

Net assets without donor restrictions – Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and Board of Trustees.

Net assets with donor restrictions – Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will likely be met by actions of the Organization or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity. The Organization does not have net assets that are perpetual in nature at June 30, 2021 or 2020.

### **Cash equivalents**

The Organization considers all unrestricted, highly liquid investments with an initial maturity of three months or less to be cash equivalents.

### **Beneficial interest in assets held by others**

Beneficial interest in assets held by others represents the Organization's interest in investments held by the Columbus Foundation, which are comprised of various equity funds, alternative assets, income funds and cash. The underlying holdings are all based on unadjusted quoted market prices and the related investment income, realized and unrealized gains and losses net of investment fees included in the accompanying statements of activities as a change in beneficial interest in assets held by others.

### **Receivables**

Receivables consist of amounts due from schools for membership and conference, rent and room rebates. The receivables are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to bad debt expense and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances that remain outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to receivables.

**Property and depreciation**

Property and equipment are carried at cost or, if donated, at the approximate fair value at the date of donation. Major expenditures for property acquisitions and those expenditures which substantially increase useful lives are capitalized. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the assets.

**Inventory**

Inventory of merchandise purchased for resale is stated at cost.

**Use of estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

**Income taxes**

The Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Organization qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization that is not a private foundation under Section 509(a)(2).

**Revenue recognition**

Contributions that are restricted by the donor are reported as increases in net assets without donor restriction if the restrictions expire within the reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in net assets with donor restriction, depending on the nature of the restrictions. When a restriction expires or the intended objective is met, net assets with donor restrictions are reclassified to net assets without donor restrictions.

Dues are recognized as revenue on a straight-line basis over the school year that generally runs from August to June.

Conference revenue is based on performance obligations at a point in time which is the completion of the conference. Conference revenue received in advance is deferred to the applicable period in which the performance obligation is performed.

**Functional allocation of expenses**

The costs of providing the various programs and activities have been summarized on the functional basis in the statements of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited based on estimates of employee time.

**Subsequent events**

The Organization evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through November 15, 2021, the date on which the financial statements were available to be issued.

## **2. TAX-DEFERRED ANNUITY PLAN:**

The Organization has a tax-deferred annuity plan qualified under Section 403(b) of the Internal Revenue Code. All full-time employees that have completed one year of service are eligible to participate in the plan. The Organization makes discretionary contributions to the plan (currently contributions are 6% of the employee's salary). Contributions to the plan totaled \$37,516 and \$34,653 for the years ended June 30, 2021 and 2020, respectively. In addition, employees could make contributions to the plan up to the maximum amount allowed by the Internal Revenue Code.

## **3. BENEFICIAL INTEREST IN ASSETS HELD BY OTHERS:**

The Organization has made contributions to The Columbus Foundation (the Foundation). The contributions were made primarily to stimulate contributions from third parties and so that these funds could be managed using the Foundation's investment management expertise, with the expectation that the Organization could periodically, as determined by the Organization's Board of Trustees, take distributions to fund the Organization's operations. If the Organization ceases to exist or if the Board of Trustees of either the Organization or the Foundation determines that support of the Organization is no longer necessary or is inconsistent with the needs of the community, the Foundation retains the right to substitute another beneficiary in the place of the Organization. The possibility that these circumstances will arise is remote. The funds held by the Foundation on behalf of the Organization are aggregated and shown as a beneficial interest in assets held by others in the accompanying statements of financial position.

## **4. DESCRIPTION OF PROGRAM SERVICES:**

The Organization holds an annual five-day meeting of members and advisors to participate in the Workplace Skills Assessment Program, elect national officers, develop leadership skills and develop networks through extracurricular tours and activities. The conference is held in a different city every year and the activities change accordingly. The Organization also holds smaller meetings each July and January for administration and planning purposes. The conference for 2020 was canceled due to COVID-19.

## **5. NET ASSETS WITH DONOR RESTRICTIONS:**

Net assets with donor restrictions consisted of the following at June 30:

	<u>2021</u>	<u>2020</u>
Scholarships	\$ 38,042	38,042
New programs	24,224	24,224
Educational purposes	<u>21,054</u>	<u>21,054</u>
	\$ <u>83,320</u>	<u>83,320</u>

## 6. PAYCHECK PROTECTION PROGRAM LOAN:

The Organization received a Paycheck Protection Program (PPP) loan as part of the CARES Act for \$136,500 in April 2020. Under the terms of the loan, all or a portion may be forgiven in accordance with the program requirements. Repayments of unforgiven principal and interest at 1% begins in the seventh month following the date of the note in equal installments over eighteen months. The Organization applied for full forgiveness of the PPP loan and received approval of the forgiveness in the entire amount of the PPP loan in March 2021 from the bank and Small Business Administration (SBA). The related revenue from the forgiveness is included on the statement of activities for the year ended June 30, 2020 because management determined the conditions for forgiveness were substantially met.

The Organization received a second PPP loan as part of the CARES Act for \$136,352 in March 2021. Under the terms of the loan, all or a portion may be forgiven in accordance with the program requirements. Repayments of unforgiven principal and interest at 1% begins in the tenth month following the date of the note in equal installments over fifty months. The related revenue from the forgiveness is included on the statement of activities for the year ended June 30, 2021 because management determined the conditions for forgiveness were substantially met. The Organization is awaiting final approval of the forgiveness from the SBA.

## 7. OPERATING LEASES:

The Organization leases copiers under various operating leases with terms expiring through 2025. Future minimum lease payments under the operating lease as of June 30, 2021 are as follows:

Year Ending June 30:

2022	\$ 31,244
2023	31,544
2024	25,112
2025	<u>6,160</u>
	\$ <u>94,060</u>

Total rent expense was \$35,374 and \$32,384 for the years ended June 30, 2021 and 2020, respectively.

## 8. CONCENTRATION OF CREDIT RISK:

The Organization maintains cash deposits with financial institutions located in the United States. Cash balances are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 per institution. As of June 30, 2021 and 2020, the Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

## 9. FAIR VALUE MEASUREMENTS:

GAAP defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1 inputs are quoted market prices (unadjusted) in active markets for identical assets or liabilities the Organization has the ability to access.
- Level 2 inputs (other than quoted prices included within Level 1) are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following table presents the Organization's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis at June 30:

<u>June 30, 2021</u>		Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Beneficial interest in assets held by others	\$	-	-	148,447	148,447

<u>June 30, 2020</u>		Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Beneficial interest in assets held by others	\$	-	-	107,686	107,686

Fair value for the beneficial interest in assets held by others is determined by underlying interests in funds held by The Columbus Foundation, which are primarily invested in marketable securities with quoted market prices.

Changes in fair value of beneficial interest in assets held by others, which are measured on a recurring basis using significant unobservable (Level 3) input:

	<u>2021</u>	<u>2020</u>
Balance at beginning of year	\$ 107,686	108,091
Change in value of beneficial interest in assets held by others	<u>40,761</u>	<u>(405)</u>
Balance at end of year	\$ <u>148,447</u>	<u>107,686</u>

#### 10. PURCHASE COMMITMENTS:

The Organization signed agreements for use of facilities during National Leadership Conferences expected to take place through the year 2024. These agreements contain cancellation policies for which the Organization could be required to pay a fee in the event of a cancellation. No liabilities for cancellation fees have been recorded in these financial statements.

#### 11. LIQUIDITY:

The Organization is substantially supported by membership dues and contributions, some of which come with donor restrictions. As a donor's restriction requires resources to be used in a particular manner or in a future period, the Organization must maintain sufficient resources to meet those requirements to its donors. Therefore, financial assets may not be available for general expenditures within one year. As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due.

The following table presents the financial assets available to meet cash needs for general expenditures within one year at June 30:

	<u>2021</u>	<u>2020</u>
Financial assets:		
Cash	\$ 937,102	710,171
Accounts and rebates receivable	74,139	13,249
Beneficial interest in assets held by others	<u>148,447</u>	<u>107,686</u>
Financial assets available at year-end	1,159,688	831,106
Less those unavailable for general expenditures within one year due to:		
Restricted by donor with time or purpose restriction	83,320	83,320
Beneficial interest in assets held by others	<u>148,447</u>	<u>107,686</u>
Financial assets available to meet cash needs for general expenditures within one year	\$ <u>927,921</u>	<u>640,100</u>

## **12. RISKS AND UNCERTAINTIES:**

During the 2020 fiscal year, an outbreak of a novel strain of coronavirus (COVID-19) has disrupted supply chains and affected production and sales across a range of industries. The extent of the impact of COVID-19 on the Organization's operational and financial performance will depend on certain developments, including the duration and spread of the outbreak. Impact on the donors, employees, and vendors cannot be predicted, and the extent to which COVID-19 may impact the Organization's financial condition or results of the operations is uncertain at this time.





**Treasurer's Report**  
**Board of Trustees Meeting**  
**November 28, 2021**

**Finance Report**

Financial statements are for the month ended October 31, 2021. Details are on page 2.

FY21 – Budgeted Operating Income \$2,076,219 FY21 YTD Budgeted Operating Income \$263,166 FY21 YTD Actual Operating Income \$322,993 **FY21 YTD Operating Income Analysis \$59,827**

FY21 – Budgeted Operating Expenses \$2,107,398 FY21 YTD Budgeted Operating Expenses \$336,161 FY21 YTD Actual Operating Expenses \$258,187 **FY21 YTD Operating Expenses Analysis \$77,974**

**FY21 YTD Budgeted Operating Net Surplus / (Deficit) \$(72,995) FY21 YTD Actual Operating Net Surplus/(Deficit) \$64,806 FY21 YTD Budgeted Vs. Actual Operating Net Surplus/(Deficit) \$137,801**

\*Income statement on Page 2.

Evan Wolff  
Treasurer, National Board of Trustees  
Business Professionals of America

BUSINESS PROFESSIONALS OF AMERICA				
Income and Expense Statement				<b>DRAFT</b>
For the Month Ended October 31, 2021				
		YTD	YTD	FY21
		ACTUAL	BUDGET	ACTUAL
<b>Income:</b>				
Total Membership Related Income		284,758	206,966	246,252
Total Product Sales		4,019	6,500	5,733
Total Contributions/Sponsors		17,861	17,500	9,648
Total Advertising Income		16,500	32,000	32,000
Total Other Income		39	200	58
Total NLC Income		(184)	0	0
Total Income		322,993	263,166	293,691
<b>Expense:</b>				
Total General & Admin		230,079	294,541	318,062
Total NLC		2,429	0	0
Total Education		0	2,300	0
Total Development		85	0	213
Total Communication		22,009	34,000	6,367
Total Operations/Mkt. Place		3,134	2,300	3,189
Total Summer Mtg.		0	0	0
Total National Officer Training		451	3,020	0
Total Jan Mtg		0	0	0
Total Alumni Mtg		0	0	30
Total Expenses		258,187	336,161	327,861
Net Operating Surplus / Deficit		64,806	(72,995)	(34,170)
Unrealized Gain / Loss on Investments		58	0	(4,928)
Depreciation		6,540	4,000	3,960
Gain/Loss on Sale of Assets		0	0	0
Educ Projects [from Educ Endowment]		0	0	0
Scholarships [from Shell Endowment]		0	0	0
BOT Contributions		0	0	0
Net Surples / Deficit		58,209	(76,995)	(33,202)
*** Some totals may be off by +/- several \$\$\$ due to rounding.				



# Policy & Procedures Committee

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November 15, 2021

Meeting Report

## Policy & Procedures Committee Members

Amy Riddle, Chair, State Advisor Representative

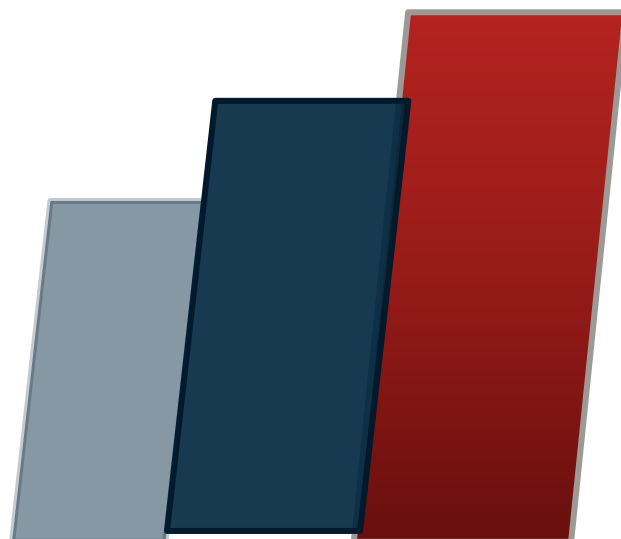
Debbie Darnell, Immediate Past Chair

Amy Hollingsworth, Middle Level Advisor Representative

John Lucas Guimaraes, National Post-secondary President

Devon Winters, Secondary Local Advisor Representative

Jon Smith, Director of Strategic Programs & Experiences



## Item 1: Ad Hoc Grievance Committee document: Jason Hendrickson

**P&P Committee Action: formatting suggestions were provided to Mr. Hendrickson.**

**Next step: Presentation to the Board of Trustees by the Ad Hoc Grievance Committee.**

Email communication from committee chair, Jason Hendrickson:

The Ad Hoc Grievance committee has met and created the following document to assist with the new procedure on Grievances outside NLC. We as a committee have accomplished our goal of creating the form and process. We now ask P and P to review and let us know their thoughts.

National BPA Grievance Form

*This form should be completed with relevant accompanying documentation to the current National Board of Trustees Chair.*

- A. This form is to be used for any grievance outside of National Officers and National Leadership Conference specific occurrences.

Name: \_\_\_\_\_ Date: \_\_\_\_\_

School: \_\_\_\_\_

Nature of Grievance (Indicate area being addressed) (circle one):

Policy and Procedure

Leadership

Organizational Code of Ethics

Code of Conduct

By-Laws

Discrimination

Other: \_\_\_\_\_

Grievance:

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Action by Grievance Committee:

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\_\_\_\_\_  
Corporate Member

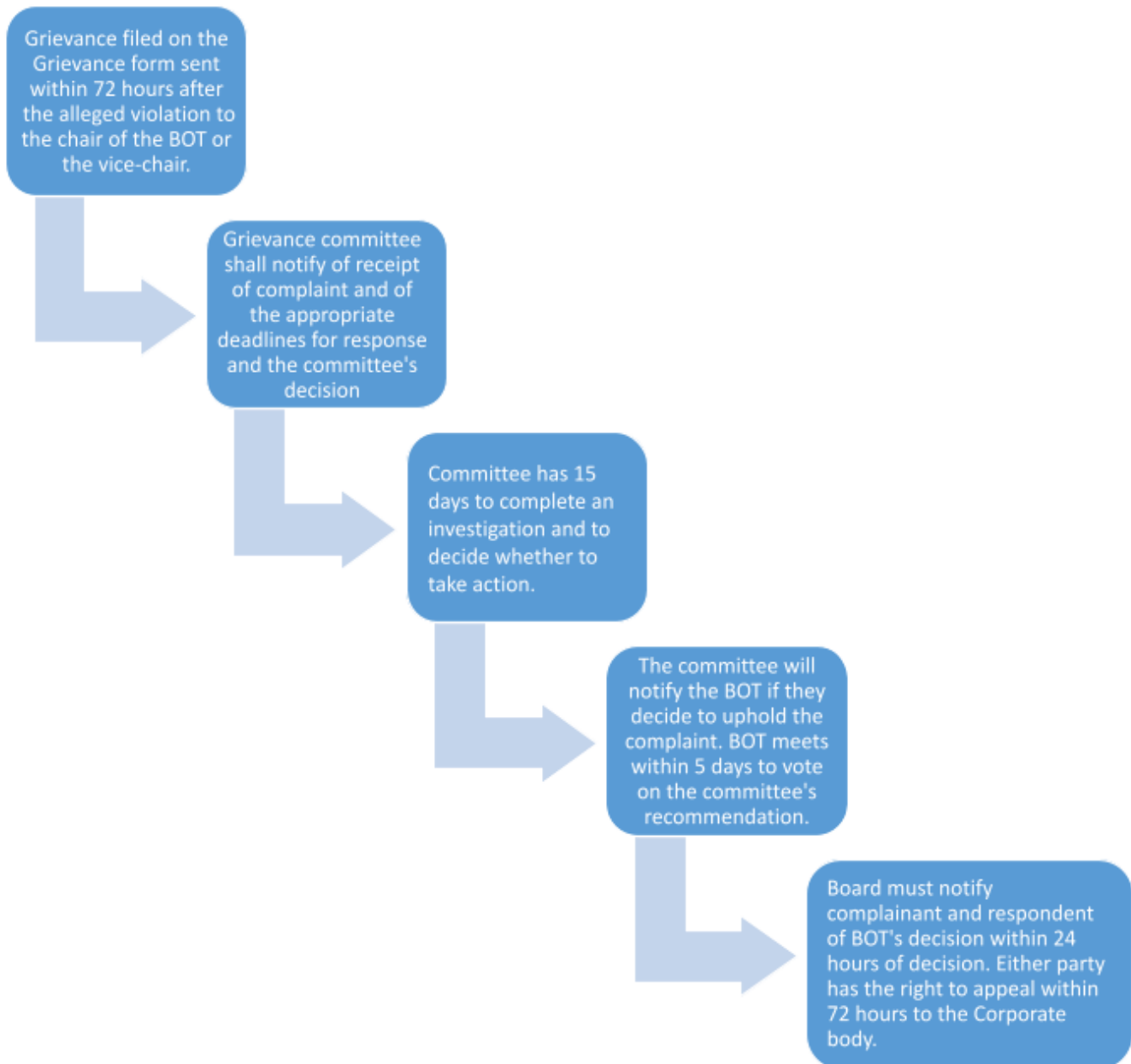
\_\_\_\_\_  
Corporate Member

\_\_\_\_\_  
Corporate Member

\_\_\_\_\_  
Corporate Member

\_\_\_\_\_  
Corporate Member

Note: The Board Chair should establish a Grievance Committee made up of five Corporate Body Members annually.



## Item 2: Proposed Amendment: Article VI., Section A. Standing Committees

**P&P Committee Action:** *approved unanimously*

**Next step:** *Presentation to the Board of Trustees for approval.*

### Request Information

**Name:** Jonathan Smith  
**Representing:** BPA National Center  
**Date Proposed:** November 15, 2021  
**P&P Manual info:** Board of Trustees/Corporate Policies and Procedures, Article VI., Section A. Standing Committees (page 3)  
**Rationale:** Revised Code of Regulations language has created a Standing Committee within the Corporate Body, which expressly identifies the committee make-up and procedures for identifying candidates for vacant National BPA Board of Trustees positions (ref. *Article VII., Section 1., Subsection 3. Nominating Committee and Nominations* on page 7), effectively reassigning the Nominating Committee and its responsibilities from the oversight of the National BPA Board of Trustees to that of the Corporate members. This committee formation at the Corporate Body level makes such Standing Committee within the National BPA Board of Trustees redundant and unnecessary. Striking the “Nominating Committee” from P&P will align with the new language in the Code of Regulations.

### Policies & Procedures Committee Review Information

**Date Reviewed:** November 15, 2021  
**Review was:** Approved Unanimously  
**Notes/Remarks:**

#### Current Policy Language (If applicable) (Please include Article and page number)

##### VI. Board Committees

##### A. Standing Committees

The Chairman of the Board, in consultation with the Executive Director, shall determine and appoint the Standing Committees which may include but are not limited to:

- Advocacy Committee
- Audit Committee
- Finance Committee
- Policies and Procedures Committee
- Programs Committee
- Personnel Committee
- Strategic and Long-Range Planning Committee
- Nominating Committee

#### Proposed Policy Language Addition/Change

##### VI. Board Committees

##### A. Standing Committees

The Chairman of the Board, in consultation with the Executive Director, shall determine and appoint the Standing Committees which may include but are not limited to:

- Advocacy Committee
- Audit Committee
- Finance Committee
- Policies and Procedures Committee
- Programs Committee
- Personnel Committee
- Strategic and Long-Range Planning Committee

### Item 3: Proposed Amendment: Article VI., Section C., Subsection 7. Nominating Committee

**P&P Committee Action:** *approved unanimously*

**Next step:** *Presentation to the Board of Trustees for approval.*

#### Request Information

**Name:** Jonathan Smith

**Representing:** BPA National Center

**Date Proposed:** November 15, 2021

**P&P Manual info:** Board of Trustees/Corporate Policies and Procedures, Article VI., Section C., Subsection 7. Nominating Committee (page 5)

**Rationale:** Revised Code of Regulations language has created a Standing Committee within the Corporate Body, which expressly identifies the committee make-up and procedures for identifying candidates for vacant National BPA Board of Trustees positions (ref. *Article VII., Section 1., Subsection 3. Nominating Committee and Nominations* on page 7), effectively reassigning the Nominating Committee and its responsibilities from the oversight of the National BPA Board of Trustees to that of the Corporate members. This committee formation at the Corporate Body level makes such Standing Committee within the National BPA Board of Trustees redundant and unnecessary. Striking the "Nominating Committee" from P&P will align with the new language in the Code of Regulations.

#### Policies & Procedures Committee Review Information

**Date Reviewed:** November 15, 2021

**Review was:** Approved Unanimously

**Notes/Remarks:**

#### Current Policy Language (If applicable) (Please include Article and page number)

7. 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.

#### Proposed Policy Language Addition/Change

*\*Remove Article VI., Section C., Subsection 7. Nominating Committee in its entirety.*

## Item 4: Proposed Amendment: Financial Structure and Related Activities, Article IV., Section I. Copyrighted Materials

*P&P Committee Action: approved by majority*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Financial Structure and Related Activities, Article IV., Section I. Copyrighted Materials (page 18)  
 Rationale: The position of "Director of Marketing & Stakeholder Engagement" is vacant indefinitely, and thus responsibility should be reassigned. By replacing the direct reports to "National Center", there is flexibility in the future as to who the Executive Director delegates this responsibility to.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved by Majority  
 Notes/Remarks:

### Current Policy Language (If applicable) (Please include Article and page number)

State Associations interested in distributing copyrighted publications not currently available in the desired quantity from the publication stock, should discuss with the Director of Marketing & Stakeholder Engagement and Executive Director the possibility of a printing based on the commitment to purchase all or a major quantity of the publication.

### Proposed Policy Language Addition/Change

State Associations interested in distributing copyrighted publications not currently available in the desired quantity from the publication stock should discuss with the National Center the possibility of a printing based on the commitment to purchase all or a major quantity of the publication.

## Item 5: Proposed Amendment: Secondary Division, Article VIII. Workplace Skills Assessment Program

**P&P Committee Action:** *approved unanimously*

**Next step:** *Presentation to the Board of Trustees for approval.*

### Request Information

**Name:** Jonathan Smith  
**Representing:** BPA National Center  
**Date Proposed:** November 15, 2021  
**P&P Manual info:** Policies and Procedures Secondary Division, Article VIII. Workplace Skills Assessment Program – Events available to Associate Members shall be limited to the following: (page 21)  
**Rationale:** The National BPA Board of Trustees previously voted to align the Secondary-Associate section membership opportunities and privileges to that of the Secondary-Regular section membership. Given that vote, this language is no longer accurate or necessary.

### Policies & Procedures Committee Review Information

**Date Reviewed:** November 15, 2021  
**Review was:** Approved Unanimously  
**Notes/Remarks:**

### Current Policy Language (If applicable) (Please include Article and page number)

VIII. Workplace Skills Assessment Program - Events available to Associate Members shall be limited to the following:

- Fundamental Accounting
- Fundamental Word Processing Skills
- Intermediate Word Processing Skills
- Medical Office Procedures
- Administrative Support Team
- Administrative Support Research Project
- Computer Network Technology
- Computer Security
- Fundamental Desktop Publishing
- Graphic Design Promotion
- Digital Publishing
- Digital Media Production
- Video Production Team
- Web Site Design Team
- Entrepreneurship
- Interview Skills
- Advanced Interview Skills
- Extemporaneous Speech
- Prepared Speech
- Presentation Management Team
- Any Open/General Event
- Any Virtual Event

### Proposed Policy Language Addition/Change

*\*Remove Article VIII. in its entirety.*

## Item 6: Proposed Amendment: Middle Level Division, Article VI. WSAP Events available to the Middle Level Division

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Policies and Procedures Middle Level Division, Article VI. WSAP Events available to the Middle Level Division shall be: (page 22)  
 Rationale: The current list of competitive events available to the Middle Level membership is not aligned with the actual opportunities offered in the Workplace Skills Assessment Program. This change will realign P&P with the program offerings.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved Unanimously  
 Notes/Remarks:

### Current Policy Language (If applicable) (Please include Article and page number)

VI. WSAP Events available to the Middle Level Division shall be:

- Administrative Support Team
- Business Communication Skills Concepts – Open
- Business Fundamentals Concepts – Open
- Business Math Concepts – Open
- Computer Literacy Concepts – Open
- Cybersecurity/Digital Forensics
- Digital Citizenship - Pilot
- Digital Game Design Team
- Entrepreneurship Exploration
- Extemporaneous Speech
- Financial Literacy
- Financial Portfolio Management Team
- Graphic Design Promotion
- Introduction to Video Production Team
- Keyboarding Production
- Mobile Applications
- Prepared Speech
- Presentation Management Team
- Promotional Photography
- Software Engineering Team
- Spreadsheet Applications
- Start-up Enterprise Team
- Virtual Multimedia and Promotion – Individual
- Virtual Multimedia and Promotion – Team
- Web Application Team
- Web Site Design Team

### Proposed Policy Language Addition/Change

VI. WSAP Events available to the Middle Level Division shall be:

- Administrative Support Team
- Business Communication Skills Concepts – Open
- Business Fundamentals Concepts – Open
- Business Math Concepts – Open
- Computer Literacy Concepts – Open
- Digital Citizenship
- Digital Game Design Team
- Entrepreneurship Exploration
- Extemporaneous Speech
- Financial Literacy
- Graphic Design Promotion
- Human Resource Exploration - Pilot
- Introduction to Video Production Team
- Introduction to Word Processing
- Prepared Speech
- Presentation Management Team
- Spreadsheet Applications
- Web Site Design Team
- Any Virtual Event

## Item 7: Proposed Amendment: National Leadership Conference (NLC), Article IV., Section F.

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Policies and Procedures National Leadership Conference (NLC), Article IV., Section F. (page 27)  
 Rationale: Utilizing the word "in" is ambiguous and open for interpretation. Replacing it with the phrase "received by" clarifies expectations when addressing the conference fee payment deadline.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved Unanimously  
 Notes/Remarks:

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Current Policy Language (If applicable) (Please include Article and page number)	Proposed Policy Language Addition/Change
Registration fees for the NLC shall be in the National Center twenty-one (21) days prior to the NLC.	Registration fees for the NLC shall be received by the National Center twenty-one (21) days prior to the NLC.

## Item 8: Proposed Amendment: National Leadership (NLC), Article V., Section C., Subsection 1

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Policies and Procedures National Leadership Conference (NLC), Article V., Section C., Subsection 1. (page 28)  
 Rationale: The "Associate" membership designation has not been its own student division for many years. Rather, it is now classified as a "section" within the Secondary Division.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved Unanimously  
 Notes/Remarks:

#### Current Policy Language (If applicable) (Please include Article and page number)

1. Secondary/Associate Division
  - a. Be a State winner in one of the National Workplace Skills Assessment Program Event activities or a representative for the State's Assessment Events Program.
  - b. Be a State, Regional, or Local Officer.
  - c. Be a voting delegate representing his/her State Association for the Secondary Division or Associate Division.

#### Proposed Policy Language Addition/Change

1. Secondary Division
  - a. Be a State winner in one of the National Workplace Skills Assessment Program Event activities or a representative for the State's Assessment Events Program.
  - b. Be a State, Regional, or Local Officer.
  - c. Be a voting delegate representing his/her State Association for the Secondary Division.

## Item 9: Proposed Amendment: National Leadership Conference (NLC), Article X., Section C., Subsection 6. Hall of Fame

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Policies and Procedures National Leadership Conference (NLC), Article X., Section C., Subsection 6. Hall of Fame (page 34)  
 Rationale: The Corporate Body added new language in the Code of Regulations to clarify the "Lifetime Members" membership classification (ref. *Article IV., Section 1., Subsection E.* on page 3). This revised language in P&P is meant to align with the new language in the Code of Regulations.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved Unanimously  
 Notes/Remarks:

#### Current Policy Language (If applicable) (Please include Article and page number)

Hall of Fame: An award presented yearly to a maximum of two (2) individuals who have made significant contributions to the history of Business Professionals of America and has been involved at the local, state, and national levels for 10 or more years. The award also includes a Business Professionals of America lifetime Alumni or Professional membership.

#### Proposed Policy Language Addition/Change

Hall of Fame: An award presented yearly to a maximum of two (2) individuals who have made significant contributions to the history of Business Professionals of America and has been involved at the local, state, and national levels for 10 or more years. The award also includes a Business Professionals of America lifetime membership in the division of the recipient's choosing (to be indicated annually).

## Item 10: Proposed Amendment: National Leadership Conference (NLC), Article XV., Section E.

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Policies and Procedures National Leadership Conference (NLC), Article XV., Section E. (page 44)  
 Rationale: The position of "Director of Marketing & Stakeholder Engagement" is vacant indefinitely, and thus responsibility should be reassigned. Given that the entirety of the National Leadership Conference operations falls under the job responsibilities of the Director of Strategic Programs & Experiences (formerly Director of Member Services & Events), this language update will align with past and current practice.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved Unanimously  
 Notes/Remarks:

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#### Current Policy Language (If applicable) (Please include Article and page number)

The sale of merchandise at the NLC shall be restricted to approved exhibitors in designated areas as determined by the Executive Director and the Director of Marketing and Stakeholder Engagement.

#### Proposed Policy Language Addition/Change

The sale of merchandise at the NLC shall be restricted to approved exhibitors in designated areas as determined by the Executive Director and the Director of Strategic Programs and Experiences.

## Item 11: Proposed Amendment: Appendix, IV. Acknowledgement of Code of Conduct

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

Name: Jonathan Smith  
 Representing: BPA National Center  
 Date Proposed: November 15, 2021  
 P&P Manual info: Policies and Procedures Appendix, IV. Acknowledgement of Code of Conduct (Appendix page 7)  
 Rationale: The National Center address has changed as of November 2019. This P&P language change will align with the current office location.

### Policies & Procedures Committee Review Information

Date Reviewed: November 15, 2021  
 Review was: Approved Unanimously  
 Notes/Remarks:

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#### Current Policy Language (If applicable) (Please include Article and page number)

PLEASE RETURN TO:  
 Executive Director  
 Business Professionals of America  
 5454 Cleveland Avenue  
 Columbus, OH 43231

#### Proposed Policy Language Addition/Change

PLEASE RETURN TO:  
 Executive Director  
 Business Professionals of America  
 700 Morse Road  
 Suite 201  
 Columbus, OH 43214

## Item 12: Proposed Amendment: Replace “National Officer Team with “Executive Council” and “National Officer” with “Executive Officer”

*P&P Committee Action: approved unanimously*

*Next step: Presentation to the Board of Trustees for approval.*

### Request Information

**Name:** Jonathan Smith  
**Representing:** BPA National Center  
**Date Proposed:** November 15, 2021  
**P&P Manual info:** Policies and Procedures Manual (entire document)  
**Rationale:** The student officers at the National level have requested that the organization replace their nomenclature of “National Officer Team” with “Executive Council” and “National Officer” with “Executive Officer”. This broad P&P language change will align with both Division By-laws whereby the official composition of student division officers is defined as the “Executive Council” (ref. *Article XI – Executive Council* on page 7 in the Secondary Division By-Laws and on page 6 in the Post-secondary Division By-Laws).  
*\*The only exception to this broad language change is that the National Staff title “National Officer Coordinator” will not be changed until the position title is reviewed and changed by the Personnel Committee.*

### Policies & Procedures Committee Review Information

**Date Reviewed:** November 15, 2021  
**Review was:** Approved Unanimously  
**Notes/Remarks:**

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Current Policy Language (If applicable) (Please include Article and page number)	Proposed Policy Language Addition/Change
“National Officer Team”	“Executive Council”
“National Officer”	“Executive Officer”



## Next Meeting

Will be on an as-needed basis.

# ANNUAL BUSINESS MEETINGS

2022 National Leadership  
Conference and Beyond

Ver. 2



# Official Assessment Regarding Virtual Business Meetings by Miriam Simmons

**Miriam G. Simmons, Ph.D., PRP**

13960 47<sup>th</sup> Street North  
Stillwater, MN 55082-1234

651 212 0775 E-mail: [SimmonsToThePoint@gmail.com](mailto:SimmonsToThePoint@gmail.com)

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## **Parliamentary Opinion**

**For: Professor Brenda Jacobsen**

### **Statement of Inquiry**

I was contacted by Professor Brenda Jacobsen, Chair of the BPA Board of Trustees regarding electronic meetings of the Post-Secondary Division. On November 3, 2021, Dr. Jacobsen, Post-secondary National President John Lucas Guimaraes, Dr. LouAnn Ross (E.D. of BPA) and I met via Zoom to discuss the governing documents and what, if any, clarification might be needed.

### **Opinion**

BPA's Code of Regulations supersedes the rules a subordinate body adopts; therefore, the provisions of the Code permit the Post-Secondary Division to meet electronically. However, because it can be confusing when an entity's bylaws are not absolutely clear, it would be best to amend the bylaws of the Post-secondary Division to state that meetings can be held electronically. Because the Secondary Division has similarly structured bylaws, this opinion also applies to the Secondary Division.

### **Resources referenced**

*Robert's Rules of Order Newly Revised* (Twelfth Edition), hereinafter referred to as RONR (12<sup>th</sup> ed.)

BPA Post-Secondary Division Bylaws, dated May 2016

BPA Secondary Division Bylaws, dated May 2016

BPA Code of Regulations, dated July 17, 2021

### **Discussion**

BPA's Code of Regulations supersedes the rules of a subordinate body such as the Post-secondary Division because the Division is granted a charter by BPA (see Article III of the Post-secondary Division bylaws and Article III of the BPA Code of Regulations). The Code authorizes the Post-secondary Division to meet electronically:

#### **ARTICLE IX: ELECTRONIC MEETINGS AND COMMUNICATION**

**Section 1. Electronic Meetings.** The Corporate body, the Board of Trustees, Secondary Division, Post-secondary Division, Alumni Division, 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.

The pertinent portion in RONR (12<sup>th</sup> ed.) is:

2:8n4: The word *charter* may also refer to a certificate issued by a national or state organizations, granting the right to form a particular

# Official Assessment Regarding Virtual Business Meetings by Miriam Simmons

local or subordinate unit. While such a charter is not an instrument of incorporation and is usually quite general in its terms, it supersedes any rules the subordinate body may adopt, because it carries with it the requirement that the subordinate unit adopt no rules that conflict with those of the grantor.

Accordingly, the Post-secondary Division is authorized to meet.

However, it is preferable to amend the Division's bylaws to state that all meetings are authorized to meet electronically. This eliminates any confusion in the future. The Division's bylaws contemplate an annual meeting (Article X), meetings of the Executive Council (Article XI), and meetings of standing and special committees (Article XII). The only meeting that may not be covered is a special meeting of the Post-secondary Division.

Option a:

Post-Secondary Division Bylaws, Article XII: Electronic Meetings	
<i>Current Wording:</i>	<i>If Adopted, will read:</i>
The Executive Council, standing 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.	The <u>Annual Meeting</u> , the Executive Council, <u>and</u> standing 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.

Option b:

Post-Secondary Division Bylaws, Article XII: Electronic Meetings	
<i>Current Wording:</i>	<i>If Adopted, will read:</i>
The Executive Council, standing 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.	<u>The Post-secondary Division</u> , the Executive Council, <u>and</u> standing 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.

It is important to remember that a requirement for a meeting of a deliberative body is that members are able to simultaneously hear each other and participate during the meeting. (RONR (12<sup>th</sup> ed.) 1:1)

The Appendix of RONR (12<sup>th</sup> ed.) has some suggestions as to meetings held electronically (see page 638). I am not necessarily urging adoption of RONR's

# Official Assessment Regarding Virtual Business Meetings by Miriam Simmons

language, but I am urging you to keep in mind what is needed when you meet via electronic means:

- a way to identify those seeking recognition to speak;
- a way to show the text of pending motions;
- a way to carry out a ballot vote, i.e., a means to allow anonymous voting, such as an anonymous zoom poll;
- a way to show the result of the votes.

## **Disclaimer**

This opinion concerns matters of parliamentary procedure and is not a legal opinion. The opinion is only as accurate as the information it is based on, namely the BPA Code of Regulations dated July 17, 2021 and the Post-Secondary Division Bylaws dated May 2016.

## **Comments**

If any further information develops or if anything in this Opinion is not clear, kindly contact me at your earliest convenience.

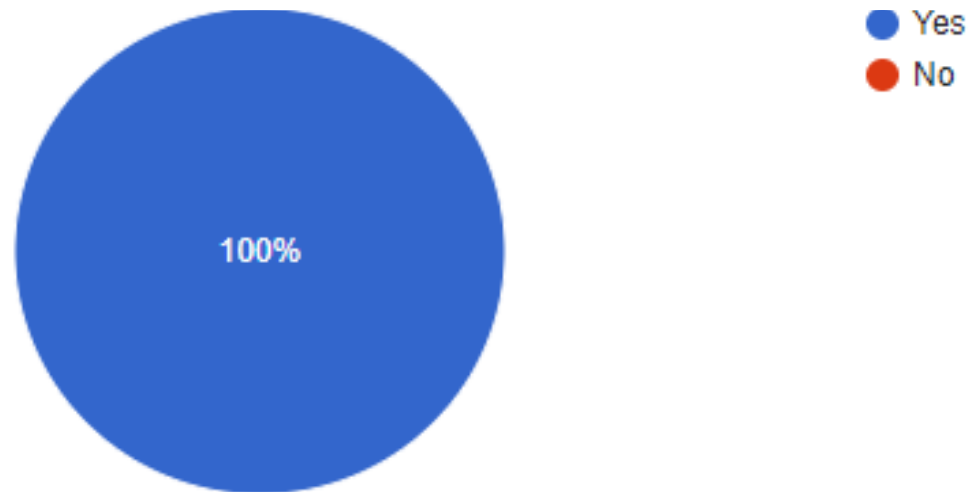


Date: November 17, 2021

# SAAC Feedback

Do you support Miriam Simmons' assessment that the Secondary and Post-secondary Business Meetings may meet virtually?

13 responses



# Executive Council Letter of Support



**BUSINESS  
PROFESSIONALS  
of AMERICA**

**Giving Purpose  
to Potential**

Executive Council  
Business Professionals of America  
700 Morse Road, Suite 201  
Columbus, OH 43214

18 November 2021

Board of Trustees:

The Executive Council would like to share that we agree with Miriam Simmons' assessment regarding the annual divisional Business Meetings and are in favor of allowing these meetings to occur virtually.

We believe that the annual divisional Business Meetings are incredibly important as they amplify student voices and give a platform for members to be heard.

Our members take on an important role in our governance at these meetings and we kindly ask that you consider allowing our members to continue to have this role in our organization by allowing the Secondary and Post-secondary Divisions to meet and conduct business virtually.

Sincerely,

*Elijah Johnson*

Elijah Johnson  
Secondary President

*Kegan Ward*

Kegan Ward  
Secondary Vice President

*Grace Tang*

Grace Tang  
Secondary Secretary

*Shree Kodavatiganti*

Shree Kodavatiganti  
Secondary Treasurer

*Nathan Slater*

Nathan Slater  
Secondary Historian

*Daniyal Ghayasuddin*

Daniyal Ghayasuddin  
Secondary Parliamentarian

*John Lucas Guimaraes*

John Lucas Guimaraes  
Post-secondary President

*Engen Sundberg*

Engen Sundberg  
Post-secondary Vice President