

**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**

Section 1. Business Professionals of America, Inc. The purpose of Business Professionals of America, Inc. is to serve as the directing and sponsoring agency of the national student and alumni organization bearing the name, Business Professionals of America, and to assist that organization in carrying out the purposes as outlined in Section 2 of this Article.

Section 2. Business Professionals of America. The purposes of Business Professionals of America are:

- A.** to develop and empower student leaders to discover their passion and change the world by creating unmatched opportunities in learning, professional growth, and service.
- B.** to assist the member state associations in their growth and development;
- C.** to develop a respect among students and alumni for competence in business, information technology, and office occupations; and
- D.** to promote and develop an appreciation of civic and social obligations of those persons engaged in business, finance, management, marketing, information technology, and other related programs.

**ARTICLE III
FEDERATION**

Section 1. Divisions. There shall be four divisions:

- A.** Post-secondary Division
- B.** Secondary Division
- C.** Middle Level Division
- D.** Alumni Division

Section 2. State Associations. Business Professionals of America is an organization of state associations comprised of divisions within each state. Each division within each state association shall operate in accordance with a charter granted by Business Professionals of America, Inc.

Section 3. Local Chapters. Local chapters may be organized in schools where courses are offered in business, finance, management, marketing, technology, and

other related programs. Local chapters shall operate in accordance with a charter granted by Business Professionals of America, Inc. Local chapters shall operate in accordance with national and state association requirements.

Section 4. Independent Chapters. Schools located in a non-affiliated state or territory or outside of the United States, where courses are offered in business, finance, management, marketing, technology, and other related programs, may request issuance of a charter by submitting a letter to the National Center. Charters for independent chapters shall be issued based upon procedures indicated in Article IV, Section 2C. Corporate votes will not be awarded to independent chapters. Independent chapters shall operate under the same guidelines as a chartered local chapter.

Section 5. Virtual Chapters.

- A. The national association may establish a virtual chapter for Middle Level, Secondary, and Post-secondary divisions. The National Virtual Chapter shall operate under the same guidelines as a chartered state association. Corporate votes will not be awarded to the national virtual chapter. Voting delegates will be allocated based upon current policy.
- B. Chartered state associations may establish a state virtual chapter for Middle Level, Secondary, and Post-secondary divisions. State virtual chapters shall operate under the same guidelines as a chartered local chapter.

**ARTICLE IV
MEMBERSHIP**

Section 1. Classes of Membership. Individuals may only be registered and counted in one membership classification. 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 shall be a member of only one of the following divisions:
 - 1. **Post-secondary Division.**
 - Regular Members.** Students enrolled in a higher education program from an institution accredited by the appropriate state agency and who have an interest in business, finance, management, marketing, information technology, and other related programs.
 - 2. **Secondary Division** is made up of two categories:
 - a. **Regular Members.** Students enrolled, or previously enrolled, in a business, finance, management, marketing, information technology, or other related programs as approved by the state.
 - b. **Associate Members.** Special population students enrolled, or previously enrolled, in a business, finance, management, marketing, technology, or other related program as approved by the state.
 - 3. **Middle Level Division.**
 - Regular Members.** Students enrolled in a middle level business, finance, management, marketing, information technology, or other related program or course as approved by the state.
- B. **Advisor Members.** To qualify for advisor membership, an individual shall be someone willing to contribute to the growth and development of chapter

members as well as the overall mission and vision of Business Professionals of America. The individual shall be approved by the local institution chartering the chapter and the state advisor for the state in which the chapter is chartered. This individual shall fulfill a supervisory role of a chartered chapter. An individual may serve as an advisor in more than one division. The division in which an advisor registers first is the division in which they will be counted for membership and Corporate vote allocations.

- C. Alumni Members.** Alumni Division membership is open to any former member wishing to support the overall mission and vision and contribute to the growth and development of Business Professionals of America. Alumni members shall pay dues as established by the Division and approved by the Board of Trustees of Business Professionals of America, Inc. Former members must register as an alumni member on an annual basis in order to maintain membership status. Members shall be eligible to hold an executive office within the alumni division.
- D. Professional Members.** A professional member may be a person working in a professional field and is interested in contributing to the growth and development of Business Professionals of America. 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 executive office in one of the divisions. Professional members are not counted in state membership totals for Corporate vote allocations and they do not have any Corporate rights unless they are serving as a designated Corporate voting member or proxy for a state association.
- E. Lifetime Members.¹**
 - 1. An individual who received the Hall of Fame Award shall be granted lifetime membership.
 - 2. Past student executive officers shall be granted lifetime membership in the Alumni Division upon full completion of their term as an executive officer. A Secondary Division executive officer who is immediately elected as a Post-secondary Division executive officer will be granted lifetime membership upon full completion of their Post-secondary executive officer term.
 - 3. All lifetime members shall be required to renew their lifetime membership annually by November 1 in order to remain an active lifetime member. When renewing their membership, the lifetime member must indicate what division they wish to have their lifetime membership affiliated with.
 - 4. Lifetime members are not counted in state membership totals for Corporate vote allocations and they do not have any Corporate rights unless they are serving as a designated Corporate voting member or proxy for a state association. Lifetime members may vote in the Alumni Division if they have designated the Alumni Division as their division during the annual membership renewal process.

Section 2. Application for Membership.

A. State Charters.

- 1. 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.

2. 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.
3. The following must be submitted to the National Center by a prospective state association for each division they wish to charter: a letter requesting issuance of a chapter, a copy of the bylaws of the state association, and the charter fee established by the Board of Trustees of Business Professionals of America, Inc.
4. The issuance of a charter to the state association must be approved by the Board of Trustees of Business Professionals of America, Inc.

B. Virtual Charters.

1. The national association may operate a virtual chapter as authorized in Article III, Section 5A.
2. In chartered states, state advisors who do not wish to sponsor a state virtual chapter, must approve any member's application for membership in the national virtual chapter or designate an individual who meets the National Business Professionals of America advisor membership 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. Charters for state virtual chapters shall be granted based upon the procedures outlined in Section 2A of this Article.
3. Corporate votes will not be awarded to the National Virtual Chapter.

C. Independent Chapter Charters.

1. The following must be submitted to the National Center by the prospective independent chapter: a letter requesting issuance of a charter, a copy of the bylaws of the chapter, and the charter fee established by the Board of Trustees of Business Professionals of America, Inc.
2. The issuance of a charter must be approved by the Board of Trustees of Business Professionals of America, Inc.
3. Corporate votes will not be awarded to independent chapters.

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, Inc. and approved by the Board of Trustees.

Section 3. Members in Good Standing. Members shall be considered in good standing if they meet the following requirements for each membership period:

- A. are active in a local chapter or division of Business Professionals of America;
 - B. meet the requirements established by the local chapter and state association;
 - C. registered by the deadlines established by the national and state association;
- and
- D. meet all financial obligations.

Section 4. Reinstatements. If a state association or chapter has no membership for two or more years, the state association or chapter must complete the chartering process as indicated in Section 2 of this Article.

Section 5. Dues.

- A. 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.
- B. The membership year shall be September 1 through August 31.

**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 a Chair, a Vice-chair, a Secretary, and a 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 at the Board meeting immediately following the Annual Corporate Meeting.

Section 3. Term of Office. The elected officers shall assume office immediately following the meeting at which they are elected 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 then in office.

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 bylaws, 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 all standing committee members, with the approval of the Board of Trustees; 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 serve in the absence of the Chair.

C. Duties of the Secretary. The Secretary shall:

- 1. issue notices of all official meetings;
- 2. record the minutes of all Corporate and Board of Trustees meetings; and
- 3. ensure that copies of all Corporate and Board meeting minutes, upon their approval, are posted onto the website.

D. Duties of the Treasurer. The Treasurer shall:

- 1. serve as chair of the Finance Committee;
- 2. work with the national staff to provide assistance in the management of all BPA funds;
- 3. 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;
- 4. make a financial report to Corporate members on a quarterly basis and at Corporate meetings; and

5. make the annual audit and approved budget, and subsequent amendments thereto, available to all chartered state associations and such interested parties as may be designated by the Board of Trustees.

ARTICLE VI MEETINGS

Section 1. Annual Corporate Meeting. A meeting of the Corporate body for Business Professionals of America, Inc., consisting of representatives of the chartered state associations and the Alumni Division, shall be held annually during the National Leadership Conference. The National Leadership Conference shall be held at a date and place established by the Board of Trustees.

Section 2. Voting Body. The voting members of the Corporate body shall consist of representatives of the chartered state associations and Alumni Division.

Section 3. Corporate Vote Allocation.

A. State Associations. Each chartered state association shall receive one vote per division for each division that has a minimum of 100 paid members as of February of the current membership year. This voting allocation shall remain in effect for all corporate meetings held between the annual membership cut-off date of February 15.

B. Alumni Division. The alumni division shall have one Corporate vote.

C. Independent Chapters, National Virtual Chapter, Lifetime Members, Professional Members. Independently chartered chapters, the national virtual chapter, lifetime members, and professional members do not have voting rights.

Section 4. Quorum. The quorum at any Corporate meeting shall be a majority of the Corporate members.

Section 5. 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. Corporate members shall hold no more than one state association's proxy. Written proxy forms must be submitted before the conclusion of roll call at the meeting at which the proxy shall take effect. The proxy will remain in effect for the duration of the meeting on that particular meeting day only.

Section 6. Special Meetings. A special Corporate meeting may be called upon the majority vote of the Board of Trustees of Business Professionals of America, Inc. or the request of 5 Corporate members. Members shall be notified 15 days prior to the meeting describing the purpose for which the meeting is to be held.

Section 7. Parliamentarian. A professional registered parliamentarian shall serve in an advisory, non-voting capacity during all Corporate meetings.

Section 8. Cancellation. In the event of a national or local emergency, the Board of Trustees by a two-thirds vote in a meeting, by mail, electronic communication, or telephone, may dispense with any meeting of Business Professionals of America, Inc. All chartered state associations shall be notified and the meeting shall be rescheduled in a reasonable amount of time.

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:

1. One state supervisor;
2. Two state advisors;
3. Two members at large;
4. One post-secondary local advisor;
5. One secondary local advisor;
6. One middle level local advisor;
7. One alumni representative;
8. One business representative;
9. One National Business Advisory Council representative;
10. The president of the Post-secondary Division; and
11. The president of the Secondary Division

B. Ex-officio Members.

1. The Executive Director of Business Professionals of America, Inc. shall serve as an ex-officio non-voting 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.

- A.** 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.
- B.** The administration of all divisions of Business Professionals of America shall be vested in the Board of Trustees of Business Professionals of America, Inc.

Section 3. Nominating Committee and Nominations.

- A.** The Corporate members 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. The two Corporate members and one National Business Advisory Council member shall not be current Board members.
- B.** In order to be considered by the Nominating Committee, candidates must submit a nomination acceptance form with their written consent to serve, two letters of reference, and documentation of qualifications via the BPA website portal no later than March 15.
- C.** The Nominating Committee shall verify the candidates' qualifications and determine eligibility.
- D.** The names and qualifications of all candidates meeting eligibility requirements shall be electronically distributed to the Corporate members no less than 14 days prior to the Annual Corporate Meeting.
- E.** Additional nominations may be made from the floor provided: candidates comply with the eligibility requirements and documentation requirements prescribed in

Section 3B of this Article has been received by the Chair of the Nominating Committee no later than fourteen (14) days prior to the Annual Corporate Meeting and distributed to the corporate members no later than seven (7) days prior to the Annual Corporate Meeting.

Section 4. Elections and Appointments.

- A. Elected Members.** Members of the Board of Trustees shall be elected by the Corporate members attending the Annual Corporate Meeting. With the exception of the President of the Post-secondary and Secondary Divisions, ex-officio members, and appointed members, in order to serve on the Board of Trustees, individuals must have at least five years of experience or membership in BPA.
- B. Appointed Members.** The Board Chair shall appoint the National Business Advisory Council representative after consultation with the National Business Advisory Council. The NBAC representative shall serve a three-year term as indicated in Section 5B of this Article.
- 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 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. Their terms shall begin immediately after being elected at the National Leadership Conference.
- B.** All other members of the Board of Trustees shall:
 - 1. serve a three-year term or until their successors are elected; and
 - 2. assume office at the beginning of the first Board meeting immediately following their election.
- C.** Board 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. Removal. The Board of Trustees may remove Board members for cause by a two-thirds vote of the entire Board then in office. Corporate members may remove Board members for cause by a two-thirds vote.

Section 7. Vacancies.

- A.** Any vacancy on the Board occurring other than by expiration, including a change in a Board member's job classification, shall be filled by the Corporate members at the next Corporate meeting.
- B.** A Board member elected 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.

Section 8. Meetings.

- A. Regular.**
 - 1. The Board of Trustees shall meet three times per year. The Board shall establish places, dates, and times not established by this subsection.
 - a. The first meeting (post-national conference) shall be held immediately following the Annual Corporate Meeting;
 - b. The second meeting shall be held between June 1 and August 30; and

- c. The third meeting shall be held immediately prior to the Annual Corporate Meeting.
 - 2. The Board of Trustees shall meet a minimum of five (5) times throughout the year via electronic communication as prescribed in Section 8C of this Article.
 - B. Special.** The Executive Director, the Board Chair, or any three Board members may request a special meeting in writing. Members shall be notified ten (10) days prior to the meeting describing the purpose for which the meeting is to be held.
 - C. Electronic Meetings.** The Board of Trustees shall meet via conference calls or other electronic media a minimum of five (5) times throughout the year, with the dates of the electronic meetings being announced at least 48 hours advance. If a Board member is unable to attend an electronic meeting, a minimum of 24-hours advance notice must be given to the Board Chair. In the event a member misses three (3) electronic meetings without giving 24-hours advance notice to the Board Chair, the member is subject to removal from the Board of Trustees. Extenuating circumstances preventing the member from notifying the Board Chair will be considered.
 - D. Observers.** With the exception of executive sessions, members of BPA and invited guests may attend meetings of the Board of Trustees as observers.
- Section 9. Quorum.** A majority of the members of the Board of Trustees, then in office, shall constitute a quorum.
- Section 10. Emergency Powers.** If a quorum of the Board of Trustees cannot readily be assembled because of some catastrophic event, the exercise of emergency powers is authorized as provided in the Ohio Revised Code statutes governing nonprofit corporations.

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, personnel, policies and procedures, programs, and strategic & long-range planning.
- 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.
 - 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.
 - C. Finance Committee.** The Finance Committee shall evaluate Board of Trustees' initiatives and priorities in relationship to the budgeting process that the initiatives are planned and implemented as budgeted expense items in the current or future fiscal years. The committee shall serve as a liaison between the planning process of the Board committee and implementation by staff as it relates to the budgeting process.
 - D. 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.

- E. Policies and Procedures Committee.** The Policies and Procedures Committee shall analyze reports, recommendations, and conditions, which arise to determine if the Board of Trustees should adopt a policy. The committee will address situations/conditions, which arise where neither policy nor procedure has been established. Review with the Board of Trustees any additions or revisions necessary to the policy and procedures manual. The committee shall serve as a liaison between the Board of Trustees and all support groups/student divisions.
- F. 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.
- G. Strategic & Long-range Planning Committee.** The Strategic & Long-range Planning Committee shall be responsible for formulating the future direction of the organization and is to address concerns of the organization in concert with the mission statement and goals of Business Professionals of America. The committee shall establish a one-year plan of work, maintain the 3-5-year strategic plan, and maintain an optional 5-10-year long range plan.

Section 2. Special Committees. The Board of Trustees or Corporate body may create special committees as deemed necessary.

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.

Section 2. Communication. Unless members indicate otherwise to the Business Professionals of America National Center, all communication required in these bylaws, including meeting notices, may be sent electronically.

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.

ARTICLE XI FINANCE

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

Section 2. Dues. National dues shall be collected by the National Center.

Section 3. Audit. At least every five years or whenever there is a change in employment of either the Executive Director or Director of Finance the organization will obtain a full 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 Board of Trustees may also, at their discretion, vote to require an audit at any time.

Section 4. Financial Reserve.² The association shall maintain a financial reserve of \$500,000. These funds shall be placed in a low-risk investment instrument with a high degree of liquidity (i.e. fixed rate, long-term bonds should be avoided), when possible. Withdrawals from the reserve may be made only when the following conditions prevail:

- A.** Accounts payable exceed the non-reserve assets of the organization and/or short-term cash flow problems prevent accomplishment of the association's programmed activities and/or threaten the solvency of the organization and when advances cannot otherwise be obtained; and/or
- B.** Higher returns from alternative investments can be obtained without significantly increasing the risk to the organization or decreasing the liquidity of the investment; and
- C.** A majority of the Board of Trustees agrees to the withdrawal of funds.

ARTICLE XII GRIEVANCES

Section 1. Submissions of Grievances. Complaints alleging a violation of any matter excluding executive officer elections, shall:

- A.** be submitted within 72 hours after the alleged violation;
- B.** be submitted on a standard complaint form approved by the Board of Trustees and made available on the BPA website;
- C.** be submitted to the Chair of the Board of Trustees, unless the Chair of the Board of Trustees is the subject of the grievance then the grievance must be submitted to the Vice-chair of the Board of Trustees;
- D.** state fully the facts surrounding the acts complained of, and if applicable include any reference to any rules or policies that have been violated; and

- E. provide documentation for alleged complaints, including but not limited to names of individuals involved, letters of testimony, and other pertinent documents, as applicable.

Section 2. Processing of Grievances.

- A. The party filing a grievance shall remain anonymous to the general public. Privacy of the individuals involved will be respected and upheld to the greatest extent possible.
- B. The Chair, or Vice-Chair if the Chair is the named offender, shall appoint a committee of five corporate members to serve as the Grievance Committee. The committee members shall not be current members of the Board of Trustees or any corporate member who may be involved with the complaint.
- C. The grievance shall be forwarded to the Grievance Committee.
- D. Upon receipt of the written complain, the Grievance Committee shall:
 1. forward a copy of the complaint to the named offender or parties involved with notification that they have five days to respond in writing;
 2. notify the complainant of the committee's receipt of the complaint, and of the deadlines for the respondent's response and the committee's decision;
 3. determine whether additional investigation is necessary; and
 4. coordinate the work of gathering such additional information as the committee may deem necessary to its investigation.

Section 3. Conduct of Business.

- A. The Grievance Committee shall conduct its business, whenever possible, by videoconference, telephone, teleconference, mail, or e-mail.
- B. The Grievance Committee shall review all material from the complainant, the respondent, and others from whom information is sought. Evidence or other information not included in or referred to in the complaint or the response, or specifically requested by the committee, shall not be considered unless the committee agrees to its consideration by voting of a majority of the entire committee.
- C. Upon completion of its investigation, but no later than 15 days following receipt of the written complaint, the Grievance Committee shall take one or more of the following actions:
 1. dismiss as untimely any allegations or violations that occurred more than 72 hours prior to the date of the complaint;
 2. dismiss the complaint, or any portion thereof, as frivolous, inconsequential, or as not attaining the required level of proof;
 3. find that the respondent acted properly and exonerate the respondent; or
 4. find that the respondent did not act properly and uphold the complaint.
- D. If the Grievance Committee upholds the complaint, the committee shall provide a recommendation to the Board of Trustees with the resolution to resolve the complaint. Within 5 days receipt of the recommendation, the Board of Trustees must meet to vote of the committee's recommendation. The Board may adopt the committee's recommendation or adopt an alternative resolution. The Chair, or Vice-chair, must notify the complainant and respondent of the Board's decision within 24 hours after the decision has been made.

- E. An appeal to the Board's decision may be made to the Corporate body within 72 hours. Formal request for an appeal must be submitted to the Chair or Vice-chair, who will then notify the Corporate body.
- F. Any meetings regarding the grievance shall be held in executive session and only the decisions voted upon during the executive session may be released to the involved parties.

ARTICLE XIII 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 XIV 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 bylaws and any special rules of order the organization may adopt.

ARTICLE XV 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.

Revised December 18, 2023

Provisos (Adopted with the revision on July 17, 2021)

¹ Lifetime membership will be granted to any individuals who met these qualifications in the past as well as in the future. (Article IV, Section 1E)

² The \$500,000 reserve shall be fully established by the end of the 2025-2026 fiscal year. (Article XI, Section 4)