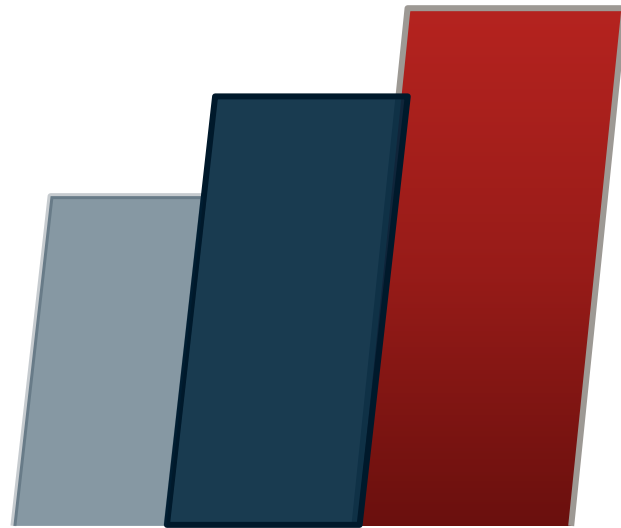




# National Board of Trustees Special Meeting Minutes July 31, 2024

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Our mission at Business Professionals of America is to develop and empower student leaders to discover their passion and change the world by creating unmatched opportunities in learning, professional growth and service.





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### **Call to Order**

Board Chair, Devin Alexander called the meeting to order at 6:01 PM ET.

### **Roll Call & Determination of Quorum**

Secretary, Andrea Sutherland conducted the roll call and a quorum was established.

**Present:** Devin Alexander, Breezy Gutierrez, Andrea Sutherland, Athena Frank, Layan Ahmed, Victoria Pinarreta, Amy McClure, Brenda Menahan, Lisa Parker, Terry Carrera

**Ex-Officio:** Dr. Steven Mitchell, Executive Director/CEO; Paxton Cavin

**Guests:** Jonathan Smith, Kristina Kerns, Michele Gordon, Patrick Schultz, Ric Cowles, Scott Mathie, Dr. Shelia Morris, Carrie Dickson, Danielle Crane

### **Approval of Agenda**

Athena Frank moved to approve the agenda, with the adaptation of the most recent copy of the budget, which was sent via email on July 31<sup>st</sup>. Chair, Devin called for a no objection vote to approve the agenda, with modifications.

### **Appointment of Parliamentarian**

Chair, Devin introduced Carrie Dickson and appointed her as parliamentarian for the meeting.

### **FY25 Budget Review**



Treasurer, Athena Frank provided an overview of the FY25 budget. Of note, she shared there was a \$10,000 reduction in authoring expenses due to the use of AI and \$7,500 allocated for the Strategic and Long Range-Planning Committee to leverage a vendor to complete our SLRP which is outstanding for the past two years.

Athena Frank moved to approve the FY25 Budget as presented. Breezy Gutierrez seconded the motion. The FY25 Budget was approved as presented.

### **National Center Lease**

Attendees discussed options for the National Center location, as the current National Center lease is set to expire in October 2024. It was confirmed per Article X Administrative Operations, Section 1, Subsection National Center of the Code of Regulations, which reads “The National Center shall be located in Franklin County, Ohio, at a place selected by the Board of Trustees.”, that a physical national center must be located in Franklin County, Ohio and a PO Box would not be sufficient.

Lisa Parker moved to allow the current National Center lease to lapse and lease a temporary office space in Franklin County, Ohio until a transition could take place with Corporate. Breezy Gutierrez seconded the motion.

Before there could be discussion on the motion, Chair, Devin recessed the meeting at 6:28 PM ET to resolve a technology issue. The meeting continued at 6:30 PM ET and continued with discussion of the motion on the floor.

It was discussed and determined that Corporate can only amend Code of Regulations during the annual meeting. Parliamentarian, Carrie Dickson stated that in a dire situation, like a time restraint, a special meeting of the Corporate Body could be held if it was required by a superior body, like ensuring compliance with the law. As this is not a legal issue or an emergency, it was confirmed that all members of the Corporate body would need to approve this amendment being voted on during a special meeting.

The vote was taken, and the motion was unanimously approved.

### **Waiving of Notice & Ratifying the Meeting**

Secretary, Andrea Sutherland notified the Board that we had not yet waived the 10-day notice required to call a special meeting of the Board of Trustees. Parliamentarian, Carrie Dickson stated that we could ratify all decisions made in the meeting once the notice was waived. Chair, Devin asked if each member would waive their right to notice in order to conduct official business at this meeting. The Chair called for a no objection vote to waive the 10-day notice. There was no objection, and the Board waived their right to notice for the special meeting.

Chair, Devin asked if there were any objections to ratifying all decisions made in the meeting until this point. There was no objection, and the Board ratified all decisions previously made.

### **SKT BPA MOU Renewal**

Patrick Schultz presented the proposed SKT BPA MOU which would take effect on 8/1/2024, if approved. The language in the MOU is an exact copy of the 2020 contract that was approved by an attorney in 2020 and previously in effect. Patrick clarified that the newly proposed amendments from SKT were all rejected. This included rejecting voting rights as a Corporate member, rejecting Hong Kong as the choice of law and limiting SKT's global territory to China, Hong Kong, Macau and Taiwan. Lisa Parker moved to approve the MOU with SKT Education Group as presented. The vote was taken, and the motion was unanimously approved.

### **Adjournment**

Chair, Devin called for a no objection vote to adjourn the meeting. There were no objections, and the meeting was adjourned at 6:57 PM ET.