

**CORPORATE BYLAWS  
FUTURE BUSINESS LEADERS OF AMERICA, INC.**

**ARTICLE I  
Name and Organization**

- Section 1. The name of this organization shall be Future Business Leaders of America, Inc.
- Section 2. Future Business Leaders of America, Inc. (hereinafter referred to as FBLA) is incorporated under the laws of the District of Columbia pursuant to Articles of the Incorporation filed and accepted by the District of Columbia. FBLA shall be governed by these bylaws as amended from time to time in accordance with the provisions thereof. These bylaws shall not conflict with the Articles of Incorporation.
- Section 3. The corporate seal shall have the name of the corporation and shall also have inscribed thereon the words "Corporate Seal, Washington, DC." The seal may be changed at the pleasure of the board of directors.

**ARTICLE II  
Purpose and Objectives of FBLA**

- Section 1. The purpose for which FBLA is organized is to serve students interested in business and/or business-related programs. The programs of FBLA are designed to be an extension of the instructional programs and an integral part of the business curriculum.
- Section 2. FBLA shall not engage in any activity that would be inconsistent with its status as an educational, charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III  
Membership**

- Section 1. Active membership in the divisions of FBLA is open to individuals who meet the qualifications as set forth in their division's adopted bylaws. Active members must be members of a local FBLA High School, FBLA Middle School, or FBLA Collegiate chapter affiliated under the provisions of Article X of these bylaws.
- Section 2. The board of directors may establish additional membership classes as deemed appropriate.
- Section 3. Only the board of directors and its corporate officers shall have the power to bind the corporation. No action taken by the membership, any member, or officers of any division or chapter shall have the power or the effect of binding the corporation.
- Section 4. Members of each division or class shall have the right to vote only to the extent set forth in their division's bylaws and only on such matters that concern that division, and which are not in conflict with the bylaws of FBLA. In any event, where the laws of the District of Columbia, or any other law to which the corporation may be subject, requires the action of the votes of the members entitled to vote, then for such purposes, the members entitled to vote shall consist solely of the board of directors of the corporation.

- Section 5. Both the fiscal year and membership year of FBLA shall extend from August 1 through July 31.

#### **ARTICLE IV Board of Directors**

- Section 1. The board of directors shall consist of sixteen (16) voting members and one (1) ex-officio, non-voting member. The composition of the board of directors shall consist of the following voting members:
- a. The President of the FBLA High School division
  - b. The President of the FBLA Collegiate division
  - c. The immediate Past Chair of the board of FBLA
  - d. The Chair of the board of FBLA
  - e. Four (4) representatives of Business/Industry
  - f. Eight (8) business education professionals to be selected from four categories:
    - i. Four (4) FBLA State Chair, State Supervisor, or State Adviser
    - ii. One (1) FBLA Middle School local Adviser
    - iii. Two (2) FBLA High School local Advisers
    - iv. One (1) FBLA Collegiate local Adviser
  - g. and of the following ex-officio, non-voting member:
    - i. The President & CEO
- Section 2. Except for FBLA High School and FBLA Collegiate division Presidents who shall serve for a term of one year, all directors shall serve for a term of three years, with one-third of those directors who serve three-year terms being elected each year. Directors may serve a maximum of two consecutive terms. After the completion of a second consecutive term, or if a director serves a second non-consecutive term within three years of their first term, they shall be prohibited from serving another term for a period of three years after the completion of the second term.
- Section 3. The board of directors shall manage the affairs of FBLA, supervise the activities of the officers of the corporation, and exercise ultimate control over the divisions and chapters.
- Section 4. A member of the board of directors may be removed by a two-thirds vote of the members of the board of directors. A director may resign at any time by giving written notice to the board of directors at the principal place of business of FBLA. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt of the notice. Acceptance of the resignation is not necessary to make it effective.
- Section 5. Vacancies on the board of directors shall be filled by a majority vote of the remaining members of the board of directors. A director elected by the board to fill a vacancy shall be elected to hold office for the remainder of the term of the director whose position and category is being filled.

#### **ARTICLE V Nomination and Election of Directors**

- Section 1. The division Presidents, as set forth in Section 1 of Article IV, shall become members of the board of directors for one term following their election. The term begins on August 1 following the election and ends on July 31.
- Section 2. The board of directors shall establish the categories and qualifications of the board positions and a rotation schedule that identifies the board positions open for nominations.
- Section 3. Candidates for the business education professional positions shall be identified through a process managed by the board's Governance Committee and recommended to the local chapters by the board of directors.
- Section 4. Candidates for the business/industry positions shall be identified through a process managed by the board's Governance Committee and approved by the board of directors.
- Section 5. Ballots listing the names of the nominees for a business educational professional position shall be distributed by FBLA to each local chapter. Then, the chapter's adviser shall conduct a vote of its membership. The chapter shall then return its ballot to FBLA on or before May 15. The chair of the Governance Committee shall ensure the results of the election of the directors is certified prior to the National Leadership Conference.

#### **ARTICLE VI Chair of the Board**

- Section 1. The chair-elect shall be elected from among the board's voting directors who have at least one (1) year remaining in their term on the board at the annual meeting by a secret ballot. The member chosen shall then be declared to be the chair-elect and shall assume the duties of chair one year following the date of the election. The duties of chair-elect are those delegated by the chair. However, should the chair for any reason not be able to complete the term or be unable to serve, then the chair-elect shall immediately succeed to the office of chair.
- Section 2. The chair shall preside at all meetings of the corporation and at all meetings of the board of directors for the corporation. The chair shall appoint all committees and establish the agenda for board meetings.

#### **ARTICLE VII Officers**

- Section 1. The officers of the corporation shall be the president & CEO, the chair, the chair-elect, the past chair, the secretary, and the treasurer. The president & CEO shall be selected by the board of directors. The president & CEO shall be a full-time salaried employee of the corporation. The chair of the board of directors shall appoint two members of the board of directors to be the secretary and the treasurer for the corporation and the board of directors.
- Section 2. Each officer appointed or elected shall hold office until the next annual meeting of the board of directors or until a successor has been duly elected and qualified. The board of directors may remove any officer by a majority vote of the board of directors.

- Section 3. The president shall be the chief executive officer (CEO) of the corporation and shall have the responsibility for the general management of the affairs of the corporation and shall carry out resolutions of the board of directors.
- Section 4. The president & CEO, or their designee, shall oversee all the books and records of the corporation. During the absence or disability of the president & CEO, the designated individual shall have all the powers and functions of the president & CEO.
- Section 5. The secretary shall keep the minutes of all board of directors' meetings. The secretary shall ensure records are maintained for the corporation, which have been authorized by the board of directors.
- Section 6. The treasurer shall be responsible for assisting the president & CEO in all financial matters concerning the corporation. The treasurer shall approve the financial reports for the corporation.

### **ARTICLE VIII Meetings**

- Section 1. The annual meeting of the board of directors shall take place during the National Leadership Conferences of FBLA. Other meetings may take place as often as the chair or a majority of the members of the board of directors' request. Notice of such meetings shall be provided to the board members thirty (30) days in advance of the meeting.
- Section 2. A majority of the board of directors shall constitute a quorum.
- Section 3. A meeting of the board of directors may be held by telephone or video conference call provided that all participating directors can speak to and hear all of the other directors. The minutes of such meetings shall state attendance and indicate that it was a conference call by telephone or video.
- Section 4. The board of directors may take action without a meeting if the directors unanimously consent in writing to the action.

### **ARTICLE IX Committees**

- Section 1. There shall be an Executive Committee composed of the chair, chair-elect, past chair, secretary, and treasurer who shall be voting members, and the president & CEO who shall be non-voting.
- The Executive Committee shall have the right to act on behalf of FBLA between board meetings and shall report any actions taken to the board at its next meeting. At no time may the Executive Committee amend these bylaws, modify the dues, amend the approved budget, dissolve the corporation, or enter into a merger or acquisition.
- Section 2. In addition to a Governance Committee referred in Article V, the board of directors may establish committees as required to further the purposes of FBLA. No committee may be established contrary to the purposes of the laws concerning tax exemption of charitable, educational, and scientific organizations.

- Section 3. The purposes, functions, duties, number of members, and term of existence for all committees so established shall be determined by the board of directors. The chair of the board of directors shall appoint all members of committees.

## **ARTICLE X Divisions**

- Section 1. There shall be three divisions within FBLA: A middle school division known as Future Business Leaders of America Middle School (referred to as FBLA Middle School); a high school division known as Future Business Leaders of America High School (referred to as FBLA High School); and a postsecondary school division known as Future Business Leaders of America Collegiate (referred to as FBLA Collegiate). The board of directors of FBLA shall maintain a policy to govern grade level eligibility for each division.
- Section 2. The three divisions shall be integral parts of FBLA. They shall adopt bylaws that shall be consistent with the Articles of Incorporation and these bylaws of FBLA. Division bylaws and amendments thereto must be approved by the board of directors of FBLA. The purposes of the divisions must be within the scope of the purposes of FBLA and in no case be inconsistent with the status of a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- Section 3. The membership of the divisions shall comprise the membership of FBLA. Membership dues shall be established by the board of directors of FBLA. Such dues and all other division funds shall be collected and disbursed under the direction of the president & CEO of FBLA.
- Section 4. Each division shall submit annually, or as often as required, a budget, a financial statement, and a statement of activities (past and proposed) of the division. The board of directors shall determine if the activities of a division are within the scope of its purposes and the purposes of FBLA. A division shall not engage in any activity inconsistent with its purposes or the purposes of FBLA. Each division shall be bound by the restrictions contained in Article IX of the Articles of Incorporation of FBLA.
- Section 5. The officers and governing bodies of each division shall be designated in the division bylaws. The nomination, election, and appointment process for officers shall be managed by election policies approved by the board of directors. Other affairs of each division shall be managed by the division in accordance with its policies and bylaws.
- Section 6. Administrative regions may be established for any division by the board of directors. The number of regions and composition of associated chapters shall be managed by policies approved by the board of directors.

## **ARTICLE XI State and Local Chapters**

- Section 1. Subject to the restrictions of Article X of the Articles of Incorporation and this Article of the bylaws and subject to such other conditions as may be imposed by the board of directors, FBLA may accept as affiliates state and local chapters of FBLA.
- Section 2. State and local chapters, if accepted as affiliates, shall be subordinate organizations of FBLA and shall, in their governing instruments, expressly dedicate themselves to

furthering the purposes of FBLA within their respective geographical area. Such chapters shall submit themselves to the ultimate control of the board of directors of FBLA. Failure of such chapters to adhere to the conditions of the board of directors constitute grounds for discontinuing the affiliation. State and local chapters shall submit such reports as are required by the board of directors.

Section 3. The board of directors may, in its discretion, apply for a ruling that state and/or local chapters are, as a group, exempt from taxes under an appropriate provision of the Internal Revenue Code. In such event, the board of directors shall have the power to require the state and/or local chapters to comply with and adhere to the appropriate regulations pertaining to such group applications, including, but not limited to, the adoption of uniform governing instruments promulgated by the board of directors.

Section 4. Members of state and local chapters of FBLA shall be the members of FBLA residing in the particular geographic area. Local and state chapters shall assess a unified dues structure. Dues shall include those dues established for national FBLA membership by the governing bodies of the division. Such national dues shall be remitted by the local chapter to the president & CEO of FBLA and such state dues shall be remitted by the local chapters to the respective state.

## **ARTICLE XII**

### **Relationships with Other Organizations**

- Section 1. Subject to such conditions as may be imposed by the board of directors, FBLA or its three divisions may:
- a. By vote of the board of directors, affiliate with another organized group or agency by amendment of these bylaws.
  - b. By vote of the board of directors, accept another organized group or agency as an affiliate of FBLA or one of its student divisions.
  - c. By vote of the board of directors, join with one or more other organized groups or agencies in a mutual Association or endeavor.

## **ARTICLE XIII**

### **Amendments**

- Section 1. These bylaws may be amended by a thirty (30)-day previous notice to the board and a two-thirds vote of the directors in office.

## **ARTICLE XIV**

### **Indemnification**

- Section 1. To the fullest extent permitted by the law, FBLA shall indemnify and hold harmless its current and former officers, directors, employees, and volunteers against all expenses, judgements, fines, settlements, and other amounts reasonably incurred by reason of the fact that the person is or was acting in good faith on behalf of the corporation.

## **ARTICLE XV**

### **Dissolution**

Section 1. Upon the board of directors' decision to dissolve the corporation in accordance with the governing law, all remaining assets of the corporation shall be distributed to such non-profit 501(c)(3) organizations as the board of directors shall select.

**Adopted:**

Revised:

**July 1, 1969**

December 1988

July 8, 1989

April 1997

January 1999

July 3, 1999

June 28, 2002

June 28, 2005

May 6, 2019

December 11, 2020

July 9, 2021

August 1, 2021

January 23, 2022

June 14, 2022

June 26, 2023