

**Oregon FCCLA, Inc.  
Corporate Bylaws**

**Article I: Purpose**

- Section 1.1** The purpose of Oregon FCCLA, Inc., shall be to assist the official Family, Career and Community Leaders of America charter holder, as identified by the constitution and bylaws of Family, Career and Community Leaders of America, Inc., a Virginia incorporated nonprofit corporation, and to promote personal growth and leadership development through Family and Consumer Sciences education.
- Section 1.2** Oregon FCCLA shall be the official organizing and managing body of all divisions of FCCLA granted under the Charter. Oregon FCCLA may also be referred to “Oregon Family, Career and Community Leaders of America”.
- Section 1.3** Oregon FCCLA shall operate through a Board of Trustees who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Trustees is to provide a representative system of governance to establish policy and support the purposes of Oregon FCCLA. The various duties are to be carried out in a manner most expedient in the Board’s judgment with all due consideration given to the democratic processes found in Robert’s Rules of Order Newly Revised.
- Section 1.4** Oregon FCCLA shall be organized and operated exclusively for charitable and educational purposes subject to the limitations stated in the Articles of Incorporation, the purpose of this Corporation shall be to engage in any lawful activities, none of which are for profit, and for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its corresponding future provisions and 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding future provisions.

**Article II: Responsibilities**

- Section 2.1** The Board of Trustees shall establish policies to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs of study serviced by Oregon FCCLA, and that all financial records are maintained in accordance with generally accepted accounting principles.

## **Article III: Membership**

**Section 3.1** Composition: The Board of Trustees, hereafter referred to as the Board, shall consist of up to fifteen (15) persons. The Board shall include the following membership: (1) a liaison identified by the Oregon Department of Education (ex-officio, non-voting); (2) the Oregon FCCLA Executive Director (ex-officio voting); (3) three Oregon FCCLA advisors to serve a two year term; (4) one student state officer as appointed by the Executive Director from the elected team of state student officers for the duration of their respective term; (5) and up to nine other persons from education and industry representing a diverse spectrum of stakeholders committed to the mission of FCCLA.

**Section 3.2** Qualifications and Terms of Office: The liaison from the Oregon Department of Education and the Executive Director/State Advisor shall be perpetual members of the Board as long as he/she holds such appointment by the Oregon Department of Education or the Oregon FCCLA Board of Trustees respectively. Three Oregon FCCLA local advisors shall be elected by the Board of Advisors to serve a two year term. One Oregon FCCLA student state officer shall be appointed by the Executive Director from the elected team of state officers. The education and industry representatives shall be nominated by the Executive Director or Board Chair and voted to the Board by a majority vote of the current members of the Board of Trustees and shall serve a two year term.

A term of office shall consist of two years, beginning and ending with the dates of Oregon FCCLA's fiscal year, unless otherwise defined above. Additional terms may be served but may not exceed three consecutive terms.

Members may be removed from the Board by a two-thirds (2/3) majority vote of the Board with the exception of perpetual members.

**Section 3.3** Vacancies: In the case of a board vacancy, the Executive Director or Board Chair may nominate another qualified person to fulfill a term. Members filling a vacancy shall be elected to the Board by a majority vote of its members.

**Section 3.4** Board Officers: The officers of the Board shall consist of:

- Board of Trustees Chair
- Board of Trustees Vice Chair
- Board of Trustees Secretary/Treasurer
- Executive Director

The Board Chair, Vice Chair, and the Secretary/Treasurer shall be elected from the Board's membership.

The Executive Director will be determined by the Oregon FCCLA Board of Trustees.

The Executive Director shall be responsible for the organization of Board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of Oregon nonprofit corporation requirements.

The Board Chair shall work closely with the Executive Director in setting meeting agendas and shall preside over each meeting.

The Vice Chair shall preside over meetings in the absence of the Chair.

The Secretary/Treasurer shall be responsible for maintenance of records, providing a yearly financial report, and recording of meeting minutes.

#### **Article IV: Meetings**

**Section 4.1** Quorum: At all meetings of the Board, it shall take no less than four of the existing board membership to constitute a quorum to conduct business. Any matter, excepting amendments to these bylaws, may be adopted by vote of a majority present at a meeting at which a quorum is present and where either the Executive Director or the Oregon Department of Education liaison are part of the quorum. The act of a majority of the Board where a quorum is present shall represent an act of the Board of Trustees provided that any actions that are inconsistent with the policies of the Oregon Department of Education or FCCLA, Inc., may be vetoed by the liaison from the Oregon Department of Education.

**Section 4.2** Voting: Subject to the provisions in Section 3.1, at all official business meetings each member of the Board shall have one vote. The Board Chair may vote to make a tie or break a tie. Votes may be cast by written approval of proxy, by mail, by electronic means or directly at a business meeting of the Board.

**Section 4.3** Record of Proceedings: Minutes shall be recorded for all Board meetings and shall be submitted to the next succeeding meeting of the Board for approval, but failure to submit or to receive the minutes shall not invalidate any action taken or decision made during such meeting.

**Section 4.4** Committees: The Board, by resolution, may establish any standing committee or ad-hoc committee to study and make recommendations concerning the matters delegated to it, but no committee shall have the power to set policy or act in an official capacity in lieu of the Board. Committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board at a scheduled business meeting.

The Oregon FCCLA State Officers shall be selected consistent with the Oregon FCCLA Student Bylaws. The Oregon FCCLA State Officers shall serve as a perpetual standing committee of the Oregon FCCLA Board of Trustees.

**Section 4.5** Scheduled Meetings: The Board shall meet a minimum of one time per fiscal year either in person or by electronic means.

#### **Article V: Amendments**

**Section 5.1** These bylaws may be amended or revised by the affirmative vote of no less than two-thirds (2/3) of the members of the Board of Trustees.

#### **Article VI: Dissolution and Liquidation**

**Section 6.1** Upon dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provisions for the payment of liabilities of the corporation, dispose of the remaining assets of the corporation in accordance with its purposes and transfer such assets to any other organization organized and operated exclusively for religious, charitable, scientific or educational purposes, within the meaning of Section 501(c3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

#### Amendment History

*Amended January 2017*

*Amended December 19, 2013*

*Drafted September 2012*