



## **ARTICLES OF INCORPORATION & BYLAWS**

*MONTANA DECA  
(REVISED JULY 30, 2018)*

**MONTANA DECA INC.**  
Corporate Bylaws  
*Revised July 30, 2018*

**Contents**

<b>Article I: Purpose .....</b>	<b>4</b>
Section 1.1 – General Purpose .....	4
Section 1.2 – Managing Body.....	4
Section 1.3 – Board of Directors.....	4
Section 1.4 – Legal Purpose .....	4
<b>Article II: Responsibilities &amp; Administration .....</b>	<b>4</b>
Section 2.1 – Board of Directors.....	4
Section 2.2 – Executive Council.....	5
Section 2.3 – State Director .....	5
Section 2.4 – Ex-Officio Members .....	5
Section 2.5 – Student Board of Directors .....	6
<b>Article III: Membership .....</b>	<b>6</b>
Section 3.1 – Composition .....	6
<b>Article IV: Meetings .....</b>	<b>6</b>
Section 4.1 – Quorum .....	6
Section 4.2 – Voting.....	7
Section 4.3 – Record of Proceedings .....	7
Section 4.4 – Committees .....	7
Section 4.5 – Scheduled Meetings .....	7
Section 4.6 – Meeting Travel Expenses .....	7
Section 4.7 – Special Meetings.....	7
Section 4.8 – Notice of Meetings .....	7
Section 4.9 – Contents of Notice .....	8
Section 4.10 – Conduct of Meetings.....	8
<b>Article V: Liability.....</b>	<b>8</b>
Section 5.1 – Non Liability of Directors .....	8
Section 5.2 – Indemnification of Directors, Officers, Employees, and Other Agents .....	8
Section 5.3 – Insurance for Corporate Agents .....	8
<b>Section VI: Execution of Instruments, Deposits &amp; Funds.....</b>	<b>8</b>
Section 6.1 – Execution of Instruments .....	8
Section 6.2 – Checks and Notes .....	8
Section 6.3 – Deposits .....	9
Section 6.4 – Gifts.....	9
Section 6.5 – Prohibition Against Sharing Corporate Profits & Assets.....	9
<b>Section VII: Maintenance of Corporate Records .....</b>	<b>9</b>
Section 7.1 – Maintenance of Corporate Records.....	9
Section 7.2 – Directors’ Inspection Rights .....	9

<b>Section 7.3 – Right to Copy and Make Extracts .....</b>	<b>9</b>
<b>Section 7.4 – Annual Report .....</b>	<b>10</b>
<b>Section 7.5 – Fiscal Year of the Corporation .....</b>	<b>10</b>
<b>Section VIII: Amendment of Bylaws .....</b>	<b>10</b>
<b>Section 8.1 – Amendment .....</b>	<b>10</b>
<b>Section 8.2 – Amendment of Articles Before Admission of New Members of the Board of Directors.....</b>	<b>10</b>
<b>Section 8.3 – Amendment of Articles After Admission of Members .....</b>	<b>10</b>
<b>Section 8.4 – Authority .....</b>	<b>10</b>

## Article I: Purpose

### Section 1.1 – General Purpose

The purpose of Montana DECA Inc, hereinafter referred to as Montana DECA, shall be to assist the official High School and Collegiate DECA Inc. charter holder, identified as the Montana Office of Public Instruction, by the constitution and bylaws of DECA Inc., a Virginia incorporated nonprofit corporation, and to prepare emerging leaders and entrepreneurs for careers in marketing, finance, hospitality, and business management. Montana DECA's guiding principles shall be to help student members leverage their DECA experience to become academically prepared, community oriented, professionally responsible, experienced leaders. Montana DECA's core values and attributes are competence, innovation, integrity, and teamwork.

The Montana Association of High School and Collegiate DECA is associated with the organization of DECA Incorporated, and will not operate in violation of the Bylaws for DECA Inc., the Constitution for DECA, nor the Bylaws for the respective high school and collegiate divisions of DECA.

The Montana Association of High School and Collegiate DECA is open to all public and private institutions.

### Section 1.2 – Managing Body

Montana DECA shall be the official organizing and managing body of all divisions of DECA granted under the Montana Association Charter.

### Section 1.3 – Board of Directors

Montana DECA shall operate through a Board of Directors who will make fiduciary, legal, and policy decisions with all stakeholders. The purpose of the Board of Directors is to provide a representative system of governance to establish policy and support the purposes of Montana DECA. The various duties are to be carried out in a manner most expedient in the Board's judgement with all due consideration given to the democratic process found in Roberts Rules of Order. The Board of Directors will empower the Montana DECA association by providing and instituting effective and appropriate operationing policies and procedures as outlined in the Montana DECA Policies and Procedures Manual.

### Section 1.4 – Legal Purpose

Montana DECA 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/association shall be to engage in any lawful activities, none of which are for profit, and for which corporations may be organized under Montana Code Annotated as a 501(c)(3) status association.

## Article II: Responsibilities & Administration

### Section 2.1 – Board of Directors

The Montana DECA Board of Directors will consist of each local chapter DECA advisor of both the High School and Collegiate Divisions and the DECA State Director (non-voting). Chapters are limited to one voting representative on the Board of Directors regardless of membership size or number of chapter advisors. The Montana Board of Directors shall meet, at minimum, once annually (physically or via electronic means) to discuss issues and concerns of the association, as well as enact or modify Montana DECA policy. Each Montana DECA Chapter is allowed only one vote on each motion and the vote must be cast by the primary chapter advisor or proxy designee. In the event of a Board Member's absence, they may, at their discretion, assign a qualified proxy designee to vote on their behalf. Proxies must be submitted in writing to the State Director and Chairperson of the Executive Council prior to any Board of Directors meeting or action. Qualified proxies shall meet all above qualifications for Board of Director Membership. The Board of Directors, with a minimum of 2/3 vote may remove members of the Board of Directors for gross or negligent conduct. In the event of a Board of Director vacancy, resignation, retirement, or removal, the local chapter administration and leadership may name a designee or representative until such time where a replacement Chapter Advisor or voting delegate is installed.

## Section 2.2 – Executive Council

The Montana DECA Executive Council of the Montana DECA Board of Directors consists of the State Director (non-voting), and three (3) active DECA Chapter Advisors as elected by the full Board of Directors. The Executive Council Members (with the exception of the State Director), shall serve a three (3) year term and will be elected on a rotating annual basis. After serving a three (3) year term, Executive Council members must resign their position for at least one academic year. The Executive Council is responsible for making procedural decisions and interpreting policy decisions. Any advisor wishing to serve on the Montana DECA Executive Council, must serve a minimum of one year on the Montana DECA Board of Directors before submitting their name for nomination and must serve as the primary advisor from his/her chapter. The Executive Council shall complete an annual financial review, as well as determine applicable board agenda items and recommend appropriate action(s)/change(s) to the Montana DECA Policy and Procedures Manual, Bylaws, or Constitution to the Montana DECA Board of Directors as necessary. If a resignation or vacancy should arise on the Executive Council, the State Director shall nominate a vacancy replacement within (10) business days of vacancy knowledge. The State Director nomination must gain 2/3 approval by the Montana DECA Board of Directors to be installed. With a minimum 2/3 vote, the Board of Directors may remove members of the Executive Council. The Executive Council shall meet a minimum of once per calendar year, through physical or electronic means, outside of regularly held Board of Director Meetings. Proxies are not permitted on the Executive Council, and a member's absence shall be treated as a vote of abstention. The Executive Council shall be comprised of:

- **President:** To serve as the Chairperson of the Board of Directors, call all official meetings of the Board of Directors and Montana DECA Executive Council, and set agenda items for discussion/vote.
- **Vice President:** To serve as President in his/her absence, interpret Montana DECA policies and bylaws, and contribute to Executive Council decisions.
- **Secretary:** Shall keep accurate minutes of all Board of Director and Executive Council Meetings, and work with the State Director to make all documents available to the membership at large. The Secretary/Treasurer shall lead an Annual Financial review to ensure compliance, and proper reporting measures are followed.
- **State Director:** Serve as the liaison between the Student Board of Directors, the Office of Public Instruction, the Membership at Large, and DECA Inc. to the Montana DECA Executive Council and the Board of Directors. The State Director shall be a non-voting member of the Executive Council.
- **Treasurer:** Serve as a financial liaison to the Montana DECA Association. The Montana DECA Treasurer is a non-voting advisory role on the Montana DECA Executive Council. The treasurer may be eligible for election to the Montana DECA Executive Council during term as treasurer.

## Section 2.3 – State Director

The State Director will be responsible for the day-to-day operating decisions and fiduciary responsibilities/actions of Montana DECA. The State Director shall oversee all Montana DECA Staff, Volunteers and State Officers. The State Director shall manage the finances of the Montana DECA Association, in coordination and communication with the Board of Directors Treasurer and the Montana DECA Executive Council. The State Director shall hold a valid contract for services, and deliver an Annual Report to the Board of Directors. The State Director may be removed by a minimum 2/3 vote of the Board of Directors. The Montana DECA Board of Directors shall, at their discretion, assign and authorize delegated duties to the State Director through a single or multi-year contract for services. Responsibilities and duties of the State Director may be amended by the Board of Directors, with an annual performance evaluation performed by the Montana DECA Executive Council.

## Section 2.4 – Ex-Officio Members

In addition to the three (3) voting members of the Executive Council, non-voting, ex-officio members can be added at the discretion of the Council.

## Section 2.5 – Student Board of Directors

The Student Board of Directors, also known as the State Officer Team, shall serve a one year term, and execute a Board of Director approved Program of Leadership. The Student Board of Directors is the liaison between the student membership and the Montana DECA Board of Directors. The Student Board of Directors shall deliver an Annual update/report to the Montana DECA Board of Directors and seek majority approval on outlined goals, objectives, and desired projects/initiatives. State Officers are not permitted to hold multiple voting positions within DECA Inc., Montana DECA, and/or a local DECA Chapter while serving as a State Officer. If serving in another leadership position, State Officers must hold ex-officio, non-voting status in that role. State Officers should avoid conflict of interest positions and titles outside of the organization and be mindful of their impact on the Montana DECA Association.

The Student Board of Directors shall be comprised of four (4), junior or senior standing student members of Montana DECA. Specific duties and responsibilities will be determined annually based upon the needs of Montana DECA and the dynamics of each year's officer team. Discretion remains with the State Director and State Officer Coordinator, in conjunction with the Montana DECA Policy and Procedures Manual.

Members wishing to apply for a position on the Montana DECA Student Board of Directors shall be of Junior or Senior academic standing during their desired term of office, have attended at minimum one State Career Development Conference, have a 3.0 or greater cumulative grade point average, and submit a complete application packet by the published deadline. Information regarding the application process, State Officer Vacancy/Resignation/Termination may be found in the Montana DECA Policy and Procedures Manual.

## Article III: Membership

### Section 3.1 – Composition

A local chapter must pay state and national dues for at least (10) members or 100% membership, whichever is greater, of its local business and/or marketing education programs to be considered an active chapter for the current academic year. New chapters in their inaugural year are exempt from the chapter minimum-size policy. High School Membership for both national and state are currently \$17 total [\$8 National and \$9 State] and may be modified upon majority approval by the Board of Directors. Collegiate membership dues are \$20 [\$10 National and \$10 State]. Membership dues must be paid by January 10<sup>th</sup> of every academic year in order for members to participate in the State Career Development Conference Competitive Events Program. Chapters should submit all applicable dues and membership registration by the published deadline(s) announced at the Annual Board Meeting. The State Director, may at his/her discretion waive applicable State Membership dues for inaugural first year chapters.

A nonpublic school may apply for a charter chapter with approval of the Business Education Specialist at the Office of Public Instruction. The approval will be based on the nonpublic school's business and/or marketing education program(s).

Voting rights on the Montana DECA Board of Directors are granted after an official DECA Charter is granted to a local business and/or marketing education program.

## Article IV: Meetings

### Section 4.1 – Quorum

At all meetings of the Board of Directors, it shall require no fewer than four (4) voting Board Members to constitute a quorum to conduct official 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 President of the Montana DECA Executive Council or the Montana DECA State Director are part of the quorum. The act of a majority of the Board of Directors where a quorum is present shall represent an act of the Board of Directors provided that any actions that are

inconsistent with the policies of the Montana Office of Public Instruction or DECA Inc. may be vetoed by the President of the Montana DECA Executive Council or the Montana Office of Public Instructions Superintendents Office.

### Section 4.2 – Voting

Subject to the provisions outlined in Section 3.1, at all official business meetings each member of the Board of Directors shall have one vote. The Chairman of the Board of Directors, also known as the President of the Executive Council, 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 of Directors.

### Section 4.3 – Record of Proceedings

Minutes shall be recorded for all Board of Director and Executive Committee meetings and shall be submitted to the next succeeding meeting of the Board of Directors for approval, but failure to submit or to receive the minutes shall not invalidate any action taken or decisions made during such meeting.

### Section 4.4 – Committees

The Board of Directors, 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 of Directors. Committees shall include two or more persons. The designated leader of the committee will provide a verbal and/or written report to the Board of Directors at the nearest scheduled business meeting of the Board of Directors.

The Montana DECA State Officers shall be selected consistent with the Montana DECA Constitution. The Montana DECA State Officers/Student Board of Directors shall serve as a perpetual standing committee of the Montana DECA Board of Directors.

The Montana Office of Public Instruction shall comprise a perpetual standing committee consisting of the Business Education Specialist, the Office of Public Instruction Division Director, the Montana DECA State Director, the Montana DECA Student Board of Directors President, and the President of the Montana DECA Executive Council.

### Section 4.5 – Scheduled Meetings

The Board of Directors shall meet, at minimum, two times per fiscal year either in person or through electronic means.

### Section 4.6 – Meeting Travel Expenses

Members of the Montana DECA Board of Directors shall serve without compensation except that they shall be allowed an paid their actual and necessary expenses incurred in attending official Business Meetings of the Board of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in the Montana DECA Policies and Procedures Manual.

### Section 4.7 – Special Meetings

Special meetings of the Montana DECA Board of Directors may be called by the President of the Montana DECA Executive Council, the Vice President of the Montana DECA Executive Council, the Montana DECA State Director, or any two members of the Montana DECA Board of Directors. Such meetings shall be held at the place, inside or outside the State of Montana, designated by the person or persons calling the meeting, and in the absence of such designation, at the Montana DECA Main Office: 502 South 19<sup>th</sup> Avenue, Bozeman, MT 59715.

### Section 4.8 – Notice of Meetings

Regular meetings of the Montana DECA Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon four (4) days notice by first-class mail or twenty-four (24) hours notice delivered personally or by telephone, FAX, or email.

## Section 4.9 – Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board of Directors Meeting need not be specified in the notice.

## Section 4.10 – Conduct of Meetings

Meetings of the Montana DECA Board of Directors shall be presided over by the President of the Montana DECA Executive Council, or, if no such person has been so designated or, in his/her absence, by a Chairperson chosen by a majority of the directors present at the meeting. All official business meetings should be governed by “Roberts Rules of Order” as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Association.

## Article V: Liability

### Section 5.1 – Non Liability of Directors

The directors of the Montana DECA Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Montana DECA Association.

### Section 5.2 – Indemnification of Directors, Officers, Employees, and Other Agents

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits of defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the corporation but only to the extent allowed by, and in accordance with Montana Code Annotated.

### Section 5.3 – Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including directors, officers, employees or other agents of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Montana Annotated Code.

## Section VI: Execution of Instruments, Deposits & Funds

### Section 6.1 – Execution of Instruments

The Board of Directors, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific circumstances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### Section 6.2 – Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the association shall be signed by the Treasurer and countersigned by the State Director or other approved signature of the corporation/association. The State Director may sign and disperse funds on the associations behalf within the annual

Board of Directors approved annual budget. The signers on all association/corporate accounts should be the State Director, Board of Directors Treasurer, and the Chairperson of the Board of Directors.

### Section 6.3 – Deposits

All funds of the Association/Corporation shall be deposited from time to time to the credit of the Association/Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### Section 6.4 – Gifts

The Board of Directors may accept on behalf of the corporation/association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association/Corporation.

### Section 6.5 – Prohibition Against Sharing Corporate Profits & Assets

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time and of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Association assets on dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation/Organization of this Association and not otherwise.

## Section VII: Maintenance of Corporate Records

### Section 7.1 – Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of Montana:

- Minutes of all Board of Directors meetings, committees of the Board and, if this Association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- A copy of the Association/Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Board of Directors at all reasonable times during reasonable office hours.

### Section 7.2 – Directors' Inspection Rights

Every member of the Montana DECA Board of Directors shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association/Corporation.

### Section 7.3 – Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspect includes the right to copy and make extracts.

## Section 7.4 – Annual Report

The Board of Directors shall cause an Annual Report to be furnished not later than one hundred and twenty (120) days after the close of the Association/Corporation's fiscal year to all directors and, to any member that officially requests such action in writing to the Board of Directors. Said Annual Report shall contain the following information:

- The assets and liabilities, including the trust funds, of the Association at of the end of the fiscal year;
- The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- The revenue or receipts of the association, both unrestricted and restricted to particular purposes, for the fiscal year;
- The expenses or disbursements of the association for both general and restricted purposes, during the fiscal year;
- Any information as required by Section 7 of this Article.

The Annual Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the association.

If this Association receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000) or more in gross revenue or receipts during the fiscal year, this Association shall automatically send the above annual report to all members of the Board of Directors, in such a manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of an Association Officer, as specified by the above provisions of this Section relating to the Annual Report.

## Section 7.5 – Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on July 1 and end on June 30 each year.

## Section VIII: Amendment of Bylaws

### Section 8.1 – Amendment

Subject to any provision of law applicable to the amendment of the Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- With a majority approval of the Board of Directors, these Bylaws may be amended, removed, or replaced, as to not interfere with legal statutes impacting Montana 501(c)(3) organization(s).

### Section 8.2 – Amendment of Articles Before Admission of New Members of the Board of Directors

Before any members of the Board of Directors have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### Section 8.3 – Amendment of Articles After Admission of Members

After members of the Board of Directors, if any, have been admitted to the Board of Directors, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the majority approval of the members of the Board of Directors.

### Section 8.4 – Authority

The Montana Association of DECA grants all authoritative control, amendment authority, and voting rights to the Montana DECA Board of Directors. Therefore, any action shall only require the majority approval of the Montana DECA Board of Directors, unless otherwise specified in the Montana DECA Bylaws, Constitution, Procedures/Operations Manual, or official articles of association.