

This is to certify that we do hereby associate ourselves to establish a corporation not organized for profit in which no capital stock is required to be issued under and by virtue of the provisions of Chapter 151, Code of Virginia, 1919, and all acts amendatory thereof for the purposes and under the corporate name hereinafter mentioned, and to that end we do by this certificate set forth as follows:

- (a) The name of this corporation shall be the Distributive Education Clubs of America, Incorporated (DECA, Inc.)
- (b) The principal office of this corporation shall be located at 1908 Association Drive, Reston, Fairfax County, Virginia.
- (c) The function of this corporation shall be to serve as the sponsoring agency of the unincorporated youth organization bearing the name, DECA and to assist said organization in carrying out the following purposes:
 - 1. To assist chartered associations in the growth and development of DECA;
 - 2. Prepare leaders and entrepreneurs in marketing, finance, hospitality and management, and
 - 3. To promote understanding and appreciation for the responsibilities of citizenship in our free, competitive enterprise system.
- (d) The members of this corporation will be states, territories, or equivalent geographic units that operate DECA chapters with a minimum membership of fifty (50) at the secondary or post secondary level. Separate membership (charters) may be awarded for the secondary and post secondary levels. They will be represented by those persons who are officially designated by the chartered unit as responsible for marketing education and/or DECA or their designee. Should no position exist, an election by the local chapter advisors will be used to identify the official representative(s).
An additional representative may be chosen by the chartered unit having

5,000 members, a third when a unit exceeds 10,000 or more members. No unit will be allowed more than three corporate members.

Each member will be entitled to vote on all corporate matters.

The persons who are to direct and manage all corporate affairs shall be known as Board of Directors, the number of said Directors to be fixed by the bylaws.

- (e) The names of officers and of the Directors who are to manage the affairs of the corporation for the first year of its existence are:
 - Louise Bernard
216 Shafer Street, Richmond
 - Rosemary McMillan
218 Shafer Street, Richmond
 - Elizabeth Shannon
218 Shafer Street, Richmond
 - Hannah C. Reynolds
1021 Taylor Street, Richmond
 - Jane B. Thayer
603 West 44th Street, Richmond
 - Kathleen W. Crismond
2920 Montrose Avenue, Richmond
 - John B. Pope U.S. Office of Education,
Washington, D.C.
- The officers of the corporation are:
 - Louise Bernard, President
 - Kathleen W. Crismond, Secretary
- (f) The duration of this corporation shall be unlimited.
- (g) No portion of the property, real or personal nor any part of the income or capital shall inure to the benefit of any member of the Board of Directors, any corporate member, any employee, or any individual having a personal or private interest in the activities of this corporation, nor shall any such person receive or be lawfully entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for services rendered by employees of or consultants to the corporation, or necessary expenses incurred by said employees, consultants, or members of the Board

of Directors while discharging official duties and responsibilities of this corporation such expenditures shall be subject to the prior approval of said Board.

- (h) In the event it becomes necessary to dissolve this corporation, all of its assets and property rights are to be absorbed by The DECA Foundation, a nonstock, nonprofit educational corporation chartered by the State of Virginia, in the city of Richmond, on the 2nd day of February 1960, to be used for the purpose expressed by said Foundation.

Witness the following signatures and seals,
October 17, 1946:

/S/Louise Bernard
/S/Jane Bryne Thayer
/S/Kathleen Crismond

NOTE:

Article (a) amended January 10, 1950 changing name from "The Distributors Club of America" to "Distributive Education Clubs of America, Incorporated."

Article (c) amended as of December 8, 1961.

Article (h) added on December 8, 1961.

Articles (b) and (d) amended as of December 8, 1980.

Article (d) amended as of August 18, 1986.

Article (d) amended as of August 16, 2002.

Article (c) amended as of August 20, 2011.

ARTICLE I — NAME AND PURPOSES

Section 1. The official name of this organization shall be “Distributive Education Clubs of America” and may be referred to as “DECA.”

Section 2. The purposes of this organization shall be to provide students an avenue for becoming (1) academically prepared, (2) community oriented, (3) professionally responsible and (4) experienced leaders.

ARTICLE II — ORGANIZATION

Section 1. The Distributive Education Clubs of America (DECA Inc.) is an organization of states, territories or equivalent geographic units which are chartered associations, each operating in accordance with a charter granted by DECA Inc. Chartered associations shall be an organization of local chapters chartered by the association. Local chapters shall consist of individual members.

Section 2. Each chartered association of DECA Inc. shall be responsible for all operational activities within that state, territory or equivalent geographic unit.

Section 3. The administration of all DECA Inc. interests shall be vested in the Board of Directors of DECA Inc.

Section 4. DECA shall be composed of four divisions: (1) a High School Division, (2) a Collegiate Division, (3) an Alumni Division and (4) a Professional Division. Each division shall make recommendations to the Board of Directors of DECA Inc. with respect to the welfare of that division in the best interest of DECA.

ARTICLE III — MEMBERSHIP

Section 1. Membership in DECA shall be as described in the bylaws of each division of DECA.

ARTICLE IV — VOTING

Section 1. Member associations shall exercise their voting privileges through voting delegates at the annual meeting of each respective division of DECA. Apportionment of the number of voting delegates will be determined annually as described in the bylaws of each division. Voting delegates will be entitled to individual vote, as described in the bylaws of that division.

ARTICLE V — MEETINGS

Section 1. A DECA conference for annual meetings of each division may be held each year with the time and place to be

designated by the Board of Directors of DECA Inc.

Section 2. Parliamentary procedures for all meetings of DECA shall be governed by *Robert’s Rule of Order; Newly Revised*.

ARTICLE VI — NATIONAL OFFICERS

Section 1. Officers for each division of DECA shall be elected by majority vote of the voting delegates at the DECA conference of that division and may consist of a president, vice-president, secretary-treasurer and other necessary officers, as described in the bylaws of each division. Duties of each officer will be as described in the bylaws of that division.

Section 2. Individuals elected as officers at one annual meeting shall hold office until the close of the next annual meeting. No individual may hold a national office in more than one division of DECA at the same time.

ARTICLE VII — ADVISORS

Section 1. The executive officer of the sponsoring entity or his/her appointed representative of any chartered association affiliated with DECA Incorporated, shall be responsible for that association as described in the “Articles of Incorporation” of DECA Inc.

Section 2. Advisory groups to assist DECA growth and development may be appointed as deemed necessary by the Board of Directors of DECA Inc.

ARTICLE VIII — FINANCES

Section 1. Chartered associations shall be responsible for national dues according to the number of individual members claimed in each membership division times the amount of dues established for that membership classification as described in the bylaws of each division.

Section 2. The Board of Directors of DECA Inc. shall manage all DECA finances and shall furnish an annual audit to each chartered association.

ARTICLE IX — EMBLEM AND COLORS

Section 1. The emblem of DECA shall be a diamond-shaped design as described and protected from infringement by DECA’s various Trade Marks, as filed with the Patent Office of the United States Department of Commerce. The wearing and use of this emblem as it applies to each division of DECA shall be governed through

each chartered association under policy established by the Board of Directors.

Section 2. The colors of DECA shall be blue and gold.

ARTICLE X — AMENDMENTS

Section 1. To amend this constitution, proposed amendments shall be submitted according to the following procedures:

- a. Proposed amendments shall be submitted in writing to the president of DECA Inc. and to each chartered association’s representative(s) at least 60 days prior to the beginning of the DECA conference.
- b. Proposed amendments shall be submitted in writing to the voting delegates of each of the divisions of DECA during the DECA conference. The number of voting delegates shall be identified in the bylaws of each division.
- c. Proposed amendments shall be approved by a two-thirds majority of the voting delegates of each division of DECA present at the annual business meeting during the DECA conference.
- d. Proposed amendments which are approved by the voting delegates during the DECA Conference, shall be ratified by a two-thirds mail vote of the DECA Inc. representatives within 90 days after the amendments are approved by the voting delegates of each division.

Section 2. The number of voting delegates for each division of DECA shall be identified in the bylaws of each division.

Section 3. For purposes of ratification of proposed amendments to the constitution, the official DECA Inc. representative(s) of each chartered association shall be the voting delegate.

Section 4. All votes shall be cast by ballot.

BYLAWS

Refer to division sections for High School, Collegiate, Alumni and Professional Divisions bylaws.

AMENDED: AUGUST 20, 2011

BYLAW I—MEMBERSHIP

Section A. Designation: Members of the corporation as described in the Articles of Incorporation are states, territories, or equivalent geographic units, and will be represented in all corporate matters by the person or persons so designated.

Section B. Application: Potential corporate members may apply for membership by submitting a letter of request to the corporate office on behalf of the potential chartered unit including:

1. A copy of their proposed constitution and bylaws.
2. A list of the local chapters, advisors, student officers and members who support the application.
3. A remittance covering national dues for each person listed in Item 2.

Section C. Admission: The Executive Director will review applications and make recommendation to the Board of Directors (BOD) for appropriate action. If application for corporate membership is approved, an appropriate time and place for the charter presentation will be arranged. Acceptance of such charter will signify corporate membership.

Section D. Good Standing: A chartered unit holding membership in the corporation will be considered in good standing by meeting the following requirements each fiscal year:

1. Have active local chapters of DECA.
2. Shall pay annual DECA Inc. dues as required for each and every member of the association. Unified (joint association and DECA Inc. membership) is required except where prohibited by law.
3. Shall file an income and expense statement for the preceding year as required by the corporation.
4. Shall have and maintain a minimum of fifty (50) members annually.

Section E. Recording: The name and address of the person(s) representing each chartered unit must be filed annually with the corporate office within 30 days following the start of the fiscal year of the corporation.

BYLAW II—GOVERNANCE

Section A. Voting: Voting privileges may be exercised by each member or by the appointed designee, each member having one vote. Balloting may be carried out at the discretion of and by the President as the need may arise for expediency in conducting corporate business. A quorum shall be a simple majority of the members.

Section B. Board of Directors: The Board of Directors who are to direct the affairs of the corporation shall number eleven. Eight directors shall be members with voting powers who shall be elected, two directors from each region. The terms of these eight directors shall be staggered and after satisfying the initial requirements of Virginia law, the terms of the voting directors shall be for three years each. One director with voting rights shall be the chair of the National Advisory Board (NAB) and shall serve a two year term.

Two directors shall be ex-officio (non-voting). The two ex-officio directors shall be: (1) the Executive Director of the Corporation; and (2) the Vice-President of the Marketing Education Division of the Association for Career and Technical Education (ACTE). A representative from the U.S. Department of Education may be invited to serve the Board in a non-voting liaison capacity.

The Board will elect its own officers by and from its own membership who, with the Executive Director, will serve as officers of the corporation. The elected President will also serve as Chairman of the Board. The Board will be responsible for recommending alteration, repeal, or additions to these bylaws, and will meet as deemed necessary by the President. A quorum of the Board will consist of five voting members.

Membership criteria for election to and/or continuation on the Board of Directors shall be: (1) must be currently employed and actively engaged in education for marketing, finance, hospitality, management and/or entrepreneurship; (2) must have been a member of DECA Inc., for a minimum of three years; (3) must have attended at least one of the last three International Career Development Conferences; (4) must have written permission from his/her immediate supervisor for a minimum of three years of service on the board including a minimum of three out of state trips annually for board work; (5) must be members of the Distributive Education Clubs of America, Inc.

and (6) must not serve concurrently on the Board of Directors of any other career and technical student organization (CTSO).

Any vacancy occurring in the eight elected directors other than by expiration of term, shall be filled by special election of the affected region within sixty (60) days to serve the remainder of the unexpired term.

Section C. Annual Meeting: The Annual Meeting of the corporation will be held at a time and place to coincide with the annual Chartered Association Management (CAM) Conference of DECA. All members will receive a written notice of each meeting at least thirty (30) days prior to said meeting along with a tentative agenda. In the event a member is unable to attend, the member may designate, in writing, a person who will represent that member during said meeting.

Section D. Executive Committee: The Executive Committee of the corporation and of the Board of Directors will be composed of the President, President-Elect, Secretary, Treasurer and the Executive Director who will be ex-officio. Meetings shall be held at the discretion of the President. Any vacancy in an office other than by expiration of term shall be filled by an election of the Board of Directors.

BYLAW III—OFFICERS

Section A. The President of the corporation will be a third-year member of the Board of Directors will serve as Chairman of the Board during board meetings, will preside at the annual meeting of the corporation, will appoint committees of the board, will oversee the executive director in directing the activities of the corporation and otherwise represent the corporation.

Section B. The President-Elect President of the corporation will be a second-year member of the Board of Directors, will be elected annually by the Board, will succeed the President, will serve in the absence of the President, and will perform such other duties as the president may direct.

Section C. The Secretary of the corporation will be elected annually by the Board of Directors, will issue notices of all official meetings of the corporation, will keep accurate records of such meetings, will distribute copies of such records to all corporate members, and perform other duties as the President may direct.

Section D. The Treasurer of the corporation will be elected annually by the Board of Directors, will serve as financial advisor, will oversee the executive director in receiving, depositing, investing and disbursing funds in accordance with the approved budget. The Treasurer will direct the Executive Director to conduct an annual audit by an independent accountant and make the audit available to all corporate members and other interests as may be designated by the Board.

Section E. The Executive Director of the corporation is employed by and directly responsible to the Board of Directors. This officer will serve as the administrative representative of the corporation at all times, and will be responsible for the employment and supervision of all employees of the corporation. The executive director will secure financial support for the corporation; will assist the treasurer of the corporation by receiving, depositing, investing and disbursing funds; will assist the secretary of the corporation as the secretary may request; will be bonded with the amount to be fixed by the board; will serve as an ex-officio officer of the Executive Committee; and will perform such other duties as the President may direct.

AMENDMENTS

Section A: To amend the Bylaws, proposed amendments shall be submitted according to the following procedures:

1. Proposed amendments shall be submitted in writing to the President of the Board of Directors and to each DECA Inc. Representative at least sixty (60) days prior to the annual DECA Inc. business meeting.
2. Proposed amendments shall be approved by a two-thirds majority of the DECA Inc. representative present and voting at the DECA Inc. annual business meeting.
3. Amendments take affect at the close of the DECA Inc. annual business meeting.

LAST REVISION AUGUST, 2016