

ARTICLE I

Membership

Section A: Designation

Members of the corporation as described in the Articles of Incorporation are chapter advisors of the Georgia Association of DECA.

Section B: Application

Potential corporate members may apply for membership by submitting a letter of request to the corporate office including:

- (1) Proof of state and national membership for two years
- (2) A copy of a valid charter issued by the Georgia Association of DECA.

Section C: Admission

The executive director will review all applications and make recommendations to the Board of Directors for appropriate action.

Section D: Goodstanding

A chapter advisor holding membership in the corporation will be considered in good standing by meeting the following requirements each fiscal year:

- (1) Have an active chapter of the Georgia Association of DECA.
- (2) Shall pay state and national dues for each and every member of the official chapter members.
- (3) Shall file an income and expenses statement for the preceding year as required by the corporation.
- (4) Shall have and maintain a minimum chapter size designated by the corporation and National DECA, Inc.

ARTICLE II

Governance

Section A: Voting

Voting privileges may be exercised by each member or by the appointed designee, each member having one vote. Balloting by mail 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 directors. Six directors shall be members with voting powers who shall be elected, by the total membership. The terms of those six directors shall be staggered, and after satisfying the initial requirements of Georgia law, the terms of the voting directors shall be for three years each. Voting directors will represent six regions of Georgia: Northeast, Northwest, Central, Eastern, Western, and Southern regions. Six directors shall be ex-officio (non-voting). The five ex-officio directors shall be: (1) the Executive Director of the Corporation (2) appointed liaison from the Georgia Department of Education (3) the President or representative from the Georgia Marketing Education Association (GMEA) Board; (4) the Industry Certification State Coordinator; (5) the President or representative from the Georgia DECA Foundation. And (6) the Past-President.

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 three 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 as a chapter advisor of the Georgia Association of DECA, (2) must have a minimum of three years experience as a chapter advisor of the Georgia Association of DECA, (3) must have attended at least one of the past three state conferences and at least one of the past four national conferences, (4) must have written permission from his/her immediate supervisor.

Any vacancy occurring in the six elected directors other than by expiration of term, shall be filled by special election 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 established by the Board of Directors. 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.

ARTICLE III

Officers

Section A: The President

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

The President-Elect 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

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 Executive Director

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 and at all times 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 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 Board; and will perform such other duties as the President may direct.