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## APPENDIX G CONSTITUTION

### PENNSYLVANIA STATE CHAPTER FUTURE BUSINESS LEADERS OF AMERICA

#### ARTICLE I - NAME

The name of this organization shall be the Pennsylvania State Chapter of the Future Business Leaders of America, hereinafter referred to as “the chapter.”

#### ARTICLE II - PURPOSE

The purpose of this FBLA Chapter shall be to further the goals of FBLA within the state of Pennsylvania. The chapter shall provide as an integral part of the instructional program additional opportunities for secondary students (grades 9-12) in business and/or business related fields to develop vocational and career supportive competencies and to promote civic and personal responsibilities.

The specific goals of the Chapter are to:

- Develop competent, aggressive business leadership
- Strengthen the confidence of students in themselves and their work
- Create more interest in and understanding of American business enterprise
- Encourage members in the development of individual projects which contribute to the improvement of home, business, and community
- Develop character, prepare for useful citizenship, and foster patriotism
- Encourage and practice efficient money management
- Encourage scholarship and promote school loyalty
- Assist students in the establishment of occupational goals
- Facilitate the transition from school to work

The Chapter shall not have any purpose nor engage in any activity inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Internal Revenue code of 1954 or any successor provision thereto and none of these goals shall at any time be deemed or construed to be other than the public benefit purposes and objectives consistent with such educational and charitable status nor shall the Chapter adopt goals or engage in any activity inconsistent with the goals and policies of FBLA-PBL, Inc.

#### ARTICLE III - MEMBERSHIP

The membership of the Chapter shall consist of FBLA members residing within the state of Pennsylvania. Classes of membership identical to those established by FBLA-PBL, Inc., shall be established by the Chapter. Such classes, together with the voting and rights of each, may be more specifically set forth in the Bylaws.

#### ARTICLE IV - DUES AND FINANCE

**Section 1.** The Chapter may assess dues from the members in addition to dues assessed by FBLA-PBL, Inc.

**Section 2.** No part of the net earnings of the Chapter shall inure to the benefit of any member, sponsor, donor, creator, director, officer, employee, or any other private individual or to the benefit of

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any corporation or organization, any part of the net earnings of which inure to the benefit of any private individual; provided, this shall not prevent payment of reasonable compensation for services annually rendered the Chapter in effecting its goals.

The Chapter shall not divert any part of its income or corpus to any member, sponsor, donor, creator, director, officer, or employee; by lending any part of its income or corpus without receipt of adequate security and a responsible rate of interest; by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; by selling any substantial part of its securities or other property for less than adequate consideration for money or money's worth; or by engaging in any other transaction which, either directly or indirectly, results in such division of its income or corpus.

The Chapter shall not make any accumulation of its income unreasonable in amount or duration.

**Section 3.** The Chapter shall not use any income for purposes other than the objects in this Constitution set forth or invest any income in any manner which might jeopardize the fulfillment or carrying out of its objects. The Chapter shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Chapter engage in any legislative activities other than those in direct furtherance of the Chapter's stated objectives. The Chapter shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general the Chapter shall not act in any way or engage in any activity which might affect its right or right of FBLA-PBL, to full tax exemption or the rights of donors to the Chapter of FBLA-PBL, Inc., and the Chapter shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may be granted to charitable, scientific, or educational associations or foundations.

## ARTICLE V - ORGANIZATION

**Section 1.** The Chapter is a subsidiary of the Future Business Leaders of America-Phi Beta Lambda, Inc. As an integral part of FBLA-PBL, Inc., the Chapter shall have goals and engage in activities consistent with the organization's status as a charitable and educational organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1954. Reports shall be submitted to FBLA-PBL, Inc., as requested.

**Section 2.** The Chapter shall be governed by a Board of Directors which shall serve as the policy making body for the Chapter, and which shall be subject to this Constitution, the FBLA Bylaws, and the Board of Directors of FBLA-PBL, Inc.

**Section 3.** The Chapter shall adopt a set of Bylaws consistent with this Constitution, which shall include the powers and duties of the Board of Directors, officers and elections, meetings of the Chapter, and any other provisions necessary for the orderly administration of the Chapter.

**Section 4.** The Chapter shall maintain such relationship with FBLA local chapters within the state of Pennsylvania as shall be approved by the Board of Directors. The Chapter may apply to the Internal Revenue Service for a group tax exemption ruling on behalf of the local chapters within the state.

## ARTICLE VI - EMBLEMS AND INSIGNIA

The Chapter emblems shall be emblems of the national organization. Only members in good standing may use official emblems and insignia.

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## ARTICLE VII - AMENDMENTS

The Constitution is a mandatory Constitution drafted by FBLA-PBL, Inc., for adoption by its state chapters and shall be unamendable without the written consent of FBLA-PBL, Inc. Should amendments be required for the purpose of qualifying or retaining qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 or any successor provision thereto, such amendments, as approved by the Board of Directors of FBLA shall become a part of this Constitution with or without the consent of the Chapter.

## BYLAWS

### ARTICLE I

**Section 1.** The Pennsylvania State Chapter of the Future Business Leaders of America shall be Pennsylvania's representative body in the national organization of FBLA-PBL, Incorporated.

**Section 2.** The state chapter is organized into three districts which include regions approved by the Board of Directors, each with several local chapters.

**Section 3.** The state chapter shall be governed by a Board of Directors, an Executive Committee, and delegates at the state leadership conference.

**Section 4.** Regional and local chapter officers may be elected to the office of president, vice president, secretary, and treasurer, and shall have the same duties on the regional and local levels as specified for the position on the state level. Regional and local chapter officers shall serve under the direction of the regional and local chapter advisers respectively to assist in the promotion and development of FBLA activities. Regional advisers shall be selected by the local advisers within each region.

**Section 5.** Each local chapter shall have an adviser who shall be a faculty member who is teaching a business or business-related course.

### ARTICLE II - BOARD OF DIRECTORS

**Section 1. Purpose.** The Board of Directors shall serve as the policy making body of the state chapter.

**Section 2. Composition.** The Board of Directors shall be comprised of the following voting members: (a) six local advisers at large, (b) the PA FBLA state president, (c) the PA FBLA state first vice president, (d) the PA FBLA Board Treasurer, (e) a representative from business and/or industry, (f) a representative from school administration, (g) an alumnus of FBLA, (h) a person at large, (i) the adviser to the state president, and (j) the adviser to the state first vice president. The following shall serve on the Board of Directors in an ex-officio, non-voting capacity: (a) the PA FBLA Executive Director/State Chairman, (b) the PA FBLA Conference Coordinator, (c) the PDE business education adviser, (d) the PDE CTSO facilitator, (e) the past president of the Board of the Directors, (f) the PA FBLA State Adviser, and (g) the PA FBLA Competitive Events Coordinator.

**Section 3. Qualifications.**

- a. Executive Director/State Chairman. The Executive Director/State Chairman is selected by the Board of Directors using criteria necessary to efficiently run the FBLA state program. The Executive Director/State Chairman shall have FBLA experience

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for a minimum of three years and shall possess a working knowledge of the national, state, and local organization. Duties of the Executive Director/State Chairman will be in accordance with the job description approved by the Board of Directors. The Executive Director will also serve as State Chairman, which is approved by the President and CEO of the national organization.

- b. State Adviser. The State Adviser shall be a business teacher or a teacher of a business-related course with a minimum of two years' experience as an FBLA local chapter adviser. The State Adviser is selected by the Board of Directors using criteria necessary to efficiently manage the duties in accordance with the job description approved by the Board of Directors.
- c. Six Local Advisers. Six local advisers at large shall be elected on a rotational basis to serve three-year terms with one-third of this group elected annually.
- d. Representative from Business and/or Industry. One representative from business and/or industry shall be appointed by the Board for a three-year term.
- e. School Administrator. One school administrator from a school that has an active FBLA chapter shall be appointed for a three-year term.
- f. Alumnus of FBLA. One alumnus of FBLA shall be appointed by the Board of Directors for a three-year term.
- g. PDE Business Education Adviser. The business educator adviser shall be an employee of the Pennsylvania Department of Education.
- h. CTSO Facilitator. The CTSO Facilitator who provides assistance to FBLA shall be employed by the Pennsylvania Department of Education.
- i. Board Treasurer. The Board Treasurer shall have served as an FBLA local chapter adviser and shall possess a thorough working knowledge of the national, state, and local organizations.
- j. Competitive Events Coordinator. The Competitive Events Coordinator is selected by the Board of Directors using criteria necessary to efficiently manage the duties in accordance with the job description approved by the Board of Directors.
- k. Conference Coordinator. The Conference Coordinator is selected by the Board of Directors using criteria necessary to efficiently manage the duties in accordance with the job description approved by the Board of Directors.
- l. Person at Large. One person at large shall be appointed by the Board of Directors for a three-year term.

**Section 4. Board of Directors Officers.** The Board President shall preside at all meetings of the Board of Directors and shall appoint all committees and committee chairmen.

The President of the Board of Directors shall be elected by secret ballot at an annual meeting from among all Board voting members who have two years remaining in their terms. The member chosen shall then be declared to be the President-elect and shall assume the duties of Board President one year following the election. Upon completion of the term as Board President, the Board President shall then serve an additional one-year period as Past President of the Board.

Should the Board President for any reason not be able to complete the term or be unable to serve, then the President-elect shall immediately succeed to the office of Board President.

The Executive Director/State Chairman will be the Board Secretary who shall keep the minutes of all Board of Directors meetings.

**Section 5. Removal From Office.** An appointed or elected member of the Board of Directors may be removed by a two-thirds vote of the members of the Board of Directors for failure to uphold the

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responsibilities of the office such as failure to attend two or more consecutive meetings. A Director may resign at any time by giving written notice to the PA FBLA Executive Director/State Chairman and/or the Board President of the PA FBLA Board of Directors.

**Section 6. Vacancies on the Board of Directors.** 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.

**Section 7. Board Committees.** The four standing committees of the Board of Directors shall be (1) the Finance Committee, (2) the Membership Committee, (3) the Human Resource Committee, and (4) the Conferences/Workshops Committee. Ad-hoc committees may be appointed as necessary by the Board President of the Board of Directors.

**Section 8. Personal Liability.** A director shall not be personally liable as a director for monetary damages, for any action taken, or any failure to perform the duties of his/her office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. This section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to Local, State, or Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the bylaws, nor to any breach or performance of duty or a failure of performance of duty by a director prior to April 4, 1989. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

### ARTICLE III - EXECUTIVE COMMITTEE

**Section 1. Purpose.** The Executive Committee shall plan and implement, under the guidance of the Board of Directors, the total program of youth leadership development.

**Section 2. Composition.** The Executive Committee shall be comprised of (a) the state president, (b) the state first vice president, (c) the state secretary, (d) the state treasurer, (e) the state reporter, and (f) the state parliamentarian. In addition, there shall be three vice presidents at large. The membership, therefore, shall consist of nine members.

Local chapter advisers of the state officers and members of the Board of Directors shall serve in an ex-officio capacity.

**Section 3. Method of Selection.** The eight student members of the Executive Committee shall be elected to state office by plurality vote of the voting delegates at the state leadership conference. The highest scoring ninth, tenth, or eleventh grade member, who submitted an application for the parliamentary procedure written test, which is administered at the state leadership conference, shall be appointed by the chairman to act as parliamentarian

**Section 4. Qualifications.**

- a. To be considered for state office, a candidate shall
  - (1) be recommended by the chapter's adviser;
  - (2) file an official application with the state office by the date designated;
  - (3) have at least one full year remaining as an active member in his/her educational program if running for the office of president, first vice president, secretary, reporter, or treasurer;

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- (4) have at least two full years remaining as an active member in his/her business program if running for the office of vice president at large;
  - (5) hold or have held an elective office in either his/her local or regional chapter or a comparable office in an organization on the approved list of national activities released by the National Association of Secondary School Principals if running for the office of president, first vice president, secretary, reporter, or treasurer, and
  - (6) be approved by the orientation committee.
- b. Not more than one candidate for state office may campaign from a local chapter.
  - c. The candidates for state office shall be present at the State Leadership Conference to be eligible for official nomination.
  - d. The state committee may appoint a student as a state officer if a vacancy exists after elections are held at the State Leadership Conference. The state committee may choose from among students not elected to other offices; students from schools with already elected state officers; or by advertising a vacancy.

### **Section 5. Duties.**

- a. **State President.** It shall be the duty of the president to serve as a member of the Board of Directors, serve as chairman of the Executive Committee under the direction of the State Adviser, preside over the committee meetings of the state chapter, maintain a close and continuing relationship with the state adviser, serve as a voting delegate at the national leadership conference, and perform other duties for the promotion and development of local, regional, and state activities.
- b. **State First Vice President.** It shall be the duty of the first vice president to serve as a member of the Board of Directors, serve as chairman of all Executive Committee committees, and be responsible for their reports. He/she shall serve as a voting delegate at the national leadership conference. The first vice president shall assist the president in duties assigned to him/her. In the president's absence, he/she shall preside over all chapter meetings and meetings of the Executive Committee.
- c. **Secretary.** The secretary shall perform all the duties common to this office, be prepared to go to the national leadership conference as the first alternate voting delegate, and keep an accurate record of all sessions of the state chapter, meetings of the Executive Committee, prepare correspondence on behalf of the Executive Committee, and perform duties assigned to him/her by the executive director/state chairman or state adviser.
- d. **State Treasurer.** The treasurer shall be responsible for coordinating financial matters regarding the state project(s).
- e. **State Reporter.** The reporter shall be responsible for producing and distributing a state newsletter and publicizing the activities of the state chapter.
- f. **Vice Presidents at Large.** The vice presidents at large shall perform duties assigned to them by the state president, the state adviser, or the executive director/state chairman.
- g. **State Parliamentarian.** The parliamentarian shall be responsible for the orderly conduct of business during meetings of the Executive Committee and during business meetings at the state leadership conference.

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## ARTICLE IV - MEMBERSHIP

**Section 1. Membership Class.** Membership in the Pennsylvania state chapter of FBLA, Inc., shall be active, professional, and honorary life.

**Section 2. Active Members** shall be students participating in a business and/or business-related course who accept the purposes of FBLA, subscribe to its creed, demonstrate willingness to contribute to good school-community relations, and possess qualities for employment. Active members shall be eligible to participate in state chapter events, serve as voting delegates to the state leadership conference, hold state office, and represent their local chapter as approved by their respective local advisers. A business-related course is defined as one in which one or more of the SCANS five competencies and three-part foundations are integrated.

**Section 3. Professional Members** shall be persons associated with or participating in the professional development of FBLA as approved by the state chapter. Such members may include local and state chapter advisers, business teachers, business teacher educators, state supervisors of business education, employers or supervisor of cooperative work-training students, advisory committee members, businesspersons, and other persons contributing to the growth and development of FBLA. Professional members shall not participate in competitive events, serve as voting delegates, or hold office.

**Section 4. Honorary Life Members** may be elected to a local or state chapter by a majority vote of the members. They shall be persons who are assisting in the advancement of business education, and/or who are rendering outstanding service to FBLA. Honorary Life Members are not eligible to vote or hold office and are not required to pay dues.

## ARTICLE V - DUES

**Section 1.** State dues, based on fiscal reports by the PA FBLA Executive Director/State Chairman and on the recommendations by the Executive Committee and the Board of Directors, shall be determined by a majority vote of the voting delegates present at the state leadership conference.

**Section 2.** Initial dues shall be remitted on specially designed forms by October 20 of the current school year. Dues for additional members shall be postmarked by January 31 or prior to the date of the member's RLC if earlier than January 31.

**Section 3.** Newly created chapters shall remit dues when the application for the chapter charter is submitted.

## ARTICLE VI - FINANCES

**Section 1.** The PA FBLA Executive Director/State Chairman shall administer all finances and submit an annual budget to the Board of Directors for approval.

**Section 2.** An external review of the financial records of the organization shall be performed annually by a professional accounting firm.

**Section 3.** The fiscal year of the PA FBLA shall be July 1 through June 30.

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## ARTICLE VII - MEETINGS

**Section 1.** All formal meetings shall be conducted according to Robert's Rules of Order, Newly Revised, 2000.

**Section 2. Board of Directors Meetings.** The Board of Directors shall meet when necessary on dates designated by the Executive Director/State Chairman and/or the Board President of the Board of Directors. A majority of members shall constitute a quorum.

**Section 3. Executive Committee Meetings.** The Executive Committee shall meet on dates designated by the Executive Director/State Chairman and/or the State Adviser. A majority of members shall constitute a quorum.

**Section 4. State Chapter Meetings.** The business meetings of the state chapter shall take place during the state leadership conference, which shall be held annually. A majority of the voting delegates shall constitute a quorum.

## ARTICLE VIII - DELEGATES

**Section 1.** Two delegates shall represent each local chapter to act on all matters that may come before the state chapter at the state leadership conference.

**Section 2.** Voting delegates to the national leadership conference shall consist of the state president and the state first vice president. The alternative voting delegate shall be the state secretary.

## ARTICLE IX - AMENDMENTS

Proposed amendments to these bylaws shall be submitted in writing to the state office at least 90 days prior to the state leadership conference by a member of the Board of Directors, a member of the Executive Committee, a regional officer or adviser, or a local chapter officer or adviser. A copy of the proposed amendments shall be mailed to each chapter at least 30 days prior to the state leadership conference. The proposed amendments shall be presented and discussed at a business meeting during the state leadership conference and shall be passed by a two-thirds vote of the voting delegates present.

APPROVAL DATE, APRIL 10, 1997

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Revised April 20, 2006

Revised May 1, 2007