



Missouri FBLA-PBL Foundation, Inc.

Prepared for Missouri FBLA-PBL by TRI Leadership Resources
A project of the 20/20 Vision Strategy for Missouri FBLA-PBL

MISSOURI FBLA-PBL FOUNDATION, INC.
Corporate Bylaws

Article I: Purpose

- Section 1.1** The purpose of MISSOURI FBLA-PBL FOUNDATION, INC., hereinafter referred to as “Missouri FBLA-PBL”, shall be to assist the official FBLA-PBL Inc. charter holder, as identified by the constitution and bylaws of FBLA-PBL Inc., a Virginia incorporated nonprofit corporation, and to bring business and education together in a positive working relationship through innovative leadership and career development programs. Missouri FBLA-PBL’s motto shall be Service, Education, and Progress.
- Section 1.2** Missouri FBLA-PBL shall be the official organizing and managing body of all divisions of FBLA-PBL granted under the Charter.
- Section 1.3** Missouri FBLA-PBL shall operate through a Foundation Board who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Foundation Board is to provide a representative system of governance to establish policy and support the purposes of Missouri FBLA-PBL. 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 and consistent with stated purposes of the charter grantor FBLA-PBL, Inc and charter holder Missouri Department of Education. The Foundation Board will empower boards, committees, teams, and councils who will recommend and may implement programmatic operational procedures.
- Section 1.4** Missouri FBLA-PBL 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 according to Missouri 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 Foundation Board shall establish policies to ensure the state association fulfills the FBLA-PBL mission and that all financial records are maintained in accordance with generally accepted accounting principles.

Section 2.2 The Executive Council shall consider and recommend policy and program decisions to the Foundation Board for approval.

Article III: Membership

Section 3.1 Composition: The Foundation Board, hereafter referred to as the Board, shall consist of a diverse spectrum of stakeholders not to exceed thirty (30) persons. The Board composition aim is to be composed of 50% of membership derived from all aspects of the field of education and 50% of membership derived from business and industry who are FBLA-PBL Professional Division members. The Board shall include the following membership representatives:

Charter Holder

- a. The Education Program Specialist for Business and Management from the Missouri Department of Education (ex-officio, voting, perpetual);

Charter Manager

- b. The Missouri FBLA-PBL Executive Director/State Adviser (ex-officio, voting, perpetual);

Education Representatives

- c. (6) six Missouri FBLA-PBL advisers as selected by Missouri FBLA-PBL advisers according to procedures outlined by the Board to serve a two year term; (4) four advisers shall be FBLA advisers; (1) adviser shall be a PBL adviser; (1) adviser shall be a FBLA Middle Level adviser;
- d. (4) four student state officers following the election procedures as outlined in their respective division bylaws to serve a one year term as an ex-officio, voting member; (1) one student state officer who shall be the Missouri FBLA State President; (1) one student state officer who shall be the immediate past Missouri FBLA State President; (1) one student state officer who shall be the Missouri PBL State President; (1) one student state officer who shall be the immediate past Missouri PBL State President;
- e. (1) one representative from the field of Higher Education to serve a two year term whose nomination is approved by the Board;
- f. (1) one representative representing school administration, counseling, and/or school board to serve a two year term whose nomination is approved by the Board;

Business and Industry Representatives

- g. Up to (12) representatives representing a diverse spectrum of business and industry (examples: executive, entrepreneur, industry association/nonprofit, lawyer, CPA, investing, information technology, marketing/communications, human resources, hospitality/tourism, current/former elected officials) to serve a two year term whose nomination is approved by the Board;
- h. Additional members may be appointed to the Board who are Missouri residents serving in a national volunteer leadership capacity to FBLA-PBL, Inc. (example: local adviser who becomes a member of the FBLA-PBL, Inc. Board of Directors, local adviser serving on the National Awards Program Committee, member who is elected to FBLA, PBL, or Professional Division national office). Appointment is not automatic and requires Board action and prospective appointee agreement to serve. Representatives serving in this capacity shall serve through the duration of their service to FBLA-PBL, Inc.

Section 3.2 Qualifications and Terms of Office: The Education Program Specialist for Business and Management from the Missouri Department of Education and the Executive Director/State Adviser shall be perpetual members of the Board as long as he/she holds such appointment by the Missouri Department of Education or the Missouri FBLA-PBL Foundation Board respectively. The Education Program Specialist for Business and Management from the Missouri Department of Education or his or her designee will serve as the State Chair and may serve as the State Adviser.

Six Missouri FBLA-PBL local advisers shall be elected by the Board of Advisers to serve a two year term.

Two Missouri FBLA-PBL student state officers shall be ex-officio Board members appointed according to the election procedures outlined in the respective bylaws for each division. Upon the conclusion of their term of service as State President, these members will assume the ex-officio position of Immediate Past State President representing their respective divisions.

The education and industry representatives shall be nominated by the State Chair, State Adviser, or Board Chair and voted to the Board by a majority vote of the current members of the Foundation Board and shall serve a two year term unless otherwise defined above. All Board

members must be Professional Members in good standing of Missouri FBLA-PBL and FBLA-PBL Inc.

A term of office shall consist of two years, beginning and ending with the dates of Missouri FBLA-PBL'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. Members who are absent for three consecutive Board meetings without approval of the Board Chair or State Chair shall automatically be removed from the Board.

Section 3.3 Vacancies: In the case of a Board vacancy, the State Chair, State Adviser 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. In the absence of the State Chair, the Foundation Board Chair or the State Adviser may serve in this capacity.

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

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

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

The State Chair will be selected by the Missouri Department of Education.

The Executive Director/State Adviser will be determined by the Missouri FBLA-PBL Foundation Board.

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

The Board Chair shall work closely with the Executive Director/State Adviser 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 shall be responsible for ensuring the maintenance of records, meeting attendance, and recording of meeting minutes.

The Treasurer shall be responsible for ensuring the production of yearly financial report and overseeing financial procedures as established by the Board.

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 State Chair or the State Adviser 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 Missouri Department of Education or FBLA-PBL Inc., may be vetoed by the State Chair or the Missouri Department of Education's superintendent's office.

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 at 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.

Standing Committees: The Missouri FBLA State Officers and District Presidents, known as the Executive Council, shall serve as a perpetual

standing committee of the Missouri FBLA-PBL Foundation Board. The Missouri FBLA-PBL State Officers shall be selected consistent with the Missouri FBLA-PBL Constitution. District advisers are State Advisers of the divisions of Missouri FBLA-PBL shall serve as members of the Missouri FBLA-PBL Headquarters team accountable to the Executive Director/State Adviser.

Additional standing committees of the Board shall be:

- Foundation Committee
- Alumni Committee
- Education Committee
- Nominating Committee
- Finance Committee
- Marketing Committee

The roles, responsibilities, and terms of service for standing committee shall be defined by Board resolution in policies and procedures.

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 Foundation Board.

Incorporating Foundation Board Members

Carla Boulton, State Chair, Missouri FBLA-PBL, Missouri Department of Education

- _____
- _____
- _____
- _____
- _____
- _____
- _____

Governance History

Corporate Bylaws Adopted July 22, 2014

Corporate Bylaws Drafted January-June, 2014

Articles of Incorporation approved by Secretary of State Jason Kander June 3, 2013
Annual Report filed August 29, 2014; August 31, 2015
Charter Granted to Missouri Department of Education by FBLA-PBL, Inc. 1956

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

Missouri FBLA-PBL Foundation, Inc.
N01318546

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, JASON KANDER, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 3rd day of June, 2013.

EFFECTIVE: July 1, 2013


Secretary of State





State of Missouri
Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
N01318546
Date Filed: 06/03/2013
Jason Kander
Secretary of State

Articles of Incorporation of a Nonprofit Corporation
(Submit with a filing fee of \$25.00)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

1. The name of the corporation is Missouri FBLA-PBL Foundation, Inc.
2. This corporation is a Public Public or Mutual Benefit Corporation.
3. The period of duration of the corporation is Perpetual "Perpetual" unless stated otherwise
4. The name and street address of the Registered Agent and Registered Office in Missouri is:

| | | |
|---------------------------|--------------------------|--------------------------|
| <u>Zachariah A. Maggi</u> | <u>221 S. 2nd Street</u> | <u>Clinton, MO 64735</u> |
| <i>Name</i> | <i>Address</i> | <i>City/State/Zip</i> |
5. The name(s) and address(es) of each incorporator:
Zachariah A. Maggi 221 S. 2nd Street, Clinton, Missouri 64735

6. Will the corporation have members? YES NO
7. The assets of the corporation will be distributed on dissolution as follows: See Attached
8. The corporation is formed for the following purpose(s): See Attached
9. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: July 1, 2013

(Date may not be more than 90 days after the filing date in this Office)

(Please see next page)

Name and address to return filed document:

Name: Zac A. Maggi, LLC

Address: 221 S. 2nd Street

City, State, and Zip Code: Clinton, MO 64735

State of Missouri
Creation - NonProfit 2 Page(s)



T1315556047

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Must be signed by all Incorporator(s)

/ Zachariah A. Maggi

5/30/2013

Signature

Printed Name

Date Signed

Corp. 52 (01/2012)

MISSOURI NONPROFIT CORPORATIONS

If you wish to obtain a 501 (c) (3) tax-exempt status from the Internal Revenue Service, please review the following instructions:

INSTRUCTIONS

In order to come within the purview of Section 501 (c) (3) of the Internal Revenue Code, you must include the statements below in your Articles of Incorporation as filed with the Secretary of State. After the Secretary of State has returned the articles to you, furnish a copy to the IRS when applying for the tax-exempt status.

PURPOSE: The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

LEGISLATIVE OR POLITICAL ACTIVITIES: No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the incorporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or the such organization or organizations organized and the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



State of Missouri
Missouri Secretary of State's Office
Jason Kander
Secretary of State, Jason Kander
06/04/2013

Invoice Number: 9092642

Invoice Date: 06/04/2013 09:32 AM

User ID: 421

Billing Information

Zac A. Maggi, LLC
221 S. 2nd Street
Clinton, MO 64735

| Product Description | Certification Number | Order Date | Qty | Pages | Item Cost | Extended | Amount Due |
|---|----------------------|------------|-----|-------|-----------|----------|------------|
| JEFF-Corp Fees - Creation - NonProfit Re: Zac A. Maggi, LLC Contact: Zac A. Maggi, LLC Shipped Via: Mail | 15434495 | 06/04/2013 | 1 | 1 | 25.00 | 25.00 | Paid |
| JEFF-Misc - Correspondence Re: Zac A. Maggi, LLC Contact: Zac A. Maggi, LLC Shipped Via: Mail | 15434496 | 06/04/2013 | 1 | 1 | 0.00 | 0.00 | Paid |

Credit Balance as of 06/04/2013 10:35 AM: \$0.00

Invoice Total: \$25.00

Payment Details:

Check #1089 for \$25.00(15434496:\$0.00, 15434495:\$25.00,)

Payment Total: \$25.00

Contact(s): None specified

Amount Due: \$0.00

Include invoice number on all correspondence and send to:

UCC Inquiries: Missouri Secretary of State's Office
P.O. Box 1159
Jefferson City, Missouri 65102

To discuss payment for UCC items call:
(866) 223-6535 Toll Free

Corporation Inquiries: Missouri Secretary of State's Office
P.O. Box 1366
Jefferson City, Missouri 65102

To discuss payment for Corporation items call:
(866) 223-6535 Toll Free

Commission Inquiries: Missouri Secretary of State's Office
P.O. Box 784
Jefferson City, Missouri 65102

To discuss payment for Commission items call:
(866) 223-6535 Toll Free

6/4/2013 10:36:05 AM

Invoice Number: 9092642 Page 1 of 1

Date of this notice: 06-28-2013

Employer Identification Number:
46-3084139

Form: SS-4

Number of this notice: CP 575 E

For assistance you may call us at:
1-800-829-4933

MISSOURI FBLA-PBL FOUNDATION
221 S 2ND ST
CLINTON, MO 64735

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 46-3084139. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it's very important that you use your EIN along with your complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information shown above isn't correct, please send us the correction using the attached tear-off stub.

Annual filing requirements

Most organizations with an EIN have an annual filing requirement, even if they engage in minimal or no activity.

A. If you are tax exempt, you may be required to file one of the following returns or notices:

Form 990, Return of Organization Exempt From Income Tax
Form 990-EZ, Short Form Return of Organization Exempt From Income Tax
Form 990-PF, Return of Private Foundation
Form 990-N, e-Postcard (available online only)

Additionally, you may be required to file your annual return electronically.

If an organization required to file a Form 990, Form 990-PF, Form 990-EZ, or Form 990-N does not do so for three consecutive years, its tax-exempt status is automatically revoked as of the due date of the third return or notice.

Please refer to www.irs.gov/990filing for the most current information on your filing requirements.

B. If you are not tax-exempt, you may be required to file one of the following returns:

Form 1120, U.S. Corporation Income Tax Return
Form 1041, U.S. Income Tax Return for Estates and Trusts
Form 1065, U.S. Return of Partnership Income

Please refer to Publication 1635, Understanding Your EIN, for more information about which forms you may be required to file.