

Code of Regulations

for the

Ohio Association of Family, Career & Community Leaders of America

Article I. Name, Sponsors and Headquarters

1.1 Name. The name of the organization is the Ohio Association of Family, Career & Community Leaders of America (Association). Recognized chapters of the Association may use the name and the letters “FCCLA” to designate the Association, its regions, and members.

1.2 Sponsor. The sponsor of the Association is the Family and Consumer Sciences Division, Ohio Department of Education, as set forth in Article III, below.

1.3 Headquarters. The headquarters and principal office of the Association shall be at the Ohio Department of Education (also referred to as ODE) in Columbus, Franklin County, Ohio.

Article II. Mission Statement and Purposes

2.1 Mission Statement. The mission of the Ohio Association of FCCLA and the Family, Career and Community Leaders of America, Inc. (National FCCLA) is to promote personal growth and leadership development through Family and Consumer Sciences education. Focusing on the multiple roles of family member, wage earner and community leader, members develop skills for life through character development, creative and critical thinking, interpersonal communications, practical knowledge, and career preparation.

2.2 Purposes. Organized instruction relating to the mission is part of the Family and Consumer Sciences education program in schools. The purposes of the Association shall be to:

- (a) Provide opportunities for personal development and preparation for adult life;
- (b) Strengthen the function of the family as a basic unit of society;
- (c) Encourage democracy through cooperative action in the home and community;
- (d) Encourage individual and group involvement in helping achieve global cooperation and harmony;
- (e) Promote greater understanding between youth and adults;
- (f) Provide opportunities for making decisions and for assuming responsibilities;
- (g) Prepare for the multiple roles of men and women in today’s society; and
- (h) Promote Family and Consumer Sciences and related occupations.

Article III. Non-profit Status, Relationships with Government Agencies

3.1 Governing Authorities for Non-Profit Status. The Association is a non-profit corporation organized under Chapter 1702 of the Ohio Revised Code and exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Association shall operate in accordance with the Ohio non-profit laws and the Internal Revenue Code and regulations governing tax-exempt organizations.

3.2 Relationship with Family, Career and Community Leaders of America, Inc. The Family, Career and Community Leaders of America, Inc. (National FCCLA), pursuant to its Bylaws, has granted the Ohio Association a state charter. To maintain the state charter and remain in good standing, the Association, with the assistance of the Ohio Department of Education, must meet certain requirements and operate in accordance with National FCCLA's Bylaws and the requirements of the U.S. Department of Education.

3.3 Relationship with the Ohio Department of Education. The Ohio Department of Education, Office of Career-Technical Education, and the Association, as an Ohio career-technical student organization chartered by the National FCCLA, work together to enhance Ohio's Family and Consumer Sciences education programs. The Association delivers all aspects of its programs and activities in cooperation and in concert with the Ohio Department of Education, Office of Career-Technical Education. The Ohio Department of Education, Office of Career-Technical Education oversees Association expenditures and contracts and provides personnel, services, and facilities to administer or assist in administering the Association's programs and activities in a manner that enables the Association to maintain its state charter and accomplish its objectives under the National FCCLA's and U.S. Department of Education's requirements. Ohio Department of Education personnel may not receive compensation from the Association for their services; provided, however, personnel may be reimbursed for travel and other legitimate expenses as defined by the Director and approved by the Board. The Ohio Department of Education may at any time terminate its relationship with the Association and its programs for cause, including but not limited to any Association actions or inactions that put the Association's FCCLA charter in jeopardy, the Association's failure to operate in a prudent and fiscally sound manner, and other Association actions or inactions that materially violate the Ohio Department of Education's policies to enhance career-technical education and leadership development.

Article IV. Chapters

4.1 Chapters. The Association is composed of all affiliated chapters within Ohio.

4.2 Charter Requirements. Active Chapters of the Association shall be chartered only in schools where recognized systematic instruction in Family and Consumer Sciences and related career-technical programs are offered, as determined by ODE. Each chapter shall be composed of students possessing the qualifications for membership.

4.3 New Chapters. A chapter may be organized whenever, in the judgment of the teachers, students and administrators, it would be advantageous to do so. The Association

will charter new chapters that have met the following requirements: contact with the State Adviser for information and materials, submission of an application to the Association, adoption of a constitution and bylaws consistent with the National FCCLA Bylaws and Association Code of Regulations, election of officers, establishment of a program of activities, and payment of state and national dues.

4.4 Conditions for Good Standing. A local chapter is in good standing with the Association when the following conditions are met:

- (a) National and state dues are paid to the Association
- (b) The local chapter bylaws (also referred to as a constitution) are consistent with the National FCCLA bylaws and Association Code of Regulations.

4.5 Charter Suspension. The Board has the power to suspend the charter of any local chapter that violates the National FCCLA Bylaws or Association Code of Regulations. The Board will give written notice and the right to a hearing to any chapter that is a candidate for suspension before any determination on suspension is made.

4.6 Board to Set Charter Policies. The Board, in its discretion, may adopt additional rules and policies related to the issuance and suspension of charters to chapters.

4.7 Regions. The Board, in its discretion, will designate regions of local chapters within Ohio. The Board may adopt additional policies for the formation and operation of Regional Executive Councils.

Article V. Membership, Membership Meeting

5.1 Membership Classes. The Association has three membership classes: active, honorary, and alumni and associate.

- (a) Active Membership. Any student who is taking or has taken a career-technical education course related to Family and Consumer Sciences through grade 12 is eligible for active membership in an organized chapter within their school. Active members are eligible to hold office, make motions, and vote.
- (b) Honorary Membership. Any individual whose professional responsibilities are not directly related to Family, Career and Community Leaders of America, who have made outstanding contributions and who are giving continued service to the Association by advancing its purposes, are eligible for honorary membership in the Association. Honorary members have the privilege of attending all meetings of the organization but have no vote.
- (c) Alumni & Associates Membership. Former active members and other adults who share the goals and purpose of Family, Career and Community Leaders of America and its programs who wish to support the continuing development

of FCCLA youth shall be eligible for Alumni & Associates membership. Members if Alumni & Associates shall not be eligible to hold offices, make motions, or vote.

5.2 Board to Set Policies. The Board may, in its discretion, adopt additional rules and policies regulating membership eligibility.

5.3 Annual Conference/Membership Meeting. The Annual Conference shall be the leadership meeting of member delegates, which shall be held at the time and place determined by the Board. In the event the meeting is cancelled due to an extreme emergency, the State Adviser has authority to reschedule the meeting, including date and location. Voting delegates at the Annual Conference shall be active members authorized by the chapters they represent. The Board will establish policies regarding delegate representation.

Article VI. Dues, Fiscal Year, Audit

6.1 State Dues. The Board shall submit its recommendation concerning dues to each local chapter at least 30 days prior to the Annual Conference. The delegates at the Annual Conference shall, by majority vote, establish annual membership dues for the Association.

6.2 Membership Year/Fiscal Year. The membership and fiscal year of the Association shall be from August 1 through July 31.

6.3 Inspection of Records. Books and records of the Association may be inspected by any member or member's agent and any director or director's agent at any reasonable time. Arrangement for inspection shall be made with the State Adviser.

6.4 Financial Review. The State Adviser's annual financial report for the fiscal year shall be a compiled financial review certified by outside persons designated by the Board and as may be required under the laws, regulations and policies of Ohio, the Ohio Department of Education, the U.S. Department of Education, and the National FCCLA.

Article VII. State Executive Council

7.1 State Executive Council. The representative body elected by student delegates at the Annual Conference is the State Executive Council. The function of the Council is program development, program implementation and public relations. The Council has the following responsibilities:

- (a) Review the goals and objectives of the state program for FCCLA;
- (b) Recommend the establishment of programs, projects and activities that fall within limitations set by Ohio non-profit law, federal tax-exempt law and national FCCLA guidelines;
- (c) Plan the agenda for the state programs, events, and meetings sponsored by the Association;
- (d) Conduct the official business of the delegates at the Annual Conference; and

- (e) Interpret and advocate the goals and program activities of FCCLA to groups and individuals within and outside the Association.

7.2 Council Members. The State Executive Council is made up of no more than 10 active student members elected for one-year terms by the delegates at the Annual Conference.

7.3 Student Offices. The elected student offices of the Association may include, but not limited to, president, first vice-president, secretary, vice-president of state projects, vice-president of national programs, vice-president of public relations, vice-president of FCCLA Endowment, vice-president of membership, vice-president of parliamentary law, vice-president of competitive events, and any other offices deemed appropriate by the State Adviser. Their duties will be assigned by the State Adviser (s).

7.4 Qualifications. The student candidates for elected office shall be: (a) approved by the local advisers and local administrators on a nomination form submitted to the State Adviser (s) and (b) interviewed by the nominating committee. The Board shall authorize additional nomination and election procedures.

7.5 Term Limits. A student officer may serve up to two one-year terms if elected. Candidates must be active members who are currently freshmen, sophomores and juniors. The president cannot serve more than one term as president.

Article VIII. State Supervisory Staff

8.1 State Adviser. The Association shall have a State FCCLA Adviser(s). The State Adviser(s) shall be appointed by the Director of Career-Technical Education, ODE, and shall be a member(s) of the ODE Career-Technical Education Family and Consumer Sciences state staff.

8.2 Duties of State Adviser (s). The State Adviser(s) shall direct the work of the Association; advise the Board, the State Executive Council, and other committees on matters of policy; assist the Board in conducting meetings and carrying out programs; be responsible for the financial assets of the Association, including the collection of state and national dues and keeping accurate records of receipts, deposits and disbursements, except as otherwise directed by the Board; present an annual financial report to the Board, officers, and official delegates at the Annual Conference and supplementary reports as requested by the Board; pay out of the treasury such funds as are ordered paid by the Executive Committee or the Board; furnish the auditor with complete financial records for an annual audit; keep permanent records of Association proceedings; and furnish a suitable bond, the amount to be fixed by the Board annually.

Article IX. Board of Directors

9.1 Powers. The Board shall be the governing body of the Association, and its adult directors are considered the Association's members for purposes of votes required of

members by Ohio Revised Code Chapter 1702, unless otherwise expressly excepted in this Code of Regulations for a vote of the student delegates. The Board receives and acts upon the recommendations of the State Adviser relative to the management of personnel, programs, and financial matters.

9.2 Board Members. The Board consists of the Assistant Director of Family and Consumer Sciences in the Office of Career-Technical Education, ODE, who will serve as its chairperson; the State Adviser, who will serve as Secretary; a teacher educator; ten elected student officers; an industry representative; a local school administrator; and a local Family Consumer Science supervisor; Ohio FCCLA Alumni Member; One Ohio FCCLA Endowment Member; three teachers of Family Consumer Science, and two teachers of Occupational Family and Consumer Science Career-Technical Education programs. The Executive Committee (defined below) will appoint the local Family Consumer Supervisor, the teacher educator, the local school administrator, the industry representative, and the five teachers of Family and Consumer Sciences. The terms of office shall be as follows:

<u>Member</u>	<u>Length of Service</u>
Assistant Director for Family Consumer Science, Chairperson, <i>ex officio</i>	Continuous
Ohio FCCLA State Adviser, <i>ex officio</i>	Continuous
10 Elected Student Officers, <i>ex officio, non-voting</i>	1-year term
1 Local FCS Education Supervisor	3-year term
1 Local School Administrator	3-year term
1 Teacher Educator	3-year term
1 Industry Representative	3-year term
3 Family and Consumer Sciences Educators	3-year term
2 Occupational Family and Consumer Sciences Educators	3-year term
1 Ohio FCCLA Alumni Member, <i>ex officio</i>	Continuous
1 Ohio FCCLA Endowment Member, <i>ex officio</i>	Continuous

Members serve until their successors are appointed or elected. In the event a position is vacated, the Board will appoint a replacement. Members may not serve consecutive terms. Partial terms will not be counted for purposes of term limits.

9.3 Board Meetings, Notice. The Board will meet at least twice each year at such times and places as it may determine. The Chairperson or State Adviser (s) may call special meetings of the Board. Written notice of all meetings shall be given by Authorized Communications Equipment to each director at least 5 days and not more than 60 days before the date set for the meeting. The notice shall state the time, place and, if a special meeting, the purpose. If the Chairperson or State Adviser (s) determines an emergency exists, notice will be given at least one day prior to the meeting. The Board may determine issues by telephone, conference call, written ballot, or by actions taken without a meeting in writings signed by all the directors. Any transmission by Authorized Communications Equipment is a signed writing for these purposes. The date on which the vote was sent shall be considered the date on which the writing is signed.

9.4 Authorized Communications Equipment. For the purposes of these Regulations, notices and ballots in writing may be sent by any Authorized Communications Equipment or by U.S. mail or courier service, postage prepaid. Authorized Communications Equipment is any equipment that provides a transmission, including but not limited to telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by and accurately reflects the intention of the members or directors involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with one another.

9.5 Waiver of Notice. Any director may, either before, at, or after a meeting, waive in writing any or all of the provisions of law or these Regulations as to notice of such meeting or any irregularity in the notice or arising in connection with the notice or the giving of the notice, and shall validate the proceedings of the meeting as fully as though all the requirements waived had been duly met in their respective cases. A director's attendance at a meeting, without objection as to notice, shall be considered a waiver of notice.

9.6 Quorum. A majority of the voting directors constitutes a quorum. Each voting director is entitled to one vote. The order of business shall be determined by the Chairperson unless otherwise determined by a vote of directors present in person and entitled to vote at the meeting. No voting by proxy is permitted.

9.7 No Compensation. Directors will not be entitled to receive compensation for services rendered; however, directors may be entitled to reimbursement of expenses incurred in their roles as directors which is limited to mileage.

9.8 Annual Report. The Board will prepare an annual report to membership annually.

9.9 Executive Committee. The Board will appoint the Chairperson, State Adviser (s), and three teachers of Family and Consumer Sciences. The Executive Committee has the power to act on items of Association business between meetings of the Board. All official actions of the Executive Committee will be reported to the Board for Board ratification or revision.

9.10 Other Committees. The Board may create any other committees to consist of the State Adviser (s), Secretary, and no fewer than three other directors. Any committee shall serve at the pleasure of the Board. A committee may act by a majority vote of its members. No notice of such a committee meeting shall be required. A meeting by any committee may be called only by the Chairperson.

Article X. Indemnification

10.1 General Indemnification.

10.1.1 The Association shall indemnify:

(a) Any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative

(other than an action by or in the right of the Association) because the person is or was a director, officer, or volunteer; and

(b) Any director, officer, or volunteer who serves or served at the request of the Association as a director, fiduciary, officer, employee, partner, joint venture, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative.

10.1.2 The Association may indemnify:

(a) Any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) because he or she is or was an employee or agent of the Association; or

(b) Any employee or agent who serves or served at the request of the Association as a director, director, fiduciary, officer, employee, partner, joint venture, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative.

The indemnification shall be for expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

10.2 Suits by the Association. The Association may indemnify any person who was or is a party or is threatened to be made a party to any action or suit by or in the right of the Association to procure a judgment in its favor because the person is or was a director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a director, director, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association.

No indemnification shall be made for:

(a) Any claim, issue or matter for which a person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court of common pleas, or the court in which the action or suit was brought, determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses as the court deems proper; or

(b) Any action or suit in which the only liability asserted against a director or officer is pursuant to Section 1702.55 of the Ohio Revised Code, existing or as amended, alleging the Directors and officers have personal liability to the Association because they voted for or assented to: (i) an asset distribution to members contrary to tax-exempt and Ohio law or the Articles; (ii) an asset distribution to persons other than creditors upon dissolution, winding up of affairs or otherwise, without first paying all known obligations or providing for their payment; and (iii) loans made to insiders other than in the usual conduct of its affairs or in accordance with the Articles.

10.3 Indemnification for Expenses. To the extent a director, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 10.1 and 10.2, including any action or suit brought against a Director under Section 1702.55 of the Ohio Revised Code, or in defense of any claim, issue or matter, the Association shall indemnify him or her against expenses (including reasonable attorney's fees) actually and reasonably incurred by the individual in connection with the action, suit or proceeding.

10.4 Determination Required. Any indemnification under Sections 10.1 and 10.2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that the indemnification of the Director, officer, employee, agent or volunteer is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Sections 10.1 and 10.2. The determination shall be made: (a) by the Board by a majority vote of a quorum consisting of Directors who were not and are not parties to the action, suit or proceeding; (b) if a quorum is not attainable or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney or a firm who has been retained by or who has performed services for the Association or any person to be indemnified within the past 5 years; or (c) by the court of common pleas or the court in which the action, suit or proceeding was brought.

If any action by or in the right of the Association is involved, any determination made by the disinterested Directors or by the independent legal counsel under this section shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of the Association under Section 10.02. The person shall have the right, within 10 days after receipt of the notification, to petition the court to review the reasonableness of the determination.

10.5 Advances for Expenses.

(a) Expenses (including reasonable attorney's fees) incurred by a Director or a volunteer in defending any civil or criminal action, suit or proceeding referred to in Sections 10.1 and

10.2, except where the only liability asserted against a Director is under Section 1702.55 of the Ohio Revised Code, shall be paid by the Association as the expenses are incurred, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or volunteer. The Director or volunteer must agree to: (i) repay the amount if it is proven by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Association or undertaken with reckless disregard for the best interests of the Association; and (ii) reasonably cooperate with the Association concerning the action, suit, or proceeding.

(b) Expenses (including reasonable attorney's fees) incurred by a director, officer, employee, agent or volunteer in defending any action, suit, or proceeding referred to in Sections 10.1 and 10.2, including any action or suit brought against a director under Section 1702.55 of the Ohio Revised Code, may be paid by the Association as they are incurred in advance of the final disposition of the action, suit, or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or volunteer to repay such amount, if it is ultimately determined that he or she is not entitled to be indemnified by the Association.

10.6 Indemnification Not Exclusive. The indemnification authorized by this Article X shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the Articles of Incorporation, common law, the non-profit corporation statute of Ohio, this Code or any agreement, vote of Members or disinterested Directors, or otherwise, as to action in his or her official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of the person.

10.7 Insurance. The Association may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of or for any person who is listed in Sections 10.1 and 10.2, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status related to the Association, whether or not the Association would have the power to indemnify him or her against the liability under the provisions of this Article X. Insurance may be purchased from or maintained with a person in which the Association has a financial interest.

10.8 Sections 10.1 and 10.2. The authority of the Association to indemnify persons under sections 10.1 and 10.2 does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided under any other sections of this Article X. Sections 10.1 and 10.2 do not create any obligation to repay or return payments made by the Association under any other section of Article X.

10.9 Definition of "Association" and "Volunteer". As used in this Article X, references to "the Association" include all constituent corporations in a consolidation or merger, and the new or surviving corporation, so that any person who is or was a director, officer, employee, agent or volunteer of the constituent corporation, or is or was serving at the request of such

constituent corporation as described in 10.1(b), shall stand in the same position under the provisions of this Article with respect to the new or surviving corporation as he or she would if he or she had served the new or surviving corporation in the same capacity. As used in this Article, references to a “volunteer” include any person defined as a “volunteer” with respect to the Association under section 1702.01 of the Ohio Revised Code.

Article XI. Merger, Consolidation, Sale of Substantially All Assets

The Board (or, if so delegated by the Board, the Executive Committee) may engage in discussions with other Ohio or out-of-state, tax-exempt organizations with similar purposes and objectives for combining their efforts and organizations, if it deems such discussions to be in the best interests of the Association. Any Board recommendation to merge, consolidate, or sell substantially all of the Association's assets must be approved by a majority of the adult members of the Board, voting as members pursuant to Section 8.1, above, at a duly called meeting.

Article XII. Dissolution

12.1 Voluntary Dissolution. The Association may be dissolved voluntarily by an affirmative majority vote of the adult voting directors of the Board present at a duly called meeting.

12.2 Winding Up. Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes according to the Articles of Incorporation and within the meaning of Sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine.

Article XIII. Amendments

13.1 Board Amendments to Regulations. The adult voting directors of the Board may propose and adopt amendments to the Code of Regulations by majority vote of such directors present at a duly called meeting. Notice of any amendments shall be sent to the local chapters.

13.2 Amendments Consistent with Governing Documents. Amendments to the Association's Code of Regulations must (i) not conflict with the National FCCLA Bylaws or the Association's Articles of Incorporation and (ii) be approved by ODE.

13.3 Amendments to Articles of Incorporation. Any amendment to the Articles of Incorporation shall require a two-thirds vote of the adult voting directors of the Board present at a duly called meeting.

Article XIV. Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Code of Regulations, any special rules of order the Association may adopt, and any statutes applicable to this Association that supersede or take precedence over these Regulations.