CALL TO ORDER
Chair, Cedric Bandoh called the 2019 Annual Corporate Meeting of Business Professionals of America (BPA) to order at 9:00 am PDT

ROLL CALL
Secretary, Debbie Darnell conducted the Roll Call. A quorum was present.

Present:
- Alaska (ML, S, PS) – Amy Riddle
- Florida (ML, S, PS) – Devin Alexander
- Idaho (S) – Shauna Williams
- Idaho (PS) – Brenda Jacobsen
- Illinois (ML, S, PS) – Glenna Pyzik
- Indiana (ML, S) – Debbie Darnell
- Massachusetts (S, PS) – Judith McKinstry (arrived at 9:06 am)
- Michigan (S) – Maurice Henderson
- Michigan (PS) – Maurice Henderson; Jordan Weber, Proxy
- Minnesota (S) – Jackie Schiller
- Minnesota (PS) – Deb Schwager
- Montana (S, PS) – Lisa Parker
- New Mexico (ML, S) – Christine Phipps
- Wisconsin (PS) – Scott Elza; Amy Riddle, Proxy
- Alumni Division – Angie Benson

Absent:
- Delaware (ML, S) – Lisa Wilson
- Iowa (S, PS) – Deb Jones; Deb Schwager, Proxy
- Kansas (ML, S, PS) – Amber McNew; Jackie Schiller, Proxy
- Michigan (ML) – Melanie Tomaski
- Ohio (ML, S) – Kevin Williams; Crystal Dortch, Proxy
- Ohio (PS) – Roger Fulk
- Oklahoma (ML, S, PS) – Paxton Cavin; Athena Frank, Proxy
- South Carolina (ML, S) – Jennifer Molnar; Athena Frank, Proxy
- Texas (ML, S, PS) – Diana Weber; Athena Frank, Proxy

INTRODUCTION OF GUESTS
Maurice Henderson moved to amend the agenda to add New Business after the National Center Report. Glenna Pyzik seconded the motion. **Motion approved.**

**APPROVAL OF MINUTES**
Glenna Pyzik noted corrections to minutes. The minutes were approved as amended and will be placed on file.

**RECOGNITION**
Cedric Bandoh recognized the Board members who became certified through Board Source training.

**DIVISION REPORTS**
**Post-Secondary Division**

**Secondary Division**
No report.

**Alumni Division**
Angie Benson, 2018-2019 Alumni Division President, presented the Alumni Division Report.

**SPECIAL ORDERS**
Cedric appointed David Watkins and Natasha Smith as tellers.
Proposed Code of Regulations Amendment—Advocacy Committee
Amend Article VIII: Committees, to add an Advocacy Committee to the standing committee list.

<table>
<thead>
<tr>
<th>Current Wording:</th>
<th>If Adopted, will read:</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ARTICLE VIII: COMMITTEES</strong></td>
<td><strong>ARTICLE VIII: COMMITTEES</strong></td>
</tr>
<tr>
<td>Section 1. Standing Committees</td>
<td>Section 1. Standing Committees</td>
</tr>
<tr>
<td>The Standing Committees of the Board of Trustees of Business Professionals of America, Inc. shall be Audit, Finance, Policies and Procedures, Programs, Personnel, and Strategic &amp; Long-Range Planning.</td>
<td>The Standing Committees of the Board of Trustees of Business Professionals of America, Inc. shall be <strong>Advocacy</strong>, Audit, Finance, Policies and Procedures, Programs, Personnel, and Strategic &amp; Long-Range Planning.</td>
</tr>
<tr>
<td><strong>A. Audit Committee</strong></td>
<td><strong>A. Advocacy Committee</strong></td>
</tr>
<tr>
<td>The Audit Committee shall oversee an annual audit of the organization’s financial records in accordance with generally accepted accounting principles, and report the findings and/or opinions to the Board of Trustees and the Corporate Body.</td>
<td>The Advocacy Committee shall identify strategies, best practices, and actions regarding engaging with elected officials and community leaders at the federal, state, and local levels.</td>
</tr>
<tr>
<td><strong>B. Finance Committee</strong></td>
<td><strong>B. Audit Committee</strong></td>
</tr>
<tr>
<td>The Finance Committee shall evaluate Board of Trustees initiatives and priorities in relationship to the budget and other financial considerations. The Committee shall serve as a liaison between the planning process of the Board and implementation by staff.</td>
<td>The Audit Committee shall oversee an annual audit of the organization’s financial records in accordance with generally accepted accounting principles, and report the findings and/or opinions to the Board of Trustees and the Corporate Body.</td>
</tr>
<tr>
<td><strong>C. Policies and Procedures Committee</strong></td>
<td><strong>C. Finance Committee</strong></td>
</tr>
<tr>
<td>The Policies and Procedures Committee shall regularly review and make recommendations for amendment to current policy and procedures. The committee shall address situations/conditions that arise where neither policy nor procedure has been established.</td>
<td>The Finance Committee shall evaluate Board of Trustees initiatives and priorities in relationship to the budget and other financial considerations. The Committee shall serve as a liaison between the planning process of the Board and implementation by staff.</td>
</tr>
<tr>
<td><strong>D. Programs Committee</strong></td>
<td><strong>D. Policies and Procedures Committee</strong></td>
</tr>
<tr>
<td>The Programs Committee shall be responsible for reviewing and monitoring all programs and services offered to members of the</td>
<td>The Policies and Procedures Committee shall regularly review and make recommendations for amendment to current policy and procedures. The committee shall address</td>
</tr>
</tbody>
</table>
association including, but not limited to: BPA Cares Program, Torch Awards Program, Workplace Skills Assessment Program, certifications, divisions, leadership, and the National Leadership Conference.

E. Personnel Committee
The Personnel Committee shall review the BPA Employee Handbook to ensure that the association’s policies are in compliance with current employment laws and organizational practice. The committee shall recommend to the Board of Trustees a salary budget for the fiscal year.

F. Strategic & Long-Range Planning Committee
The Strategic Planning Committee shall be responsible for formulating the future direction of the organization. The committee shall establish a one-year plan of work, maintain the 3-5-year strategic plan, and maintain a 5-10-year long range plan.

Proposed by: Texas Association

Rationale: As the landscape of career and technical education continues to change, and as a result, career and technical student organizations continue to evolve, it is important that the National Center play a key role in coordinating strategic advocacy efforts with policymakers, community leaders, and supporters of BPA. During the 2018-2019 term, the Board had a special committee on advocacy that produced effective resources that were used at all levels of the organization. This amendment ensures that advocacy is integrated into the fabric of the board’s regular business and continues to remain a priority for future boards.

Athena Frank seconded motion. Amendment adopted.
Proposed Code of Regulations Amendment – Administrative Operations

Amend Article X: Administrative Operations, Section 3. Fiscal Year to remove “from July 1 through June 30” and replace with “from September 1 through August 31.”

| Code of Regulations, Article X: Administrative Operations, Section 3. Fiscal Year |
|---------------------------------------------------------------|---------------------------------|
| **Current Wording:**                                         | **If Adopted, will read:**      |
| ARTICLE X: ADMINISTRATIVE OPERATIONS                          | ARTICLE X: ADMINISTRATIVE OPERATIONS |
| Section 3. Fiscal Year                                        | Section 3. Fiscal Year           |
| The fiscal year shall be from July 1 through June 30.         | The fiscal year shall be from September 1 through August 31. |

**Proposed by:** Idaho Association

**Rationale:** The annual budget is typically presented to the National Board of Trustees at the Annual Summer Meeting usually held in mid-July after the fiscal year has already begun. This does not allow the National Staff ample time to prepare budget recommendations to present to the board after the National Leadership Conference. This amendment provides the necessary time for the Board and the National Staff to conduct a thorough budget planning process during the summer that accurately reflects the needs and priorities of the organization for the coming year.

Legal Counsel has been consulted regarding this proposed amendment and has advised the next steps if this amendment is adopted: BPA with the assistance of legal counsel shall petition the IRS for approval of the change which is required by law. Legal counsel states that it is a fairly simple, common and straightforward process and anticipates a timely and affirmative response.

Angie Benson seconded motion.

Maurice moved to adopt the provision if this amendment is adopted, that it shall take effect with the 2020-2021 fiscal year. Seconded by Jordan Weber. Amendment to the motion adopted

Vote was taken on the amended main motion. **Motion failed by vote of 18-17.**
Proposed Middle Level Division Bylaws Amendment – Emblem and Logo

Amend Article XI: LOGO AND COLORS

Section 2. The official Business Professionals of America emblem is the logo that features the words Business Professionals of America.

as follows:

Article XI: EMBLEM AND COLORS

Section 2. The official Business Professionals of America emblem is the shield which represents the aims and objectives of the organization.

<table>
<thead>
<tr>
<th>Current Wording</th>
<th>If Adopted, Will Read</th>
</tr>
</thead>
<tbody>
<tr>
<td>Article XI: LOGO AND COLORS Section 2. The official Business Professionals of America emblem is the logo that features the words Business Professionals of America.</td>
<td>ARTICLE XI: EMBLEM AND COLORS Section 2. The official Business Professionals of America emblem is the shield which represents the aims and objectives of the organization.</td>
</tr>
</tbody>
</table>

Proposed by: Indiana Association

Rationale: To consistently use the same wording that is used in the Post-secondary (Article XIII), Alumni (Article X), and Secondary (Article XIII) Division’s Bylaws by changing the wording in the Middle Level Bylaws to “Emblem” instead of “Logo” in the heading as well as in the description for Section 2.

Maurice Henderson seconded the motion. Amendment adopted.
Proposed Code of Regulations M – National Center
Amend Article X: Administrative Operations, Section 1. National Center to remove “Franklin County, Ohio” and replace with “the continental United States.”

| Code of Regulations, Article X: Administrative Operations, Section 1. National Center |
|----------------------------------|----------------------------------|
| **Current Wording:**             | **If Adopted, will read:**      |
| ARTICLE X: ADMINISTRATIVE        | ARTICLE X: ADMINISTRATIVE        |
| OPERATIONS                       | OPERATIONS                       |
| Section 1. National Center       | Section 1. National Center       |
| The National Center shall be     | The National Center shall be     |
| located in Franklin County,      | located in the                   |
| Ohio, at a place selected by     | continental United States, at a  |
| the Board of Trustees.           | place selected by                |
|                                  | the Board of Trustees.           |

Proposed by: Indiana Association

**Rationale:** At the November 2018 Regular Meeting of the National Board of Trustees, the board unanimously approved the Executive Director’s recommendation to relocate the National Center. As the landscape of career and technical education continues to change, and as a result, career and technical student organization continue to evolve, it is important that the National Center and the Chief Executive be located near key policymakers. Furthermore, the current National Center building has experienced a series of weather and maintenance related issues in recent years and as a result is in sub-par condition. The Board authorized the sale of the building and the sale was successfully completed. This amendment will give the Board the needed flexibility to locate a new and improved National Center building in a location that best serves the strategic interests of the organization.

Maurice Henderson called point of order. Two issues with this amendment: Violating state law and articles of incorporation. Must stay in Ohio. Therefore, motion is out of order.

Cedric Bandoh supports point of order. **No vote taken on this amendment.**

**NOMINATING COMMITTEE REPORT**

Nate Cradit presented the Nominating Committee Report.

Alumni: Symone Gamble
State Advisor: Maurice Henderson
Business Representative: Cedric Bandoh

**BOARD ELECTIONS (2019-2022 TERM)**

Each candidate will have up to 2 minutes for a speech.

**State Advisor Representative**

Maurice Henderson
Amy Riddle nominated from the floor by Lisa Parker

**Amy Riddle elected**
Alumni Representative
   Symone Gamble
   Angie Benson nominated from the floor by Lisa Parker
Angie Benson elected

Business Representative
   Cedric Bandoh
   Kevin Benjamin nominated from the floor by Christine Phipps
Cedric Bandoh elected

FINANCE REPORT
Athena Frank, Treasurer gave the financial report.

NATIONAL CENTER REPORT
LouAnn Ross gave the National Center report. Strategic Plan has been updated. The National Center building has been sold. New employee evaluations have been implemented.

NEW BUSINESS
Maurice Henderson made a motion that the corporate body authorize a revision to the Corporate Code of Regulations to be presented for consideration during the 2020 corporate meeting. A revision committee shall be composed of corporate members and other stakeholders representing varying levels of the association. The committee shall be elected by electronic vote of the corporate body by June 15, 2019. Jordan Weber seconded the motion. Motion adopted.

ADJOURNMENT
With there being no further business, Chair Cedric Bandoh, adjourned the 2019 Annual Corporate Meeting of Business Professionals of America at 11:23 am PDT.

Debbie Darnell, Secretary

Approved May 30, 2020