



NEW MEXICO
BUSINESS
PROFESSIONALS
of AMERICA

Business Professionals of America
New Mexico Association, Inc.

CORPORATE BYLAWS

Article I PURPOSE

Section 1.1 The purpose of BUSINESS PROFESSIONALS OF AMERICA, NEW MEXICO ASSOCIATION, INC., hereinafter referred to as BPA NM, Inc., shall be to assist the official Business Professionals of America Inc. charter holder, as identified by the constitution and bylaws of BPA, Inc., an Ohio incorporated nonprofit corporation, to develop and empower student leaders to discover their passion and change the work by creating unmatched opportunities in learning, professional growth and service.

Section 1.2 BPA NM, Inc. shall be the official organizing and managing body of all divisions of BPA granted under the Charter.

Section 1.3 BPA NM, Inc. shall operate through a Board of Directors who will make fiduciary, legal and policy decisions with all stakeholders. The purpose of the Board of Directors is to provide a representative system of governance to establish policy and support the purposes of BPA NM, Inc. 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 the current version of Robert's Rules of Order.

Section 1.4 BPA NM, Inc. 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 under Chapter 53, Article 8 of the New Mexico 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 Board of Directors shall establish policies to ensure the state association fulfills its mission of serving students enrolled in career and technical education programs of study serviced by NM BPA, Inc., and that all financial records are maintained in accordance with generally accepted accounting principles.

Article III MEMBERSHIP

Section 3.1 Composition: The Board of Directors, hereafter referred to as the Board, shall consist of up to fifteen (15) persons. The Board shall include the following membership:

(1) the Education Administrator within the College and Career Readiness Bureau (CCRB) from the New Mexico Public Education Department (ex-officio, non-voting);

(2) the BPA NM, Inc. State Advisor (ex-officio, non-voting);

(3) a chapter advisor representative from each Region.

(4) the state president for the duration of their respective term;

(5) up to six (6) other persons from education, industry, and alumni representing a diverse spectrum of stakeholders committed to the mission of BPA.

(6) CEAC Representative, State Executive Officer Coordinator, NM BPA Foundation Chairperson (ex-officio, non-voting)

Section 3.2 Qualifications and Terms of Office: The Education Administrator, CCRB from the New Mexico Public Education Department and the State Advisor shall be perpetual members of the Board as long as he/she holds such appointment by the New Mexico Public Education Department or the BPA NM, Inc. Board of Directors respectively.

Terms of office will be outlined in the BPA NM Board Policies and Procedures.

All Board members must be Professional Members and/or Alumni Members in good standing of BPA NM, Inc. and BPA, Inc and shall affiliate within the first 6 months of their term.

Members may be removed from the Board by a majority vote of the Board.

Section 3.3 Vacancies: In the case of a board vacancy, State Advisor 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.

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

- Board of Directors Chair
- Board of Directors Vice Chair
- Board of Directors Secretary/Treasurer
- State Advisor

The Board Chair, Vice Chair, and the Secretary/Treasurer shall be

elected from the Board's membership.

The State Advisor shall be responsible for the organization of Board meetings, coordinating meeting agendas, developing and providing necessary reports, and ensuring compliance with State of New Mexico nonprofit corporation requirements.

The Board Chair shall work closely with the State Advisor 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/Treasurer shall be responsible for maintenance of records, providing a yearly financial report, and recording of meeting minutes.

Article IV MEETINGS

Section 4.1 Quorum: At all meetings of the Board, it shall take no less than one-third of the number of directors present 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 Board Chair or the State Advisor are part of the quorum. The act of the majority of the Board of Directors where a quorum is present shall represent an act of the Board of Directors provided that any actions that are inconsistent with the policies of the New Mexico Public Education Department or BPA, Inc., may be vetoed by the Board Chair.

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 to 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.

The BPA NM, Inc. State Officers shall be selected consistent with the BPA NM, Inc. student bylaws. The BPA NM, Inc. State Officers shall serve as a perpetual standing committee of the BPA NM, Inc. Board of Directors.

Section 4.5 **Scheduled Meetings:** The Board of Directors shall hold a regular meeting a minimum of two times per fiscal year. Members of the board or any committee designated thereby may participate in a meeting of the board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

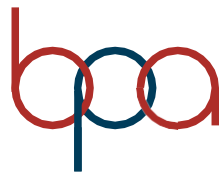
Article V AMENDMENTS

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 Board of Directors.

Article VI PARLIAMENTARY AUTHORITY

Section 6.1 ROBERT'S RULES OF ORDER, newly revised, shall govern the business of the State Association of New Mexico Business Professionals of America in all cases in which they are not inconsistent with these bylaws.

Established August 7, 2020
Revised November 10, 2021



**BUSINESS
PROFESSIONALS**
of **AMERICA**
Giving Purpose to Potential