



CORPORATE BYLAWS

New Mexico DECA, Inc.

Article I: PURPOSE

- Section 1.1** The purpose of NEW MEXICO DECA, INC., hereinafter referred to as New Mexico DECA, shall be to assist the official DECA Inc. charter holder, as identified by the constitution and bylaws of DECA, Inc., a Virginia incorporated nonprofit corporation, and to prepare emerging leaders and entrepreneurs for careers in marketing, finance, hospitality, and management. New Mexico DECA's guiding principles shall be to help student members leverage their DECA experience to become academically prepared, community-oriented, professionally responsible, and experienced leaders. New Mexico DECA's core values and attributes are competence, innovation, integrity, and teamwork.
- Section 1.2** New Mexico DECA shall be the official organizing and managing body of all divisions of DECA granted under the Charter.
- Section 1.3** New Mexico DECA 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 New Mexico DECA. 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.
- Section 1.4** New Mexico DECA 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 DECA, 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 thirteen (13) voting persons. The Board shall include the following membership:

(1) a representative from PED-CCRB will serve in an ex-officio non-voting position;

(2) the New Mexico DECA Chartered Association Advisor will serve in an ex-officio non-voting position;

(3) no less and two (2) and no more than four (4) advisors representing District 1 and District 2;

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

(5) and up to five (5) other persons from education and industry representing a diverse spectrum of stakeholders committed to the mission of DECA.

Section 3.2 Qualifications and Terms of Office: The representative from CCRB from the New Mexico Public Education Department and the Chartered Association Advisor shall be perpetual members of the Board as long as he/she holds such appointment by the New Mexico CCRB or the New Mexico DECA Board of Directors respectively.

Elections of board members will be held at the Board meeting during the NM DECA Career Development Conference. The elected members will begin their term at the next regularly scheduled meeting.

Members shall serve a total of two (2) consecutive 2-year terms. Members may be elected to additional terms after servicing their initial consecutive 2 terms only after taking at least one (1) year off the board.

Half of the board will rotate off every year with the exception of the chartered association officer coordinator who shall serve for one year. The chairperson shall serve a two-year term.

All Board members must be or become Professional Members and/or Alumni Members in good standing of New Mexico DECA and DECA, Inc and shall affiliate within the first 6 months of their election.

Members may be removed from the Board by a two-thirds (2/3) majority vote of the Board with the exception of perpetual members.

Section 3.3 Vacancies: The board chair may fill vacancies at any meeting and the appointed member will fulfill the original term of office of their predecessor

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

- Board of Directors Chair
- Board of Directors Vice-Chair/Program Chair
- Board of Directors Secretary
- Board of Directors Finance Chair
- Board of Directors Policy Chair
- Chartered Association Advisor

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

The Chartered Association 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 Chartered Association 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 shall be responsible for maintenance of records, and recording 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 a vote of a majority present at a meeting at which a quorum is present and where either the Board Chair or the Chartered Association Advisor is 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 DECA, 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 New Mexico DECA State Officers shall be selected consistent with the New Mexico DECA student bylaws. The New Mexico DECA State Officers shall serve as a perpetual standing committee of the New Mexico DECA 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.

Established August 3, 2020
Updated August 3 and 9, 2024
