

BUSINESS PROFESSIONALS OF AMERICA, OHIO ASSOCIATION

CODE OF REGULATIONS

Article 1. Name

The Association is named Business Professionals of America, Ohio Association. (“Association”) and does business as “Ohio BPA.”

Article 2. Location of Office

The headquarters and principal office are at the Ohio Department of Education (“ODE”), Columbus, Ohio. The Board of Directors (“Board”) will designate the locations of any additional Ohio business offices.

Article 3. Non-profit Status, Relationships with Government Agencies

3.1 Governing Authorities for Non-Profit Status. The Association is an Ohio non-profit corporation 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 operates in accordance with the Ohio non-profit laws and the Internal Revenue Code and regulations governing tax-exempt organizations.

3.2 Relationship with National Business Professionals of America. The national Business Professionals of America organization (“BPA”) has granted the Ohio Association a state charter. To maintain the state charter and remain in good standing, the Association, with the assistance of ODE, must meet certain requirements and operate in accordance with the BPA bylaws. Ohio BPA, by affiliation with BPA, adopts the purposes, the motto, the pledge, creed, colors, symbols, and rituals of BPA, which are outlined in the *Policies and Procedures Manual*.

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 Business Professionals of America, work together to enhance and promote training for middle school, high school and college students preparing for careers in arts and communications, business, finance, information technology and marketing occupation 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 standing with Business Professionals of America and accomplish its objectives under BPA’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 standing with BPA 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 4. Purpose

As provided in its Articles of Incorporation, the Association is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, more specifically to promote training for middle school, high school and college students preparing for careers in arts and communications, business, finance, information technology and marketing occupations, including citizenship and leadership development.

Article 5. Chapters

5.1 Ohio BPA Chapters. The Association consists of chapters chartered by the Association and BPA. The Association may grant one state chapter charter in the name of each eligible middle school, high school, or college campus. A school or campus having more than one pathway or class may have more than one chapter under its charter.

5.2 Charter Requirements. To qualify for a state charter, a local chapter at a middle school, high school, or college campus must:

- (i) have at least six active members who are members at the local, state and national levels;
- (ii) have programs approved by the Arts and Communications, Business, Finance, Information Technology and Marketing unit of the Ohio Department of Education;
- (iii) be open to all students in a requisite educational program, regardless of race, color, religion, sex, national orientation, or handicap.

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

5.4 Constituent Districts and Regions. The Ohio Department of Education, Office of Career-Technical Education Assistant Director of Arts and Communications, Business, Finance, Information Technology and Marketing (“Assistant Director”), in his/her discretion, will designate regions of local chapters within Ohio.

Article 6. Membership

6.1 Membership Classes. The Association has four classes of membership: student, advisor, alumni, and professional.

6.2 Active Members. To become an active member and retain membership in a local chapter, a student must be enrolled in a program approved by the Office of Career Technical Education, Ohio Department of Education or the Ohio Department of Higher Education in one of four active member divisions:

6.2.1 Secondary Division Members. Secondary Division Members are students enrolled in a coherent sequence of courses or a career major that prepares them for further education and employment related to arts and communications, business, finance, information technology and

marketing careers. The student must be earning credit toward a high school diploma, certificate or its equivalent during the school year immediately preceding the National Leadership Conference. Secondary Members are in grades 9-12.

6.2.2 Middle Level Division Members. Middle Level Division Members are students enrolled in approved middle school courses and in grades 7-8.

6.2.3 Post-Secondary Division Members. Post-Secondary Division Members are students enrolled in a coherent sequence of courses or a career major that prepares them for further education and employment related to arts and communications, business, finance, information technology and marketing careers. The student must be earning credit toward a postsecondary degree or certificate during the school year immediately preceding the National Leadership Conference.

6.2.4 Alumni Division Members. Alumni Division members are persons who formerly held a Secondary and/or Post-Secondary Level membership and are willing to contribute to Ohio BPA's growth and development and may be a Post-Secondary Division member as well. However, a member may only vote, compete or hold office within one division the same year. Alumni members pay dues established by BPA and will be eligible to hold an alumni national office, participate in national award programs and be an alumnus voting member.

6.3 Honorary Life Members. Honorary life members are persons outside the public schools who have shown a sustained interest in and contributed to career technical education. The Board selects honorary members by a three-fourths affirmative vote.

6.4 Board to Set Policies. The Board may adopt policies regulating membership eligibility.

Article 7. Dues

7.1 Association Dues. The Board will submit its recommendation for dues to each local chapter at least 30 days prior to the new membership year. The board members, by majority vote, establish annual membership dues of the Association. Dues must be paid in full before a chapter is permitted to participate in the Ohio BPA State Leadership Conference and before any chapter member applies for a national, state or regional office.

7.2 Membership Year. The membership year of the Association is from September 1 through August 31.

Article 8. State Delegate Assembly

8.1 Meetings.

8.1.1 Regular Meetings. The secondary membership of Ohio BPA shall meet two times per year. The Board of Directors shall establish places, dates, and times. The meeting agendas will be established by the Board of Directors.

8.1.2 Special Meetings. Special meetings will be called by the Board when at least two-thirds of the Ohio BPA regions sign a written petition advocating a special meeting and the

purpose of the meeting. Meetings of the delegate assembly are open to all members in good standing, but voting is restricted to official voting delegates.

8.2 Voting Delegates. Each unique building IRN with an active Ohio BPA charter is entitled to send five (5) voting delegates to the Ohio BPA Leadership Conferences.

The Board may adjust voting delegate numbers as it deems necessary to reflect changes in the membership of the Association.

Article 9. Secondary State Officers

9.1 Student Officers. The elected secondary state officers will be president, vice president, secretary, treasurer, parliamentarian, and historian. The supervisory staff will determine officer positions and duties.

9.2 Term. Officers will have a term of one year, or until their successors are elected.

9.3 Voting Procedures. The Association will elect secondary state officers annually by a majority vote of the secondary voting delegates present at the Ohio BPA Leadership Conference. The Board will adopt election procedures.

9.4 Officer Candidate Requirements. Secondary state officer candidates must be an active secondary member of Ohio BPA as defined in Article 6.2.1 of the Ohio Association Code of Regulations. The Board will issue further rules and policies regarding secondary state officer candidate requirements, nomination and election procedures.

9.5 Vacancies. A vacancy in the Ohio BPA Secondary Officer team will not be filled.

Article 10. Post-Secondary State Officers

10.1 College/Postsecondary Officers. The elected post-secondary officers will be president, vice president, secretary and historian. The supervisory staff will determine officer duties.

10.2 Term. Officers will have a term of one year, or until their successors are elected. The term begins at the close of the Ohio BPA Post-Secondary State Leadership Conference.

10.3 Voting Procedures. The Association will elect post-secondary state officers annually by a majority vote of the post-secondary delegates present at the Ohio BPA Post-Secondary State Leadership Conference. The Board will determine voting procedures.

10.4 Officer Candidate Requirements. Post-secondary officer candidates must have at least one full school year remaining in a Post-secondary career or technical program. The Board may issue further rules and policies regarding Post-secondary state officer candidate requirements, nomination and election procedures.

10.5 Vacancies. A vacancy in the Ohio BPA Post-Secondary Officer team will not be filled.

Article 11. National Voting Delegates.

Each active Chapter may have candidates apply for national voting delegate. National voting delegates are selected by the State BPA Ohio Office. The Board, in its discretion, may adopt rules and policies regarding eligibility requirements, application and voting procedures, and procedures for filling vacant delegate seats.

Article 12. State Supervisory Staff

For the purposes of these Regulations, “Supervisory Staff” means the ODE staff members and contract staff in Career-Technical Education, Arts and Communications, Business, Finance, Information Technology and Marketing Education, who perform executive duties on behalf of the Association. More than one staff member may be involved in performing the duties of the State Association Advisor.

12.1 State Association Advisor. The Association will have a Business Professionals of America, Ohio Association State Advisor (“State Advisor”) as appointed by the Director of Career-Technical Education, ODE. The State Advisor must be a member of the ODE Career-Technical Education, Arts and Communications, Business, Finance, Information Technology and Marketing state staff. The State Advisor’s duties may be shared with other Supervisory Staff.

12.2 Duties of Association State Advisor. The Association State Advisor will direct the work of the Association; advise the Board, 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, 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 Ohio BPA State Leadership Conference and supplementary reports as requested by the Board; pay out of the treasury funds as are ordered paid by the Executive Committee or the Board; furnish the auditor with complete financial records for an annual review or audit; keep permanent records of Association proceedings; and furnish a suitable bond, the amount to be fixed by the Board annually.

Article 13. Board of Directors

13.1 Powers and Duties.

13.1.1 Management. The management of the affairs, funds and property of Business Professionals of America, Ohio Association is vested in the Board, which shall determine policies in accordance with the provisions of the Association's Articles of Incorporation, this Code of Regulations, Ohio Non-profit Corporation Law, and the Internal Revenue Code's statutes and regulations for tax-exempt organizations under Section 501(c)(3). The adult directors are considered the Association's members for purposes of votes required of members by Ohio Revised Code Chapter 1702, unless a vote is expressly reserved in these Regulations for a vote of the student delegates.

13.1.2 Final Authority. The Board has final authority in establishing categories and rules for all leadership and skills competitions and for elections or selections for leadership positions not covered by Business Professionals of America Workplace Skills Assessment Program.

13.1.3 Payment for Services. The Board is empowered to compensate employees and contractors for actual services rendered to the Association.

13.2 Board Eligibility. The Board consists of: the person appointed by ODE Career-Technical Education to be responsible for Business, Finance, and Marketing (the Assistant Director), who will serve as Board president; the person appointed by ODE Career-Technical Education as the State Advisor, who will serve as Secretary-Treasurer; a school administrator; a representative from the Ohio Career Tech Administrators' Association (OCTA); a representative of the Ohio Business and Information Technology (BIT) organization; at least 6 and no more than 8 representatives from business or industry; one post-secondary instructor in the related career fields, one teacher representative per the six state recognized districts and any other representatives deemed appropriate by the president. Appointments must be made without regard to race, color, religion, sex, national origin, handicap, or age. The terms of office will be as follows:

<u>Director</u>	<u>Length of Service</u>
Assistant Director for Business, Finance, and Marketing Position: President, <i>ex officio</i>	Appointment, year-to-year
Ohio BPA State Advisor Position: Secretary-Treasurer, <i>ex officio</i>	Appointment, year-to-year
6 Elected Student State BPA Officers, <i>ex officio, non-voting</i>	1-year term
1 representative, Ohio ACTE BIT Division	1-year term
1 representative, School Administrator	3-year term
6-8 representatives, business and industry	3-year term
1 representative, OCTA	3-year term
1 instructor per Ohio BPA Districts	3-year term
1 Post-Secondary instructor	3-year term

Directors will serve until their successors are appointed or elected. In the event a position is vacated due to death, resignation, incapacity to act or other cause, the Assistant Director will appoint a replacement. Two consecutive absences from the Board meetings without reasonable cause, as determined by the President, will be deemed the director's resignation. Directors may serve no more than three consecutive terms. Partial terms will not be counted for purposes of term limits.

13.3 Election of Vice President. The Board will elect a Vice President at its first regular meeting of every other fiscal year for a 2-year term or until a successor is elected. The Vice President must be a director who is serving as a representative on behalf of any of the following: State Advisory Committee, Ohio ACTE BIT Division, school administrator, trade and industry, and school superintendent. If an election is contested, the person receiving majority of the votes wins the election. Vice President to sign all contracts on behalf of the organization.

13.4 Board Meetings, Notice. The Board will meet at least twice each year at such times and places as it may determine. The President or Secretary/Treasurer may call special meetings of the Board. Written notice of all meetings will 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 will state the time, place and, if a special meeting, the purpose. If the President or Secretary-Treasurer 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 will be considered the date on which the writing is signed.

13.5 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. With respect to meetings, the Board may meet via any form of electronic communications that allows all persons participating in the meeting to contemporaneously communicate with one another.

13.6 Waiver of Notice. Any director may waive notice of the meeting and any irregularity in the notice or the giving of the notice. The waiver will be in writing and given either before, during, or after the meeting. A written waiver validates the proceedings of the meeting as fully as if all the notice requirements had been met. A director's attendance at a meeting, without objection as to notice, is considered a waiver of notice.

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

13.8 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 and lodging.

13.9 Annual Report. The Board will ensure an annual report is given to membership annually.

13.10 Executive Committee. The Executive Committee consists of the president, vice president, and Secretary-Treasurer, and a Board member appointed by the president. 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.

13.11 Other Committees. The Board may create any other committees to carry out the purposes of the Association. Committee chairpersons must be Board members, and the committees will include a representative from the Supervisory Staff. Committees serve at the pleasure of the Board. A committee may act by a majority vote of its members. No notice of a committee meeting is required. A meeting by any committee may be called only by the President.

Article 14. Duties of Officers

14.1 President. The president supervises the affairs of the Association according to the policies and directives of the Board and has the powers and duties inherent in the office of president, such as presiding over Board meetings.

14.2 Vice President. The vice president will be responsible for duties delegated by the Board and in the absence of the president exercise the duties and powers of president.

14.3 Secretary-Treasurer. The secretary-treasurer keeps the minutes of Board meetings and performs other duties delegated by the Board or president.

Article 15. Finances

15.1 Fiscal Year. The fiscal year is July 1 through June 30.

15.2 Signatures for Drafts. Only Supervisory Staff, by co-signature of two staff members, may sign a draft to pay out Association funds.

15.3 Inspection of Records. Any member or member's agent and any director or director's agent may inspect the Association's books and records at any reasonable time by making arrangements with the Association Director.

15.4 Financial Review. The Supervisory Staff's annual financial report for the fiscal year will 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, and Business Professionals of America.

15.5 Bond. Any official or employee who handles Association funds will be bonded or insured for faithful performance at the Association's expense in an amount approved by the Board.

Article 16. Indemnification

16.1 General Indemnification.

16.1.1 The Association will 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.

16.1.2 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, 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 will 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, will 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.

16.2 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 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, 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 will 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.

16.3 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 16.1 and 16.2, 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.

16.4 Determination Required. Any indemnification under Sections 16.1 and 16.2 (unless ordered by a court) will 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 16.1 and 16.2. The determination will 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 will be communicated promptly to the person who threatened or brought the action or suit by or in the

right of the Association under Section 16.02. The person has the right, within 10 days after receipt of the notification, to petition the court to review the reasonableness of the determination.

16.5 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 16.1 and 16.2, except where the only liability asserted against a Director is under Section 1702.55 of the Ohio Revised Code, will 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 16.1 and 16.2, 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.

16.6 Indemnification Not Exclusive. The indemnification authorized by this Article 16 will not be deemed exclusive of, and will 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 will continue as to a person who has ceased to be a director, officer, employee, agent or volunteer and will inure to the benefit of the heirs, executors and administrators of the person.

16.7 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 16.1 and 16.2, 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 16. Insurance may be purchased from or maintained with a person in which the Association has a financial interest.

16.8 Sections 16.1 and 16.2. The authority of the Association to indemnify persons under sections 16.1 and 16.2 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 16. Sections 16.1 and 16.2 do not create any obligation to repay or return payments made by the Association under any other section of Article 16.

16.9 Definition of “Association” and “Volunteer”. As used in this Article 16, 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), will 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 17. 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 13.1, above, at a duly called meeting.

Article 18. Dissolution

18.1 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.

18.2 Winding Up. Upon dissolution of the Association, assets must 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 must be distributed to the federal government or to a state or local government, for a public purpose. Any assets not so disposed of must 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 the purposes or to the organization or organizations as the Court determines.

Article 19. Amendments

19.1 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 the adult directors present at a duly called meeting. Notice of any amendments will be sent to the local chapters.

19.2 Amendments Consistent with Governing Documents. Amendments to the Association's Code of Regulations must: (i) not conflict with the Business Professionals of America's Code of Regulations or the Association's Articles of Incorporation and (ii) be approved by ODE.

19.3 Amendments to Articles of Incorporation. Amendment to the Articles of Incorporation requires a two-thirds vote of the adult voting directors of the Board present at a duly called meeting.

Article 20. Parliamentary Authority

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The rules contained in the most current edition of *Robert's Rules of Order, Newly Revised* will 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. The Board will provide for a professional registered parliamentarian to be present at all meetings of the delegate assembly.

This amended and restated Code of Regulations was adopted on December 8, 2017 at a meeting of the CEAC Executive Board. It supersedes all prior codes and bylaws.