



AOI and Bylaw Corporate Cleanup FAQ

Updated 02.24.2026

Why This Update Matters:

FCCLA recently completed a formal legal and governance review to ensure its Articles of Incorporation (AOI) and bylaws are fully aligned and enforceable under nonprofit corporate law. During this review, discrepancies were identified and corrected.

These updates:

- Clarify voting authority
- Confirm fiduciary responsibilities
- Protect student voice
- Do not invalidate past decision

The goal is to ensure FCCLA's governance structure is legally sound while preserving its student-led foundation.

Background & Process

Q: How was this issue discovered?

A: It was identified during a comprehensive review of FCCLA's corporate and governing documents which focused on voting authority, corporate compliance, and fiduciary responsibilities and alignment between the AOI and bylaws.

Q: Why did FCCLA not catch this change earlier?

A: FCCLA's governing documents have been updated at different times over many years. This issue was identified during a formal legal and governance review intended to ensure FCCLA's Articles of Incorporation (AOI) and bylaws are aligned and enforceable under applicable nonprofit corporate law. The current updates are part of a corporate "cleanup" to ensure FCCLA's governance practices match what the law requires and align with the practices of the organization.

Q: How long has this unknowingly been a problem?

A: The discrepancy appears to stem from legacy language and document evolution over time. FCCLA is addressing it now to ensure clarity and legal alignment moving forward.



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Q: Why was changing the AOI not something that the members voted on at NLC?

A: The AOI did not clearly provide voting rights to members. That had to be corrected first. Members could not vote to grant themselves voting authority until the Board formally established those rights

Q: How does this impact our votes/decisions in the past?

A: Past actions were taken in good faith under the governance understanding at the time. The current updates are intended to ensure clarity and legal alignment moving forward, not to invalidate the work and decisions of student leaders and state delegations in prior years. The Board voted to verify acceptance of votes/decisions in the past to document this action did not void any former decisions.

Governance & Board Authority

Q: If this was purely a legal issue, why were other sections updated?

A: Some sections were updated to ensure FCCLA's governance responsibilities of duty of care and duty of loyalty authority align with nonprofit corporate law and fiduciary requirements. The goal is to protect member voice while also ensuring the Board carries responsibilities that, under nonprofit law, cannot be delegated.

Q: Why is the entire ethics section being changed to a board voting matter?

A: Ethics enforcement must be consistent, confidential, timely, and legally defensible. Oversight is managed through Board-Approved policy and due process. FCCLA remains committed to strong ethics expectations and fair processes.

Voting & Member Authority

Q: Are we going to vote on these revised bylaws at NLC this year?

A: Due the legal process of updating the AOI and Bylaws, the Board voted on the updated documents to establish member voting rights. The updated bylaws posted on the FCCLA website are the current organization bylaws.



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Q: The section over NLC used to reflect region meetings. Does this mean there is no more allotted time for state delegation meetings?

A: Conference scheduling decisions, including delegation meeting time, are operational and may still occur even if not specified in bylaws. FCCLA will continue to ensure states have appropriate time to meet, prepare, and participate effectively during NLC.

Q: What was the reason for changing the NEC votes at a business meeting to one (1) united vote instead of ten (10) individual votes?

A: Concern was expressed about the NEC having ten (10) votes at a business meeting which is a larger voting block than 41 state voting delegate blocks. As the current and former NEC representatives on the National Board of Directors discussed this, they noted that the NEC already has a voice in what is being presented at the business meeting through its work with the Board. For that reason, and to promote greater equity among the states, they recommended changing the NEC's vote to one (1) collective vote.

Q: The bylaws now state voting delegates and the NEC "may" cast a vote, not "must." Is there a reason for that? Will this allow delegates to decide not to vote?

A: "May" is standard language reflecting that voting occurs when delegations are properly credentialed and present. FCCLA expects credentialed delegations to participate therefore, states should ensure delegates are prepared and present to vote. If a state/delegate decides not to vote for ten officers or not to vote on an item, the term "may" still allows all of the items they did vote on to count.

National Officer Oversight

Q: How does this change the responsibilities of VP of finance, seeing as the BOD would oversee finances?

A: The Board of Directors holds fiduciary responsibility for FCCLA's finances under nonprofit law. Officer roles support that responsibility through leadership, recommendations, and committee work.

State Responsibilities

Q: What are the next steps state associations need to take?



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A: States are to find and review their state's Articles of Incorporation (AOI) to ensure members are provided voting rights on matters outlined in their state's bylaws.

Locate your state's FCCLA Corporate Certificate of Good Standing to ensure your state's association corporation is up-to-date.

Each state needs to send copies of their AOI, Bylaws, and Certificate of Corporation to National FCCLA to have on file for all affiliated state associations.

Q: Does this change the way we will be running our state at all? Or is it just a national change?

A: This is a national governance alignment. However, each affiliated state association must confirm that state Articles of Incorporation (AOI) include language supporting member voting rights consistent with state bylaws. States are encouraged to review their AOI and submit a copy of their AOI, bylaws, and certificate of existence to National FCCLA for recordkeeping.

Q: If we do find a similar discrepancy in our State's AOI, how do we fix it?

A: States should consult state counsel or the appropriate state agency guidance to amend state AOI consistent with state nonprofit corporate law, ensuring member voting rights match state bylaws. FCCLA can provide general guidance on what to look for, but states must follow their state's legal process for amendments.

Branding & Intellectual Property

Q: Article VII now states, *"The National Board of Directors is legally responsible for ensuring that the FCCLA intellectual property, including its copyrighted works, name, and trademarks are used only by its express authorization or permission."* Previously, Article I stated, *"The National Organization is legally responsible for ensuring that its name is used only by its express authorization or permission."* Why was this updated and why was the tagline not included?

A: The prior reference to the "National Organization" was too broad. It is the specific responsibility of the National Board of Directors to protect FCCLA property and the related revenue, which is why the language was refined.

Additionally, the earlier reference to protecting only FCCLA's name was too narrow. FCCLA must protect not only its name, but also its trademarks, including FCCLA logos, as well as its copyrighted property. This protection is intended to prevent misappropriation or misuse of content FCCLA creates for its website, publications, events, and competitive programs, and to establish a clear basis for recourse should infringement occur. This work connects back to the requirements of the AOI.



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Dues

Q: With the limits on the amount the Board can increase dues, what would the Board do if they needed more funds?

A: As part of their fiduciary responsibilities, National FCCLA Staff and the Board of Directors stay well informed about the organization's financial needs. Together, they work to ensure the organization's funding sources are diverse. If additional operational funding were needed, they would explore other income options beyond member dues. During the annual budget process, the Board also sets parameters to help limit the need for dues increases and reduce the impact on members.

Q: What other CTSOs allow or don't allow members to vote on membership dues?

A: Based on the review of other CTSOs governing documents (bylaws, constitution and/or policies and procedures), only one (1) CTSO currently states that their membership dues are established by a majority vote of the delegates.

Governance & Student Voice:

Q: Why were some bylaw updates approved by the National Board of Directors rather than voted on by members or states?

A: FCCLA's governing documents distinguish between bylaws that require membership approval and bylaws that, under corporate law and the Articles of Incorporation, fall under the fiduciary authority of the National Board of Directors. The updates approved by the Board were limited to areas necessary for legal compliance, risk management, and corporate governance and did not remove student leadership structures, elections, or program authority.

Q: Does the National Board of Directors have the authority to amend bylaws without member input?

A: Yes, in limited circumstances. FCCLA's Articles of Incorporation and bylaws specify which provisions require voting delegate approval and which fall under Board authority. This distinction exists to ensure the organization remains legally compliant and operationally sound while preserving member-driven governance where required.



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Q: Is FCCLA still a student-led organization?

A: Yes. FCCLA remains committed to youth leadership. Students continue to lead program development, serve on the National Executive Council, hold voting roles at the National Leadership Conference, and serve as voting members of the National Board of Directors.

Q: Has student authority or influence been reduced by these bylaw changes?

A: No. The core roles of students in elections, program leadership, public relations, and governance remain unchanged. The bylaw updates did not eliminate student offices, student voting delegates, or youth representation on the Board.

Q: Does the National Executive Council still have meaningful influence in FCCLA decisions?

A: Yes. The NEC remains the primary student leadership body responsible for program development, implementation, and public relations. NEC members also serve on the National Board of Directors and its committees, ensuring student perspectives are represented in governance discussions.

Q: Will FCCLA seek member and state input on future governance changes?

A: Yes. FCCLA values meaningful engagement from members and state associations and will continue to seek input through town halls, advisory groups, NEC discussions, and national meetings, when changes fall under member-voting authority and as the Board may deem necessary on fiduciary matters.