

Family, Career and Community Leaders of America, Inc.

Bylaws

Updated 2026



ARTICLE I

Name and National Headquarters

Section 1. Name

As set forth in its Articles of Incorporation, the organization's name is: Family, Career and Community Leaders of America, Incorporated (referred to herein as "FCCLA," "National," or the "National Organization").

Authority to Amend: Amendments to this Article I, Section 1 shall require approval by the National Board of Directors (also referred to as the "Directors" and collectively as the "Board") and the Voting Members, who are defined and also referred to herein as Voting Delegates.

Section 2. Location

The location of the national headquarters of the organization shall be determined by the National Board of Directors.

ARTICLE II

Mission Statement and Purposes

Section 1. Mission Statement

The mission of Family, Career and Community Leaders of America is to promote personal growth and leadership development through Family and Consumer Sciences education. Focusing on the multiple roles of family member, wage earner and community leader, members develop skills for life through character development; creative and critical thinking; interpersonal communications; practical knowledge; and career preparation.

Section 2. Purposes

Organized instruction relating to the mission is part of the Family and Consumer Sciences education program in schools. Consistent with the purposes set forth in the Articles of Incorporation, the objectives of the organization are:

1. to provide opportunities for personal development and preparation for adult life
2. to strengthen the function of the family as a basic unit of society
3. to encourage democracy through cooperative action in the home and community
4. to encourage individual and group involvement in helping achieve global cooperation and harmony
5. to promote greater understanding between youth and adults
6. to provide opportunities for making decisions and for assuming responsibilities
7. to prepare for the multiple roles of men and women in today's society
8. to promote Family and Consumer Sciences and related occupations.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.

ARTICLE III

Organizational Structure

Section 1. National Organization

The national organization consists of state associations and independent chapters as approved by the national

organization.

Section 2. Chartered State Associations

- A. Chartered state associations shall be composed of all affiliated chapters within the boundary of a state. As used herein, the term state shall be interpreted to apply to each state of the United States of America, American Samoa, District of Columbia, Guam, Northern Mariana Islands, Puerto Rico, and U.S. Virgin Islands.
- B. Continued affiliation requires payment of dues and submission of a copy of current bylaws to the national organization. State bylaws shall not conflict with those of the national organization.
- C. Any state association failing to meet the requirements for continued affiliation may be suspended from the national organization by the National Board of Directors and reinstated after the Board determines that it has met the requirements.

Section 3. Regions

There shall be four designated regions of Family, Career and Community Leaders of America composed of the states, the District of Columbia, Puerto Rico, the Virgin Islands and Guam as follows:

CENTRAL REGION--Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin

NORTH ATLANTIC REGION-- Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia

PACIFIC REGION--Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming

SOUTHERN REGION--Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, Virgin Islands

Section 4. Affiliated Chapters

Any public or private school that is considered by its governing state agency to provide Family and Consumer Sciences education, and which has students possessing the qualifications for membership, may apply to become an FCCLA affiliated chapter.

Section 5. Independent Affiliated Chapters

A public or private school located where a State FCCLA Association does not exist that is considered by its governing state agency to provide Family and Consumer Sciences education, and which has students possessing the qualifications for membership, may apply to become an FCCLA Independent Affiliated Chapter.

Section 6. Membership Qualifications

- A. Membership. Students who are taking or have taken a course, determined by their governing state agency as pertaining to Family and Consumer Sciences shall be eligible for membership, have paid applicable membership dues and in compliance with the FCCLA Code of Conduct.
- B. Alumni & Associates Membership. Former members and other adults who share the goals and purposes of the National Organization and its programs and who wish to support the continuing development of FCCLA members shall be eligible for Alumni & Associates membership.
- C. National Honorary Membership. Individuals whose professional responsibilities are not directly related to the National Organization, who have made outstanding contributions and who are giving continued service to the National Organization by advancing its purposes, are eligible for honorary membership.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.

ARTICLE IV

Dues, Fiscal Year, Budget and Audit

Section 1. National Dues

- A. The amount of national dues for members shall be determined by the entire National Executive Council and the

National Board of Directors. Directors will limit any changes to no greater than 10% increase in a three (3) year period.

- B. The amount of dues for the Alumni & Associates member category shall be determined by the National Executive Council and National Board of Directors.
- C. National honorary members pay no dues.

Section 2. *Fiscal Year*

The fiscal year shall be August 1 through July 31.

Section 3. *Budget*

The budget shall be developed by the National Board of Directors Finance Committee in consultation with the national headquarters staff. The budget shall be approved by the National Board of Directors.

Section 4. *Audit*

An audit of the financial statements shall be conducted annually by a certified public accountant and presented to the National Board of Directors for approval.

Authority to Amend: Amendments to this Article shall require approval by the Directors.

ARTICLE V

Dissolution of Liquidation of Assets

Consistent with the Articles of Incorporation and in accordance with applicable corporate and tax law, upon final dissolution or liquidation of the national organization and after the discharge or satisfaction of all outstanding obligations and liabilities, distribution of the remaining assets shall be determined by the National Board of Directors in accordance with the purposes of the national organization, to a qualified exempt organization within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.

ARTICLE VI

National Executive Council

Section 1. *National Officers*

The national organization shall have 10 elected officers. Such officers shall be members of the National Executive Council. The offices shall be President, 1st Vice President, Vice President of Community Service, Vice President of Competitive Events, Vice President of Development, Vice President of Finance, Vice President of Membership, Vice President of Parliamentary Law, Vice President of Programs, Vice President of Public Relations. The designation of each National Executive Council member's office shall be determined by the incoming National Executive Council.

Section 2. *Qualifications*

National Executive Council members shall have the following qualifications:

- A. currently a member in an affiliated chapter enrolled in grades 8-11 at time of application and has been an active member in good standing for at least one year
- B. a minimum of one year of Family and Consumer Sciences classes
- C. approval of the state association
- D. not a present or former member of the National Executive Council.

Section 3. *Nominations and Elections*

National Officer Candidates

- A. Each state association may nominate two national officer candidates. The candidates must be enrolled in or have taken a Family and Consumer Sciences class.
- B. A nominating committee shall be composed of three student representatives from each region to be selected on a rotating basis by states within the region. It will be chaired by the immediate past National Executive Council president.
- C. The nominating committee shall evaluate the national officer candidates and select 20 candidates for consideration by the voting delegates. Unless precluded by lack of candidates the final 20 candidates will include at least one candidate from each region to move on to the next round of the election process.
- D. All Voting Delegates shall evaluate the 20 national officer candidates as presented by the nominating committee.

One Voting Delegate from each state must cast one vote for ten National Officer Candidates of their choice. At least one candidate per region is elected to the National Executive Council. The candidate receiving the highest number of votes will represent their respective region.

- E. If it is impractical to hold a national meeting, the election may be conducted electronically or by mail. Such a decision is to be made by majority vote of the National Board of Directors.

Section 4. **Officer Duties**

- A. The President shall preside over all business meetings of the organization and of the National Executive Council; be a member of the National Board of Directors; appoint, after consultation with the Chair of the National Board of Directors and Chief Executive Officer, the chairperson and members of all executive council committees; and be a member ex officio of all National Executive Council committees.
- B. The 1st Vice President shall assume responsibility in the absence of the president and shall keep the minutes of all national meetings and meetings of the National Executive Council.
- C. The Vice President of Community Service shall provide leadership in planning and implementing the organization's community service programs.
- D. The Vice President of Competitive Events shall provide leadership in planning and implementing the organization's Competitive Events.
- E. The Vice President of Development shall provide leadership in seeking and continuing corporate sponsorships for the organization's programs and events.
- F. The Vice President of Finance shall provide leadership by serving as a member of the National Board of Directors and the Finance Committee.
- G. The Vice President of Membership shall provide leadership in planning and implementing programs for membership promotion and development.
- H. The Vice President of Parliamentary Law shall provide leadership in assuring that the business sessions for the national organization and meetings of the National Executive Council are conducted in accordance with acceptable parliamentary law.
- I. The Vice President of Programs shall provide leadership in planning and implementing the organization's individual recognition and peer education programs.
- J. The Vice President of Public Relations shall provide leadership in planning and implementing the organization's public relations programs.

Section 5. **National Executive Council Duties**

The elected membership representative body of Family, Career and Community Leaders of America shall be the National Executive Council. The essential function of the council shall be program development, program implementation and public relations. The National Executive Council shall have the following responsibilities:

- A. Review the aims and objectives of the national program of Family, Career and Community Leaders of America.
- B. Recommend the establishment of programs, projects and activities.
- C. Plan the program for the national meetings sponsored by the national organization.
- D. Conduct the official business of the organization at the National Leadership Conference.
- E. Interpret and advocate the goals and program activities of Family, Career and Community Leaders of America to groups and individuals within and outside the organization.

Section 6. **Advisers**

- A. The Chief Executive Officer shall serve as official adviser to the National Executive Council.
- B. State or chapter advisers accompanying council members to meetings shall serve as consultants to the National Executive Council.

Section 7. **Term of Office**

Officers shall serve for one year on the National Executive Council, or until their successors are elected.

Section 8. **Vacancies**

- A. If the office of president should become vacant, the 1st vice president shall automatically assume the office and duties of the president.
- B. Appointments for vacancies in offices other than the president, which occur before one-half of the officer's term, shall be made by the president in consultation with the Chief Executive Officer.
- C. With the exception of the office of president, if a vacancy occurs after one-half of the officer's term has been completed, then the other members of the National Executive Council assume responsibilities of that office. The

president, in consultation with the Chief Executive Officer, shall make such assignments.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.

ARTICLE VII

National Board of Directors

Section 1. Authority and Powers

The legal governing body of FCCLA shall be the National Board of Directors. The National Board of Directors set policy related to program, personnel, and fiscal matters and are responsible for overseeing sound management. The National Board of Directors employs the Chief Executive Officer. The National Board of Directors receives and acts upon the recommendations of the Chief Executive Officer relative to program and fiscal matters. 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.

Section 2. Board Members

The National Board of Directors shall consist of members elected by related organizations and groups, members ex officio, youth members, and members elected by the Board, the total number of which shall not exceed 19.

- A. **Members Elected by Related Organizations and Groups.** There are positions for seven directors authorized to be elected by related organizations and groups (according to their election procedures) as follows: Family and Consumer Sciences teacher educator who shall be elected by the Family and Consumer Sciences Education Association; two (2) state administrators of Family and Consumer Sciences who shall be elected by the LEAD FCS Education; two (2) state advisers of Family, Career and Community Leaders of America who shall be elected at the State Advisers Management Meeting; and two (2) local advisers elected by the local advisers attending the National Leadership Conference.
- B. **Members Ex Officio.** There are six positions authorized for ex officio members of the Board as follows: a United States Department of Education representative from the Office of Career, Technical, and Adult Education who is the Family and Consumer Sciences education program specialist with primary responsibility for Family and Consumer Sciences education programs; vice president of the Family and Consumer Sciences Education Division of the Association for Career and Technical Education; executive director of the American Association of Family and Consumer Sciences; the National Executive Council president; the immediate past chairperson of the National Board of Directors; and the Chief Executive Officer.
- C. **Youth Members.** In addition to the current president of the National Executive Council, there are three positions on the Board authorized for youth members as follows: the most recent past president of the National Executive Council, the current National Executive Council vice president of finance and the most recent past National Executive Council vice president of finance.
- D. **Members At-Large.** There are two positions authorized for members representing business and industry and one secondary school administrator elected by the Board.
- E. **Terms of Directors.** Members elected by related organizations and groups and members elected by the Board shall serve a term of three years. Such directors may be reelected for a second three-year term. At least 12 months must have elapsed before any such director having served two consecutive terms may be elected for another term. The board chairperson, National Executive Council president and National Executive Council vice president of finance shall each serve one year following their terms of office; other members ex officio shall serve on the Board until the time they vacate their respective offices.
- F. **Voting Privileges.** Each member of the Board (except for the Chief Executive Officer) shall have the power to cast one vote on any issue to be determined by the Board.
- G. **Vacancies.** The Board may fill vacancies at any stated meeting upon special elections by related organizations and groups and the National Executive Council. Any director elected for the balance of an unexpired term shall, in addition, be eligible for the maximum number of complete consecutive terms as director as provided in these bylaws.
- H. **Representation.** Members of the Board shall serve as directors of Family, Career and Community Leaders of America as a whole and not solely as a representative of any other body, while taking into consideration the views and interests of others.
- I. **Assumption of Office.** Persons elected to the Board shall ordinarily assume their office as director immediately following the annual national meeting of Family, Career and Community Leaders of America.

Authority to Amend: Amendments to Section 2 shall require approval by the Directors and the Voting Members.

Section 3. **Officers of the Board**

The officers of the Board shall consist of a chairperson, a vice chairperson, a treasurer, a secretary and the immediate past chairperson.

- A. Election, Terms and Vacancies of Officers. The above officers shall be elected by the members of the Board from among the Directors authorized to vote on matters. They shall serve for a term of one year or until their successors shall have been elected and assume office. Officers may be eligible for reelection. No director, however, shall serve in the same office for more than three consecutive terms. Any vacancy among the officers may be filled at any duly constituted meeting of the Board.
- B. Chairperson and Vice Chairperson. The chairperson shall preside at all meetings of the board and shall perform the duties customary to that office. The chairperson shall chair the Executive Committee and shall be a member ex officio of all committees of the Board. In the absence of the chairperson, the vice chairperson shall perform all duties pertaining to the office of chairperson. The vice chairperson shall serve as chair-elect and succeed to the position of chairperson at the next election of officers. The chairperson shall appoint all standing and ad hoc committees of the Board annually.
- C. Treasurer. The treasurer of the Board shall serve as chair of the Finance Committee; shall have authority to sign any official documents duly prepared and requiring signature of the treasurer of the Board.
- D. Secretary. The secretary of the Board shall record all motions and actions and keep a record of all meetings. The secretary's records shall be kept in the headquarters office of the organization.

Section 4. **Meetings of the Board**

The Board shall have regular and special meetings as follows:

- A. Regular Meetings. There shall be at least two regular meetings of the Board each year. Matters not listed on the agenda may be considered as new business at Regular Meetings, time permitting.
- B. Special Meetings. Special meetings may be called by the chair of the board of directors or shall be called for upon the written request of five Directors with voting rights. Written notice of any special meeting shall be sent to each member at least 15 days in advance, with a statement of time, place and meeting agenda. Matters not listed on the agenda may be considered as new business at Special Meetings, time permitting.
- C. Location. One regular meeting of the Board shall be in conjunction with the National Leadership Conference unless the Board decides that such timing is not possible or workable. One regular meeting each year shall be at the site of the national headquarters or at a nearby location determined by the executive committee. Special meetings shall be designated by the Board or executive committee.
- D. Notice. The Board shall establish a calendar of regular meetings generally at least six months in advance upon the recommendation of the executive committee.
- E. Order and Nature of Business. The selection and order of business during board meetings shall be determined by the chairperson in consultation with the executive committee. Agenda items submitted by any Director of the Board shall be considered by the executive committee.
- F. Attendance by non-Directors. Non-directors may attend Board meetings upon invitation or by a written request received 30 days prior to a Board meeting and approved by the National Board of Directors.
- G. Executive Session. The Board may hold an executive session in the course of any meeting in which only Directors shall participate.
- H. Expenses. The Board shall make provision for the reimbursement of expenses incurred by its members in attending meetings and conducting official Board business that are not otherwise covered or contributed.

Section 5. **Committees of the Board**

There shall be an Executive Committee, standing committees, and ad hoc committees of the Board. Standing committees shall include: Finance Committee, Program Committee and Communications/Membership Committee. Ad hoc or advisory committees and task forces may be appointed by the chairperson of the Board with the approval of the board, and they shall report to the Board through the appropriate standing committee.

- A. Executive Committee. The members of the Executive Committee shall consist of all officers of the Board, the chairpersons of all standing committees, the president of the National Executive Council and the Chief Executive Officer. The Executive Committee shall exercise all powers of the Board at such times as the board is not in session, except that it shall not have the power to alter or revoke any previous order, resolution or vote of a meeting of the board unless specifically granted such power by the Board, and it shall not have the power to elect or remove officers and members of the Board, elect or remove the Chief Executive Officer or amend the charter

or bylaws of the organization. The Executive Committee shall report all its interim actions in writing at the next regular meeting of the board for approval. Meetings of the Executive Committee shall be held at the call of the chairperson. The agenda and information relative to items of business shall be sent in advance whenever possible. Conference telephone meetings shall be permissible. The Board by resolution can augment or restrict the powers of the Executive Committee.

B. Standing Committees. Following the National Leadership Conference and upon recommendation of the incoming officers of the National Board of Directors and the incoming national president, the chairpersons and members of standing committees shall be appointed by the chairperson of the Board. The chairpersons of standing committees shall be directors. Non-Board members may serve as members of the committees with voting rights, except the Finance Committee. The vice president of finance of the National Executive Council shall serve as a member ex officio of the Finance Committee. There shall be at least one member of the National Executive Council on each standing committee. Each committee shall meet at least two times a year.

Section 6. *Quorum*

A majority of the Directors of the Board in office shall constitute a quorum for the transaction of business. The same shall pertain to all committees of the Board. Proxy voting is not allowed.

Section 7. *Channel to the Board*

Any official communication from individuals or groups addressed to the Board shall be presented in writing to the Chair of the National Board of Directors.

Authority to Amend: Amendments to Sections 1, 3, 4, 5, 6 and 7 of this Article shall require approval by the Directors.

ARTICLE VIII

Relationship of the National Board of Directors and the National Executive Council

The National Executive Council and the National Board of Directors are interdependent in matters of program development, program implementation and public relations. The Council and the Board are recognized in these bylaws as the two key decision-making bodies of the national organization. National officers shall have membership on the Board and its committees as provided in these bylaws. The Council and the Board shall meet jointly to discuss matters of common interest. Official business to be presented to delegates at the National Leadership Conference shall be discussed jointly by the Council and the Board prior to Board approval.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.

ARTICLE IX

Meetings

Section 1. *National Leadership Conference*

The time and place of the National Leadership Conference shall be determined by the national professional staff upon consultation and approval by the National Board of Directors.

Authority to Amend: Amendments to Section 1 shall require approval by the Directors.

Section 2. *Voting Delegates*

The Voting Members, also referred to as Voting Delegates, are determined by the States, with the Voting Members identified by each State according to the number of affiliated active paid members within the State on May 31 of the meeting year according to the following scale:

- (a) Each State with affiliated members shall have one voting delegate.
- (b) Each State shall have one additional delegate following the affiliation of the first 1,000 members.
- (c) Each State shall have one additional delegate following the affiliation of the second 1,000 members.
- (d) Each State shall have one additional delegate following the affiliation of each 2,000 members, thereafter.

From the total number of voting delegates per State determined by the membership as of May 31, each State shall designate one delegate to vote for all National Executive Council members.

The current National Executive Council shall cast one joint vote in the election of incoming National Executive Council members.

Section 3. **Voting**

- A. The privilege of making motions, debating and voting shall be limited to the designated Voting Members/Voting Delegates and the National Executive Council. Proxy voting is not allowed. The National Executive Council may cast one joint vote on all business matters presented to the Voting Delegates
- B. Voting delegates from a majority of the state associations shall constitute a quorum.
- C. Changes in the motto and creed shall be determined by the National Executive Council and National Board of Directors, subject to approval of the voting delegates at a National Leadership Conference. Changes in the emblem and other official symbols shall be determined by the National Executive Council and National Board of Directors, subject to majority vote of approval by written or electronic mail ballot of all responding chapters affiliated as of May 31 in the year the vote is taken.
- D. One voting delegate from each state may cast one vote for ten National Officer Candidates.
- E. The current National Executive Council may cast one joint vote for ten National Officer Candidates.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members, unless noted in the respective section.

ARTICLE X

National Staff

Section 1. **Chief Executive Officer**

The Chief Executive Officer shall be the chief administrative officer of Family, Career and Community Leaders of America and its national headquarters and shall serve as ex officio member of the National Board of Directors and of all committees of the board without vote. The responsibilities of the Chief Executive Officer shall be determined by the National Board of Directors. Election or removal of the Chief Executive Officer shall be by a majority vote of the National Board of Directors after consultation with the National Executive Council. The terms and conditions of employment shall be determined by the board.

Section 2. **Personnel**

- A. Department head-level staff shall be appointed or removed by the Chief Executive Officer with prior confirmation by the National Board of Directors.
- B. National staff shall be governed by personnel policies established by the National Board of Directors.

Section 3. **Relationship to the Board**

No member of the national headquarters staff, including the Chief Executive Officer, shall serve as a voting member of the board, as an officer of the board or act as a parliamentarian.

Authority to Amend: Amendments to this Article shall require approval by the Directors.

ARTICLE XI

Ethics

Section 1. **Code of Ethics**

All members of the Board, National Executive Council, Board Committees, and national staff shall follow a code of ethics developed by the Board.

Section 2. **Conflict of Interest**

In accordance with D.C. law, the National Organization shall adopt a conflict-of-interest policy requiring any duality of interest or possible conflict of interest on the part of any National Board of Directors member, National Executive Council member, Board Committee member, appointed volunteer, or national staff member to be disclosed. Disclosure shall be made a matter of record either through an annual procedure or when the conflict of interest becomes a matter of Board, employee, or committee action.

Section 3. **Compensation**

Members of the National Board of Directors, National Executive Council, or Board Committees shall receive

no monetary compensation for serving in such capacity for the National Organization.

Authority to Amend: Amendments to this Article shall require approval by the Directors.

ARTICLE XII

State Associations and Chapters

Section 1. State and Chapter Advisers

- A. Each State association should work cooperatively with their Family and Consumer Sciences education leadership.
- B. The State adviser shall be an individual who serves as the administrative officer of the State association.
- C. Teachers certified in Family and Consumer Sciences education, as determined by their governing State agency, and approved by the State adviser, shall serve as chapter advisers.
- D. FCCLA must be integrated into a Family and Consumer Sciences course or program, as determined by their governing State agency.

Section 2. State Association Dues

State membership dues shall be determined by the State association subject to the approval of the membership. Such dues shall be in addition to the national dues.

Section 3. Chapter Dues

The chapter may determine local membership dues. Such dues shall be in addition to the national dues.

Section 4. Bylaws

State bylaws shall be adopted to govern the transaction of each State association's business. Such bylaws must be in accord with the law where the state association is incorporated and similar to those of the National Organization where permitted.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.

ARTICLE XIII

Policies and Procedures

FCCLA shall have a policies and procedures manual. Policies in the manual will be approved by the Board. Procedures may be developed or revised by the Chief Executive Officer.

Authority to Amend: Amendments to this Article shall require approval by the Directors.

ARTICLE XIV

Indemnification

Section 1. Scope of Indemnification

The liabilities and expenses reasonably incurred by a claim against any persons who served or is serving the National Organization as a member of the National Board of Directors, National Executive Council, Board Committee, national staff, or an appointed volunteer because of that person's position with or service to the National Organization:

- A. Shall be indemnified to the extent they are successful on the merits or otherwise;
- B. May be indemnified if they acted in good faith and reasonably believed in the case of conduct in an official capacity, that their conduct was in the best interests of the organization; and in all other cases, that their conduct was at least not opposed to the best interests of the organization; and in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful;
- C. But no such persons shall be indemnified:
 - 1) In connection with the proceeding by or in the right of the organization (unless it is determined that the person met the relevant standard of conduct under subsection (B) herein); or,
 - 2) In connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which a person was not entitled, whether or not involving action in an official capacity.

Section 2. **Process of Indemnification**

Indemnification decisions or advance of expenses shall be done in accordance with the then current procedures in the D.C. Nonprofit Corporation Act of 2010 and any accompanying D.C. Regulations.

Authority to Amend: Amendments to this Article shall require approval by the Directors.

ARTICLE XV

National Bylaws Amendments

Section 1. **Amendments to Bylaws Provisioned to Membership Authority**

- A. May be proposed by: a state association or members and received at the national headquarters 90 days prior to the national meeting; the National Executive Council; or the National Board of Directors.
- B. The entire National Executive Council and National Board of Directors shall review and approve proposed amendments for recommendation to the voting delegates.
- C. Notice of proposed amendments shall be circulated by the National Board of Directors to all state associations for distribution to voting delegates 30 days prior to the National Leadership Conference. Bylaws amendments will be considered only as presented in the official notification to the states.
- D. Bylaws reserved to membership authority may be amended at the National Leadership Conference by two-thirds of the voting delegates present and voting.

Authority to Amend: Amendments to Section 1 shall require approval by the Directors and the Voting Members.

Section 2. **Amendments to Bylaws Governed by the National Board of Directors Authority**

- A. May be proposed by: a state association or members; the National Executive Council; or the National Board of Directors at any time to be considered by the National Board of Directors.
- B. Bylaws reserved to the National Board of Directors authority may be amended at a National Board of Directors meeting by a majority vote.
- C. Allow the Executive Committee with Board of Directors approval to make editorial changes in the Bylaws.

Authority to Amend: Amendments to this Article shall require approval by the Directors, unless noted in the respective section.

Section 3. In accordance with DC law, any amendments to the Articles of Incorporation, including any revisions proposed by the Board to the corporate name and purposes, as well as any proposal by the Board to merge, consolidate, or dissolve the Corporation, must be approved by the Directors and the Voting Members.

ARTICLE XVI

Parliamentary Authority

Section 1. **Parliamentary Procedure**

Roberts Rules of Order, Newly Revised shall provide a process to conduct the business of the national organization of Family, Career and Community Leaders of America in applicable cases and in which they are consistent with these bylaws.

Section 2. **Parliamentarian**

A qualified parliamentarian shall be called upon, when needed, to assist with conducting the business of the organization.

Authority to Amend: Amendments to this Article shall require approval by the Directors and the Voting Members.