

**MINNESOTA ASSOCIATION OF  
DISTRIBUTIVE EDUCATION CLUBS OF AMERICA, INC.**  
(Minnesota DECA, Inc.)

**ARTICLES OF INCORPORATION**

This is to certify that we do hereby associate ourselves to establish a corporation not organized for profit in which no capital stock is required to be issued under and by virtue of the provisions of Minnesota and all acts amendatory thereof for the purposes and under the corporated name hereinafter mentioned, and to that end we do by this certificate set forth as follows:

- a) The name of this corporation shall be the Minnesota Association of Distributive Education Clubs of America, Incorporated (Minnesota DECA, Inc.).
- b) The principal office of the said corporation shall be located in the city of St. Paul, Minnesota.
- c) The function of the corporation shall be to serve as the sponsoring agency of the unincorporated organization bearing the name Minnesota Association of Distributive Education Clubs of America, and to assist said organization in carrying out the following purposes:
  - 1) To assist local chapters in the growth and development of DECA.
  - 2) To enrich and complement instruction in marketing and distribution which will contribute to vocational competence.
  - 3) To promote understanding and appreciation for the responsibilities of citizenship in our private competitive enterprise system.
- d) The members of this corporation shall be those persons who are officially designated by the schools to serve as coordinators and instructors of Distributive Education in each school chartered by this corporation. Each member will be entitled to vote as described in the by-laws.

The maximum number of persons who are to direct and manage all corporate affairs shall not exceed eighteen and will be known as the Board of Directors, said Directors to be elected by the members at the annual meeting of this corporation as provided in the by-laws. Any vacancy occurring other than by expiration of the term of a Director shall be filled by the Directors.

- e) The names of the officers and of the Directors who are to manage the affairs of the corporation for the first years of its existence are:
  - Henry F. Howe, President, South St. Paul, MN
  - Cliff Wiklund, Vice President, Northfield, MN
  - Ron Cavanaugh, Secretary, Bloomington, MN
  - Andy Hoiland, Bloomington, MN
  - Charles Poston, Minneapolis, MN
  - Vida Alexander, Mankato, MN
  - John Schrom, East Grand Forks, MN
  - Dan Grohnke, Moorhead, MN
  - Ken Mestad, West St. Paul, MN
  - Cornelius Votca, St. Cloud, MN

Ron Strand, State Supervisor, St. Paul, MN

- f) The duration of this corporation shall be unlimited.
- g) No portion of the property, real or personal nor any part of the income or capital shall incur to the benefit of any member of the Board of Directors, any corporated member, any employee, or any individual having a personal or private interest in the activities of this corporation, nor shall any such person receive or be lawfully entitled to receive an pecuniary profit from the operation thereof, except reasonable compensation for the services rendered by employees of or consultants to the corporation, or necessary expenses incurred by said employees, consultants, or members of the Board of Directors while discharging official duties and responsibilities of this corporation. All such expenditures shall be subject to the prior approval of said Board.
- h) In the event it becomes necessary to dissolve this corporation, all of its assets and property rights are to be absorbed by the DECA Foundation, a non-stock, non-profit education corporation chartered by the state of Virginia, in the city of Richmond, on the 26<sup>th</sup> day of January, 1960, to be used for the purposes expressed by said Foundation.

**CONSITITUION  
OF  
MINNESOTA SSOCIATION  
OF DISTRIBUTIVE EDCUCATION CLUBS OF AMERICA**

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**ARTICLE 1 – NAME & PURPOSE**

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Section 1. The official name of this organization shall be “The Minnesota Association of Distributive Education Clubs of America” and may be referred to as “Minnesota DECA”.

Section 2. The purposes of this organization are: (1) to assist Chartered Chapters of Minnesota DECA in their growth and development; (2) to complement and enrich the development of occupational competence necessary for careers in marketing and distribution/ and (3) to promote understanding and appreciation for the responsibilities of citizenship in our private competitive enterprise system.

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**ARTICLE II – ORGANIZATION**

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Section 1. The Minnesota Association of Distributive Education Clubs of America is an organization of Chartered Chapters, each operating in accordance with a Charter granted by Minnesota DECA, Incorporated.

Section 2. Each Chartered Chapter of Minnesota DECA will be responsible for all operational activities within the institution which they represent.

Section 3. The administration of all Minnesota DECA interests will be vested in the Board of Directors of Minnesota DECA, Incorporated.

Section 4. Minnesota DECA will be composed of five Divisions: (1) a High School Division, (2) a Post Secondary Division, (3) a Collegiate Division, (4) an Alumni Division, and (5) a Professional Division. Each Division may have an Executive Council of Officers to be elected annually by the Voting Delegates of that Division, and may make recommendations to the Board of Directors with respect to the welfare of that Division in the best interest of Minnesota DECA.

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**ARTICLE III – MEMBERSHIP**

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Section 1. The members of Minnesota DECA, Incorporated shall be the advisors of the Chartered Chapters. A Chapter will consist of all DECA members located within an institution. A chapter may consist of as many sub-Chapters as deemed necessary to effectively serve its individual members. Chapter membership will be governed by the by-laws of that Division for which membership is desired.

Section 2. The Chapter of any institution may be chartered as a member of Minnesota DECA, Incorporated upon approval of the Executive Council of that Division and the Board of Directors of Minnesota DECA, Incorporated.

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**ARTICLE IV – VOTING**

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Section 1. Member Chapters shall exercise their voting privileges through Voting Delegates at the annual meeting for each respective Division of DECA. Apportionment of the number of Voting Delegates will be determined annually as described in the by-laws of each Division. Voting Delegates will be entitled to individual vote as described in the by-laws of that Division.

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**ARTICLE V – MEETINGS**

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Section 1. A State Leadership Conference for annual meetings of each Division may be held each year with the time and place to be designated by the Board of Directors of Minnesota DECA, Incorporated.

Section 2. Parliamentary procedure for all meetings of Minnesota DECA shall be governed by Robert’s Rules of Order Revised.

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**ARTICLE VI – STATE OFFICERS**

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Section 1. Officers for each Division of Minnesota DECA shall be elected by majority vote of the Voting Delegates at the State Leadership Conference of that Division and may consist of a President, a Vice President, a Secretary, a Treasurer, a Parliamentarian, a Historian, and other necessary officers, as described in the by-laws of each Division. Duties of each officer will be described in the by-laws of that Division.

Section 2. Individuals elected as State Officers at one annual meeting will hold office from the close of that year’s National Leadership Conference until the close of the next year’s National Leadership Conference. No individual may hold a State Office in more than one Division of Minnesota DECA at the same time.

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**ARTICLE VII – ADVISORS**

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Section 1. The Advisors of any Chapter affiliated with Minnesota DECA will be responsible for that Chapter as described in the Articles of Incorporation of Minnesota DECA, Incorporated.

Section 2. Advisory groups to assist Minnesota DECA growth and development may be appointed as deemed necessary by the Board of Directors.

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**ARTICLE VIII – FINANCES**

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Section 1. Chartered Chapters will be responsible for state and national dues according to the number of individual members claimed in each membership division, times the amount of dues established for that membership classification as described in the by-laws of each Division. Each Division of Minnesota DECA will determine the amount of state dues for members of that Division as described in the by-laws.

Section 2. The Board of Directors of Minnesota DECA, Incorporated will manage all Minnesota DECA finances and will furnish an annual audit to each chartered Chapter.

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**ARTICLE 1X – INSIGNIA**

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Section 1. The insignia or emblem of Minnesota DECA shall be a diamond-shaped design as described and protected from infringement by Trade Marks No. 652,076 and No. 633,265 as filed with the Patent Office of the United States Department of Commerce. The wearing and use of this emblem as it applies to each Division of DECA will be governed through each Chartered Chapter under policy established by the Boards of Directors of DECA and Minnesota DECA.

Section 2. The individual members of each Chapter may wear the emblem as may be appropriate for that Division.

Section 3. Chapter Advisors will be entitled to wear the Advisor’s emblem.

Section 4. The State Officers of each Division will be issued appropriate insignia as approved for such service.

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**ARTICLE X – AMENDMENTS**

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Section 1. To amend this Constitution, a proposed amendment must be submitted in writing by the Chartered Chapter proposing the amendment to all Chartered Chapters and to the President of Minnesota DECA, Incorporated at least sixty (60) days prior to a Division’s annual meeting. The proposed amendment must then be considered and approved for ratification by three-fourths majority of the Voting Delegates present at that Division’s annual meeting. Within sixty days after the annual meeting, all chapters must be notified by the President of Minnesota DECA, Incorporated of the amendment, or amendments, approved for ratification. The amendment, or amendments, approved for ratification must then be ratified by written ballot to the President of Minnesota DECA, Incorporated by a two-thirds majority vote of all Chartered Chapters no later than ten days prior to the next annual meeting. Any amendment, or amendments, receiving the prescribed will be in effect immediately and will be made known to all chartered chapters for the President of Minnesota DECA, Incorporated.

Section 2. Each Chartered Chapter will have one vote for the purpose of ratification or an amendment, or amendments.

Section 3. Any Chartered Chapter not responding with a written ballot within the prescribed time will be considered as casting a “No” vote.

**HIGH SCHOOL BY-LAWS  
TO THE  
CONSTITUTION  
OF THE  
MINNESOTA ASSOCIATION  
OF THE  
DISTRIBUTIVE EDUCATION CLUBS OF AMERICA**

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**ARTICLE I – NAME**

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The official name of this Division shall be the Minnesota High School Division of the Minnesota Association of Distributive Education Clubs of America and may be referred to as Minnesota High School DECA.

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**ARTICLE II – MEMBERSHIP**

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Section 1. Minnesota DECA will recognize individual membership in the High School Division only through Chartered Local Chapters as defined in the constitutions of Minnesota DECA. Each High School Chapter of Minnesota DECA shall consist of individual members.

Section 2. Active members shall be Distributive Education students enrolled in high school programs. An active member must pay dues as established by the Board of Directors of Minnesota DECA, Incorporated and may be declared eligible to hold state office, to participate in state competitive events or projects, to serve as a Voting, Delegate, or to represent his state association in National DECA affairs as may be approved by the state association.

Section 3. Honorary life members may be individuals who have made or are making contributions to the field of marketing or distribution, or to Minnesota DECA as may be approved by the state officers and the state advisor and shall be exempt from annual dues.

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**ARTICLE III – VOTING DELEGATES**

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Section 1. Active members of each local High School DECA Chapter shall exercise their voting privileges through elected delegates who will represent the local chapters as Voting Delegates at any state or district called DECA Conference.

Section 2. Each local chapter with active membership of one-five members, one Voting Delegate; six-15 members, two Voting Delegates; 16-25 members, three Voting Delegates; 26-35 members, four Voting Delegates; 36-45 members, five Voting Delegates; with the same membership pattern continuing determining Voting Delegates.

Section 3. All voting for State DECA Officers will be done by written ballot.

Section 4. Chapter sponsors will not take an active part on the voting floor while Delegates are involved in exercising their voting privileges, unless recognized by the chairman.

Section 5. A quorum for the transaction of regular business shall constitute a simple majority of the Voting Delegates being present' whereas, a quorum for constitutional amendments shall require two-thirds of the Voting Delegates being present.

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**ARTICLE IV – STATE OFFICERS**

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Section 1. Only active members of the High School Division of Minnesota DECA will be eligible for state office in this Division. To be eligible, a candidate must be a high school junior or senior and have a scholastic average of 2.0 or higher with an “A” letter grade being equivalent of 4.0 for subjects taken in the tenth and eleventh years in high school. A candidate must attain the score necessary for the office desired on the approved State Officer Candidate Test.

Section 2. State Officers of the High School Division of Minnesota DECA shall consist of a President and five (5) Vice Presidents holding the offices of: VP of Communications, VP of Public Relations, VP of Special Projects, VP of Chapter Development, VP of Business & Industry and the District Presidents and will be known collectively as the Executive Council for the High School Division. It shall be the duty of the Executive Council to plan for the welfare, to represent and to act for this Division as the occasions may demand.

Section 3. The State Officers with the exception of the District Presidents shall be elected by a majority vote at the annual State Leadership Conference. (In the event a majority vote is not cast after the second ballot, the two candidates with the larger number of votes will be the only candidates on the ballot.) The District Presidents are to be elected at their respective District meetings after the annual State Leadership Conference, with the election procedures to be established by the District.

Section 4. Officers shall be elected at each annual State Leadership Conference and shall assume their office on the first Monday after the State Leadership Conference and serve through the next State Leadership Conference.

Section 5. In the event there are not enough candidates to fill the offices at any State Leadership Conference, the newly elected officers with the advice of their chapter advisors and the state advisors will appoint members to the offices yet unfilled. Each of these members' qualifications would first have to be submitted by him or his chapter advisor.

Section 6. In the event of the loss of an officer, the Executive Council with the approval of the state advisor will appoint an acting officer for the remainder of the term until the next State Leadership Conference.

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**ARTICLE V – DUTIES OF STATE OFFICERS**

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Section 1. **PRESIDENT.** It shall be the duty of the President of Minnesota High School DECA to preside at all business meetings; to make all necessary committee appointments including the designation of committee chairman; to develop with the Executive Council a program of work for



the term of office; and to make himself/herself available as necessary in promoting the general welfare of High School DECA in Minnesota.

Section 2. VICE PRESIDENTS. It shall be the duties of the Vice President, including Vice President of Communication, Vice President of Public Relations, Vice President of Special Projects, Vice President of Chapter Development and the Vice President of Business & Industry to serve in any capacity as directed by the President; to fulfill obligations pertaining to their office through the goals set forth through the program of work; and to make himself/herself available as necessary in promoting the general welfare of High School DECA in Minnesota.

Section 3. DISTRICT PRESIDENT. It shall be the duty of each District President to serve his/her Division in any capacity as directed by the State President; to promote the growth and development of Minnesota DECA within his/her District in accordance with the Program of Work during his/her term of office; and to make himself/herself available as necessary in promoting the general welfare of Minnesota DECA.

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#### ARTICLE VI – EMBLEM AND COLOR

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Section 1. The emblem or insignia of the High School Division of Minnesota DECA shall be as described in Article IX, Section 1 of the Constitution of the Minnesota Association of DECA.

Section 2. The colors for the High School Division of Minnesota DECA shall be Blue and Gold.

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#### ARTICLE VII – AMENDMENTS

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These by-laws may be amended by a majority vote of the quorum of the authorized Voting Delegates to any annual State Leadership Conference provided that the amendment has been submitted in writing and circulated to all chapters at least thirty (30) days prior to the time of voting and further provided that the amendment has passed a two-thirds majority of the Executive Council members prior to the presentation of the amendment to the delegate members.

LAST BY-LAW CHANGE, OCTOBER 2005