



CALIFORNIA
STATE ASSOCIATION

CALIFORNIA FCCLA

STATE BYLAWS

Adopted 1946

**Amended April 2025
by the Official Voting Delegates at the FCCLA State Leadership Conference**

*The California FCCLA State Bylaws have previously been amended April 2011, 2013, 2015, 2016, 2017, 2018, 2019, 2022, 2024, 2025.

BYLAWS OF CALIFORNIA FCCLA

ARTICLE I

Name, Brand and Sponsor

Section 1. Name

As set forth in its Articles of Incorporation, the organization's name is California Family, Career and Community Leaders of America (FCCLA). The name of the State Association shall be California FCCLA. The Chartered State Association and the affiliated regions shall use this name. Certified local chapters in California shall have the option to use either California FCCLA or FCCLA.

Section 2. Brand

The California Association will use the national organization's creed, mission, motto, and tagline.

Section 3. Sponsor

The sponsor of the California Association shall be the Family and Consumer Sciences Education Staff, California Department of Education. The State FCCLA Office shall be located in the Family and Consumer Sciences Education headquarters office and shall function as part of that program.

ARTICLE II

Mission Statement and Purposes

Section 1. Mission Statement

The mission of Family, Career and Community Leaders of America, Inc. is to promote personal growth and leadership development through family and consumer sciences. 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 a part of the family and consumer sciences program in the schools. The purposes of the organization shall be as follows:

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

ARTICLE III

Association Structure

Section 1. California Association

California FCCLA shall be affiliated at the national level with the Family, Career and Community Leaders of America, Inc., hereinafter referred to as FCCLA, Inc.

- A. A student who is affiliated with California FCCLA shall be affiliated with FCCLA, Inc.
- B. The State Association shall remain in good standing by maintaining policies consistent with those of FCCLA, Inc., as long as they do not conflict with the State Association rules and regulations, and by submitting the following to the national office:
- C. Prior to May 31, the State Association's total and complete membership affiliation materials for each affiliated chapter.
- D. Prior to May 31, a list of the affiliated chapters, with the total membership for each.
- E. Immediately upon election, a list of the names and addresses of the State Officers.
- F. Immediately upon adoption, any amendments made to the state bylaws.

Section 2. Affiliation With National Organization

- A. California FCCLA was chartered by FHA, Inc., and is currently affiliated with FCCLA, Inc. (formerly FHA, Inc.).
- B. California FCCLA shall consist of ten regions. Each region shall consist of all of the certified chapters within its boundaries.

Section 3. Regions

- A. The regions of California FCCLA shall be comprised of the geographical areas served by the Family and Consumer Sciences Education Staff.
- B. Regions in good standing shall be those which maintain policies consistent with State Association policies and submit the following to the State Office:
 1. A list of the names and addresses of the regional officers and advisors immediately upon election or appointment.
 2. Any amendments to the region bylaws immediately upon adoption.

Section 4. Certified Chapters

- A. Chapters may be certified in middle, junior, and senior high schools, regional occupational centers and programs (ROCPs), post-secondary, public and private, in which Consumer and Family Studies education and/or Family and Consumer Sciences Related Occupations instruction is offered. The chapters shall be comprised of no less than twelve students possessing the qualifications for membership.
- B. Chapters shall be organized as an integral part of the Family and Consumer Sciences Education program whenever the students, teachers, and administrators wish to incorporate FCCLA as a strategy to strengthen the instructional program.
- C. Application for affiliation shall be made on forms provided by the State Office and shall be signed by the site principal and the advisor of the chapter. The

- application forms shall be sent to the State Office together with the appropriate order of leadership packet materials.
- D. A certificate is issued to a new chapter when the application has been processed.
 - E. Chapters in good standing shall be those which maintain policies consistent with those of the region and State Association and which submit the following to the State Office:
 - 1. Prior to May 31, required affiliation documentation and appropriate order of leadership packet materials.
 - 2. Chapter membership roster, on which all names of chapter members, officers, and advisors are listed.
 - 3. Affiliation forms and materials.
 - F. A chapter may be placed on probation for any one of the following reasons:
 - 1. Non-conformance to the state bylaws in any area.
 - 2. Failure to pay within 90 days outstanding debts of any nature owed to the State Association by an individual member or the chapter.
 - G. Chapters will be notified in writing of non-conformance to bylaws or non-payment of debts by the State Office.
 - H. The probationary period shall be 60 days. The chapter shall be informed in writing of its probationary status by the State Advisor who shall set forth the beginning and ending date of the probationary period. Chapters that are on probation will neither be allowed to participate in region, state, or national activities, nor be eligible to have candidates for office. If the cause for probation has not been corrected by the end of the probationary period, that chapter shall be suspended in accordance with letters I. and J. of this Article.
 - I. The State Executive Council may, on the recommendation of the State Advisor, suspend a chapter upon receipt of evidence of infringement of the provisions of the state and/or national bylaws.
 - J. The State Executive Council, on the recommendation of the State Advisor, will suspend a chapter, thereby withdrawing its certification, for not conforming to the state and national bylaws. Chapters will be suspended for one year. Should a chapter be thus suspended, it must then make formal application to be reinstated, indicating the action taken to correct the infraction of the bylaws. Chapters who are suspended will neither be allowed to participate in region, state, or national activities, nor will they be eligible to have candidates for office. Chapters on suspension will not be eligible to receive career technical student organization allocations when such funds are available.

Section 5. **Membership, Affiliation, and Privileges**

- A. Active Members. A student who has been, or is currently enrolled in, a Consumer and Family Studies education or Family and Consumer Sciences Related Occupations program in a middle, junior, or senior high school, post-secondary, public or private, or ROCP shall be eligible for membership in a certified chapter of the association at the student's respective school site. Such members are eligible for active membership during the time they are enrolled in middle, junior, and senior high schools (grades 6-12) and ROCP.

-Alumni and Associates. Former active members and former adults who share the goals and purposes of FCCLA and wish to support the continuing development of FCCLA youth shall be eligible for an Alumni and Associates membership. Members of Alumni and Associates shall not be eligible to hold office, make motions, or vote.

-Advisor Member. Advisors may be entitled to membership by submitting an advisor contribution and entering their names on the chapter roster.

-Honorary Members. Parents, community members, state leaders, chief school officers, vocational directors, deans and department heads of Family and Consumer Sciences Education, legislators, persons in business and industry, advisory committee members, teacher educators, city and county supervisors of Family and Consumer Sciences Education, or community members who have rendered outstanding service to California FCCLA by advancing its purposes shall be eligible for honorary membership in the State Association in accordance with the criteria and policies established by the State Association. Candidates for honorary membership may be nominated by any chapter in good standing with the State Association or by members of the state staff of Family and Consumer Sciences Education. Nominees shall be considered by the State Executive Council and honorary members shall be elected by a majority vote of the State Executive Council at any of its regular meetings.

B. Membership Privileges

1. Active members shall be eligible to hold office, to attend and participate in meetings, to participate in Students Taking Action with Recognition (STAR) Events, and to vote.
2. Associates, advisors, honorary and alumni members shall have the privilege of attending meetings but shall have no vote.
3. Post-secondary members are not eligible to hold State or Region office but are eligible to vote and participate in STAR Events.

C. Affiliation and Leadership Development Materials

1. Recognizing that certain supplies and materials are essential for the integral nature of including student organization instruction and leadership and personal growth development as part of the curriculum in Family and Consumer Sciences Education classes, each local chapter shall secure a California FCCLA annual leadership packet for each active and associate member it wishes to affiliate with the state and national organization.
2. Advisors shall make an annual contribution to California FCCLA in the amount designated by that association.
3. Honorary members shall not be required to make any annual contributions to the organization.

ARTICLE IV

Dues, Fiscal Year, Budget and Audit

Section 1. Dues

- A. The Board of Directors and the state staff, subject to approval of the delegates at the State Leadership and Recognition Conference, shall determine the individual membership dues in the California Association.
- B. The amount of national dues for active members shall be determined by the national organization.

Section 2. **Fiscal Year**

The fiscal year for the State Association shall be July 1 through June 30.

Section 3. **Budget**

The budget shall be prepared by the State Advisor in consultation with the treasurer. It shall then be submitted to the State Executive Council for review and to the Board of Directors for approval.

Section 4. **Audit**

The financial statements of all income and expenditures prepared under the direction of the Board of Directors shall be audited or reviewed annually by a qualified accountant. The accountant's report shall be presented to the Board of Directors for approval.

ARTICLE V

Dissolution or Liquidation of Assets

Upon final dissolution or liquidation of California FCCLA or of an FCCLA region (i.e., after final discharge of all outstanding obligations or liabilities), remaining assets of the State Association and regions whose funds are managed by the Board of Directors shall be used in accordance with the purposes of the State Association or shall be transferred to a qualified exempt organization as defined in Section 501 (c)(3) of the Internal Revenue Code of 1954.

ARTICLE VI

State Executive Council

Section 1. State Officers

The California Association may have up to ten State Officers and positions will be determined based on the number of candidates elected. Such officers shall be members of the State Executive Council. The offices shall be State President, State First Vice President, State Vice President of Community Service, State Vice President of Competitive Events, State Vice President of Development, State Vice President of Finance, State Vice President of Membership, State Vice President of Parliamentary Law, State Vice President of Programs, and State Vice President of Public Relations.

Section 2. **Qualifications**

Candidates for State Officer shall have the following qualifications:

- A. Be a member, in good standing, of California FCCLA for one full year prior to the time of nomination.
- B. Be a member of an affiliated FCCLA chapter in good standing with the State Association.
- C. Be listed on the chapter's membership roster on file in the State Office for the year during which the member is running for office.
- D. Prior to filing an application for state officer, a candidate must have the written consent of the FCCLA advisor, his/her parent(s) or guardian(s), and the principal at the school the candidate is presently attending and will be attending during the term of office.
- E. Submit an application for state officer candidate with the State Office by the deadline date.

- F. Be enrolled in grades 9–11 at the time of nomination.
- G. Have and maintain a grade point average of 3.0 (B) or higher.
- H. Have held an office for at least one term at the regional level.

Section 3. **FCCLA State Officer Positions & Responsibilities**

- A. The State President shall preside over all business meetings of the California Association and of the State Executive Council; be a member of the State Board of Directors; appoint, after consultation with the President of the State Board of Directors and State Advisor, the chairperson and members of all executive council committees; and be a member ex officio of all State Executive Council committees.
- B. The 1st Vice President shall assume responsibility in the absence of the president, chair the state Bylaws Committee, and shall keep the minutes of all State Executive Council meetings and the annual State Leadership Conference, and assist with elections and nominating committees.
- C. The Vice President of Community Service shall provide leadership in planning and implementing the organization's community service, state, and national programs.
- D. The Vice President of Competitive Events shall provide leadership in planning, implementing, and execution of the Students Taking Action with Recognition (STAR) competitive events and serve on the STAR Event Committee.
- 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 State Board of Directors and the Finance Committee to develop and ensure fiscal responsibility and budgets and fundraising initiatives.
- 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 all business sessions during State Executive Council meetings and State Leadership Conference are conducted in accordance with acceptable parliamentary law and assist with elections and nominating committees.
- I. The Vice President of Programs shall provide leadership in planning and implementing the organization's individual recognition, peer education programs, and all chapter, region, and state awards.
- J. The Vice President of Public Relations shall provide leadership in planning and implementing the organization's public relations programs, social media, and state scrapbook, flyers, and newsletters.

Section 4. **Term of Office**

The term of office shall begin with the Annual State Leadership Conference at which officers are elected, and conclude at the close of the following Annual State Leadership Conference.

Section 5. **Vacancies**

If the office of the president should become vacant, the vice president shall automatically assume office and duties of the president. In the event of a vacancy other than the president, the officer candidate receiving the seventh highest number of votes during elections at the Annual State Leadership Conference shall be considered for

appointment. Appointments for all other vacancies shall be made by the president in consultation with the State Advisor and with the approval of the State Executive Council. Such vacancies can only be filled prior to the first State Executive Council meeting of the school year.

Section 6. **Nominations and Elections**

State Officer Candidates applications for state offices shall be submitted by the local chapters. All applications must be submitted to the FCCLA State Office by the deadline date.

- A. The officer candidates are to be nominated by the nominating committee during the Annual State Leadership Conference.
- B. A chapter may submit two State Officer candidate applications during any one year.
- C. Candidates shall run for the position of State Officer.
- D. Candidates for state office shall be presented to the nominating committee by the State Secretary.
- E. Candidates for state office shall be interviewed by a nominating committee comprised of one member from each region, the State Advisor, a past State Officer over the age of twenty-one, and a member of the Board of Directors, who shall be chair of the committee.
- F. The nominating committee shall determine the final slate of candidates to be presented to the voting delegates.
- G. The chair of the nominating committee will prepare and post the slate of candidates.
 1. Introduction of Candidates. The final slate of candidates will be introduced at a general session of the Annual State Leadership Conference prior to the elections.
 2. Election of Officers
 - a. The voting delegates of the chapters shall vote by ballot for the officers. The state vice president and tellers from each region will be appointed by the president to conduct elections and to tally ballots. The ten candidates receiving the highest number of votes shall be elected and shall assume office at the close of the Annual State Leadership Conference. The elected officers will meet with the State Advisor to determine their respective offices.
 - b. In the event that there are ten or less candidates, each candidate will be voted on with a yes or no vote. If a candidate does not receive a simple majority of the votes cast, that position will remain vacant.

ARTICLE VII

State Board of Directors

Section 1. **Authority and Powers**

- A. The legal governing body of California FCCLA shall be the State FCCLA Board of Directors. In the Board of Directors shall be vested the authority to direct and manage all the affairs, funds, and property of the Association, and to do so in accordance with the policies and principles of the Articles of Incorporation, Bylaws, and laws of the State of California.

- B. The Board of Directors shall consist of up to twelve members as follows:
1. State FCCLA Advisor.
 2. President of the Family and Consumer Sciences Teachers Association of California (FCSTAC) or designee of FCSTAC.
 3. A former State FCCLA officer who is at least 21 years of age elected by the Board.
 4. A high school or ROC/P teacher of Family and Consumer Sciences Education, of either Consumer and Family Studies or Family and Consumer Sciences Related Occupations (whichever is not of the same program taught by the president of FCSTAC) elected by the Board.
 5. A middle grade teacher of Family and Consumer Sciences elected by the Board.
 6. Up to three representatives of business and industry related to one of the nine Family and Consumer Sciences career pathways elected by the Board of Directors.
 7. A representative of a postsecondary Family and Consumer Sciences Education program.
 8. The FCCLA State President
 9. The FCCLA Vice President of Finance
 10. FCCLA Board of Directors Past President
- C. Members of the Board of Directors will be nominated by a committee comprised of the postsecondary representative, president of the Family and Consumer Sciences Teachers Association of California, State FCCLA Advisor, and Board President. The Board of Directors shall elect, at its annual meeting, or at any such time as a position on the Board becomes vacant, new member(s) to fill the vacancies from the list of nominees proposed by the nominating committee. A simple majority of the voting Directors present shall elect a nominee on the Board. In extreme cases, if, after a thorough review of possible candidates by the Nominating Committee, it determines that no desirable candidate meets the designated criteria, is available for one of these vacancies, it shall put forward one or more nominees without regard for the designated position criteria. In such extreme cases, the sitting Board of Directors may only elect such a nominee to fill said vacancy with a vote of six (6) or more in the affirmative. In such a situation, if only five (5) affirmative votes are cast, the President of the Board may, at his/her own discretion, choose to cast a sixth (sixth) affirmative vote to elect the individual to the Board of Directors.
- D. The terms of office for elected members of the Board of Directors shall be a term of two years with the exception of the State President and State Vice President of Finance, who is elected annually, and Association representatives, whose terms are designated until completed. Such directors may be reelected for a second two-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 Past-President will stay on the board for one additional year to assist the new Board President.
- E. The Board of Directors shall meet at least once a year at such a time and place as prescribed by the Board. Special meetings of the Board of Directors may be called at any time by the president.

- F. The Board of Directors shall elect, at its annual meeting, from the membership of the Board, a president, vice president, secretary and treasurer to serve until the next annual meeting of the Board.
- G. Duties: The Board of Directors will be responsible for the financial viability and management of the fiscal operation of the Association. The State Advisor and the Family and Consumer Sciences Staff in the California Department of Education will be responsible for all program development and leadership.

Section 2. **Governing Committee**

The Governing Committee shall consist of the officers of the Board of Directors. The Governing Committee shall have and exercise the authority to conduct essential business on behalf of the Board of Directors during the interim between regular meetings of the Board and in matters judged not to merit a special meeting of the Board. All official actions of the Governing Committee shall be subject to ratification at a regular or special meeting of the Board of Directors.

Section 3. **State Executive Council**

- A. The governing student body of the Association shall advise and make recommendations to the Board of Directors and Family and Consumer Sciences Education Staff with respect to activities and business of the Association shall be the State Executive Council
- B. The State Executive Council shall consist of the following:
 - 1. Current State FCCLA officers.
 - 2. Current Region FCCLA presidents.
 - 3. State FCCLA Advisor.
 - 4. A current national officer from California at the invitation of the Board of Directors, when applicable.
- C. The functions of the State Executive Council are:
 - 1. Approve the program of work developed by the Council.
 - 2. Recommend programs and policies to strengthen the association.
 - 3. Recommend suspension of chapters for not conforming to the state bylaws.
 - 4. Approve names of candidates for honorary membership and communicate these decisions to the appropriate individuals.
 - 5. Receive names of individuals who provide outstanding service and contributions to the State Association and approve the list of individuals who are to receive a distinguished service citation.
 - 6. Assist in planning the Annual State Leadership Conference.
- D. The State Officers (excluding the State President) and Region Presidents shall each have one vote. In the event of a tie, the State President has a voting privilege to break the tie.
- E. Representation of Regions at State Executive Council Meetings -- In the event the region president is unable to attend a State Executive Council meeting, another region officer shall be appointed to attend as a regional representative.

ARTICLE VIII

Relationship between the State Board of Directors and the State Executive Council

The State Executive Council and the State Board of Directors are interdependent in matters of program development, program implementation, and public relations. The State Executive Council and the Board of Directors are recognized in this document as the two key decision-making bodies of the California Association FCCLA. State Officers have membership on the board and its committees as provided by these bylaws.

ARTICLE IX

Meetings

Section 1. Annual State Leadership Conference

The State Executive Council, in consultation with the Family and Consumer Sciences Education Staff shall determine the time and place of the Annual State Leadership Conference. The purposes shall be to elect State Officers, to hold STAR. Events State Finals, to promote the program of work, to hear reports of officers and committee chairpersons, and to transact such business as may properly come before it. The Council may, when necessary, designate that regional meetings may be held in lieu of the Annual State Leadership Conference for that particular year.

Section 2. Chapter Representatives to Annual State Leadership Conference

Any number of members from a certified chapter may attend meetings. However, only voting delegates will be credentialed to participate in elections or other matters requiring a vote.

Section 3. Voting Delegates to Annual State Leadership Conference

Chapter voting delegates will be assigned on the basis of affiliated membership. Each affiliated chapter will be allowed voting delegates as indicated below based on its membership on March 1 of the current year:

(Chapter Membership)	(Voting Delegates)
twelve	one
13 to 24	2
25 to 50	3
51 to 75	4
76 to 100	5
101-125	6
126-150	7
151-175	8
176-200	9
201-225	10
226-250	11
251-275	12
276-300	13
Over three hundred	14

The privilege of making motions, discussing, and voting shall be limited to the accredited delegates and the State Officers. The privilege of discussion may be extended to the non-voting representatives upon the consent of the delegates.

Section 4. **State Executive Council Meetings**

A minimum of two meetings shall be held annually; the time and place shall be determined by the State Advisor with the concurrence of the State Executive Council. Special meetings shall be called by the State Advisor at the request of any members of the Council. The presence of a majority of the State Officers and regional presidents or designated regional representatives shall constitute a quorum.

Section 5. **Board of Directors**

A minimum of one meeting shall be held annually. The time and place shall be determined by the President in consultation with the members of the Board. The presence of a majority of the members shall constitute a quorum.

Section 6. **Annual State Leadership Conference Quorum**

Voting delegates from a majority of the certified chapters in attendance shall constitute a quorum.

ARTICLE X

Family and Consumer Sciences Education State Staff

A. The functions of the Family and Consumer Sciences Education State Staff are:

1. **FCCLA State Advisor**

A staff member who is an employee at the California Department of Education (CDE) with subject matter expertise and experience in Family and Consumer Sciences Education shall serve as State Advisor for the Association. This individual shall be based in the CDE headquarters office and shall keep the appropriate supervisors and administrators apprised of the status as well as the programmatic and financial needs of the Association.

- a. The State Advisor is a member of the Board of Directors, State Executive Council, and ex-officio member of all committees. It is the duty of the State Advisor to advise the executive council and other committees on matters of policy and assist the State Officers in conducting the meetings of the executive council.
- b. The State Advisor shall review all official state reports, approve all applications for charters, approve applications for state and national honors, and oversee other business of a statewide nature.
- c. The State Advisor shall work with the Financial Services Director to prepare and submit an annual budget to the Board of Directors.
- d. The State Advisor shall see that a permanent record of membership and progress of the association is maintained.
- e. The State Advisor shall inform the State Executive Council of any local chapter proceedings which appear to be in conflict with provisions of the State or National bylaws.
- f. The State Advisor is in charge of all statewide meetings of the State Association and shall perform such duties as may pertain to the furtherance of the association.

- g. The State Advisor shall be responsible for reporting programmatic information to the Board of Directors at each meeting.

ARTICLE XI

Ethics

Section 1. Code of Ethics

All members of the Board of Directors, State Executive Council, Board Committees, and State Staff shall follow a code of ethics developed by the Board.

Section 2. Conflict of Interest

The California Association shall have a conflict-of-interest policy found in the Policies and Procedures Manual. It is reviewed periodically by the Board of Directors. All staff, volunteers, and board members must agree to adhere to the policy.

Section 3. Compensation

Members of the Board of Directors, State Executive Council, or Board Committees shall receive no monetary compensation for serving in such capacity for the state association.

ARTICLE XII

State Student Committees

The president shall appoint, after consultation with the State Advisor, the chair of all committees.

ARTICLE XIII

Chapters

Section 1. Chapter Advisors

- A. Each Chapter Advisor should work cooperatively with the FCCLA State Advisor/State Family and Consumer Sciences Education Staff.
- B. The primary Chapter Advisor shall be an FCS teacher and provide oversight and leadership of the chapter and affiliation.
- C. Teachers certified in Family and Consumer Sciences education, as determined by the California Department of Education may serve as Chapter Advisors.
- D. FCCLA must be integral to the Family and Consumer Sciences Course as determined by the California Department of Education.

Section 2. Chapter Dues

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

Section 3. Bylaws

Chapter bylaws may be adopted to govern the transaction of the chapter's business. Such bylaws must be in accord with the State Association and the National Organization.

ARTICLE XIV

Policies and Procedures

California 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 FCCLA State Advisor.

Article XV

Indemnification and Insurance

Section 1. Scope and Process of Indemnification

- A. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as the term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.
- B. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, then the court in which such proceeding is or was pending will authorize indemnification upon proper application.
- C. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections [numbers; see previous two sections Right and Approval of Indemnity] of these bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE XVI

State Bylaw Amendments

Section 1. Amendments

- A. These bylaws may be amended at the Annual State Leadership Conference by a two-thirds (2/3) vote of the voting delegates present and voting. The amendments may be proposed by a chapter or region, the State Executive Council, the Family and Consumer Sciences Education Staff, and the Board of Directors.
- B. The proposed amendments must be received in the State Office 90 days prior to the Annual State Leadership Conference. They shall be reviewed by the State Executive Council, Family and Consumer Sciences Education Staff, and Board of Directors. The State Executive Council shall send the proposed amendments with recommendations to chapters at least 30 days prior to the annual State Leadership Conference. The delegate body shall consider and vote on the proposed amendments at the annual State Leadership Conference. Amendments

to the bylaws shall take effect immediately after the annual conference, unless otherwise designated.

- C. The proposed amendments may not be in conflict with the national bylaws of FCCLA, Inc. The Board of Directors shall make those changes necessary to bring the bylaws of California FCCLA into conformity with national bylaws.

ARTICLE XVII

Parliamentary Authority

Section 1. **Parliamentary Procedure**

Robert's Rules of Order, Newly Revised, shall govern the business of the State Association of California Family, Career and Community Leaders of America in all cases in which they are applicable and in which they are consistent with these bylaws.

Section 2. **Parliamentarian**

The elected state vice president of parliamentary law shall sustain the parliamentary procedure during all meetings of the State Executive Council and the annual State Leadership and Business Session. A qualified parliamentarian shall be available, when needed, to assist with conducting the business of the organization.