GOVERNANCE

DECA INC. BYLAWS

A Virginia Nonstock Corporation

Effective: August 06, 2026

These Bylaws are adopted by the corporation and are supplemental to the Virginia Nonstock Corporation Act (Va. Code Ann §13.1-801, et seq.) as the same shall, from time to time, be amended and in effect (the "**Virginia Act**").

ARTICLE I | NAME AND PURPOSE

1.1 **NAME.** The name of the corporation is Distributive Education Clubs of America Incorporated d/b/a DECA Inc. ("**DECA**").

1.2 **PURPOSE.** The purposes of DECA shall be to: (i) assist Chartered Associations in the growth and development of DECA; (ii) prepare leaders and entrepreneurs in marketing, finance, hospitality, and management; and (iii) to promote understanding and appreciation for the responsibilities of citizenship in our free, competitive enterprise system.

1.2.1 DECA is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of subsequent superseding Federal revenue laws (the "**Code**"), as set forth in DECA's Articles of Incorporation (the "**Articles of Incorporation**"). Notwithstanding any other provision of these Amended and Restated Bylaws, DECA's purposes are limited to and shall include only charitable and educational purposes within the meaning of those terms as used in section 501(c)(3) of the Code or the corresponding section of any future federal tax code, and all references to the purposes of DECA shall be construed to include this limitation. DECA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of DECA as so limited.

ARTICLE II | OFFICES

2.1 **PRINCIPAL OFFICE.** The principal office of DECA shall be located in the Commonwealth of Virginia. DECA may from time to time have such other offices as the Board of Directors may determine or as the affairs of DECA may require.

2.2 **REGISTERED OFFICE.** DECA shall have and continuously maintain in the Commonwealth of Virginia, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of DECA. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III | ORGANIZATION AND MEMBERS

3.1 ORGANIZATION. DECA shall be composed of two (2) divisions: (i) the High School Division and (ii) the Collegiate Division (each a "**Division**", and collectively, the "**Divisions**"). The requirements for membership in each Division shall be as described in the bylaws of such Division. Each Division shall make recommendations to the Board of Directors with respect to the welfare of that Division. Each Division shall consist of states, territories or equivalent geographic units to which DECA grants a charter (each, a "**Chartered Association**", and collectively, the "**Chartered Associations**"). Each Chartered Association shall be responsible for all operational activities within that state, territory, or equivalent geographic unit for its respective Division. Each Chartered Association shall be comprised of local chapters, consisting of individual, natural person members (the "**Individual Members**").

3.2 CORPORATE MEMBERSHIP COMPOSITION; ADMISSION AS CORPORATE MEMBERS. The Corporate Members of DECA shall be Chartered Associations. The Board of Directors will review and decide on all applications for admission as a Chartered Association in its sole discretion. If the Board of Directors accepts an application for admission as a Chartered Association, the Board of Directors shall arrange appropriate time and place for the charter presentation.

3.3 APPLICATIONS. A prospective Chartered Association may apply for Corporate Membership by submitting the following requirements to DECA:

3.3.1 a letter of request;

3.3.2 bylaws;

3.3.3 a listing of secondary or post-secondary institutions, faculty and students who support the application; and

3.3.4 remittance of DECA membership dues for each Individual Member that is affiliated with such prospective Chartered Association within ninety (90) days of charter application approval;

3.4 GOOD STANDING. A Chartered Association shall be in good standing by meeting the following requirements each fiscal year:

3.4.1 maintaining a membership roster including chapters, advisors, and a minimum of fifty (50) student Individual Members;

3.4.2 maintaining all financial obligations to DECA during the term of the Charter;

3.4.3 submitting all required state, territory, or equivalent geographic unit corporate filings;

3.4.4 annually submitting required tax filings or other equivalent financial documentation;

3.4.5 providing proof of insurance; and

3.4.6 complying with all requirements as outlined in the Affiliation Agreement (defined below).

Each Chartered Association shall enter into an "**Affiliation Agreement**" with DECA Inc. This Affiliation Agreement shall specify the obligations and responsibilities of both the Chartered Association and DECA Inc. during the term of the relationship.

The Board of Directors may establish a process in its sole discretion to verify a Chartered Association's good standing, and a probation process for Chartered Associations that fail to maintain good standing, which may include a revocation of a Chartered Association's charter for failing to maintain good standing on a regular basis or rotation, as determined by the Board of Directors.

3.5 DECA INC. REPRESENTATIVES. Each Chartered Association will be represented in all corporate matters by the person or persons so designated by such Chartered Association and shall be known as "**DECA Inc. Representative(s)**." Each Chartered Association comprising local chapters that have at least: (i) fifty (50) Individual Members shall be entitled to one (1) DECA Inc. Representative; (ii) five thousand (5,000) Individual Members shall be entitled to two (2) DECA Inc. Representatives; and (iii) ten thousand (10,000) Individual Members shall be entitled to three (3) DECA Inc. Representatives. For the avoidance of doubt, no Chartered Association shall have more than three (3) DECA Inc. Representatives. Each Chartered Association must submit the name and address of its DECA Inc. Representative(s) to DECA within thirty (30) days following the start of each fiscal year.

3.6 PLACE OF MEETING. Meetings of the Corporate Members of DECA may be held at any place, within or without the Commonwealth of Virginia, as shall be fixed by the Board of Directors and designated in the notice of the meeting or executed waiver of notice.

3.7 ANNUAL MEETINGS. An annual meeting of the Corporate Members shall be held on the date and time fixed by the Board of Directors and stated in the notice of the meeting.

3.8 SPECIAL MEETINGS. Special meetings of the Corporate Members may be called by the Chair of the Board of Directors or a majority vote of the Board of Directors. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

3.9 NOTICE OF CORPORATE MEMBERS' MEETING. Written or printed notice of any annual or special meeting of Corporate Members shall be given to any member entitled to notice not less than ten (10) days, nor more than sixty (60) days, before the date of the meeting, ***except that*** at least twenty-five (25) days' notice shall be given to all Corporate Members to act on an amendment to the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets other than in the regular course of business, or the dissolution of DECA. Such notice shall state the date, time and place of the meeting, along with a tentative agenda of the meeting.

3.10 QUORUM. Unless otherwise required by law, a quorum shall be a simple majority of Corporate Members entitled to vote in person, by the use of remote communication, or by proxy. Once a quorum has been established at a meeting, the Corporate Member present, through their respective DECA Inc. Representative(s), can continue to do business for the remainder of the meeting and any adjournment of that meeting, notwithstanding the withdrawal of enough Corporate Members to leave less than a quorum unless a new record date is or must be set for that adjourned meeting.

3.11 VOTING. When a quorum is present at any meeting of the Corporate Members, the vote of a majority of Corporate Members entitled to vote at such meeting that are present in person, by the use of remote communication, or represented by proxy shall decide any question brought before such meeting, unless these Bylaws or the Articles of Incorporation provide otherwise.

3.12 PROCEDURES. Unless the Virginia Act, the Articles of Incorporation or these Amended and Restated Bylaws provide otherwise, Robert's Rules of Order, Newly Revised shall be the authority governing DECA meetings.

ARTICLE IV | BOARD OF DIRECTORS

4.1 GENERAL POWERS AND DUTIES.

4.1.1 General Authority of the Board. The property and affairs of DECA shall be managed under the direction of, and the policies of DECA shall be determined by, the Board of Directors (the "**Board**"). The Board may exercise all of the powers of DECA and do all lawful acts and things as are required, directed, or permitted to be exercised or done by (i) the Virginia Act, as the same shall from time to time be in effect, or the corresponding section of any subsequent superseding Virginia Act; (ii) the Articles of Incorporation; (iii) these Bylaws; or in any other provision of law.

4.2 NUMBER AND COMPOSITION. The Board shall be comprised of at least nine (9) and no more than twelve (12) directors.

4.3 ELECTION AND TERM.

4.3.1 Directors Elected by the Corporate Members. Eight (8) directors who shall be voting directors shall be elected by a plurality vote of the Corporate Members entitled to vote. For purposes of electing directors, the Corporate Members of DECA shall be divided into four (4) classes or regions. Each such class or region shall be entitled to elect two (2) of the eight (8) total directors to be elected by the Corporate Members. Each director elected by the Corporate Members shall serve a three (3)-year term, and such terms shall be staggered. Each director may serve up to two (2) consecutive terms after which they must remain off of the Board for a period of one (1) year before becoming eligible to serve another term.

4.3.2 Qualification of Directors Elected by the Corporate Members. An individual is eligible to be elected by the Corporate Members as a director if such individual: (i) is currently employed and actively engaged in education in the areas of marketing, finance, hospitality, management and/or entrepreneurship; (ii) is a current DECA Inc. Representative representing a Corporate Member and has been for at least three (3) years; (iii) is not currently serving as a board member of any other career and technical student organization; and (iv) satisfies all other requirements as specified in the DECA policies and procedures.

4.3.3 Business Partners. A representative selected from DECA's Business Partners shall be a voting member of the DECA Board of Directors and shall serve a two (2)-year term. A second representative selected from DECA's Business Partners shall be a non-voting member of the DECA Board of Directors and will serve a simultaneous two (2) year term.

4.3.4 Non-Voting Directors. Up to three (3) directors shall be *ex officio*, non-voting: (i) the Executive Director of DECA; (ii) an education representative as selected by the Board; and (iii) a representative from the U.S. Department of Education as selected by the Board.

4.4 VACANCIES. Vacancies in the position of director shall be filled by a plurality vote of the DECA Inc. Representatives representing Corporate Members entitled to vote, within the respective region. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the directors remaining in office. A director appointed to fill a vacancy shall take office immediately upon appointment and shall hold office for the unexpired term of their predecessor or until the director's successor has been selected and qualified or until the director's earlier death, resignation or removal.

Vacancies shall be filled within sixty (60) days.

4.5 RESIGNATIONS. A director may resign at any time by giving notice thereof in writing to the Board, the Chair or the Executive Director. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon receipt of the notice. Acceptance of such resignation shall not be necessary to make it effective.

4.6 REMOVAL. Directors elected by the Corporate Members may be removed by a vote of the Corporate Members. Except for the Executive Director, *ex officio* or appointed directors may be removed from serving on the Board by a majority of the Board at any meeting where quorum is present. In any instance of removal, notice of the meeting at which the removal is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the director(s).

4.7 MEETINGS OF THE BOARD.

4.7.1 Regular Meetings. Regular meetings of the Board may be held, without notice, at such time and place as will from time to time be determined by the Board. Regular meetings may be held within or outside of the Commonwealth of Virginia.

4.7.2 Special Meetings. Special meetings may be called at the discretion of the Chair, the Executive Director or by a majority of directors in office, and such special meeting shall be held at such time and place, within or outside of the Commonwealth of Virginia, as is determined by the Chair, the Executive Director or by the directors calling for the meeting. A special meeting of the Board may be held upon notice at least two (2) days prior to the designated time for such meeting. Notice of a special meeting of the Board shall specify the date, time and place of the meeting, but except as otherwise provided in these Bylaws, need not specify the purpose for the meeting or the business to be conducted.

4.7.3 Waiver of Notice. Notwithstanding the foregoing, a director may waive notice of any meeting of the Board by written statement (that includes an electronic communication) signed by the person entitled to the notice filed with the Secretary. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

4.7.4 Participation in Meetings via Electronic Technology. One or more directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or other electronic technology by which all persons participating in the meeting can hear each other.

4.7.5 Quorum. A majority of the voting members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting until a quorum shall be present.

4.7.6 Voting. Except as otherwise provided by the Virginia Act, the Articles of Incorporation, or these Bylaws, all matters before the Board shall be decided by a majority vote of the directors present at a meeting at which a quorum exists.

4.7.7 Action Taken Without Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the Secretary. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

4.8 COMPENSATION OF DIRECTORS. Directors shall not be compensated for serving on the Board, but DECA may reimburse directors for documented reasonable expenses incurred in the performance of their duties to DECA. In addition, directors who also serve as employees of DECA may be compensated for their service as employees.

ARTICLE V | OFFICERS

5.1 NUMBER AND TITLES. The officers of DECA shall be a Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be directors of DECA.

5.2 ELECTION AND TERM OF OFFICE. Except for the Chair, the officers shall be elected annually by and from the members of the Board and shall serve for a term of one (1) year and until the officer's successor is duly elected and qualified, or until the officer's resignation, removal or death. Officers may be elected for consecutive terms.

5.3 RESIGNATION AND REMOVAL OF OFFICERS. Resignations are effective upon receipt by the Chair of written notification or a later date if provided in the written notification. One or more officers may be removed by the Board at a meeting called for that purpose, with or without cause.

5.4 VACANCIES. Vacancies shall be filled by a majority of the voting members of the Board then in office. An individual appointed to fill a vacancy shall take office immediately upon appointment and shall hold office for the unexpired term of their predecessor or until the officer's successor has been selected and qualified or until the officer's earlier death, resignation or removal.

5.5 POWER AND DUTIES OF OFFICERS. The powers and duties of the officers shall be those customarily exercised by corporate officers holding such offices, except to the extent that such duties and powers are inconsistent with these Bylaws or with any provision made pursuant hereto.

5.5.1 Chair. The Chair shall provide leadership to the Board in order to assist the Board in accomplishing the purposes of DECA and fulfilling the Board's duties as provided in these Amended and Restated Bylaws. The Chair shall serve as the presiding officer at meetings of the Board and prepare the agenda for each meeting of the Board, in consultation with the Secretary and Executive Director. The Chair shall perform such other duties as provided in these Amended and Restated Bylaws or as may be prescribed by the Board. The Chair of the Board shall be in their third year of their current term on the DECA Board, appoint committees of the Board, and be a member and Chair of the Executive Committee.

5.5.2 Chair-Elect. The Chair-Elect, if any, shall act in the Chair's stead in the event of the absence or disability of the Chair; and perform such other duties as shall be provided in these Bylaws, or as may be prescribed by the Board. The Chair-Elect shall be in their second year of their current term on the DECA Board, will be elected annually by the Board, and will succeed the Chair, and be a member of the Executive Committee.

5.5.3 Secretary. The Secretary shall (i) be responsible for keeping an accurate record of the proceedings of all meetings of the Board and the committees (if any), (ii) maintain the minutes thereof in the proper book or books; (iii) see that the reports, statements and other documents required by law are properly maintained and filed; (iv) give or cause to be given all notices in accordance with these Bylaws or as required by law; and (v) in general, perform all the duties incident to the office of Secretary and such related duties as may from time to time be assigned by the Chair or the Executive Director. The duties of the Secretary may be assigned in whole or in part to the Executive Director or to other assistants as the Board may determine. The Secretary will also be a member of the Executive Committee.

5.5.4 Treasurer. The Treasurer shall: (i) present reports of the finances of DECA at each annual meeting and when called upon by the Chair; (ii) work with the audit committee to conduct an annual audit of DECA; and (iii) shall be a member of the Executive Committee.

5.5.5 Executive Director. The Executive Director shall (i) be employed by and directly responsible to the DECA Board; (ii) be primarily responsible for implementing the policies and procedures established by the Board; (iii) be primarily responsible for employment and compensation of all other employees of DECA;

(iv) have general supervision over the affairs of DECA; and (iv) perform all duties customary to the office of Executive Director and such related duties as may from time to time be assigned by the Board. The Executive Director will serve as an *ex officio,* non-voting member of the Executive Committee.

5.6 EXECUTIVE COMMITTEE. The Executive Committee of the Board shall be composed of the officers and the Executive Director who shall be an *ex officio*, non-voting member. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board. Vacancies on the Executive Committee shall be filled by the Board at a regular or special meeting. Specific duties of the Executive Committee include, but are not limited to:

5.6.1 Between meetings of the Board, the Executive Committee will exercise the full powers of the Board in matters that the Executive Committee determines must be acted upon before the next regular meeting of the Board, with the exceptions cited in these Bylaws or Virginia law. All actions taken by the Executive Committee will be conducted in good faith and best effort to be in accordance with the mission, vision, and Bylaws of DECA, and the then-current routine practices as established by the Board. Any action of the Executive Committee taken outside of announced Board meetings will be reported to the Board at its next meeting,

5.6.2 The officers of the Executive Committee conduct the annual performance review for the Executive Director, with input from the entire Board, and are responsible for setting the Executive Director's compensation. Additionally, the Executive Committee will represent DECA during Executive Director contract negotiations.

ARTICLE VI | COMMITTEES

6.1 GENERAL PROVISIONS. The Board, by resolution duly adopted, shall have the power at any time to: (i) define the purpose or purposes of any committee; (ii) designate a member of any committee as its chair; (iii) designate the term of committee membership and fill vacancies therein; (iv) change the membership of any committee; and (v) disband any committee. Any such Committee shall have only the powers specifically delegated to it by the Board. Committees shall consist of at least two directors. Members of a committee shall act only as a committee and shall report to the Board on the committee's actions and findings. All committee actions shall be recorded in or attached to the minutes of the meetings of the Board. A majority of the members appointed to any committee shall constitute a quorum for the transaction of business or of any specified item of business at any meeting of any such committee. The vote of a majority of the members of the committee present at the time of the vote shall be requisite to constitute any act of the committee. The Chair and the Executive Director, if not members thereof, shall be entitled to attend any meeting of any standing or other committee.

6.2 COMMITTEES OF THE BOARD.

6.2.1 Establishment of Committees. The Board may, by resolution passed by a majority of all the directors in office, designate one or more committees of the Board, including, but not limited to, a Governance Committee and Finance and Audit Committee. Any committee shall have and exercise the authority of the Board in the management of DECA, except as otherwise provided by law or in a resolution by the Board.

6.3 SPECIAL BODIES. The Board may, by resolution adopted by a majority of directors attending a meeting at which a quorum is present, establish "special bodies of DECA" which shall include, without limitation, special committees, ad hoc committees, task forces, and special advisory committees. Special bodies of DECA shall be established to perform specific functions. The Board shall define the function, membership, term and reporting requirements of each special body of DECA, provided, however, that a special body of DECA shall not have or exercise the authority of the Board in the management of DECA. Special bodies of DECA shall consist of at least three members, at least one of whom shall be a director. Members of special bodies of DECA shall be appointed as provided in Section 6.1 and a chair shall be appointed by the Chair. The Board shall conduct an annual review of each special body of DECA. No special body of DECA shall have authority to create a binding obligation on DECA; nor shall any such special body of DECA exist for more than one year without the Board's review and approval.

6.4 ATTENDANCE BY THE EXECUTIVE DIRECTOR. The Executive Director shall be entitled to participate as a non-voting member in meetings of all of the committees of DECA.

6.5 ACTIONS WITHOUT MEETING. Any action that may be taken at a meeting of a committee may be taken without a meeting if each member of the committee signs a consent describing the action to be taken and delivers it to the Secretary. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

6.6 LIMITATION ON AUTHORITY. No committee shall have any power or authority as to the following:

6.6.1 The filling of vacancies on the Board.

6.6.2 The adoption, amendment or repeal of these Amended and Restated Bylaws.

6.6.3 The amendment or repeal of any resolution of the Board.

6.6.4 Action on other matters committed by resolution of the Board or by Virginia law to the full Board or to another committee.

ARTICLE VII | LIABILITY, INDEMNIFICATION, AND INSURANCE

7.1 LIABILITY. In the absence of willful misconduct or a knowing violation of the criminal law, the directors of DECA shall not be personally liable for its debts, obligations or liabilities.

7.2 INDEMNIFICATION. DECA shall indemnify each director, officer, or employee, present or former, to the maximum extent permitted by law against all cost and expense reasonably incurred by or imposed upon him or her in connection with any action, suit, or proceeding in which he/she may be involved by reason of being or having been a director, officer, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which any such director, officer, or employee may be entitled as a matter of law. Notwithstanding any language in this ARTICLE VII to the contrary, DECA shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Code.

7.3 INSURANCE. DECA shall have the power to purchase liability insurance for directors and officers on behalf of any such person who is or was a director or officer of DECA.

ARTICLE VIII | TERMINATION AND DISSOLUTION

8.1 GENERAL. In the event of winding up or dissolution of DECA, all outstanding debts and liabilities shall be satisfied.

8.2 DISTRIBUTION. If, after satisfaction of all debts and liabilities, there remains any property, unless the Articles of Incorporation provide otherwise, such property shall be given to some other organization dedicated to similar purposes and qualifying under section 501(c)(3) of the Code or the corresponding section of any future federal tax code, or to the federal government or an agency or department thereof, as may be determined by the Board at or before the time of dissolution.

ARTICLE IX | MISCELLANEOUS PROVISIONS

9.1 **GRANTS.** The Board may prospectively or retroactively authorize any officer(s) or agent(s), in the name and on behalf of DECA, and in the administration of an approved program, to make grants or contributions or provide financial assistance in furtherance of the charitable and educational purposes of DECA, as stated in the Articles of Incorporation, to any qualified individual(s) or organization(s).

9.2 **EXECUTION OF CONTRACTS.** The Board, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of DECA, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of DECA. Any such authority may be general or confined to specific instances.

9.3 **LOANS.** The Board may authorize the Executive Director to: (i) obtain loans and advances at any time for DECA from any bank, trust company, firm, foundation, individual or other institution; (ii) make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of DECA; and (iii) pledge and hypothecate, or transfer any securities or other property of DECA as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances. No loans shall be made by DECA to any director or officer thereof.

9.4 **GIFTS.** The Board may accept on behalf of DECA any contribution, gift, bequest or devise to be used to achieve the purposes of DECA.

9.5 **BOOKS AND RECORDS.** DECA shall maintain at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board, any Board Committees, and any designated bodies of the Board, (c) the Association’s current Articles of Incorporation, Bylaws, and Board-approved policies, and (d) all documents required to be maintained by organizations exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) (or the corresponding section of any future Federal tax code). All books and records of the Association may be subject to inspection as required by law.

9.6 **DEPOSITORIES.** The funds of DECA not otherwise employed shall from time to time be deposited to the order of DECA in such banks, trust companies or other depositories as the directors may select, or as may be selected by any one (1) or more officers or agents of DECA to whom such power may from time to time be delegated by the directors.

9.7 SIGNATORIES. All checks, drafts and other orders for payment of money from the funds of DECA, and all notes and other evidences of indebtedness of DECA shall be signed on behalf of DECA in such manner as shall from time to time be determined by the Board. In the absence of such determination by the directors, such instruments shall be signed by the Treasurer and countersigned by the Executive Director of DECA.

9.8 ANNUAL FINANCIAL REPORT AND AUDIT. The Board shall cause to be prepared an annual financial report and may require an annual audit be made of the books and accounting records of DECA by an independent certified public accountant.

ARTICLE X | AMENDMENTS

10.1 AMENDMENT OF BYLAWS. These Bylaws may be further altered, further amended or repealed, or new Bylaws may be adopted, subject to the restrictions set forth in the Virginia Act, the Articles of Incorporation, and these Bylaws, at the annual meeting of the Corporate Members according to the following procedures:

Proposed amendments shall be submitted in writing to the Chair of the Board of Directors no later than (60) days prior to the annual meeting of the Corporate Members. The Board of Directors shall then submit the proposed amendments to the Corporate Members at least thirty (30) days prior to the annual meeting. Proposed amendments shall be approved by two-thirds (2/3) majority vote of the DECA Inc. Representatives present at the annual meeting of the Corporate Members. Approved amendments would take effect at the close of said annual meeting of the Corporate Members.

10.2 RECORDING. The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.