

# **National PTA Bylaws 2009**

## **Article I—Name**

The name of this organization is National Congress of Parents and Teachers, governed by the District of Columbia Nonprofit Corporation Act of 1962. It is also commonly known, and will be referred to in these bylaws, as “National PTA.”

## **Article II—Purposes**

**Section 1.** The purposes of the PTA are

- a. To promote the welfare of children and youth in home, school, community, and place of worship,
- b. To raise the standards of home life,
- c. To secure adequate laws for the care and protection of children and youth,
- d. To bring into closer relation the home and the school, so that parents and teachers may cooperate intelligently in the education of children and youth, and
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

**Section 2.** The purposes of the PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

**Section 3.** The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code or

corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

### **Article III—Basic Policies**

The following are basic policies of National PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work with the schools and community to provide quality education for all children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- c. The organization shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among parents, schools, and the community at large.
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code.

- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c) 3 of the Internal Revenue Code and whose purposes are in accordance with those of National PTA.
- g. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

#### **Article IV—Constituent Organizations**

**Section 1.** The constituent organizations of National PTA include:

- a. Branches of National PTA that have been established in the 50 states of the United States, the District of Columbia, the U.S. Virgin Islands, and among schools for American dependents in Europe and the Pacific hereinafter called state PTAs.
- b. Local PTAs (Parent Teacher Associations) or PTSAs (Parent Teacher Student Associations) organized under the authority of the state PTAs in organized areas.
- c. Local PTAs/PTSAs organized under the direct authority of National PTA when there is no state PTA/PTSA.

**Section 2.** The national board of directors shall determine criteria for establishing constituent organizations and setting standards for continuing affiliation with National PTA.

**Section 3.** There shall be no proxy voting by any constituent organization of National PTA.

**Section 4.** The purposes and basic policies of National PTA shall in every case also be the purposes and basic policies of each constituent organization.

**Section 5.** Each constituent organization shall adopt bylaws for the government of the organization. Such bylaws shall not be in conflict with National PTA or state PTA bylaws. Such bylaws shall include an article on amendments and shall include a provision establishing a quorum.

#### **Article V—Members and Dues**

**Section 1.** Every individual who is a member of a local PTA organized by a state PTA also is a member of National PTA and of the state PTA by which such local PTA is organized and, as such, is entitled to all the benefits of such membership.

**Section 2.** Every individual who is a member of a local PTA organized under the direct authority of National PTA is a member of National PTA and, as such, is entitled to all the benefits of such membership.

**Section 3.** Membership in PTA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of National PTA.

**Section 4.** Each member of a local PTA shall pay annual dues as may be determined by the organization. The amount of the dues shall include the portion payable to the state PTA as determined by the state, and the portion payable to National PTA as recommended by the board of directors and approved by a two-thirds (2/3) majority of the voting body at the National PTA Annual Convention.

## **Article VI—Provisions for Service in the National PTA Governance Structure**

**Section 1.** Anyone holding a position shall be a member of a local PTA.

**Section 2.** No one shall serve more than one full term in the same position, unless otherwise permitted in these bylaws.

**Section 3.** Anyone who serves in a position for more than one-half (1/2) of a full term shall be deemed to have served a full term in such position.

**Section 4.** Those failing to meet the qualifications or to fulfill the responsibilities of their positions shall be removed according to the policies of the board of directors.

**Section 5.** Only those who have consented to serve shall be nominated or appointed.

**Section 6.** A member shall not serve as a voting member in National PTA's governance structure while serving as a paid employee of, or under contract to, National PTA.

**Section 7.** Diversity, PTA knowledge, and professional expertise shall be guiding principles when making nominations or appointments.

## **Article VII—Officers**

**Section 1.** The officers of National PTA shall be a president, a president-elect, and a secretary-treasurer.

**Section 2.** Except for the office of president, officers shall be elected by the voting body at National PTA's annual convention in each odd-numbered year.

**Section 3.** The nominating and leadership development committee shall be responsible for nominating one candidate for each elective office. The committee shall report its nominees for office to the annual convention, at which time additional nominations may be made from the floor. Nominees from the floor must have given sixty (60) days' notification before the beginning of the annual convention of their intent to run. Notification must be given to the

National PTA president and the nominating and leadership development committee chair in writing.

**Section 4.** The vote shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

**Section 5.** The general provisions for eligibility for office are described in Article VI. In addition, the following shall apply:

- a. Only those who have served on the National PTA Board of Directors for at least one (1) term shall be eligible for nomination or election to office.
- b. A state president whose term of office has more than six (6) months remaining shall not be eligible for election as an officer of National PTA.

**Section 6.** Elected officers shall take office at the close of the convention at which they are elected and shall serve a term of two (2) years, or until their successors take office. Officers shall serve no more than one (1) term in the same office. The president-elect shall succeed automatically to the office of president.

**Section 7.** Vacancies shall be filled as follows:

In case of a vacancy in the office of president, the president-elect shall become president and shall hold office for the balance of the term. In filling the vacancy, the president-elect shall be entitled to continue in the presidency for the following term providing not more than one-half (1/2) of a full term as president has been served. The vacancy in the office of president-elect shall be filled at the next convention by the voting body. In the interim, duties of the president-elect shall be delegated by the president.

A vacancy in the office of secretary-treasurer shall be filled by the board of directors. The vote shall be by ballot. When there is only one (1) candidate for the vacancy, the election may be by voice vote. A majority vote shall be required for election if at least ten (10) days' notice of the election to fill the vacancy has been given. If notice is not given, the election to fill the vacancy shall require a two-thirds (2/3) vote.

### **Article VIII—Duties of Officers**

**Section 1.** The president shall

- a. Serve as chair of the board of directors,
- b. Serve as an *ex officio* member of all committees except the nominating and leadership development committee,
- c. Appoint chairs and members of committees not otherwise specified,
- d. Serve as *ex-officio* member of the national council of states,
- e. Preside at all annual conventions, and
- f. Perform other duties as assigned by the board of directors or as applicable to presidents of non-profit corporations organized under the laws of the District of Columbia.

**Section 2.** The president-elect shall

- a. Serve as a member of the board of directors,
- b. Serve as a member of the finance committee,
- c. Serve as a member of the resource and development committee,
- d. Serve as chair of the national council of states,
- e. Perform the duties of the office of president in the president's absence or when the president is unable to perform these duties, and

- f. Perform other duties as assigned by the president or the board of directors.

**Section 3.** The secretary-treasurer shall

- a. Serve as a member of the board of directors,
- b. Serve as financial officer and secretary of the corporation,
- c. Serve as chair of the finance committee,
- d. Report the financial status of National PTA to the board of directors and annual convention body,
- e. Serve as chair of the endowment fund of National PTA,
- f. Serve as vice-chair of the national council of states, and
- g. Perform other duties as assigned by the president or the board of directors.

### **Article IX—Board of Directors**

**Section 1.** The affairs of National PTA shall be managed by the board of directors.

**Section 2.** The members of the board of directors shall be the president, the president-elect, the secretary-treasurer, sixteen (16) member representatives<sup>1</sup>, six (6) at-large members, and two (2) youth members.

**Section 3.** Each year, eight (8) member representatives on the board of directors shall be nominated by the nominating and leadership development committee and elected by the voting body at the National PTA Annual Convention. Other nominations may be made from the floor, and a plurality vote shall elect. Nominees from the floor shall have given sixty (60) days' notification before the beginning of the national convention of their intent to run. Notification must be given to the National PTA president and nominating and leadership development

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<sup>1</sup> Proviso: The amendment regarding the member representatives on the board of directors shall be phased in as follows:  
Five (5) members shall be elected at the 2008 Annual Convention for a term of two years.  
Eight (8) members shall be elected at the 2009 Annual Convention for a term of two years.  
Eight (8) members shall be elected at the 2010 Annual Convention for a term of two years.

committee chair in writing. No two (2) member representatives on the board of directors shall be from the same state. Member representatives shall take office each year at the close of the convention and shall serve a term of two (2) years, or until their successors have assumed office. In the event of a vacancy for a member representative, the balance of the term of the member representative shall be filled by election by the board of directors at its next regular meeting. The nominating and leadership development committee shall nominate one (1) person for each vacancy. Other nominations may be made from the floor, and a majority vote shall elect.

**Section 4.** Three (3) at-large members shall be appointed by the president and approved by the board of directors each year at the postconvention board meeting. They shall be appointed in order to bring a particular knowledge base, skill set, or diversity to the board. They shall serve a term of two (2) years, or until their successors have assumed office. They shall assume office after their approval by the board of directors at the postconvention board meeting. In the event of a vacancy for an at-large member, the balance of the term shall be filled by appointment by the president and approved by the board of directors at its next regular meeting.

**Section 5.** Two (2) youth members shall be appointed by the president and approved by the board of directors at the postconvention board meeting in the odd numbered years. They shall serve for a term of two (2) years. In the event of a vacancy of a youth member, the balance of the term shall be filled by appointment by the president and approval of the board of directors at its next regular meeting.

**Section 6.** The board of directors shall

- a. Manage the affairs of National PTA,
- b. Act on recommendations presented by the national council of states,
- c. Hire, evaluate, and set the salary of the chief executive officer,

- d. Review and act on reports and recommendations of committees and staff,
- e. Approve the budget,
- f. Approve board and committee appointments as recommended by the president,
- g. Establish public policy and the legislative agenda, and
- h. Establish organizational policy based on the strategic plan.

**Section 7.** Regular meetings of the board of directors shall be held four (4) times during each calendar year. They shall be held immediately preceding the National PTA Annual Convention (preconvention meeting), immediately following the National PTA Annual Convention (postconvention meeting), and at other times as determined by the board of directors.

**Section 8.** Notice of the time and place of each regular meeting shall be given in writing to each member of the board of directors at least thirty (30) days prior to the date of the meeting.

**Section 9.** Special meetings of the board of directors may be called by the president, on five (5) days' written notice to each member of the board of directors. Special meetings shall be called by the president or secretary-treasurer in like manner and on like notice on the written request of seven (7) members of the board of directors. Special meetings may be conducted by conference call, teleconference, or other electronic media as permitted by applicable law.

**Section 10.** A quorum of the board of directors shall be a majority of the members of the board then in office.

**Section 11.** Between meetings of the board of directors, the elected officers shall have and may exercise the powers of the board of directors in the management of such affairs of National PTA that in their judgment require immediate action. The elected officers shall take no action in conflict with any action taken by the board of directors.

## **Article X—National Council of States**

**Section 1.** The national council of states shall be composed of one (1) member from each of the state congresses. The state president shall not serve as the national council of states representative. The national president and the resolutions committee chair shall serve as ex-officio members.

**Section 2.** The general provisions for eligibility for service are described in Article VI. In addition, the members of the national council of states should understand the mission, vision, and value of National PTA, and should have skills, ability, and willingness to debate, deliberate, and make recommendations on issues affecting the organization.

**Section 3.** The president-elect and secretary-treasurer of National PTA shall serve as chair and vice chair of the national council of states.

**Section 4.** The members from state congresses shall be appointed from within their states in accordance with each state's bylaws for a term as indicated by each state's bylaws.

**Section 5.** The national council of states shall

- a. Identify and prioritize trends to guide the board in setting strategic direction,
- b. Review and recommend issues related to organizational policy, and
- c. Identify and recommend action on strategic direction, emerging issues, policies, and legislative trends.

**Section 6.** The national council of states shall meet annually at the call of the chair. Special meetings may be called by the chair with the approval of the national president.

## **Article XI—Committees**

**Section 1.** The following shall be the standing committees of National PTA:

- a. Nominating and leadership development,

- b. Bylaws and policy,
- c. Finance,
- d. Resource development,
- e. Field service,
- f. Membership,
- g. Legislation,
- h. Resolutions,
- i. Committee on Diversity, and
- j. Youth Involvement

**Section 2.** The board of directors may establish special committees as needed. The members of special committees shall be appointed by the president.

**Section 3.** Committee appointments shall be approved by the board of directors.

**Section 4.** Standing committee members may serve for two (2) terms.

## **Article XII—Nominating and Leadership Development Committee**

**Section 1.** The nominating and leadership development committee shall consist of seven (7) members. Those holding any elected or appointed position in National PTA shall not serve on the nominating and leadership development committee. No member of this committee shall be eligible to be nominated by the committee. The chief executive officer, or designee, shall serve as staff liaison to the nominating and leadership development committee.

**Section 2.** The members of the nominating and leadership development committee shall be elected by class annually by the voting body of the convention and shall serve a term of three (3) years or until their successors are elected. Class A shall consist of two (2) members; Class B, two

(2) members; and Class C, three (3) members.<sup>2</sup> Members may not serve more than one (1) term.

Nominations shall be made by the nominating and leadership development committee and also from the floor. Elected members shall assume their duties at the close of the convention at which they are elected.

**Section 3.** The nominating and leadership development committee shall report its nominees for committee members to the annual convention, at which time additional nominations may be made from the floor. Nominees from the floor shall have given sixty (60) days' notification before the beginning of the national convention of their intent to run. Notification must be given to the National PTA president and nominating and leadership development committee chair in writing.

**Section 4.** The vote shall be conducted by ballot when there are more candidates than open positions, and a plurality vote shall elect. When there is an equal number of candidates to the number of open positions, the election may be held by voice vote.

**Section 5.** The committee shall elect a chair at its first meeting each year following the annual convention.

**Section 6.** A vacancy on the committee shall be filled by the board of directors. The vote shall be by ballot. When there is only one (1) candidate for a vacancy; that election may be by voice vote. A majority vote shall be required for election if at least ten (10) days' notice of the election to fill the vacancy has been given. If notice is not given, the election to fill the vacancy shall require a two-thirds (2/3) vote.

**Section 7.** The nominating and leadership development committee shall:

- a. Identify characteristics and skill sets needed in the leadership of National PTA to accomplish the strategic plan;

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<sup>2</sup> Class A, 2002, Class B, 2003, Class C, 2004, Class A, 2005, and so on.

- b. Recommend continuing education that enhances leadership development for the organization;
- c. Screen and evaluate individuals, and nominate one (1) eligible candidate for each of the following offices or positions:
  - 1. President-elect (two-year term),
  - 2. Secretary-treasurer (two-year term),
  - 3. Member representatives to board of directors (two-year terms),
  - 4. Members of the nominating and leadership development committee (three-year terms); and
- d. Advise the president on appointments.

**Section 8.** The nominating and leadership development committee shall publish the slate of nominees ninety (90) days prior to the annual convention.

### **Article XIII—Bylaws and Policy Committee**

**Section 1.** The bylaws and policy committee shall be composed of five (5) members.

**Section 2.** The president shall appoint members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The committee chair shall be appointed by the president from among the members of the board of directors.

**Section 4.** The committee shall make a comprehensive study of National PTA bylaws and policies, and may propose bylaw amendments and policies for the consideration of the board of directors.

**Section 5.** The bylaws of all constituent organizations are subject to review by the National PTA bylaws and policy committee.

#### **Article XIV—Finance Committee**

**Section 1.** The finance committee shall be composed of five (5) members. The members shall be the secretary-treasurer, who shall be chair, the president-elect, and three (3) additional members of the board of directors.

**Section 2.** The president shall appoint the three (3) committee members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The committee shall present an annual budget to the board of directors for its approval and recommend an auditing firm.

#### **Article XV—Resource Development Committee**

**Section 1.** The resource development committee shall be composed of seven (7) members. The members shall be the president-elect and six (6) additional members.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the members of the committee.

**Section 4.** The committee shall plan and implement the organization's resource development program in concert with the professional staff.

#### **Article XVI—Field Service Committee**

**Section 1.** The field service committee shall be composed of eleven (11) members.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the members of the committee.

**Section 4.** The field service committee shall develop strategies for service to the field and evaluate effectiveness of the organization.

### **Article XVII—Membership Committee**

**Section 1.** The membership committee shall be composed of nine (9) members.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the members of the committee.

**Section 4.** The membership committee shall develop membership strategies and evaluate effectiveness of membership development practices.

### **Article XVIII-Legislation Committee**

**Section 1.** The legislation committee shall be composed of five (5) members.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the members of the committee.

**Section 4.** The legislation committee shall review the legislative program of National PTA and shall make recommendations concerning the program to the board of directors.

## **Article XIX—Resolutions Committee**

**Section 1.** The resolutions committee shall be composed of nine (9) members.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the members of the committee.

**Section 4.** The resolutions committee shall

- a. Solicit, review, and recommend proposed resolutions for the consideration of the board of directors.
- b. Identify and recommend action on emerging issues and public policy trends.
- c. Review adopted resolutions and position statements and recommend to retain, amend or rescind those resolutions and position statements.
- d. Help identify nationwide issues related to children and youth and collaborate with appropriate committees.

## **Article XX—Diversity**

**Section 1.** The committee on diversity shall be composed of nine (9) members.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two (2) years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the members of the committee.

**Section 4.** The committee on diversity shall promote diversity in all of its aspects and full involvement at all levels of the organization.

## **Article XXI—Youth Involvement Committee**

**Section 1.** The youth involvement committee shall be composed of seven (7) members, two of whom shall be the appointed youth members to the board of directors.

**Section 2.** The president shall appoint the members at the post-convention board meeting in odd-numbered years. Members shall serve a term of two years, or until their successors are appointed.

**Section 3.** The president shall appoint the chair from among the youth members of the board of directors.

**Section 4.** The youth involvement committee shall work in collaboration with national, state, and local PTAs to provide education, resources, leadership training, and opportunities to increase youth participation and visibility.

#### **Article XXII—Annual Convention**

**Section 1.** The National PTA Annual Convention shall convene each year in June. The board of directors shall determine the place and dates of the convention.

**Section 2.** Notice of the time and place of each annual convention shall be sent to the board of directors, state presidents, members of national PTA standing committees, and the state representatives to the national council of states and placed in the official publication of National PTA not less than sixty (60) days prior to the date of the opening of the convention.

**Section 3.** The following members of National PTA (herein referred to as the “voting body”) shall be entitled to be delegates at the annual convention:

- a. Members of the board of directors;
- b. State representatives to the national council of states;
- c. Members of national PTA standing and convention-related committees;
- d. State presidents;
- e. Past national presidents of National PTA;

f. One (1) delegate per one thousand (1,000) members, or major fraction thereof, of each state PTA, as shown on the books of the secretary-treasurer of National PTA as of March 31 preceding an annual convention, and as accredited by the state PTA; and

g. One (1) delegate per one thousand (1,000) members, or major fraction thereof, of a local PTA organized under the direct authority of National PTA, as shown on the books of the secretary-treasurer of National PTA as of March 31 preceding an annual convention, and as accredited by National PTA.

**Section 4.** The selection of the state delegates shall be governed by the bylaws of the state PTA.

**Section 5.** Only the members who make up the voting body at the annual convention shall have the right to introduce motions, participate in debate, or vote at the annual convention. There shall be no proxy voting. Members of National PTA who are not part of the voting body shall be entitled to attend the annual convention upon payment of a registration fee in an amount determined by the board of directors.

**Section 6.** A quorum shall consist of one hundred and fifty (150) registered delegates representing a majority of the state PTAs.

**Section 7.** The annual convention shall transact such business as may come before it.

**Section 8.** The board of directors, by a two-thirds (2/3) vote of its members, may cancel or postpone any annual convention when it deems such action to be required by the existence of a national emergency, epidemic, or other disaster. Such action may be taken by the president alone after polling the members of the board of directors to the extent reasonably possible.

Any annual convention scheduled to be held during the existence of a civil defense emergency declared by the president of the United States or the concurrent resolution of the Congress of the United States shall automatically be canceled. During the existence of any such

civil defense emergency, the board of directors may adopt such measures for the conduct of the affairs of National PTA as it may deem to be required, without regard to the restrictions of National PTA Bylaws.

#### **Article XXIII—Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern National PTA in all cases in which they are applicable and in which they are not in conflict with National PTA bylaws, special rules of order, Articles of Incorporation, or the District of Columbia Nonprofit Corporation Act of 1962.

#### **Article XXIV—Amendments**

These bylaws may be amended at the annual convention by two-thirds (2/3) vote provided that the following requirements shall first have been complied with in the following order:

- a. The amendments shall have been approved by the board of directors;
- b. Amendments shall have been mailed to the board of directors, national council of states, and state presidents not less than sixty (60) days prior to the date of convening the annual convention; and
- c. Amendments shall have been published at least thirty (30) days prior to the convention.

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Amended: August 2009